FIREFINCH LIMITED

ABN 11 113 931 105

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting

21 October 2026

Time of Meeting

10.00 am (AWST)

Place of Meeting

The Meeting will be held virtually via the Company's online meeting platform https://meetnow.global/MHXVGKV

There will be no physical location for this Meeting, Shareholders can only attend virtually. Shareholders are requested to register to attend at least 10-15 minutes prior to the Meeting commencing to allow time for registration. Shareholders can register at any time prior.

A Proxy Form is enclosed

This document is important and requires your immediate attention. Carefully read this document in its entirety and consult your stockbroker, legal adviser, accountant, licensed financial adviser or other professional adviser if you are in any doubt as to what to do.

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting, please complete and return the enclosed Proxy Form in accordance with the specified directions.

FIREFINCH LIMITED
ABN 11 113 931 105

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Firefinch Limited (ABN 11 113 931 105) will be held virtually via the Company's online meeting platform https://meetnow.global/MHXVGKV on 21 October 2026 at 10.00 am (AWST) for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

The Meeting will be held virtually and there will not be a physical venue available for Shareholders to attend in person. Therefore, the Company encourages Shareholders not attending virtually to vote in advance by lodging a Proxy Form in accordance with the instructions thereon.

AGENDA

Financial Reports

To receive and consider the consolidated annual financial report of the Company for the financial year ended 31 December 2025, together with the Directors' declaration and report in relation to that financial year and the Auditor's Report on the financial report, as set out in the 2025 Annual Report.

1 RESOLUTION 1 – RE-ELECTION OF MR MATTHEW JAMES MITCHELL AS A DIRECTOR

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

> *"That Mr Matthew James Mitchell, who retires in accordance with rule 6.1(f) of the Constitution and, being eligible for re-election, be re-elected as a Director."*

2 RESOLUTION 2 – THIRD RETURN OF CAPITAL TO SHAREHOLDERS

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

> *"That, the issued share capital of the Company be reduced by up to $63.5 million in accordance with sections 256B and 256C of the Corporations Act 2001 (Cth) and that such capital reduction be effected, subject to the Board's discretion, by the Company paying each Shareholder an equal amount per Share, on the terms and conditions set out in the Explanatory Memorandum."*

3 RESOLUTION 3 – PAYMENT OF CASH BONUS TO BRETT FRASER

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

> *"That, Shareholders approve the one-off cash bonus of $250,000 to Mr Brett Fraser on the terms and conditions set out in the Explanatory Memorandum."*

Voting prohibition statement: *Pursuant to the Corporations Act, the Company will disregard any votes cast as a proxy by a person who is a member of the Company's Key Management Personnel on the date of the Meeting and their Closely Related Parties.*

However, the above prohibition does not apply if the vote is cast as a proxy for a person entitled to vote on the relevant Resolution:

(a) in accordance with the direction on the Proxy Form; or

(b) by the person chairing the Meeting in accordance with an express authorisation in the Proxy Form to exercise the proxy as the Chair of the Meeting decides, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

By order of the Board

Stuart Usher
Company Secretary
Dated: 24 September 2026

The Meeting is being convened as a wholly virtual meeting in accordance with the Company's Constitution and applicable law. The Company advises that a poll will be conducted for each Resolution.

Shareholders attending the Meeting virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the Meeting to also electronically cast their votes on the proposed Resolutions at the Meeting. For Shareholders, the virtual Meeting can be attended through an online platform here:

https://meetnow.global/MHXVGKV

The Meeting will be held virtually and there will not be a physical venue available for Shareholders to attend in person. Therefore, the Company encourages Shareholders not attending virtually to vote in advance by lodging a Proxy Form in accordance with the instructions thereon.

Participating and voting virtually

You will be able to attend and ask questions at the virtual Meeting through the Company's online platform. The Chair will provide a reasonable opportunity for Shareholders to ask questions relevant to the business of the Meeting. However, you are strongly encouraged to submit questions to the Company prior to the Meeting.

Questions should relate to matters relevant to the business of the Meeting. You can ask the Company a question prior to the Meeting by email addressed to info@firefinchltd.com.

Your questions must be received no later than seven days before the Meeting. The Chair will endeavour to answer as many of the frequently asked questions as possible at the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised. The Company will not be sending individual replies.

Shareholders can vote by following the instructions set out in the virtual meeting guide to be published on the Company's website prior to the Meeting.

Shareholders who wish to vote online at the Meeting must use the Computershare Meeting Platform to vote in the Meeting.

To vote in the Meeting, you can log in by entering the following URL https://meetnow.global/MHXVGKV on your computer, tablet or smartphone. Online registration will open 30 minutes before the Meeting.

To make the registration process quicker, please have your Holder ID and registered postcode or country code ready. Proxyholders will need to contact the call centre before the meeting to obtain their login details.

To vote at the Meeting online follow the instructions below:

- Click on 'Join Meeting Now'.
- Enter your Holder ID. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the Meeting to obtain their login details.
- Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop down list.
- Accept the Terms and Conditions and 'Click Continue'.

You can cast votes at the appropriate times while the Meeting is in progress.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote virtually at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act.

Voting by proxy

- A Shareholder entitled to attend and vote at the virtual Meeting is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the Meeting to obtain their login details.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support the Resolutions proposed in this Notice.
- To be effective, proxies must be received by 10.00am (AWST) on 19 October 2026. Proxies received after this time will be invalid.
- The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by the Company at the address below, or by facsimile, and by 10.00am (AWST) on 19 October 2026. If facsimile transmission is used, the Power of Attorney must be certified.
- Proxies may be lodged using any of the following methods:

  By internet:

  Log on to www.investorvote.com.au

  By post:

  Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001 Australia

  By fax:

  (within Australia) 1800 783 447

  (outside Australia) +61 3 9473 2555

Shareholders who are entitled to vote

In accordance with regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of Shareholders as at 4:00pm (AWST) on 19 October 2026.

FIREFINCH LIMITED
ABN 11 113 931 105

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

Financial Reports

The first item of the Notice deals with the presentation of the Company's financial reports.

Section 317 of the Corporations Act requires the Company to lay before its Shareholders, at the Meeting, the consolidated annual financial report of the Company for the financial year ended 31 December 2025, together with the Directors' declaration and report in relation to that financial year and the Auditor's Report on the financial report (**2025 Annual Report**).

The Company's 2025 Annual Report is available on the Company's website at http://firefinchltd.com.

Shareholders should consider these financial reports and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the accounts and on the management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the Company's auditor, Hall Chadwick WA Audit Pty Ltd (**Auditor**), or the Auditor's representative questions relevant to:

(a) the conduct of the audit;

(b) the preparation and content of the independent Auditor's Report;

(c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(d) the independence of the Auditor in relation to the conduct of the audit.

1 RESOLUTION 1 – RE-ELECTION OF MR MATTHEW JAMES MITCHELL AS A DIRECTOR

1.1 Background

Pursuant to rule 6.1(f) of the Company's Constitution, Mr Matthew James Mitchell, being a Director, retires by way of rotation and, being eligible, offers himself for re-election in accordance with rule 6.1(i) of the Constitution.

If Resolution 1 is passed, Mr Mitchell will be re-elected and will continue to act as a Director. If Resolution 1 is not passed, Mr Mitchell will not be re-elected and will cease to act as a Director.

1.2 Qualifications

Mr Mitchell brings 20 years' experience in a range of management, transformation, and advisory roles across the energy, defence, finance, technology, government, and not-for-profit sectors.

Mr Mitchell is currently Managing Director of a consultancy specialising in technology and transformation, and a Non-Executive Director of an aged care provider. He previously served as an elected member in local government. Mr Mitchell is a Graduate of the Australian Institute of Company Directors and a Fellow of the Governor's Leadership Foundation. He holds an MBA, a Bachelor of Arts in Politics and International Studies, and a Bachelor of Computer Science, all from the University of Adelaide.

1.3 Other material directorships

Mr Mitchell has no other material directorships.

1.4 Independence

Mr Mitchell was appointed to the Board on 30 October 2024. The Board considers that Mr Mitchell, if re-elected, will continue to be classified as an independent director.

1.5 Board recommendation

The Board's view is that it is essential to preserve the intellectual property of the Company (including the significant, detailed knowledge of Mr Mitchell in relation to the affairs of the Company) to continue to effectively and efficiently navigate the affairs of the Company in the lead up to the orderly winding up of the Company's operations.

Based on Mr Mitchell's relevant experience and qualifications, the members of the Board (in the absence of Mr Mitchell), support the re-election of Mr Mitchell as a director of the Company.

2 RESOLUTION 2 – THIRD RETURN OF CAPITAL TO SHAREHOLDERS

2.1 Background

The Company currently holds 210,941,543 fully paid ordinary shares in Leo Lithium Limited (**Leo Lithium**) (**Leo Lithium Shares**). Leo Lithium was formerly a lithium development company which demerged from the Company and listed on the ASX in June 2022. Leo Lithium Shares were subsequently delisted from the ASX on 22 September 2025.

In January 2025, Leo Lithium made a 'Tranche 1' distribution of cash to Leo Lithium shareholders. By holding the Leo Lithium Shares, the Company received payment of about $36.28 million (**Leo T1 Distribution**). For details of that distribution, please see Leo Lithium's quarterly announcement released to ASX on 30 January 2025, and Leo Lithium's shareholder update released to ASX on 12 May 2025.

On 11 November 2025, the Company completed a distribution to Shareholders comprising an unfranked special dividend and two pro-rata capital returns (the **First and Second Return of Capital**) following receipt of the Leo T1 Distribution. The First and Second Return of Capital was paid to Shareholders following approval at the Company's 2025 annual general meeting held on 27 October 2025. The Australian Taxation Office (**ATO**) subsequently issued Class Ruling 2025/81 on 26 November 2025 confirming the tax treatment of the special dividend and capital returns for shareholders. For further details, please refer to the Company's announcements on 26 September and 13 November 2025, and the shareholder update released on 28 November 2025.

In October and November 2025, Leo Lithium completed its tranche 2 distribution from the sale of its Goulamina project. The Company received approximately $57.8 million from this distribution (**Leo T2 Distribution**).

On 31 December 2025, Leo Lithium received a cash payment of $40 million from the assignment of the Trailing Product Sales Fee (**TPSF**) to Lithium Royalty Corp. At Leo Lithium's shareholder meeting on 11 February 2026, Leo Lithium shareholders approved the distribution of the TPSF assignment cash payment (together with its other surplus cash) to its shareholders by way of capital return and franked dividend, which was paid to its shareholders on 13 February 2026. By holding Leo Lithium Shares, the Company received payment of $7,011,963 (plus franking credits) as a result of the distribution (**Leo Final Distribution**). For further details of the latest distribution, please see Leo Lithium's notice of meeting released on 20 January 2026. Leo Lithium is currently in liquidation.

As at the date of this Notice, the Company holds cash reserves of $64.3 million. The Company proposes to distribute surplus cash to Shareholders by way of a capital return of approximately $63.5 million (being the Company's cash reserves after the recent $10.4 million tax payment to the ATO), which will be made to Shareholders on a pro rata basis, and which equates to approximately 5.4 cents per Share, subject to Shareholder approval pursuant to Resolution 2 (**Proposed Capital Return**).

No Shares will be cancelled in connection with the Proposed Capital Return. As such, Shareholders will retain all of their Shares and their voting power in the Company will not be affected.

The Company has obtained confirmation that the ATO expects to issue a class ruling that confirms the taxation treatment of the Proposed Capital Return (**Class Ruling**). The amount of the Proposed Capital Return will be treated as a return of capital for taxation purposes.

The Proposed Capital Return is an equal reduction of share capital for the purposes of sections 256B and 256C of the Corporations Act. The Corporations Act requires a company to obtain the approval of shareholders by ordinary resolution for an equal reduction of its share capital. Therefore, Resolution 2 seeks the required Shareholder approval to undertake the Proposed Capital Return.

In the event that Resolution 2 is not approved, the Company will consider other methods to distribute the Proposed Capital Return. This may have different (including potentially adverse) tax consequences for Shareholders as described further in Section 2.9.

The Leo Final Distribution was the final distribution by Leo Lithium and on 16 February 2026, Leo Lithium shareholders approved a resolution to place Leo Lithium into members' voluntary liquidation. Leo Lithium is currently in liquidation.

2.2 Class Ruling

The Proposed Capital Return is subject to confirmation in a final Class Ruling issued by the ATO. The Company submitted an early engagement request in relation to the Class Ruling in February 2026. The Company submitted a formal Class Ruling application to the ATO on 14 May 2026 following publication of the Class Ruling issued to Leo Lithium on 13 May 2026 in relation to the Leo Final Distribution. In the interim, the Company engaged with the ATO in relation to returning the Distribution as a capital return. The ATO confirmed they agreed with this position informally on 28 August 2026.

The Company will not receive the Class Ruling until after payment of the Proposed Capital Return. The Company will make the final Class Ruling available on its website at http://firefinchltd.com as soon as reasonably practicable after it is published by the ATO.

The tax implications for Shareholders will depend on their particular circumstances as described further in Section 2.10.

2.3 Record Date

The total amount payable to each Shareholder in respect of the Proposed Capital Return will be determined based on the number of Shares held by each Shareholder as at the record date, which is currently intended to be 4:00pm (AWST) on 8 October 2026 (**Record Date**).

The Board reserves the right to vary the Record Date, with any changes to be announced on the Company’s website at http://firefinchltd.com.

2.4 Payment Details

It is currently anticipated that the Proposed Capital Return will be paid on or around 22 October 2026 (**Payment Date**). Where the total amount payable to a Shareholder contains a fraction of a cent, the aggregate payment will be rounded down to the nearest whole cent.

Shareholders should note the Proposed Capital Return will be paid to eligible Shareholders **by electronic funds transfer only**.

Therefore, to ensure they receive payment of the Proposed Capital Return on the Payment Date, the Board again urges all Shareholders to update, as soon as possible, and in any event before the Record Date, their:

(a) email address;

(b) Tax File Number (TFN) or Australian Business Number (ABN) (as applicable); and

(c) banking details,

online at Computershare’s Investor Centre website at http://www.investorcentre.com/au.

Alternatively, Shareholders may contact Computershare on 1300 850 505 (within Australia) or + 61 3 9415 4000 (outside Australia).

Computershare will despatch Shareholder’s distribution statements on the Payment Date.

2.5 Indicative timetable

Subject to the requirements of the Corporations Act, the Company currently anticipates the Proposed Capital Return will occur in accordance with the following timetable.

Event	Indicative date
Record Date	8 October 2026
Meeting to approve Proposed Capital Return	21 October 2026
Payment Date	22 October 2026

These dates are indicative only and the Board reserves the right to amend the timetable accordingly, subject to the Corporations Act and other applicable law.

2.6 Legal requirements

(a) **Power under the Corporations Act**

Section 256B(1) of the Corporations Act permits a company to reduce its share capital in a way that is not otherwise authorised by law if the reduction:

(i) is fair and reasonable to the company’s shareholders as a whole;

(ii) does not materially prejudice the company’s ability to pay its creditors; and

(iii) is approved by shareholders under section 256C of the Corporations Act.

Pursuant to section 256B(2) of the Corporations Act, a capital reduction is either an 'equal' reduction or a 'selective' reduction. The reduction is an equal reduction if:

(i) it relates only to ordinary shares;

(ii) it applies to each holder of ordinary shares in proportion to the number of ordinary shares they hold; and

(iii) the terms of the reduction are the same for each holder of ordinary shares.

In applying section 256B(2) of the Corporations Act, the entity must ignore differences in the terms of the reduction that are attributable to the fact that shares have different amounts unpaid on them (see section 256B(3) of the Corporations Act).

The Proposed Capital Return is an equal capital reduction.

(b) **Power under the Constitution**

Rule 9.7 of the Constitution provides that the Company may reduce its share capital by (among other things) any of the means authorised by the Corporations Act, provided the reduction complies with the requirements of section 256B(1) of the Corporations Act set out above.

2.7 Other statutory requirements

(a) **Fair and reasonable**

Section 256B(1)(a) of the Corporations Act provides that a capital reduction must be fair and reasonable to a company's shareholders as a whole. The Directors are of the opinion that the Proposed Capital Return is fair and reasonable to all Shareholders as it will apply to all Shareholders on the Record Date equally, in proportion to the number of Shares they hold as at that date.

(b) **Company's ability to pay creditors**

Section 256B(1)(b) of the Corporations Act provides that a capital reduction must not materially prejudice a company's ability to pay its creditors.

Please refer to Section 2.8(b) below for further information regarding the impact of the Proposed Capital Return on the Company's ability to pay its creditors.

The Directors, having carefully reviewed the Company's assets, liabilities and expected cashflows, believe that the Proposed Capital Return will not materially prejudice the Company's ability to pay its creditors. The Directors have also satisfied themselves of the solvency of the Company following the Proposed Capital Return.

(c) **Shareholder approval**

Section 256C(1) of the Corporations Act requires that an equal reduction of capital be approved by an ordinary resolution passed at a general meeting of the Company.

Resolution 2 will be passed at the Meeting as an ordinary resolution for the purposes of section 256C(1) of the Corporations Act if more than 50% of the votes cast by Shareholders present and eligible to vote at the Meeting (whether by person, by proxy, by attorney, or in the case of a corporate Shareholder, by a corporate representative) are in favour of Resolution 2.

2.8 Effect on the Company

(a) **Effect on capital structure**

Following implementation of the Proposed Capital Return, the Company's capital will be reduced by up to $63.5 million. However, no Shares will be cancelled in connection with the Proposed Capital Return. As such, Shareholders will retain all of their Shares and their voting power in the Company will not be affected.

The entitlement of each Shareholder as at the Record Date to participate in the Proposed Capital Return will be calculated based on the number of Shares the Company has on issue as at the Record Date.

Following implementation of the Proposed Capital Return, the value of the Shares is expected to reduce (relative to the value immediately prior to the date for the Proposed Capital Return), as a direct result of the return of funds to Shareholders and the corresponding decrease in cash held by the Company.

(b) **Effect on financial position**

The effect of the Proposed Capital Return on the financial position of the Company is set out in the Pro Forma Financial Statement attached as **Annexure A.** The Pro Forma Financial Statement has been prepared:

(i) in accordance with generally accepted accounting principles and the Corporations Act; and

(ii) on a historical cost basis.

As evidenced in the Pro Forma Financial Statement:

(i) the Company has, and following completion of the Proposed Capital Return, will continue to have, a balance sheet with sufficient capacity to meet the near-term requirements of the business; and

(ii) the Proposed Capital Return will not materially reduce the ability of the Company to continue to meet its payment obligations to creditors.

Accordingly, the Directors have formed the view that undertaking the Proposed Capital Return will not materially prejudice the Company's ability to pay its creditors.

2.9 Tax implications for the Company

No adverse tax consequences are expected to arise for the Company from implementing the Proposed Capital Return.

2.10 Tax implications for Shareholders

The following is a general summary only. The information included in this section below does not constitute tax advice and must not be relied upon by Shareholders. It does not consider the individual circumstances of each Shareholder and it is important that Shareholders seek their own professional tax advice. In particular, Shareholders should refer to the Class Ruling (if received), which will be made available at the Company's website at http://firefinchltd.com as soon as it is issued.

The Proposed Capital Return will be treated as a capital return for both tax and accounting purposes. The Proposed Capital Return should, prima facie, result in a reduction to the cost base of the Shares held by Shareholders. In the event that the Shares held by Shareholders have a cost base less than the amount of the Proposed Capital Return, those Shareholders may derive an assessable capital gain as a result of the Proposed Capital Return.

The Company cannot comment on the potential outcome of the Class Ruling application and Shareholders should refer to the Class Ruling once issued.

Non-Australian resident Shareholders should seek advice in relation to the specific tax consequences arising from the Proposed Capital Return under the laws of their country of residence.

2.11 Directors' interests

The number of securities in which each Director has a direct or indirect interest as at the date of the Notice is set out in the table below.

Director	Shares
Mr Brett Fraser	536,206
Mr Mark Hepburn	1,500,000
Mr Matthew Mitchell	251,891

No Director will receive any payment or benefit of any kind as a consequence of the Proposed Capital Return.

2.12 ASIC Notifications

As required by section 256C(5) of the Corporations Act, the Notice has been lodged with ASIC before being sent to Shareholders. Neither ASIC nor any of its respective officers take any responsibility for the contents of the Notice.

2.13 Material Information

Other than as set out in the Notice and information previously disclosed to Shareholders, the Directors believe that there is no further information known to the Company that is material to a Shareholder's decision of how to vote on Resolution 2.

2.14 Board recommendation

As noted in Section 2.11, other than as Shareholders or as otherwise set out in the Notice, none of the Directors have any interest in Resolution 2 and no Director will receive any payment or benefit of any kind as a consequence of the Proposed Capital Return.

The Directors consider the Proposed Capital Return is in the best interests of Shareholders for the following reasons:

(a) the Proposed Capital Return enables the Company to return excess capital to Shareholders; and

(b) each Shareholder will retain their current shareholding in the Company pursuant to the terms of the Proposed Capital Return.

The Directors note that a Shareholder may consider voting against the Proposed Capital Return for the following reasons:

(a) following implementation of the Proposed Capital Return the capital and cash reserves of the Company will be reduced. However, the Directors are of the opinion that the Company will have sufficient cash reserves after the Proposed Capital Return to pay its creditors; and

(b) following implementation of the Proposed Capital Return, the value of the Shares is expected to reduce (relative to the value immediately prior to the Proposed Capital Return), as a direct result of the return of funds to Shareholders and the corresponding decrease in cash held by the Company.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2 for the following reasons:

(a) after a full and proper assessment of all available information, the Directors believe that the Proposed Capital Return is fair and reasonable to all Shareholders and is in the best interests of Shareholders and the Company; and

(b) in the opinion of the Directors, the advantages of the Proposed Capital Return as a whole outweigh its disadvantages.

Each Director intends to vote all Shares held or controlled by that Director in favour of Resolution 2.

As noted above, in the event that Resolution 2 is not approved, the Company intends to consider alternative methods to make the Proposed Capital Return. This may have different (including potentially adverse) tax consequences for Shareholders as described in Section 2.10 above.

3 RESOLUTION 3 – PAYMENT OF CASH BONUS TO MR BRETT FRASER

3.1 Background

Resolution 3 seeks Shareholder approval for the Company to pay a one-off cash bonus of $250,000 (**Bonus Payment**) to Mr Brett Fraser, the Executive Chairman of the Company.

The past year has been a critical period for the Company, in resolving the complex and longstanding matters relating to its former Mali operations and its investment in Leo Lithium, while remaining focused on winding up the Company's affairs and returning value to Shareholders. The Bonus Payment is proposed in recognition of Mr Fraser's significant and sustained contribution to the Company over the past 4 years, during a period of considerable complexity and challenge. In particular, Mr Fraser played a central role in the following matters:

(a) the sale of the Company's indirect 80% interest in Morila SA to the Republic of Mali, which completed on 31 January 2025;

(b) the disposal of the Company's four remaining Malian subsidiaries to Gooddoor Services SARL, which completed on 28 March 2025, including the negotiation of comprehensive mutual releases in favour of the Company and its directors, officers and shareholders;

(c) the arbitration proceedings brought by Entreprise Générale Traoré et Frères SARL, which were formally terminated in the Company's favour on 26 September 2025;

(d) the strategy to protect and maximise the value of the Company's interest in Leo Lithium, which contributed to the distributions received from Leo Lithium totalling approximately $94.08 million during the 2025 financial year (comprising the Leo T1 Distribution and Leo T2 Distribution), with a further $7.01 million received in February 2026 (comprising the Leo Final Distribution);

(e) the Company returned approximately $47.12 million to Shareholders pursuant to the First and Second Return of Capital and proposes to undertake a further capital return of approximately $63.5 million pursuant to the Proposed Capital Return (subject to Shareholder approval pursuant to Resolution 2); and

(f) the significant amount of time Mr Fraser has had to spend on achieving the most tax effective distribution of these funds and considerable interaction with the Australian Taxation Office through the Company's tax advisers.

Mr Fraser's involvement in the strategy, execution and management of these matters was instrumental in achieving the positive outcomes and returning significant value to Shareholders.

The Board notes that it was not in a position to quantify an appropriate payment for Mr Fraser’s contribution in advance of the matters described above being resolved. The quantum of the Bonus Payment was contingent on the Company’s cash reserves following the resolution of the matters relating to Leo Lithium and the Company’s former Mali operations, and could only be determined once the outcomes and value recovered for Shareholders were known.

The Bonus Payment is a one-off, discretionary payment in recognition of Mr Fraser's contribution to the matters described above. It does not form part of Mr Fraser's ordinary remuneration arrangements and is not payable under any existing contractual entitlement.

Therefore, Resolution 3 seeks the required Shareholder approval to make the Bonus Payment to Mr Brett Fraser.

In the event that Resolution 3 is not approved, the Bonus Payment will not be made to Mr Brett Fraser. In this circumstance, no alternative benefit will be paid to Mr Fraser in recognition of his services provided to the Company.

3.2 Related Party Transactions Generally

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

(a) the giving of the financial benefits falls within one of the nominated exceptions to the provision; or

(b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

The proposed Bonus Payment to Mr Brett Fraser constitutes giving a financial benefit for the purposes of Chapter 2E of the Corporations Act, as Mr Fraser is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Fraser, given his material personal interest in Resolution 3) have considered the application of Chapter 2E of the Corporations Act and have formed the view that the Bonus Payment would constitute reasonable remuneration for the purposes of section 211 of the Corporations Act, having regard to the matters detailed in Section 3.1.

Notwithstanding the Directors' view that the section 211 exception applies, as a matter of good corporate governance and transparency (and noting that the Company is in the process of being wound up and returning its remaining funds to Shareholders), the Board has determined that it is appropriate to seek Shareholder approval for the Bonus Payment pursuant to Resolution 3.

3.3 Information Requirements

The following information in relation to Resolution 3 is provided for the purposes of Resolution 3:

(a) **The related party to whom the financial benefit will be given**

The financial benefit is proposed to be given to Mr Brett Fraser, the Executive Chairman of the Company.

In addition to his role as Executive Chairman, Mr Fraser provides corporate consultancy services to the Company through ACN 101754116 Pty Ltd and Wolfstar Corporate Management Pty Ltd, entities controlled by Mr Fraser. Fees paid to those entities during the financial year ended 31 December 2025 totalled $244,990 and are disclosed separately to Mr Fraser's director fees in Section 3.3(e).

(b) **The nature of the financial benefit**

The proposed financial benefit to be given is the Bonus Payment, comprising the one-off cash bonus of $250,000. The Bonus Payment is a discretionary, one-off payment that is not payable under any pre-existing contractual entitlement or incentive plan. It does not form part of Mr Fraser's ordinary remuneration arrangements.

The Bonus Payment is proposed to be given to Mr Brett Fraser in recognition of his significant and sustained contribution to the Company over the past 50 months, during a period of considerable complexity and challenge. In particular, the Board considers that Mr Fraser played a central role in achieving the positive outcomes detailed in Section 3.1 and returning significant value to Shareholders.

In determining the Bonus Payment, the Directors (other than Mr Fraser, given his material personal interest in Resolution 3) had regard to the following matters:

(i) the quantum of $250,000 was determined having regard to (without limitation) the nature and volume of work performed by Mr Fraser during the relevant period, which significantly exceeded what would ordinarily be expected of a director in the Company's circumstances, and the quantum of value recovered and returned to shareholders as a direct consequence of the work undertaken;

(ii) after considering the alternatives to the Bonus Payment (including by way of an increase in Director fees or an equity-based incentive) the Board considered that the one-off Bonus Payment was the most appropriate form of incentive, given the Company only has one class of securities on issue, being Shares, and is in the process of winding-up its affairs;

(iii) the quantum of $250,000 was considered proportionate and reasonable in the context of the approximately $101 million in distributions received from Leo Lithium and the approximately $47 million returned to Shareholders during the financial year ended 31 December 2025; and

(iv) the Bonus Payment represents less than 0.4% of the Company's cash reserves as at the date of the Notice and will not materially prejudice the Company's ability to pay its creditors or to continue returning value to Shareholders. The Directors have also considered the opportunity cost of the Bonus Payment, being the alternative uses to which the funds could be put (including distribution to Shareholders), and consider that this cost is justified having regard to Mr Fraser's significant contribution to the recovery and return of substantial value to Shareholders.

(c) **Directors' Recommendation and Directors' interest in the outcome**

Of the Directors:

(i) Mr Mark Hepburn recommends that Shareholders vote in favour of Resolution 3. Mr Hepburn considers that the Bonus Payment is warranted in recognition of Mr Brett Fraser's exceptional contribution during the period, which has directly resulted in the recovery and return of substantial value to Shareholders. Mr Hepburn has had regard to the matters detailed in Section 3.1 and this Section 3.3, and considers the quantum of the Bonus Payment to be reasonable in the Company's circumstances and the work undertaken by Mr Fraser;

(ii) Mr Matthew Mitchell recommends that Shareholders vote in favour of Resolution 3. Mr Mitchell considers that the Bonus Payment is warranted in recognition of Mr Brett

Fraser's exceptional contribution during the period, which has directly resulted in the recovery and return of substantial value to Shareholders. Mr Mitchell has had regard to the matters detailed in Section 3.1 and this Section 3.3, and considers the quantum of the Bonus Payment to be reasonable in the Company's circumstances and the work undertaken by Mr Fraser; and

(iii) Mr Brett Fraser declines to make a recommendation on Resolution 3 as he has a material personal interest in its outcome, being the proposed recipient of the Bonus Payment.

(d) **Valuation of Bonus Payment**

The financial benefit is a cash payment of a fixed, determinable amount. The total value of the Bonus Payment is $250,000.

No valuation methodology or assumptions are required as the financial benefit is a fixed cash payment of a known quantum.

(e) **Disclosure of a relevant director's total remuneration package**

The current remuneration package for Mr Brett Fraser is as follows:

Director	Salary & Fees	Superannuation	Total
Mr Brett Fraser	$80,000	$9,400	$89,400

(f) **Director's Current Holdings**

As at the date of the Notice, Mr Brett Fraser holds a relevant interest in securities of the Company as follows:

Director	Number of Shares	Number of Options	Number of Performance Rights
Mr Brett Fraser	536,206	Nil	Nil

(g) **Dilution effect of issue on existing Shareholders' interests**

The Bonus Payment is a cash payment and will not result in any dilution to the existing interests of other Shareholders.

(h) **Voting exclusion**

A voting exclusion statement is contained in the Notice for Resolution 3.

(i) **Other information**

Other than the information above and otherwise detailed in the Notice, the Company is not aware of any other information that would be reasonably required by Shareholders to make a decision as to whether it is in the best interests of the Company to pass Resolution 3.

3.4 Board Recommendation

The Board (excluding Mr Fraser given his material personal interest in Resolution 3) recommends that Shareholders vote in favour of Resolution 3. The Board has given its recommendation in respect of Resolution 3 for the reasons detailed in Sections 3.3(c)(i) and 3.3(c)(ii) above.

SCHEDULE 1 GLOSSARY

$ means Australian dollars.

2025 Annual Report means the annual report of the Company for the year ended 31 December 2025.

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

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to that term in the Corporations Act.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

ATO means the Australian Taxation Office.

AWST means Australian Western Standard Time, as recognised in Perth, Western Australia.

Auditor means Hall Chadwick WA Audit Pty Ltd.

Auditor's Report means the report of the Auditor contained in the 2025 Annual Report.

Board means the Directors.

Bonus Payment has the meaning given to that term in Section 3.1.

Chair means the individual appointed under rule 6.11 of the Constitution.

Class Ruling has the meaning given to that term in Section 2.1.

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

Company means Firefinch Limited ABN 11 113 931 105.

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

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

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

First and Second Return of Capital has the meaning given to that term in Section 2.1.

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

Leo Lithium means Leo Lithium Limited ACN 638 065 068.

Leo Lithium Shares has the meaning given to that term in Section 2.1.

Leo T1 Distribution has the meaning given to that term in Section 2.1.

Leo T2 Distribution has the meaning given to that term in Section 2.1.

Leo Final Distribution has the meaning given to that term in Section 2.1.

Meeting means the Annual General Meeting convened by the Notice.

Notice or **Notice of Meeting** means the notice of Annual General Meeting, including the Explanatory Memorandum and the Proxy Form.

Payment Date has the meaning given to that term in Section 2.4.

Pro Forma Financial Statement means the pro forma financial statement set out at Annexure A.

Proposed Capital Return has the meaning given to that term in Section 2.1.

Proxy Form means the proxy form accompanying the Notice.

Record Date has the meaning given to that term in Section 2.3.

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.

Section means a section of this Explanatory Memorandum.

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

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

TPSF means Trailing Product Sales Fee.

Annexure A

Pro Forma Financial Statement

Annexure A

Pro forma condensed consolidated statement of financial position

	Note	Unaudited 30-Jun-2026 $	Pro forma transactions $	Pro forma 30-Jun-2026 $
Current assets				
Cash and cash equivalents	2	74,458,661	(73,940,000)	518,661
Trade and other receivables		14,735	-	14,735
Total current assets		**74,473,396**	**(73,940,000)**	**533,396**
Total assets		**74,473,396**	**(73,940,000)**	**533,396**
Current liabilities				
Trade and other payables		65,658	-	65,658
Total current liabilities		65,658	**-**	65,658
Non- current liabilities				
Deferred tax liability		-		-
Total non-current liabilities		**-**	**-**	**-**
Total liabilities		**65,658**	**-**	**65,658**
Net assets		**74,407,738**	**(73,940,000)**	**467,738**
Equity				
Issued capital	3	283,314,704	(63,500,000)	219,814,704
Reserves		-	-	-
Accumulated losses	4	(208,906,966)	(10,440,000)	(219,346,966)
Total equity		**74,407,738**	**(73,940,000)**	**467,738**

The condensed consolidated statement of financial position is to be read in conjunction with the accompanying notes.

1 PRO FORMA TRANSACTIONS

1.1 Payment of income tax expense on distributions received from Leo Lithium Limited of approximately $10.44 million:

1.2 A capital return of up to $63.5 million, which will be made to Shareholders on a pro rata basis, and which equates to approximately 5.4 cents per Share (*Proposed Capital Return*) (the subject of Resolution 2);

2 PRO FORMA CASH AND CASH EQUIVALENTS

	Note	Unaudited 30-Jun-2026 $	Pro forma transactions $	Pro forma 30-Jun-2026 $
Cash at bank and in hand	1.1	74,458,661	(10,440,000)	
	1.2		(63,500,000)	518,661
		74,458,661	**(73,940,000)**	**518,661**

PROXY FORM