



Solis Minerals Ltd
(British Columbia company incorporation number BC0742068)
(ARBN 653 083 026)

Notice of Special Meeting

A Special Meeting of the Company will be held as follows:

Time and date: 9:30am (AWST) on Thursday, 4 December 2025

Location: 3/32 Harrogate St, West Leederville, WA Australia 6007

The Notice of Special Meeting should be read in its entirety.

If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 8 6617 4798.

Shareholders are urged to attend or vote by lodging the proxy form or voting instruction form received, based on the instructions provided

Solis Minerals Ltd
(British Columbia company incorporation number BC0742068)
(ARBN 653 083 026)
(Company)

Notice of Special Meeting

Notice is hereby given that the Special Meeting of Shareholders of Solis Minerals Ltd (**Company**) will be held at 3/32 Harrogate St, West Leederville, WA Australia 6007 on Thursday, 4 December 2025 at 9:30am (AWST) (**Meeting**).

The Board has fixed 28 October 2025 as the record date (the **Record Date**) for the determination of Shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered Shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Explanatory Memorandum / Information Circular.

If you are a registered Shareholder of the Company and are unable to attend the Meeting, in order to be voted, the completed form of proxy must be received by the Company's registrar and transfer agent, Computershare Investor Services Inc., 100 University Avenue, Toronto, Ontario, M5J 2Y1; fax within North America: 1-866- 249-7775; fax outside North America: 1-416- 263-9524, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof.

If you are a Beneficial Shareholder of the Company and received this Notice of Special Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan, or a nominee of any of the foregoing that holds your securities on your behalf, please complete and return the materials in accordance with the instructions provided.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form comprise part of the Notice.

Terms and abbreviations used in the Notice, Information Circular and Explanatory Memorandum are defined in Schedule 1.

Agenda

Resolutions

Resolution 1 – Ratification of issue of Tranche 1 Placement CDIs

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 CDIs issued under Listing Rule 7.1, pursuant to the Tranche 1 Placement, on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 – Approval to issue Tranche 2 Placement CDIs

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

‘That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 107,000,000 CDIs, pursuant to the Tranche 2 Placement, on the terms and conditions in the Explanatory Memorandum.’

Resolution 3 – Approval to issue Director Placement CDIs

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

‘That, subject to and conditional upon the passing of Resolution 2, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,000,000 CDIs to Mr Christopher Gale (and/or his nominee(s)) on the terms and conditions in the Explanatory Memorandum.’

Resolution 4 – Approval to issue Broker Options

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

‘That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, approval is given for the issue of up to 20,000,000 Broker Options to the managers of the October 2025 Placement (and/or their respective nominees(s)) as follows:

- (a) up to 10,000,000 Options to CPS Capital Group Pty Ltd; and*
- (b) up to 10,000,000 Options to Euroz Hartleys Limited,*

on the terms and conditions in the Explanatory Memorandum.’

Resolution 5 – Ratification of issue of Corporate Advisor Options

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

‘That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 Options issued under Listing Rule 7.1 to Alpine Capital Pty Ltd (and its nominees), on the terms and conditions in the Explanatory Memorandum.’

Resolution 6 – Approval to issue Consideration Shares

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

‘That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of Consideration Shares to the Vendors (and/or their respective nominee(s)), on the terms and conditions in the Explanatory Memorandum.’

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) **Resolution 1:** by or on behalf of a person who participated in the issue of the Tranche 1 Placement CDIs, or any of their respective associates, or their nominees;
- (b) **Resolution 2:** by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Tranche 2 Placement CDIs (except a benefit solely by reason of being a Shareholder), or any of their respective associates, or their nominees;
- (c) **Resolution 3:** by or on behalf of Mr Christopher Gale (and/or his nominee(s)), and any other person who will obtain a material benefit as a result of the proposed issue of the Director Placement CDIs (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (d) **Resolution 4(a):** by or on behalf of CPS Capital Group Pty Ltd (and/or its nominee(s)), and any other person who will obtain a material benefit as a result of, the proposed issue of the Broker Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (e) **Resolution 4(b):** by or on behalf of Euroz Hartleys Limited (and/or its nominee(s)), and any other person who will obtain a material benefit as a result of, the proposed issue of the Broker Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (f) **Resolution 5:** by or on behalf of Alpine Capital Pty Ltd (and/or its nominee(s)), and any other person who participated in the issue of the Corporate Advisor Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates; and
- (g) **Resolution 6:** by or on behalf of the Vendors (and/or their respective nominee(s)), and any other person who will obtain a material benefit as a result of, the proposed issue of the Consideration Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (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.

BY ORDER OF THE BOARD



Chris Gale
Non-Executive Chairman

Dated: 28 October 2025

Solis Minerals Ltd
(British Columbia company incorporation number BC0742068)
(ARBN 653 083 026)
(Company)

INFORMATION CIRCULAR
As at 28 October 2025 (unless otherwise stated)

This Information Circular accompanies the Notice of Special Meeting (the **Notice**) and is furnished to shareholders (each, a **Shareholder**) holding common shares (each, a **Share**) in the capital of Solis Minerals Ltd. (the **Company**) in connection with the solicitation by the management of the Company of proxies to be voted at the special meeting (the **Meeting**) of the Shareholders to be held virtually and in person at 3/32 Harrogate St, West Leederville, WA Australia 6007 9:30am (AWST) on Thursday, 4 December 2025, or at any adjournment or postponement thereof.

1. Date and Currency

The date of this Information Circular is 28 October 2025. Unless otherwise stated, all amounts herein are in Canadian dollars.

2. SPECIAL VOTING INSTRUCTIONS FOR CDI HOLDERS

A CDI is a CHESS Depositary Interest (**CDI**) traded on Australian Securities Exchange (**ASX**) and represents an uncertificated unit of beneficial ownership in the Shares of the Company. CDI holders may attend the Meeting; however, they are unable to vote in person at the Meeting. Each CDI holder will be entitled to one vote for every CDI that they hold. In order to have votes cast at the Meeting on their behalf, CDI holders must complete, sign and return the enclosed CDI voting instruction form (the **CDI Voting Instruction Form**) in accordance with the instructions below.

CDI Voting Instruction Forms may be lodged in one of the following ways:

Online	Lodge the CDI Voting Instruction Form online at www.investorvote.com.au . To use the online lodgement facility, CDI Holders will need their holder number (Securityholder Reference Number or Holder Identification Number) as shown on the front of the CDI Voting Instruction Form.
By post	Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001, Australia
By fax	1800 783 447 within Australia or +61 3 9473 2555 outside Australia

Completed CDI Voting Instruction Forms must be provided to Computershare Investor Services Pty Limited (**Computershare**) no later than 9:30am (AWST) on Monday, 1 December 2025 in accordance with the instructions on that form. The CDI voting deadline is earlier than the date that Proxies are due so that CHESS Depositary Nominees Pty Limited (**CDN**) may vote the Shares underlying the applicable CDIs. A CDI holder may revoke a CDI Voting Instruction Form by giving written notice to CDN, or by submitting a new CDI Voting Instruction Form bearing a later date, well in advance of the Meeting.

3. PROXIES AND VOTING RIGHTS

3.1 Management Solicitation

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of the Company. The Company does not reimburse Shareholders, nominees or agents for costs incurred in obtaining from their principals authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specially engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

3.2 Appointment of Proxy

Registered Shareholders are entitled to vote at the Meeting. A Shareholder is entitled to one vote for each Share that such Shareholder holds on the Record Date of 28 October 2025 on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the **Designated Persons**) in the enclosed form of proxy are directors and/or officers of the Company.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING.

A SHAREHOLDER MAY EXERCISE THIS RIGHT BY STRIKING OUT THE PRINTED NAMES OF THE DESIGNATED PERSONS AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED ON THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.

In order to be voted, the completed form of proxy must be received by the Company's registrar and transfer agent, Computershare Investor Services Inc., 100 University Avenue, Toronto, Ontario, M5J 2Y1; fax within North America: 1-(866)- 249-7775; fax outside North America: 1-(416) 263-9524, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof.

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder's attorney-in- fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders, or

by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

3.3 Revocation of Proxies

A Shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that Shareholder or by that Shareholder's attorney-in-fact, authorized in writing, or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chair of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a Shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

3.4 Voting of Shares and Proxies and Exercise of Discretion by Designated Persons

A Shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the Shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the Shares represented will be voted or withheld from the vote on that matter accordingly. **The Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.**

If no choice is specified in the proxy with respect to a matter to be acted upon, the proxy confers discretionary authority with respect to that matter upon the Designated Persons named in the form of proxy. It is intended that the Designated Persons will vote the Shares represented by the proxy in favour of each matter identified in the proxy AND for the nominees of the Board for directors and auditor.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Shares on any matter, the Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

4. ADVICE TO BENEFICIAL SHAREHOLDERS

The information set out in this section is of significant importance to those Shareholders who do not hold Shares in their own name. Shareholders who do not hold their Shares in their own name (referred to in this Information Circular as "Beneficial Shareholders") should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Shares can be recognized and acted upon at the Meeting. If Shares are listed in an account statement provided by a broker, then in almost all cases those Shares will not be registered in the Beneficial Shareholder's name on the records of the Company. Such Shares will

more likely be registered under the names of the Beneficial Shareholder's broker or an agent of that broker. In the United States, the vast majority of such Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). **Beneficial Shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person well in advance of the Meeting.**

The Company does not have access to names of Beneficial Shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered Shareholders by the Company. However, its purpose is limited to instructing the registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (**Broadridge**) in the United States and in Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of Shares to be voted at the Meeting. Beneficial Shareholders are requested to complete and return the voting instructions to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the Shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that form as a proxy to vote Shares directly at the Meeting – the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have its Shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of their broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote the Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Alternatively, a Beneficial Shareholder may request in writing that their broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend at the Meeting and vote their Shares.

All references to Shareholders in this Information Circular are to registered Shareholders, unless specifically stated otherwise.

5. NOTICE TO HOLDERS OF CDIS

A CDI is a CHESS Depositary Interest representing an uncertificated unit of beneficial ownership in the common shares of the Company registered in the name of CDN, a wholly owned subsidiary company of ASX Limited that was created to fulfil the functions of a depository nominee.

CDN is authorized by its Australian Financial Services Licence to operate custodial and depository services, other than investor directed portfolio services, to wholesale and retail clients. One CDI represents one underlying Common Share of the Company.

“CHESS” refers to the Clearing House Electronic Subregister System, which is the electronic system pursuant to which CDIs of the Company trade on the ASX.

CDI Holders are non-registered or beneficial owners of the underlying common shares, which underlying shares are registered in the name of CDN. As holders of CDIs are not the legal owners of the underlying common shares, CDN is entitled to vote at meetings of shareholders on the instruction of the registered holder of the CDIs.

As a result, CDI Holders can expect to receive a voting instruction form, together with the Meeting Materials from Computershare, the CDI Registry in Australia. These voting instruction forms are to be completed by holders of CDIs who wish to vote at the Meeting and returned in accordance with the instructions contained therein.

Completed voting instruction forms must be returned no later than 9:30am (AWST) on Monday, 1 December 2025, excluding Saturdays, Sundays and holidays, prior to the cut-off time for the receipt of proxies before any adjourned or postponed Meeting.

CDN is required to follow the voting instructions properly received from registered holders of CDIs. If you hold your interest in CDIs through a broker, dealer or other intermediary, you will need to follow the instructions of your intermediary.

CDI Holders that wish to change their vote must in sufficient time in advance of the Meeting contact Computershare to arrange to change their vote. If you hold your interest in CDIs through a broker, dealer or other intermediary, you must in sufficient time in advance of the Meeting, arrange for your intermediary to change its vote through Computershare in accordance with the revocation procedure set out above.

6. APPLICATION OF CANADIAN CORPORATE AND SECURITIES LAW AND THE AUSTRALIAN CORPORATIONS ACT

The Company was incorporated under and is regulated by the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. It is an exploration company trading on the ASX (under the symbol SLM) and on the Frankfurt Stock Exchange (under the symbol 08W). The Company is subject to the relevant provisions of the *Business Corporations Act* (British Columbia) (**BCBCA**). The Company is registered as a foreign company in Australia pursuant to the *Corporations Act 2001* (Cth) (**Corporations Act**).

There are no limitations on the acquisition of the Company’s securities under the BCBCA or under the Company’s Articles or Notice of Articles.

The Company is not subject to Chapters 6, 6A, 6B and 6C of the Corporations Act dealing with the acquisition of its Shares or CDIs (i.e. substantial holdings and takeovers).

7. NOTICE AND ACCESS

The Company is **not** sending the Meeting materials to Shareholders using “notice-and-access”, as defined under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*.

8. VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of Shares without par value. As of the Record Date, determined by the Board to be the close of business on 28 October 2025, a

total of 151,080,178 Shares were issued and outstanding. Each Share carries the right to one vote at the Meeting.

Only registered Shareholders as of the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, common shares carrying more than 10% of the voting rights attached to the outstanding common shares of the Company.

Solis Minerals Ltd
(British Columbia company incorporation number BC0742068)
(ARBN 653 083 026)
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 3/32 Harrogate St, West Leederville, WA Australia 6007 on Thursday, 4 December 2025 at 9:30am (AWST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Voting and attendance information
Section 3	Resolution 1 – Ratification of issue of Tranche 1 Placement CDIs
Section 4	Resolution 2 – Approval to issue Tranche 2 Placement CDIs
Section 5	Resolution 3 – Approval to issue Director Placement CDIs
Section 6	Resolution 4 – Approval to issue Broker Options
Section 7	Resolution 5 – Ratification of issue of Corporate Advisor Options
Section 8	Resolution 6 – Approval to issue Consideration Shares
Schedule 1	Schedule 1 – Definitions
Schedule 2	Schedule 2 – Terms and Conditions of the Broker Options
Schedule 3	Schedule 3 – Terms and Conditions of the Corporate Advisor Options
Schedule 4	Schedule 4 – Terms and Conditions of the Agreement
Schedule 5	Schedule 5 – Potential Dilution Effect from Issue of Consideration Shares

A Proxy Form is made available with this Notice.

2. Voting and attendance information

Shareholders should read this Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

Shareholders should read the Information Circular accompanying the Notice carefully before deciding to attend and vote on the Resolutions.

2.1 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.2 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at info@solisminerals.com.au by 9:30am (AWST) on Monday, 1 December 2025.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Resolution 1 – Ratification of issue of Tranche 1 Placement CDIs

3.1 Background

(a) Capital Raising

On 21 October 2025, the Company announced that it had received firm commitments from institutional and sophisticated investors to raise approximately A\$5.9 million (before costs), via a private placement of CDIs (**Placement**). The Placement involves the issue of up to 118,000,000 CDIs at an issue price of A\$0.05 per CDI.

The CDIs, were, and will be, issued in two-tranches under the Placement as follows:

- (i) 10,000,000 CDIs (**Tranche 1 Placement CDIs**), issued to institutional and sophisticated investors; and
- (ii) the issue of up to 108,000,000 CDIs comprising:
 - (A) 107,000,000 CDIs, to be issued to institutional and sophisticated investors, subject to Shareholder approval under Resolution 2 (**Tranche 2 Placement CDIs**); and
 - (B) the issue of up to 1,000,000 CDIs to Director, Christopher Gale (and/or his respective nominee(s)), subject to shareholder approval under Resolution 3 (**Director Placement CDIs**),

(**Tranche 2 Placement**).

On 30 October 2025, the Company issued the Tranche 1 Placement CDIs using the Company's placement capacity under Listing Rule 7.1.

CPS Capital Group Pty Ltd (**CPS Capital**) and Euroz Hartleys Limited (**Euroz Hartleys**) acted as the joint lead managers to the Placement (**Joint Lead Managers**).

(b) Use of Funds

The Company intends to use the proceeds from the Placement as follows:

- (i) to fund the acquisition and exploration costs associated with the Cucho copper project;
- (ii) to fund work across the Company's copper portfolio in the Southern Coastal Belt of Peru, including:
 - (A) drilling at Ilo Este and Chanco Al Palo copper targets;
 - (B) geochemical, geophysical and permitting work at the Cinto project;
 - (C) regional exploration to work up to drill targets at the Company's other projects, including the Chocolate and Canyon projects; and
- (iii) for general working purposes.

3.2 General

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the Tranche 1 Placement CDIs issued pursuant to the Company's 15% Placement Capacity (as defined below) under Listing Rule 7.1. Refer to Section 3.1 above for details of the Placement.

Resolution 1 is an ordinary resolution.

3.3 Listing Rules 7.1 and 7.4

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 period (**15% Placement Capacity**).

Listing Rule 7.4 provides that if the Company in a general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those Equity Securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

The issue of the Tranche 1 Placement CDIs does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by Shareholders, it effectively uses up part of the Company's 15% Placement Capacity, thereby reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Tranche 1 Placement CDIs.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future up to the 15% Placement Capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 1 is passed, the Tranche 1 Placement CDIs will be excluded in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue of the Tranche 1 Placement CDIs.

If Resolution 1 is not passed, the Tranche 1 Placement CDIs will be included in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue of the Tranche 1 Placement CDIs.

3.4 Specific information required by Listing Rule 7.5

The following information in relation to Resolution 1 is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) the Tranche 1 Placement CDIs were issued to institutional and sophisticated investors, none of whom is a related party or a Material Investor of the Company. The participants in the Tranche 1 Placement were identified through a bookbuild process, which involved the Company and the Joint Lead Managers seeking expressions of interest to participate in the Placement from new and existing contacts of the Company;
- (b) 10,000,000 CDIs were issued under Listing Rule 7.1;
- (c) the Tranche 1 Placement CDIs are fully paid and rank equally in all respects with the Company's existing CDIs on issue;
- (d) the Tranche 1 Placement CDIs were issued on 30 October 2025 at A\$0.05 each, raising A\$500,000 (before costs);
- (e) the Company intends to use the proceeds as detailed in Section 3.1(b) above;
- (f) the Tranche 1 Placement CDIs were issued pursuant to offer letters under which the participants in the Tranche 1 Placement subscribed for the Tranche 1 Placement

CDIs at an issue price of \$0.05 per CDI. The offer letters contain terms that are customary for an agreement of this nature; and

- (g) a voting exclusion statement is included in this Notice.

3.5 Additional information

The Board recommends that Shareholders vote in favour of Resolution 1.

4. Resolution 2 – Approval to issue Tranche 2 Placement CDIs

4.1 General

The background to the Placement is set out in Section 3.1 above.

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 107,000,000 CDIs under the Tranche 2 Placement.

Resolution 2 is an ordinary resolution.

4.2 Listing Rule 7.1

Refer to Section 3.3 for a summary of Listing Rule 7.1.

The Tranche 2 Placement CDIs to be issued as detailed in Resolution 2 are subject to Shareholder approval. Therefore, Shareholder approval is required for the issue of the Tranche 2 Placement CDIs to the participants in the Placement in accordance with Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to issue the Tranche 2 Placement CDIs to the participants in the Tranche 2 Placement and the issue of the Tranche 2 Placement CDIs 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 Resolution 2 is not passed, the Company will not be able to issue the Tranche 2 Placement CDIs to the participants in the Placement, the Tranche 2 Placement will not proceed and the Company will not receive the A\$5,350,000 of funds sought pursuant to the Tranche 2 Placement.

4.3 Specific information required by Listing Rule 7.3

The following information in relation to Resolution 2 is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) the Tranche 2 Placement CDIs will be issued to institutional and sophisticated investors, who provided commitments to participate in Tranche 2 Placement. The participants in the Tranche 2 Placement were identified through a bookbuild process, which involved the Company and the Joint Lead Managers seeking expressions of interest to participate in the Tranche 2 Placement from existing contacts of the Company and the Joint Lead Managers. None of the participants in the Tranche 2 Placement are a related party or a Material Investor of the Company, with the exception of Mr Christopher Gale, Director, for which Shareholder approval is being sought under Resolution 3;
- (b) a maximum of 107,000,000 CDIs to be issued under the Tranche 2 Placement;
- (c) the Tranche 2 Placement CDIs are fully paid and will rank equally in all respects with the Company's existing CDIs on issue;

- (d) the Tranche 2 Placement CDIs will be issued no later than 3 months after the date of the Meeting;
- (e) the Tranche 2 Placement CDIs will be issued at a price of \$0.05 each, to raise A\$5,350,000 (before costs);
- (f) a summary of the intended use of funds raised from the issue of the Tranche 2 Placement CDIs under the Placement is detailed in Section 3.1(b) above;
- (g) the Tranche 2 Placement CDIs will be issued pursuant to offer letters under which the participants in the Tranche 2 Placement subscribed for the Tranche 2 Placement CDIs at an issue price of \$0.05 per CDI. The offer letters contain terms that are customary for an agreement of this nature; and
- (h) a voting exclusion statement is included in the Notice.

4.4 Additional information

The Board recommends that Shareholders vote in favour of Resolution 2.

5. Resolution 3 – Approval to issue Director Placement CDIs

5.1 General

A summary of the Placement is in Section 3.1 above.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of up to 1,000,000 CDIs to Mr Christopher Gale (and/or his nominee(s)).

Resolution 3 is an ordinary resolution and is conditional on the passing of Resolution 2.

5.2 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:

- (a) a related party;
- (b) a person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the six 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;
- (d) an associate of a person referred to in (a) to (c); or
- (e) a person whose relationship with the company or a person referred to in (a) to (d) is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains shareholder approval.

Non-Executive Chairman, Mr Christopher Gale, is a related party of the Company by virtue of being a Director.

The issue of Director Placement CDIs to Mr Gale (and/or his nominee(s)) falls within paragraph (a) above (being Listing Rule 10.11.1), as Mr Gale is a Director and related party of

the Company, 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.

Resolution 3 seeks the required Shareholder approval to issue 1,000,000 CDIs to Mr Gale (and/or his nominee(s)) under and for the purposes of Listing Rule 10.11 (and for all other purposes).

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Director Placement CDIs to Mr Gale (and/or his nominee(s)) and pursuant to Listing Rule 7.2 (exception 14), the issue of the Director Placement CDIs 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 Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Director Placement CDIs to Mr Gale (and/or his nominee(s)), and will not receive the \$50,000 committed by Mr Gale under the Tranche 2 Placement.

5.3 Specific Information required by Listing Rule 10.13

The following information in relation to Resolution 3 is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) a maximum of 1,000,000 CDIs will be issued to Non-Executive Chairman, Mr Christopher Gale (and/or his nominee(s)), under the Tranche 2 Placement;
- (b) Mr Gale falls into the category stipulated by Listing Rule 10.11.1 by virtue of being Director. In the event the Director Placement CDIs are issued to a nominee of Mr Gale, that nominee will fall within the category stipulated in Listing Rule 10.11.4;
- (c) the Director Placement CDIs will be fully paid and rank equally in all respects with the Company's existing CDIs on issue;
- (d) the Director Placement CDIs will be issued no later than one month after the date of the Meeting;
- (e) the Director Placement CDIs will be issued at a price of A\$0.05 each, being the same issue price as the Tranche 1 Placement CDIs and Tranche 2 Placement CDIs, to raise A\$50,000 (before costs);
- (f) a summary of the intended use of funds raised from the issue of the Director Placement CDIs under the Placement is detailed in Section 3.1(b) above;
- (g) the proposed issue of the Director Placement CDIs is not intended to remunerate or incentivise Mr Gale;
- (h) the Director Placement CDIs will not be issued pursuant to an agreement; and
- (i) a voting exclusion statement is included in the Notice.

5.4 Additional information

The Directors (excluding Mr Christopher Gale) recommend that Shareholders vote in favour of Resolution 3.

6. Resolution 4 – Approval to issue Broker Options

6.1 Background

Refer to Section 3.1 above for details of the Placement.

In connection with the Placement, the Company will, subject to shareholder approval, issue 20,000,000 unlisted Options to the Joint Lead Managers, comprising:

- (a) 10,000,000 unlisted Options to CPS Capital (and/or its nominee(s)); and
- (b) 10,000,000 unlisted Options to Euroz Hartleys (and/or its nominee(s)),

as partial consideration for the provision of the Joint Lead Managers' services (**Broker Options**).

The Broker Options will be exercisable at A\$0.075 each and expire 3 years from the issue date. In Canada, the term “broker warrant” is the more commonly used term for the securities called the Broker Options in this Explanatory Memorandum.

The terms and conditions of the Broker Options are detailed in Schedule 2

6.2 Material Terms of the Mandates

The Company entered into a mandate with CPS Capital, for the provision of lead managerial and bookrunner services in respect of the Placement, under which the Company agreed to pay CPS Capital (and/or its nominee(s)) the following:

- (a) a 2% management fee and a 4% placement fee of the gross proceeds raised under the Placement;
- (b) upon raising at least A\$5,750,000 under the Placement, a monthly advisory fee of A\$5,000 per month, for the 12-month term of the mandate; and
- (c) 10,000,000 unlisted Options, with an issue price of \$0.00001 each and exercisable at \$0.075 each on or before the date 3 years after the date of issue,

(CPS Capital Mandate).

The Company also entered into a mandate with Euroz Hartleys in respect of the Placement, under which Euroz Hartleys (and/or its nominee(s)) will receive the following:

- (d) a 4% distribution fee to be paid by CPS Capital, in respect of any allocations to Euroz Hartleys under the Placement; and
- (e) 10,000,000 unlisted Options to be issued by the Company, subject to shareholder approval, with an issue price of \$0.00001 per Option, and exercisable at \$0.075 each on or before the date 3 years after the date of issue,

(Euroz Hartleys Mandate).

The CPS Capital Mandate and Euroz Hartley Mandate contain additional provisions, including warranties and indemnities in respect of the Company, which are considered standard for agreements of this nature.

6.3 General

Resolution 4(a) and Resolution 4(b) seek Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Broker Options to the Joint Lead Managers (and/or their respective nominee(s)).

Resolution 4(a) and Resolution 4(b) are ordinary resolutions.

6.4 Listing Rule 7.1

Refer to Section 3.3 for a summary of Listing Rule 7.1.

The number of Broker Options to be issued as detailed in Resolution 4(a) and Resolution 4(b) exceeds the Company's remaining 15% Placement Capacity and none of the exceptions under Listing Rule 7.2 apply. Therefore, Shareholder approval is required for the issue of the Broker Options to the Joint Lead Managers in accordance with Listing Rule 7.1.

If Resolution 4(a) is passed, the Company will be able to issue the Broker Options to CPS Capital without using any of the Company's 15% Placement Capacity and the issue of the Broker Options 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 Resolution 4(a) is not passed, the Company will not be able to issue the Broker Options to CPS Capital. In addition, the Company may be required to re-negotiate payment terms with CPS Capital, which may require the Company to pay CPS Capital additional cash fees.

If Resolution 4(b) is passed, the Company will be able to issue the Broker Options to Euroz Hartleys without using any of the Company's 15% Placement Capacity and the issue of the Broker Options 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 Resolution 4(b) is not passed, the Company will not be able to issue the Broker Options to Euroz Hartleys. In addition, the Company may be required to re-negotiate payment terms with Euroz Hartleys, which may require the Company to pay Euroz Hartleys additional cash fees.

6.5 Specific information required by Listing Rule 7.3

The following information in relation to Resolution 4(a) and Resolution 4(b) is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) the Broker Options will be issued to CPS Capital and Euroz Hartleys (and/or their respective nominee(s));
- (a) 20,000,000 Options will be issued to the Joint Lead Managers (and/or their respective nominee(s)), comprising:
 - (i) **(Resolution 4(a))** 10,000,000 unlisted Options issued to CPS Capital (and/or its nominee(s)); and
 - (ii) **(Resolution 4(b))** 10,000,000 unlisted Options issued to Euroz Hartleys (and/or its nominee(s));
- (b) the Broker Options will be exercisable at \$0.075 each on or before the date 3 years after the date of issue and will otherwise be subject to the terms and conditions in Schedule 2. The Broker Options will have an issue price of \$0.00001 each;

- (c) the Shares to be issued on exercise of the Broker Options will be fully paid ordinary shares of the Company and will rank equally in all respects with the existing Shares on issue;
- (d) the Broker Options will be issued no later than 3 months after the date of the Meeting;
- (e) the Broker Options are being issued as partial consideration for the lead managerial and bookrunner services provided by the Joint Lead Managers in connection with the Placement, pursuant to the CPS Capital Mandate and the Euroz Hartleys Mandate. Approximately A\$200 will be raised from the issue of the Broker Options, which will be used for the purposes detailed in Section 3.1(b);
- (f) a summary of the material terms of the CPS Capital Mandate and the Euroz Hartleys Mandate is contained in Section 6.2 above; and
- (g) a voting exclusion statement is included in the Notice.

6.6 Additional Information

The Board recommends that Shareholders vote in favour of Resolution 4(a) and Resolution 4(b).

7. Resolution 5 – Ratification of issue of Corporate Advisor Options

7.1 General

The Company engaged Alpine Capital Pty Ltd (**Alpine Capital**) to act as an advisor to the Company by providing general corporate, finance, marketing, messaging and capital market services.

In connection with Alpine Capital's engagement, on 15 August 2025 the Company issued 10,000,000 unlisted Options to Alpine Capital and its nominees (**Corporate Advisor Options**) using the Company's available placement capacity under Listing Rule 7.1.

The Corporate Advisor Options are exercisable at A\$0.18 per Option and will expire on 15 August 2027, being two years from the date of issue. The exercise of the Corporate Advisor Options is conditional on the Company achieving a market capitalisation exceeding A\$20,000,000 for a continuous period of 30 days, prior to the expiry date of the Corporate Advisor Options.

The terms and conditions of the Corporate Advisor Options are detailed in Schedule 3.

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.4 for the issue of the Corporate Advisor Options to Alpine Capital and its nominees.

Resolution 5 is an ordinary resolution.

7.2 Listing Rules 7.1 and 7.4

Refer to Section 3.3 for a summary of Listing Rules 7.1 and 7.4.

The issue of the Corporate Advisor Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by Shareholders, it effectively uses up part of the Company's 15% Placement Capacity, thereby reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Corporate Advisor Options.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future up to the 15% Placement Capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 5 is passed, the Corporate Advisor Options will be excluded in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue of the Corporate Advisor Options.

If Resolution 5 is not passed, the Corporate Advisor Options will be included in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue of the Corporate Advisor Options.

7.3 Specific information required by Listing Rule 7.5

The following information in relation to Resolution 5 is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) 10,000,000 Options were issued to Alpine Capital and its nominees, under Listing Rule 7.1;
- (b) the Corporate Advisor Options were issued on 15 August 2025;
- (c) the Corporate Advisor Options are exercisable at A\$0.18 per Option, expiring on 15 August 2027, being two years from the date of issue. The Corporate Advisor Options will also be conditional on the Company achieving a market capitalisation exceeding A\$20,000,000 for a continuous period of 30 days within two years of the date of issue of the Corporate Advisor Options. Refer to Schedule 3 for the terms and conditions of the Corporate Advisor Options;
- (d) the Shares to be issued on exercise of the Corporate Advisor Options will be fully paid ordinary shares in the Company and will rank equally in all respects with the existing Shares on issue;
- (e) the Corporate Advisor Options were issued as consideration for Alpine Capital providing advisor services to the Company. The Corporate Advisor Options were issued for nil cash consideration and no funds were raised from the issue of the Corporate Advisor Options;
- (f) the Corporate Advisor Options were issued under an engagement letter, pursuant to which Alpine Capital agreed to provide advisor services to the Company and, subject to Shareholder approval, the Company agreed to issue 10,000,000 Options to Alpine Capital, exercisable at A\$0.18 per Option and expiring two years from the date of issue. The engagement letter contains additional provisions, including indemnities in respect of Alpine Capital, which are considered standard for agreements of this nature; and
- (g) a voting exclusion statement is included in this Notice.

7.4 Additional information

The Board recommends that Shareholders vote in favour of Resolution 5.

8. Resolution 6 – Approval to issue Consideration Shares

8.1 Background

Background to Transaction

On Tuesday, 21 October 2025, the Company announced that it entered into a binding earn-in and option purchase agreement (**Agreement**) with Wemin SAC (**Wemin**), a private entity which holds a 100% interest and rights to the Cucho Copper Project exploration concessions, and Wemin shareholders, Mr Daniel Angel Escobar Beleván and Mr Werner Warscheid Leyva (**Vendors**). Pursuant to the Agreement the Company:

- (a) will acquire up to a 75% interest in the issued share capital of Wemin from the Vendors, subject to Shareholder approval; and
- (b) will have the option to acquire 100% of the issued share capital of Wemin from the Vendors,

(**Acquisition**).

Refer to the Company's ASX announcement dated 21 October 2025 for further details of the Acquisition.

Terms and conditions of the Agreement are contained in Schedule 4.

8.2 General

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Exercise Shares, Drilling Shares, Milestone 1 Shares and Milestone 2 Shares (each as defined in Schedule 4) (together the **Consideration Shares**) to the Vendors (and/or their respective nominee(s)) pursuant to the Agreement.

Resolution 6 is an ordinary resolution.

8.3 Listing Rule 7.1

Refer to Section 3.3 for a summary of Listing Rule 7.1.

The number of Consideration Shares to be issued as detailed in Resolution 6 exceeds the Company's remaining 15% Placement Capacity and none of the exceptions under Listing Rule 7.2 apply. Therefore, Shareholder approval is required for the issue of the Consideration Shares to the Vendors in accordance with Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to issue the Consideration Shares to the Vendors (and/or their respective nominee(s)) without using any of the Company's 15% Placement Capacity and the issue of the Consideration Shares 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 Resolution 6 is not passed, the Company will not be able to issue the Consideration Shares to the Vendors (and/or their respective nominee(s)) and the Company may be required to re-negotiate payment terms with the Vendors, which may require the Company to pay the Vendors additional cash fees.

8.4 Specific information required by Listing Rule 7.3

The following information in relation to Resolution 6 is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) the Consideration Shares will be issued to Mr Daniel Angel Escobar Beleván and Mr Werner Warscheid Leyva (and/or their respective nominee(s)). None of the Vendors are a related party, Key Management Personnel, a substantial shareholder or an advisor of the Company or an associate of one of those persons;
- (b) the Consideration Shares will comprise the issue of:
 - (i) A\$1,000,000 worth Shares based on a 30-day VWAP, being the Exercise Shares;
 - (ii) A\$2,000,000 worth Shares based on a 30-day VWAP, being the Drilling Shares;
 - (iii) A\$1,500,000 worth of Shares based on a 30-day VWAP, being the Milestone 1 Shares; and
 - (iv) A\$3,000,000 worth of Shares based on a 30-day VWAP, being the Milestone 2 Shares;
- (c) the number of Consideration Shares to be issued to the Vendors (and/or their respective nominee(s)), subject to Shareholder approval under Resolution 6, is not known at the date of the Notice and will be determined in accordance with the formulas contained in Schedule 4. Refer to Schedule 5 for worked examples of the number of Consideration Shares that may be issued and the potential dilution effect of the issue of the Consideration Shares;
- (d) the Consideration Shares will be fully paid ordinary shares in the Company and will rank equally in all respects with the Company's existing Shares on issue;
- (e) the Consideration Shares will be issued no later than three months following the date of the Meeting;
- (f) the Consideration Shares will be issued as consideration for the Acquisition. Accordingly, no funds will be raised from the issue of Consideration Shares pursuant to Resolution 6;
- (g) the Consideration Shares will be issued pursuant to the terms of the Agreement, the material terms and conditions of which are summarised in Schedule 4; and
- (h) a voting exclusion statement is included in this Notice for Resolution 6.

8.5 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 6.

Schedule 1 – Definitions

In the Notice, Information Circular and Explanatory Memorandum, words importing the singular include the plural and vice versa.

\$, A\$ or AUD	means Australian Dollars.
15% Placement Capacity	has the meaning given in Section 3.3.
Agreement	has the meaning given in Section 8.1.
Alpine Capital	means Alpine Capital Pty Ltd.
ARBN	means Australian registered body number.
Articles	means the articles of the Company, under the BCBCA.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
AWST	means Western Standard Time, being the time in Perth, Western Australia.
BCBCA	means the <i>Business Corporations Act</i> (British Columbia), under which the Company was incorporated and is governed.
Beneficial Shareholders	has the meaning given in Section 4.
Board	means the board of Directors.
Broadridge	means Broadridge Financial Solutions, Inc.
Broker Options	has the meaning given in Section 6.1.
CDIs	means CHESS depository interests.
CDI Voting Instruction Form	has the meaning given in Section 2.
CDN	means CHESS Depository Nominees Pty Limited.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	means: (a) a spouse or child of the member; or (b) has the meaning given in section 9 of the Corporations Act.
Company	means Solis Minerals Ltd. (British Columbia company incorporation number BC0742068) (ARBN 653 083 026).
Computershare	Computershare Investor Services Pty Limited.
Consideration	has the meaning given in Section 8.1.
Consideration Shares	has the meaning given in Section 8.2.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).

Corporate Advisor Options	has the meaning given in Section 7.1.
CPS Capital	means CPS Capital Group Pty Ltd (ACN 088 055 636).
CPS Capital Mandate	has the meaning given in Section 6.2
Designated Persons	has the meaning given in Section 3.2.
Director	means a director of the Company.
Director Placement CDIs	has the meaning given in Section 3.1.
Equity Security	has the same meaning as in the Listing Rules.
Euroz Hartleys	means Euroz Hartleys Limited (ACN 104 195 057).
Euroz Hartleys Mandate	has the meaning given in Section 6.2
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Information Circular	means the information circular which forms part of the Notice.
Joint Lead Managers	means CPS Capital and Euroz Hartleys collectively.
JORC Code	means the Australian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.
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.
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received or will receive securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this Notice of Special Meeting.

Option	means an option to acquire a Share.
Performance Right	means a right, subject to certain terms and conditions, to acquire a Share on the satisfaction (or waiver) of certain performance conditions.
Placement	has the meaning given in Section 3.1.
Proxy Form	means the proxy form attached to the Notice.
Record Date	means 28 October 2025 being the record date for the determination of Shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Share	means a fully paid ordinary share in the capital of the Company (provided that a reference to a "Share" may also be construed as a reference to a CDI, with each such CDI representing one Share).
Shareholder	means the holder of a Share.
Tranche 1 Placement CDIs	has the meaning given in Section 3.1.
Tranche 2 Placement CDIs	has the meaning given in Section 3.1.
Tranche 2 Placement	has the meaning given in Section 3.1.
Vendors	has the meaning given in Section 8.1.
Wemin SAC	means Wemin SAC.
VWAP	means volume weighted average price.

Schedule 2 – Terms and Conditions of the Broker Options

A summary of the terms and conditions of the Broker Options (in this Schedule, the **Options**) are set out below:

1. **(Entitlement):** Each Option entitles the holder on conversion in accordance with its terms to the issue of one fully paid common share in the capital of the Company (**Share**). Provided that a reference to a “Share” may also be construed as a reference to a CHESS Depositary Interest (**CDI**), with each such CDI representing one Share.
2. **(Exercise Price):** The Options have an exercise price of A\$0.075 each (**Exercise Price**).
3. **(Expiry Date):** The Options expire at 5:00pm (Perth time) on the date that is three (3) years after the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically expire on the Expiry Date.
4. **(Exercise Period):** Each Option is exercisable at any time and from time to time on or prior to the Expiry Date.
5. **(Quotation of the Options):** The Company will not apply for quotation of the Options on any securities exchange.
6. **(Transferability):** The Options are not transferable.
7. **(Notice of Exercise):**
 - (a) Options may be exercised by notice in writing to the Company (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
 - (b) Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
8. **(Timing of issue of Shares on exercise):** Within 5 business days after the Exercise Date the Company will, subject to paragraph 9:
 - (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (b) if required and subject to paragraph 9, give the ASX a notice that complies with section 708A(5)(e) of the Corporations Act;
 - (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options; and
 - (d) issue a substitute certificate in respect of the remaining Options (if applicable).
9. **(Restrictions on transfer of Shares):** If the Company is required but unable to give ASX a notice under paragraph 8(b), or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Options may not be traded (whether on ASX or any other securities exchange) and will be subject to a holding lock until 12 months after their issue unless the Company, at

its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

10. **(Shares issued on exercise):** Shares issued on exercise of the Options will rank equally with the common shares of the Company.
11. **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed pursuant to a compromise or arrangement with shareholders, creditors or other persons or an amalgamation, arrangement or merger of the Company with or into any other body corporate, trust, partnership or other entity, all rights of an Option holder are to be changed in a manner consistent with the BCBCA and the Listing Rules of the ASX, at the time of the reconstruction.
12. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
13. **(Entitlement to dividends):** The Options do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors, during the currency of the Options without exercising the Options.
14. **(Entitlement to capital return):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise, and similarly do not confer any right to participate in the surplus profit or assets of the Company upon a winding up, in each case, during the currency of the Options without exercising the Options.
15. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, whether by way of subdivision, consolidation or otherwise, the rights of the Option holder will be varied in accordance with the BCBCA and the Listing Rules of the ASX, at the time of the reorganisation.
16. **(Change in exercise price):** There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro-rata issue of securities to the holders of Shares in the Company (other than a bonus issue).
17. **(Voting rights):** The Options do not confer any right to vote at meetings of shareholders of the Company, except as required by law, during the currency of the Options without first exercising the Options.

Schedule 3 – Terms and Conditions of the Corporate Advisor Options

A summary of the terms and conditions of the Corporate Advisor Options (in this Schedule, the **Options**) are set out below:

1. **(Entitlement):** Each Option entitles the holder on conversion in accordance with its terms to the issue of one fully paid common share in the capital of the Company (**Share**). Provided that a reference to a “Share” may also be construed as a reference to a CHESS Depositary Interest (**CDI**), with each such CDI representing one Share.
2. **(Exercise Price):** The Options have an exercise price of A\$0.18 each (**Exercise Price**).
3. **(Expiry Date):** The Options expire at 5:00pm (Perth time) on 15 August 2027. An Option not exercised before the Expiry Date will automatically expire on the Expiry Date.
4. **(Exercise Condition):** The Options may only be exercised if the Company achieves a market capitalisation exceeding A\$20,000,000 for a continuous period of 30 days, prior to the Expiry Date.
5. **(Exercise Period):** Each Option is exercisable at any time and from time to time on or prior to the Expiry Date.
6. **(Quotation of the Options):** The Company will not apply for quotation of the Options on any securities exchange.
7. **(Transferability):** The Options are not transferable.
8. **(Notice of Exercise):**
 - (a) Options may be exercised by notice in writing to the Company (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
 - (b) Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
9. **(Timing of issue of Shares on exercise):** Within 5 business days after the Exercise Date the Company will, subject to paragraph 9:
 - (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (b) if required and subject to paragraph 9, give the ASX a notice that complies with section 708A(5)(e) of the Corporations Act;
 - (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options; and
 - (d) issue a substitute certificate in respect of the remaining Options (if applicable).
10. **(Restrictions on transfer of Shares):** If the Company is required but unable to give ASX a notice under paragraph 8(b), or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Options may not be traded (whether on ASX or any other securities exchange) and will be subject to a holding lock until 12 months after their issue unless the Company, at

its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

11. **(Shares issued on exercise):** Shares issued on exercise of the Options will rank equally with the common shares of the Company.
12. **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed pursuant to a compromise or arrangement with shareholders, creditors or other persons or an amalgamation, arrangement or merger of the Company with or into any other body corporate, trust, partnership or other entity, all rights of an Option holder are to be changed in a manner consistent with the BCBCA and the Listing Rules of the ASX, at the time of the reconstruction.
13. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
14. **(Entitlement to dividends):** The Options do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors, during the currency of the Options without exercising the Options.
15. **(Entitlement to capital return):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise, and similarly do not confer any right to participate in the surplus profit or assets of the Company upon a winding up, in each case, during the currency of the Options without exercising the Options.
16. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, whether by way of subdivision, consolidation or otherwise, the rights of the Option holder will be varied in accordance with the BCBCA and the Listing Rules of the ASX, at the time of the reorganisation.
17. **(Change in exercise price):** There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro-rata issue of securities to the holders of Shares in the Company (other than a bonus issue).
18. **(Voting rights):** The Options do not confer any right to vote at meetings of shareholders of the Company, except as required by law, during the currency of the Options without first exercising the Options.

Schedule 4 – Terms and Conditions of the Agreement

Option 1	
Percentage of Wemin	Solis Minerals Ltd (Company) is granted an option to purchase a 20% equity interest in Wemin SAC (Wemin) from Wemin shareholders, Mr Daniel Angel Escobar Beleván and Mr Werner Warscheid Leyva (Vendors) (Option 1).
Period of Option 1	The option period is 15 months, commencing on 16 October 2025 (Effective Date).
Option 1 Fee	The fee for the exercise of Option 1 comprises: (a) US\$100,000, to be paid by the Company on the Effective Date; (b) US\$300,000, to be paid by the Company after a period of 3 months, commencing on the Effective Date; and (c) the Company issuing to the Vendors AU\$1,000,000 worth of Company shares (Exercise Shares), based on a 30-day VWAP prior to the exercise date of Option 1 or the date on which the Company notifies the Vendors of the early exercise of Option 1 (Option 1 Exercise Date), subject to Shareholder approval. The Exercise Shares are to be issued by the Company after 15 months, commencing on the Effective Date. The number of Exercise Shares to be issued as consideration is to be issued in accordance with the following formula: $A = \frac{B}{C}$ where: A equals the number of Exercise Shares to be issued to the Vendors; B equals the value of the Exercise Shares (in AUD) to be issued to the Vendors; and C equals the 30-day VWAP.
Escrow period	The Exercise Shares will be subject to a six-month escrow period.
Termination	In the event of termination of Option 1 the Vendors will not be obliged to reimburse the Company for any payments that the Company has made prior to the effective date of termination of Option 1.
Option 2	
Percentage of Wemin	The Vendors grant the Company an option to purchase a further 31% equity interest in Wemin from the Vendors, increasing the Company's equity interest in Wemin to 51% (Option 2).
Period of Option 2	The option period is 24 months, commencing on the Option 1 Exercise Date. This option period is intended to allow the Company sufficient time to conduct a drilling campaign of at least 5,000m on the mining property, being the Mining Concessions (as defined below).
Option 2 Fee	The fee for the exercise of Option 2 comprises: (a) US\$200,000, to be paid by the Company after a period of 12 months from the Option 1 Exercise Date or within 5 business days following the authorisation to commence mining exploration activities, whichever occurs first (Payment 1); (b) US\$200,000, to be paid by the Company after a period of 12 months, commencing from the date of Payment 1; and

	(c) the Company issuing to the Vendors AU\$2,000,000 worth of Company shares (Drilling Shares), based on a 30-day VWAP prior to the exercise date of Option 2 or the date on which the Company notifies the Vendors of the early exercise of Option 2 (Option 2 Exercise Date), subject to Shareholder approval. The Drilling Shares are to be issued by the Company after 12 months, commencing from the date of payment of Payment 1. The number of Drilling Shares to be issued as consideration is to be issued in accordance with the following formula: $A = \frac{B}{C}$ where: A equals the number of Drilling Shares to be issued to the Vendors; B equals the value of the Drilling Shares (in AUD) to be issued to the Vendors; and C equals the 30-day VWAP.
Escrow period	The Drilling Shares will be subject to a six-month escrow period.
Termination	In the event of termination of Option 2 the Vendors will not be obliged to reimburse the Company for any payments that the Company has made prior to the effective date of termination of Option 2.
Option 3	
Percentage of Wemin	The Vendors grant the Company an option to purchase a further 9% equity interest in Wemin from the Vendors, increasing the Company's equity interest in Wemin to 60% (Option 3).
Period of Option 3	The option period is 18 months, commencing on the Option 2 Exercise Date (Option 3 Period).
Option 3 Fee	The fee for the exercise of Option 3 comprises the Company issuing to the Vendors AU\$1,500,000 worth of Company shares (Milestone 1 Shares), based on a 30-day VWAP prior to the exercise date of Option 3 or the date on which the Company notifies the Vendors of the early exercise of Option 3 (Option 3 Exercise Date), subject to Shareholder approval. The Milestone 1 Shares are to be issued by the Company after 18 months, commencing from the Option 2 Exercise Date. The number of Milestone 1 Shares to be issued as consideration is to be issued in accordance with the following formula: $A = \frac{B}{C}$ where: A equals the number of Milestone 1 Shares to be issued to the Vendors; B equals the value of the Milestone 1 Shares (in AUD) to be issued to the Vendors; and C equals the 30-day VWAP. Mr Daniel Angel Escobar Beleván, a Vendor, may elect to receive the Milestone 1 Shares in cash, instead of being issued the Milestone 1 Shares.

Condition Precedent	As a condition precedent to the exercise of Option 3, the Company must have: (a) prepared a Technical Report that complies with the standards of the JORC Code, which determines the existence of a resource in an amount greater than or equal to 40Mtm at 0.03% Copper or 120,000 Tons of a copper equivalent content; and (b) published a preliminary economic assessment in relation to one or more of the mining concessions, being Cayan 2, Cayan 21, Cayan 2105, Cayan 2109, Cayan 22, Cayan 23, Cayan 2506 and La Obra de Dios (Mining Concessions).
Termination	In the event of termination of Option 3 the Vendors will not be obliged to reimburse the Company for any payments that the Company has made prior to the effective date of termination of Option 3.
Option 4	
Percentage of Wemin	The Vendors grant the Company an option to purchase a further 15% equity interest in Wemin from the Vendors, increasing the Company's equity interest in Wemin to 75% (Option 4).
Period of Option 4	The option period is 18 months, commencing on the Option 3 Exercise Date.
Option 4 Fee	The fee for the exercise of Option 4 comprises the Company issuing to the Vendors AU\$3,000,000 worth of Company shares (Milestone 2 Shares), based on a 30-day VWAP prior to the exercise date of Option 4 or the date on which the Company notifies the Vendors of the early exercise of Option 4 (Option 4 Exercise Date), subject to Shareholder approval. The Milestone 2 Shares are to be issued by the Company after 18 months, commencing from the Option 3 Exercise Date. The number of Milestone 2 Shares to be issued as consideration is to be issued in accordance with the following formula: $A = \frac{B}{C}$ where: A equals the number of Milestone 2 Shares to be issued to the Vendors; B equals the value of the Milestone 2 Shares (in AUD) to be issued to the Vendors; and C equals the 30-day VWAP. Mr Daniel Angel Escobar Beleván, a Vendor, may elect to receive the Milestone 2 Shares in cash, instead of being issued the Milestone 2 Shares.
Condition Precedent	As a condition precedent to the exercise of Option 4, the Company must have: (a) published a prefeasibility report in relation to one or more the Mining Concessions; and (b) have completed a minimum of 10,000m of drilling on the mining property, being the Mining Concessions.
Termination	In the event of termination of Option 4 the Vendors will not be obliged to reimburse the Company for any payments that the Company has made prior to the effective date of termination of Option 4.
Parallel Purchase Option	

Percentage of Wemin	In addition to granting Option 1, Option 2, Option 3 and Option 4, the Vendors grant the Company an option to acquire a 100% equity interest in Wemin (Parallel Option).
Period of the Parallel Option	The option period is 7 years, commencing on the Effective Date.
Parallel Option Fee	The fee for the exercise of the Parallel Option is US\$10,000,000, which shall be paid by the Company to the Vendors on the date of execution of the share transfer agreement.
Termination	(a) The Company may terminate the Parallel Option at any time by notifying the Vendors to that effect through a notary public. (b) The Parallel Option will automatically terminate in the event of termination of Option 1, Option 2, Option 3 and Option 4, provided that the termination takes place for reasons attributable to the Company.
Other Terms	
	(a) If Option 1, Option 2, Option 3 and Option 4 are all exercised, the Company and Mr Daniel Angel Escobar Beleván will act in good faith to negotiate and enter into an agreement between the shareholders of Wemin. (b) It is agreed that in the event that the combined shareholding of Wemin is reduced to less than 10% of Wemin's share capital, such shareholders shall be jointly and severally liable to transfer all of their Wemin shares to either Wemin or the Company (at the Company's option) in exchange for the grant of the Dilution NSR Royalty. (c) The Company or Wemin (at the Company's option) shall have the right to purchase 50% of the Dilution NSR Royalty, reducing the same from 2% to 1%, at any time, in exchange for payment of a total of US\$5,000,000. (d) The Agreement contains other standard provisions for an agreement of this nature including conduct obligations during the exercise period and representations and warranties in respect of the Vendors, Wemin and the Company.

Schedule 5 – Potential Dilution Effect from Issue of Consideration Shares

1. The exact number of Consideration Shares to be issued to the Vendors (and/or their respective nominee(s)), subject to Shareholder approval under Resolution 6, will be based on a 30-day VWAP, as detailed in Schedule 4.
2. The number of Consideration Shares to be issued cannot be ascertained as at the date of the Notice. Below are worked examples of the number of Consideration Shares that may be issued and the potential dilution effect from the issue of the Consideration Shares, based on a range of the issue price of Shares.

Share Price	Maximum No. of Consideration Shares	Shares Currently on Issue	Dilution Effect
Exercise Shares			
\$0.025	40,000,000	258,080,178	13.42%
\$0.05	20,000,000	258,080,178	7.19%
\$0.075	13,333,333	258,080,178	5.01%
Drilling Shares			
\$0.025	80,000,000	258,080,178	24.06%
\$0.05	40,000,000	258,080,178	13.42%
\$0.075	26,666,667	258,080,178	9.37%
Milestone 1 Shares			
\$0.025	60,000,000	258,080,178	19.06%
\$0.05	30,000,000	258,080,178	10.41%
\$0.075	20,000,000	258,080,178	7.19%
Milestone 2 Shares			
\$0.025	120,000,000	258,080,178	31.74%
\$0.05	60,000,000	258,080,178	18.86%
\$0.075	40,000,000	258,080,178	13.42%

Notes:

1. The above table is for illustrative purposes only.
2. The above table assumes the Tranche 2 Placement CDIs have been approved and issued under Resolution 2.