



Kairos Minerals Limited
(to be renamed 'Pilbara Gold Limited')

ACN 006 189 331

Notice of Extraordinary General Meeting

The Extraordinary General Meeting of the Company will be held as follows:

Time and date: 10:30am (AWST) on Monday, 30 March 2026

In-person: Suite 12, Level 1, 100 Railway Road, Daglish, WA 6008

The Notice of Extraordinary General 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 suitably qualified professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company by telephone on +61 8 6380 1904.

Shareholders are urged to vote by lodging the Proxy Form

Kairos Minerals Limited
(to be renamed 'Pilbara Gold Limited')
ACN 006 189 331
(Company)

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Kairos Minerals Limited (to be renamed 'Pilbara Gold Limited') (**Company**) will be held at Suite 12, Level 1, 100 Railway Road, Daglish, WA 6008 on Monday, 30 March 2026 at 10:30am (AWST) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Saturday, 28 March 2026 at 10:30am (AWST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

Resolution 1– Consolidation of capital

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 section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the terms and conditions in the Explanatory Memorandum, on the basis that:

- (a) every fifteen (15) Shares be consolidated into one (1) Share;*
- (b) all Options be adjusted in accordance with Listing Rule 7.22, such that every fifteen (15) Options be consolidated into one (1) Option; and*
- (c) all Performance Rights be adjusted in accordance with Listing Rule 7.21, such that every fifteen (15) Performance Rights be consolidated into one (1) Performance Right,*

and where the Consolidation results in a fraction of a Security being held, the Company be authorised to round that fraction up to the nearest whole Security. The Consolidation is to take effect on 31 March 2026.'

Resolution 2– Approval of change of Company name

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 section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to 'Pilbara Gold Limited', with effect from the date that ASIC alters the details of the Company's registration.'

Resolution 3 – Approval to issue Consideration Securities

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 173,161 Consideration Shares and 346,322 Consideration Performance Rights to Trek Metals (or its nominee/s) on a post-Consolidation basis, on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Ratification of issue of Placement Shares

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 7.4 and for all other purposes, Shareholders ratify the issue of:

(a) 26,939,122 Placement Shares under Listing Rule 7.1; and

(b) 17,959,415 Placement Shares under Listing Rule 7.1A,

on a post-Consolidation basis and on the terms and conditions in the Explanatory Memorandum.'

Voting exclusion

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of the relevant Resolution by or on behalf of the following persons:

Resolution	Disregard any votes cast in favour:
Resolution 3	by or on behalf of Trek Metals (or its nominee/s) and any person who will obtain a material benefit as a result of the proposed issue of the Consideration Securities (except a benefit solely by reason of being a Shareholder) or any of their respective associates.
Resolution 4(a) and Resolution 4(b)	by or on behalf of any person who participated in the issue of the Placement Shares, 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 that Resolution, in accordance with directions given to the proxy or attorney to vote on that Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on that Resolution, in accordance with a direction given to the Chair to vote on that 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 relevant Resolution; and

- (ii) the holder votes on that Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD



**Robbie Featherby
Company Secretary
Kairos Minerals Limited**

Dated: 26 February 2026

Kairos Minerals Limited
(to be renamed 'Pilbara Gold Limited')
ACN 006 189 331
(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 Suite 12, Level 1, 100 Railway Road, Daglish, WA 6008 on Monday, 30 March 2026 at 10:30am (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	Action to be taken by Shareholders
Section 3	Resolution 1 – Consolidation of capital
Section 4	Resolution 2 – Approval of change of Company name
Section 5	Resolution 3 – Approval to issue Consideration Securities
Section 6	Resolution 4 – Ratification of issue of Placement Shares
Schedule 1	Definitions
Schedule 2	Terms and conditions of Consideration Performance Rights

A Proxy Form is made available with this Notice.

2. Action to be taken by Shareholders

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

2.1 Voting in person

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

2.2 Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of their appointment, including any authority under which it is signed.

2.3 Voting by proxy

A Proxy Form is made available with this Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, complete the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The available Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

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

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

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

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;

- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

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

Your proxy voting instruction must be received by 10:30am (AWST) on Saturday, 28 March 2026, being not later than 48 hours before the commencement of the Meeting.

2.4 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. In exceptional circumstances, the Chair of the Meeting may change their voting intention on any Resolution, in which case an ASX announcement will be made.

2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at robbie@sccperth.com.au by no later than five business days before the Meeting.

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 – Consolidation of capital

3.1 General

Resolution 1 seeks Shareholder approval for the Company to undertake a consolidation of its capital on a 15 for 1 basis (**Consolidation**).

3.2 Legal requirements

Section 254H(1) of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

Listing Rule 7.20 provides that where an entity proposes to reorganise its capital, it must tell Equity Security holders:

- (a) the effect of the proposal on the number of Securities and the amount unpaid (if any) on the Securities;
- (b) the proposed treatment of any fractional entitlements; and
- (c) the proposed treatment of any convertible securities on issue. Listing Rule 7.21 provides that a listed entity which has convertible securities (except Options) on issue may only reorganise its capital if, in respect of the convertible securities, the number of its convertible securities or the conversion price, or both, is reorganised so that the holder of the Convertible Securities will not receive a benefit that holders of ordinary Securities do not receive.

Listing Rule 7.22.1 requires that when a listed entity undertakes a consolidation of capital, the number of its Options must be consolidated in the same ratio as the ordinary capital and the exercise price must be amended in inverse proportion to that ratio.

If Resolution 1 is passed, the Company will be able to proceed with the Consolidation and the number of Securities on issue is anticipated to be adjusted as follows, based on the Securities on issue as at the date of this Notice (in each case, subject to rounding up):

Security	Pre-Consolidation	Post-Consolidation
Shares	3,367,390,235	224,492,683
Options	341,606,233	22,773,749
Performance Rights	174,000,000	11,600,000

If Resolution 1 is not passed, the Company will not be able to proceed with the Consolidation.

3.3 Fractional entitlements

Not all Shareholders will hold that number of Securities (Shares, Options or Performance Rights, as the case may be) which can be evenly divided by 15. Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole Security (Shares, Options, or Performance Rights, as applicable).

3.4 Taxation

It is not considered that any taxation implications will exist for Shareholders arising from the Consolidation. However, Shareholders are advised to seek their own tax advice on the effect of the Consolidation, and the Company accepts no responsibility for the individual taxation implications arising from the Consolidation.

3.5 Holding statements

From the date of Consolidation, all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis. After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities. It is the responsibility of each Shareholder to check the number of Securities held prior to disposal or exercise (as the case may be).

3.6 Effect on capital structure

The approximate effect which the Consolidation will have on the Company's current capital structure is set out in the tables below. All numbers are subject to rounding.

(a) Shares

	Pre-Consolidation	Post-Consolidation
Shares currently on issue ⁽¹⁾	3,367,390,235	224,492,683

Notes:

- (1) Does not include the 173,161 Consideration Shares on a post-Consolidation basis proposed to be issued to Trek Metals, subject to Shareholder approval pursuant to Resolution 3.

(b) Options

Expiry Date	Pre-Consolidation		Post-Consolidation	
	Number	Exercise Price (\$)	Number	Exercise Price (\$)
1 May 2026	335,606,233	0.05	22,373,749	0.75
1 May 2026	6,000,000	0.05	400,000	0.75

(c) Performance Rights

	Pre-Consolidation	Post-Consolidation
Performance Rights currently on issue ⁽¹⁾	174,000,000	11,600,000

Notes:

- (1) Does not include the 346,322 Consideration Performance Rights proposed to be issued to Trek Metals, subject to Shareholder approval pursuant to Resolution 3.

3.7 Consolidation timetable

If Resolution 1 is passed, the Consolidation will take effect in accordance with the following timetable:

Event	Date ⁽¹⁾
Company announces Consolidation using an Appendix 3A.3 and sends out Notice	Thursday, 26 February 2026
Meeting – Shareholders approve Consolidation	Monday, 30 March 2026

Effective Date of Consolidation	Tuesday, 31 March 2026
Last day for trading on a pre-Consolidation basis	Wednesday, 1 April 2026
Post-Consolidation trading starts on a deferred settlement basis	Thursday, 2 April 2026
Record date and last day for Company to register transfers on a pre-Consolidation basis	Tuesday, 7 April 2026
First day for Company to update its register of Securities on a post-Consolidation basis and first day for issue of holding statements	Wednesday, 8 April 2026
Last date for Company to update its register and send holding statements on a post-Consolidation basis and notify ASX that this has occurred	Tuesday, 14 April 2026
Normal trading of post-Consolidation Securities commences	Wednesday, 15 April 2026

Notes:

- (1) The timetable is a proposed indicative timetable. The Board reserves the right to vary the dates in accordance with the Listing Rules.

3.8 Additional information

Resolution 1 is an ordinary resolution.

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

4. Resolution 2 – Approval of change of Company name

4.1 General

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the Company passes a special resolution adopting a new name.

Resolution 2 seeks the approval of Shareholders for the Company to change its name to 'Pilbara Gold Limited' under and for the purposes of section 157(1)(a) of the Corporations Act.

4.2 Rationale for the proposed change

The Board proposes the change of name to 'Pilbara Gold Limited' on the basis that it more accurately reflects the proposed future mining ambitions of the Company towards gold production at its Pilbara-based Mt York Project.

In connection with the change of Company name, the Company's ASX code is proposed to be changed from 'KAI' to 'PGL'.

If Resolution 2 is passed, the change of the Company's name will, pursuant to section 157 of the Corporations Act, only take effect when ASIC alters the details of the Company's registration to reflect the change of name.

4.3 Additional information

Resolution 2 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

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

5. Resolution 3 – Approval to issue Consideration Securities

5.1 Background

On 27 January 2026, the Company announced that it had entered into a tenement sale and purchase agreement (**Agreement**) with Trek Metals Limited (ARBN 124 462 826) (**Trek Metals**) to acquire a 100% interest in the Pincunah Project comprising four exploration licences and one application adjoining the Company's Mt York Gold Project in the Pilbara region of Western Australia (**Proposed Acquisition**).

Subject to prior Shareholder approval pursuant to this Resolution 3, the consideration payable by the Company to Trek Metals (or its nominee/s) pursuant to the terms of the Agreement shall comprise (on a post-Consolidation basis):

- (a) 173,161 Shares (**Consideration Shares**);
- (b) 346,322 Performance Rights (**Consideration Performance Rights**) expiring 5 years from the date of issue and vesting in the following tranche:

Number of Consideration Performance Rights	Milestone	Expiry date
346,322	The Company announcing a mineral resource estimate in accordance with the JORC Code (with a classification of inferred or better) for the Pincunah Project comprising the Tenements of at least 50,000 ounces at a grade equal to or greater than 1g/t of gold.	5 years from the date of issue.

(together, the **Consideration Securities**).

A summary of the material terms of the Agreement is in Section 5.2 below.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue the Consideration Shares and Consideration Performance Rights to Trek Metals (or its nominee/s).

5.2 Summary of material terms of the Agreement

A summary of the material terms of the Agreement is as follows:

- (a) (**Consideration**): As consideration for the Proposed Acquisition the Company has agreed to pay to Trek Metals (or its nominee/s):
 - (i) a cash payment of \$100,000; and
 - (ii) the Consideration Securities, subject to Shareholder approval pursuant to Listing Rule 7.1, the subject of this Resolution 3.
- (b) (**Conditions Precedent**): The Agreement is subject to certain conditions precedent, including the receipt of all necessary third-party approvals and assignments necessary to complete the Proposed Acquisition.
- (c) (**Other terms**): The Agreement contains additional provisions, including warranties, indemnities and other rights and obligations that are considered standard for a transaction of this nature.

5.3 Listing Rule 7.1

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 shares it had on issue at the start of that period.

The proposed issue of the Consideration Securities does not fit within any of the exceptions in Listing Rule 7.1. Pursuant to the terms of the Agreement, the Consideration Securities must be issued with Shareholder approval. Accordingly, the issue of the Consideration Securities therefore required the approval of the Company's Shareholders under Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Consideration Securities to Trek Metals (or their nominee/s) for the purposes of completing the Proposed Acquisition.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Consideration Securities to Trek Metals (or their nominee/s) and the Proposed Acquisition will not proceed.

5.4 Specific information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Consideration Securities:

- (a) The Consideration Securities will be issued to Trek Metals (or its nominee/s), none of whom is a related party of the Company or a Material Investor.
- (b) A maximum of 519,483 Consideration Securities will be issued (on a post-Consolidation basis), comprising:
 - (i) 173,161 Consideration Shares; and
 - (ii) 346,322 Consideration Performance Rights.
- (c) The Consideration Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Consideration Performance Rights will be subject to the terms and conditions set out in Schedule 2.
- (e) The Consideration Securities will be issued no later than 3 months after the date of the Meeting.
- (f) The Consideration Securities will be issued for nil cash consideration as partial consideration for the Proposed Acquisition. Accordingly, no funds will be raised from their issue. The Consideration Shares will have a deemed issue price of approximately \$0.58 each on a post-Consolidation basis.
- (g) A summary of the material terms of the Agreement is set out in Section 5.2 above.
- (h) A voting exclusion statement is included in the Notice.

5.5 Additional information

Resolution 3 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 3.

6. Resolution 4 – Ratification of issue of Placement Shares

6.1 General

On 15 October 2025, the Company announced that it had received firm commitments for a placement to raise approximately \$27 million (before costs) through the issue of Shares at an issue price of \$0.60 each on a post-Consolidation basis (**Placement**).

On 23 October 2025, the Company issued a total of 44,898,537 Shares on a post-Consolidation basis pursuant to the Placement (**Placement Shares**) without prior Shareholder approval using the Company's available placement capacity under Listing Rules 7.1 and 7.1A.

The Company engaged Petra Capital Pty Ltd as sole lead manager and sole bookrunner to the Placement (**Lead Manager**), assisted by Bell Potter Securities Limited and Evolution Capita Pty Ltd I as co-managers (together, the **Co-Managers**).

Resolution 4(a) and Resolution 4(b) seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Placement Shares.

6.2 Listing Rules 7.1, 7.1A and 7.4

A summary of Listing Rule 7.1 is set out in Section 5.3 above.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase the 15% limit under Listing Rule 7.1 by an additional 10% to 25%. The Company obtained this approval at its 2024 annual general meeting held on 21 November 2024 and at its 2025 annual general meeting held on 12 November 2025.

The issue of the Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it had not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1 and 10% placement capacity under Listing Rule 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12-month period following the issue of the Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1 and 7.1A.

The effect of Shareholders passing Resolution 4(a) and Resolution 4(b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and the 10% additional placement capacity set out in Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

If Resolution 4(a) is passed, 26,939,122 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 4(a) is not passed, 26,939,122 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder

approval, to the extent of 26,939,122 Equity Securities for the 12-month period following the issue of those Placement Shares.

If Resolution 4(b) is passed, 17,959,415 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 4(b) is not passed, 17,959,415 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 17,959,415 Equity Securities for the 12-month period following the issue of those Placement Shares.

The Company confirms that Listing Rules 7.1 and 7.1A were not breached at the time the Placement Shares were issued.

6.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

- (a) The Placement Shares were issued to a range of professional and institution investors, none of whom are a related party or a Material Investor of the Company. The participants in the Placement were identified through a bookbuild process, which involved the Lead Manager and Co-Managers seeking expressions of interest to participate in the Placement from existing contacts of the Company, Lead Manager and Co-Managers.
- (b) On 23 October 2025, the Company issued the Placement Shares using the Company's available placement capacity in the following proportions (on a post-Consolidation basis):
 - (i) 26,939,122 Placement Shares issued under Listing Rule 7.1; and
 - (ii) 17,959,415 Placement Shares issued under Listing Rule 7.1A.
- (c) The Placement Shares are fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Placement Shares were issued at \$0.60 each (on a post-Consolidation basis).
- (e) The proceeds from the issue of the Placement Shares have been and will continue to be used towards:
 - (i) drilling and feasibility studies at the Company's Mt York Gold Project;
 - (ii) exploration over the 367km² of licences and an application surrounding the Mt York Gold Project;
 - (iii) resource drilling at the Company's Roe Hills Gold Project; and
 - (iv) corporate and working capital purposes.
- (f) There are no other material terms to the issue of the Placement Shares.
- (g) A voting exclusion statement is included in the Notice.

6.4 Additional information

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

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

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ or A\$	means Australian Dollars.
Agreement	has the meaning given in Section 5.1.
Article	means an article of the Constitution.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Board	means the board of Directors.
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.
Co-Managers	has the meaning given in Section 6.1.
Company	means Kairos Minerals Limited (to be renamed 'Pilbara Gold Limited') (ACN 006 189 331).
Consideration Performance Rights	means the up to 346,322 Performance Rights proposed to be issued to Trek Metals (or its nominee/s) on the terms and conditions in Schedule 2, the subject of Resolution 3.
Consideration Securities	has the meaning given in Section 5.1.
Consideration Shares	has the meaning given in Section 5.1.
Consolidation	has the meaning given in Section 3.1.
Constitution	means the constitution of the Company as at the date of the Meeting.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Director	means a director of the Company.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
JORC Code	means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves 2012 edition or any subsequent edition.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the

	Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Lead Manager	means Petra Capital Pty Ltd (ACN 110 952 782).
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: <ul style="list-style-type: none"> (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 extraordinary general 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 6.1.
Placement Shares	has the meaning given in Section 6.1.
Proposed Acquisition	has the meaning given in Section 5.1.
Proxy Form	means the proxy form made available with the Notice.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Tenements	means the following tenements comprising the Pincunah Project to be acquired under the Proposed Acquisition: <ul style="list-style-type: none"> (a) E45/4640; (b) E45/4909; (c) E45/4917; (d) E45/6240; and

(e) E45/6664.

Trek Metals

means Trek Metals Limited (ARBN 124 462 826).

WST or AWST

means Western Standard Time, being the time in Perth, Western Australia.

Schedule 2 Terms and conditions of Consideration Performance Rights

A summary of the terms and conditions of the Consideration Performance Rights (referred to as “**Performance Rights**” in this Schedule) is below:

1. **(Entitlement)**: Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder upon exercise to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
2. **(Issue price)**: The Performance Rights are issued for nil cash consideration.
3. **(Vesting Condition)**: Subject to the terms and conditions set out below, the Performance Rights be subject to the following vesting conditions (**Vesting Condition**):

Vesting Condition	Expiry Date
The Company announcing a mineral resource estimate in accordance with the JORC Code (with a classification of inferred or better) for the Pincunah Project comprising the Tenements of at least 50,000 ounces at a grade equal to or greater than 1g/t of gold.	5 years from the date of issue

For the purposes of this paragraph 3:

JORC Code means the Joint Ore Reserves Committee’s Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition), or any update to that edition.

4. **(Vesting)**: Subject to the satisfaction of the Vesting Condition, the Company will notify the holder in writing (**Vesting Notice**) as soon as reasonably practicable after becoming aware that the Vesting Condition has been satisfied.
5. **(Expiry Date)**: The Performance Rights will expire and lapse at 5:00pm (AWST) on the date specified in paragraph 3 above.
6. **(Exercise)**: At any time between receipt of a Vesting Notice and the Expiry Date (as defined in paragraph 5 above), the holder may apply to exercise Performance Rights by delivering a signed notice of exercise to the Company Secretary of the Company. The holder is not required to pay a fee to exercise the Performance Rights.
7. **(Issue of Shares)**: As soon as practicable after the valid exercise of a vested Performance Right, the Company will:
 - (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
 - (b) issue a substitute certificate for any remaining unexercised Performance Rights held by the holder;
 - (c) if required, and subject to paragraph 8, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
8. **(Restrictions on transfer of Shares)**: If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, 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 the Performance Rights may not be traded 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. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.

9. **(Ranking)**: All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
10. **(Transferability of the Performance Rights)**: The Performance Rights are not transferable.
11. **(Change of Control)**: The Performance Rights automatically vest and are automatically exercised into Shares upon a Change of Control occurring before the Expiry Date.

For the purposes of this paragraph 11, a Change of Control will occur if:

- (a) a takeover bid under Chapter 6 of the Corporations Act is made in respect of the Company and has:
 - (i) received acceptances for not less than 50.1% of the Shares on issue; and
 - (ii) been declared unconditional by the bidder; or
 - (b) a Court has granted orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies.
12. **(Dividend rights)**: A Performance Right does not entitle the holder to any dividends.
 13. **(Voting rights)**: A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
 14. **(Quotation of the Performance Rights)**: The Company will not apply for quotation of the Performance Rights on any securities exchange.
 15. **(Adjustments for reorganisation)**: If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules.
 16. **(Entitlements and bonus issues)**: Subject to the rights under paragraph 17, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
 17. **(Bonus issues)**: If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right before the record date for the bonus issue.
 18. **(Return of capital rights)**: The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
 19. **(Rights on winding up)**: The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
 20. **(Takeovers prohibition)**: The issue of Shares on exercise of the Performance Rights is subject to and conditional upon:

- (a) the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (b) the Company not being required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Performance Rights.
21. **(No other rights):** A Performance Right does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
22. **(Amendments required by ASX):** The terms of the Performance Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
23. **(Constitution):** Upon the issue of the Shares on exercise of the Performance Rights, the holder will be bound by the Company's Constitution.

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«EntityRegistrationDetailsLine2Envelope»
«EntityRegistrationDetailsLine3Envelope»
«EntityRegistrationDetailsLine4Envelope»
«EntityRegistrationDetailsLine5Envelope»
«EntityRegistrationDetailsLine6Envelope»

Your Extraordinary General Meeting Proxy Form

Proxy Voting Instructions

Appointment of a Proxy

A proxy is someone you appoint to attend the meeting and vote on your behalf. You don't need to attend the meeting yourself.

Step 1: Decide Who Will Be Your Proxy

You have two options:

OPTION A: Appoint the Chair of the Meeting

- Simply cross the box marked "The Chair of the Meeting"
- The Chair of the Meeting will vote according to your directions
- If you don't give directions, the Chair of the Meeting intends to vote in FAVOUR of all resolutions

OPTION B: Appoint Someone Else

- Write the full name of the person you want to appoint
- They must attend the meeting to vote on your behalf
- They can be another shareholder or anyone you choose

Important: If you hold 2 or more votes, you can appoint up to TWO proxies by using separate proxy forms.

Step 2: Direct How Your Proxy Should Vote

For each resolution, mark ONE box only with an "X"

FOR	AGAINST	ABSTAIN
You support the resolution	You oppose the resolution	You don't want to vote

Voting Exclusions and Prohibitions

Refer to the Notice of Meeting for detailed information of the voting exclusions.

Step 3: Sign the Proxy Form

You must sign the form correctly or it will be invalid:

If you are	You must
Individual shareholder	Sign your name.
Joint shareholders	All must sign.
Corporate shareholder	Sign by authorised officer(s). Sole Director/Secretary; or Sole Director (where no Secretary exists); or two Directors; or Director + Secretary. Print name and position below signature.
Power of Attorney	Sign by authorised attorney. Power of Attorney must be lodged with the Share Registrar for notation. If not already lodged, attach a certified copy to this form.
Nominee/Custodian	Sign by authorised signatory(s). Attach a custodial certificate to this form.

Attending the Meeting

Date and time	Monday, 30 March 2026, at 10:30 am (WST)
Location	Suite 12, Level 1, 100 Railway Road, Daglish WA 6008
Arriving at the Meeting & What to Bring	<ul style="list-style-type: none"> • Arrive early (15-30mins before the meeting time) to allow for registration • Go to the registration desk • Present your proxy form - helps with registration • Photo ID - may be required • Corporate Representative Form - if attending on behalf of a company

How to Lodge a Proxy

Online (Recommended Fastest)

Method 1: Scan QR Code

Use your phone or tablet to scan the QR code on your proxy form.



Method 2: Go to Website

Visit: <https://investor.xcend.app/sha>

Select: Kairos Minerals Limited

Enter HIN/SRN: «AccountNumber»

Enter Postcode: if within Australia or

Select Country: if outside Australia

Method 3: Registered Users

Visit <https://investor.xcend.app>

Enter your username and password, then click voting

@ Email

- Scan your completed and signed proxy form
- Email to: meetings@xcend.co

Post

Mail your completed and signed proxy form to:

Xcend Pty Ltd

PO Box R1905

Royal Exchange NSW 1225

Allow extra time for postal delivery

DEADLINE: Saturday, 28 March 2026,
at 10:30 am (WST)
(48 hours before the meeting)

SRN/HIN: «AccountNumber»

Registered Name & Address

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«EntityRegistrationDetailsLine3Envelope»
«EntityRegistrationDetailsLine4Envelope»
«EntityRegistrationDetailsLine5Envelope»
«EntityRegistrationDetailsLine6Envelope»

If Your Address is Incorrect

- Update it in the space provided on the proxy form, OR
- If your shares are broker-sponsored (HIN starts with 'X'), contact your broker

**Your Proxy Form – Kairos Minerals Limited (to be renamed ‘Pilbara Gold Limited’)
Extraordinary General Meeting January 2026**

Appointment of Proxy

I/We, being member(s) of Kairos Minerals Limited (to be renamed ‘Pilbara Gold Limited’) (“Company”) and entitled to attend and vote, hereby appoint:

The Chair of the Meeting
(Mark box with an X)

OR

Name of Proxy (If you are NOT appointing the Chair of the Meeting, write the name of the person or body corporate)

or failing the person or body corporate named, or if no person or body corporate is named above, the Chair of the Meeting, as my/our proxy to vote on my/our behalf at the Extraordinary General Meeting on Monday, 30 March 2026, at 10:30 am (WST) at Suite 12, Level 1, 100 Railway Road, Daglish, WA 6008 (including any postponement or adjournment).

The proxy must vote as directed below or, if no directions are given, may vote as they see fit to the extent permitted by law.

The Chair of the Meeting intends to vote undirected proxies in FAVOUR of all Resolutions.

By appointing the Chair as proxy (or where the Chair becomes proxy by default) I/We give the Chair express authority to exercise the proxy on the Resolution(s) (except where the Shareholder has indicated a different voting intention on this Proxy Form)

Provide Your Proxy Voting Directions

For each resolution: Mark ONE box with an "X" to vote all shares OR write number of shares in each box to split your vote.

Resolutions	For	Against	Abstain
1 Consolidation of capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of change of Company name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to issue Consideration Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4(a) Ratification of issue of Placement Shares pursuant to Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4(b) Ratification of issue of Placement Shares pursuant to Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please Sign and Return

* This section must be completed.

By signing this form, I/we confirm my/our authority to appoint the named proxy with voting directions as indicated above and hereby revoke any previously lodged proxy for this meeting.

Securityholder 1

Joint Securityholder 2

Joint Securityholder 3

Sole Director/Sole Company Secretary

Director/Company Secretary

Director/Company Secretary

Print Name of Securityholder

Print Name of Securityholder

Print Name of Securityholder

Update your communication details:

Email Address

Phone Number (Contactable during business hours)

By providing your email address, you consent to receive all future Securityholder communications electronically.