

Notice of Annual General Meeting and Explanatory Memorandum

GEO Exploration Limited ACN 064 120 896

Date: 2 December 2025

Time: 10.00am (GMT)

Place: Online:

Online observers:

Please pre-register prior to the day of the meeting at:

https://us02web.zoom.us/webinar/register/WN_8EZ5cX-0QUCHpuEk0TNoSQ

Please note that there will be no online voting function for online observers, therefore shareholders who intend to observe online are encouraged to submit their votes via proxy prior to the meeting.

Notice of Annual General Meeting

The 2025 Annual General Meeting of shareholders (**AGM**) of GEO Exploration Limited ACN 064 120 896 (**GEO** or **Company**) will be held virtually 2 December 2025 for the purpose of considering and, if thought fit, passing the resolutions set out below (**Notice**).

Shareholders may observe the AGM online. Online observers will be able to ask questions. However, please note that there will be no online voting function for online observers, therefore shareholders who intend to observe online are encouraged to submit their votes via proxy prior to the meeting. A proxy form has been sent to all shareholders.

The Explanatory Memorandum that accompanies and forms part of this Notice describes in more detail the matters to be considered at the AGM. Please ensure that you read the Explanatory Memorandum in full.

Business

Please note that additional information concerning the proposed resolutions is contained in the Explanatory Memorandum that accompanies and forms part of this Notice.

1. Financial statements and reports
To receive and consider:

- (1) the financial statements;
- (2) the Directors' Report; and
- (3) the Auditor's Report,

of GEO for the year ended 30 June 2025.

Note: There is no requirement for the shareholders to approve these reports.

2. Resolution 1 – Re-Election of Director – Brian Chu

To consider and, if thought fit, pass the following Resolution as an **ordinary resolution**:
'That Brian Chu, who retires in accordance with Article 6.3(j) of the Company's constitution, being eligible and offering himself for re-election, is re-elected a Director.'

For detailed information on the above Agenda items, please refer to the Explanatory Memorandum.
By order of the Board

Brian W.B. Chu
Company Secretary
31 October 2025

Information on attending in person, observing online, asking questions, and appointing proxies, corporate representatives and attorneys

How to attend the AGM Online

If you wish to observe the AGM online, you are welcome to do so by the following steps:

1. Open your internet browser and go to:

https://us02web.zoom.us/webinar/register/WN_8EZ5cX-0QUCHpuEk0TNoSQ

2. If you do not have a zoom account, you will need to create one.
3. Enter your registered holding name, email address registered on your zoom account and click “**register**”.
4. You will then receive a personalised URL via email from zoom.
5. On the day of the meeting, please click on the URL you will be sent to join the webcast.
6. Once the Chair of the Meeting starts the meeting, you will be able to view and listen to the meeting, as well as ask questions in relation to the business of the meeting.

Please note that there will be no online voting function for online observers, therefore shareholders who intend to observe online are encouraged to submit their votes via proxy prior to the meeting.

Asking questions

A discussion will be held on all items of business to be considered at the AGM. Shareholders will have a reasonable opportunity to ask questions during the AGM, at both the physical location of the meeting and online.

Shareholders attending online can type in any question you may have at any time during the meeting by clicking on the Q&A button at the bottom of your webinar screen and we will answer these at the appropriate time during the meeting.

To ensure that as many shareholders as possible have the opportunity to speak, we ask that all shareholders observe the following when asking questions:

- all shareholder questions should be stated clearly and should be relevant to the business of the AGM, including matters arising from the Annual Report, Directors’ Report and Auditor’s Report, and general questions about the performance, business or management of GEO;
- questions not related to the resolution being put will be addressed during general Q&A after the formal business has been conducted;
- if a shareholder has more than one question on an item, all questions should be asked at the one time; and
- shareholders should not ask questions at the AGM regarding personal matters or those that are commercial in confidence.

A Shareholder Question Form has been sent to shareholders and is available on the Company's website at Geoexplorationlimited.com. Written questions must be received by 10.00am (GMT) on 28 November 2025, and can be submitted online, by mail, or in person (as set out on the top of the Shareholder Question Form).

Voting

Eligibility to vote

GEO has determined that, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), GEO's shares quoted on AIM at 10.00am (GMT) on 28 November 2025 will be taken, for the purposes of the annual general meeting, to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote at the AGM.

Shareholders may vote by appointing a proxy.

Proxies

A shareholder who is entitled to attend and vote at the AGM may appoint up to two proxies to attend and vote on behalf of that shareholder.

If a shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded.

Where a shareholder appoints more than one proxy, neither proxy is entitled to vote on a show of hands.

A proxy need not be a shareholder of GEO.

To be effective, GEO must receive the completed proxy form and, if the form is signed by the shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 10.00am (GMT) on 28 November 2025.

Proxies may be lodged with GEO, along with the power of attorney or other authority (if any) under which the proxy form is signed and in accordance with the proxy forms.

Proxies given by corporate shareholders must be executed in accordance with their constitutions or signed by a duly authorised officer or attorney.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If a shareholder appoints the Chair as the shareholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair will vote, as proxy for that shareholder, in favour of that item on a poll.

A shareholder or proxy that is a corporation is entitled to attend and vote at the AGM, may appoint an individual to act as its corporate representative. GEO must receive evidence of the appointment of a corporate representative prior to the AGM and the appointment must be in accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**).

Voting by Attorney

A shareholder entitled to attend and vote at the AGM is entitled to appoint an attorney to attend and vote at the AGM on the shareholder's behalf. An attorney need not be a shareholder of GEO.

The power of attorney appointing the attorney must be duly executed and specify the name of each of the shareholder, GEO and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as outlined above for proxy appointment forms.

Evidence of execution

If any instrument (including a proxy appointment form or appointment of corporate representative) returned to GEO is completed by an individual or a corporation under power of attorney, the power of attorney under which the instrument is signed, or a certified copy of that power of attorney, must accompany the instrument unless the power of attorney has previously been noted by GEO or GEO's share registry.

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held virtually at 10.00am (GMT) on 2 December 2025.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding on how to vote on the Resolutions set out in the Notice. This Explanatory Memorandum includes the following information to assist Shareholders in deciding on how to vote on the Resolutions set out in the Notice of Meeting.

Item 1 – Financial statements and reports

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires the financial report (which includes the financial statements and Directors' declaration), the Directors' Report and Auditor's Report to be laid before the AGM. There is no requirement either in the Corporations Act or GEO's constitution for shareholders to approve the financial report, the Directors' Report or the Auditor's Report.

This agenda item is intended to provide shareholders with the opportunity to raise questions on the financial statements and reports contained in GEO's 2025 Annual Report, and on the performance of GEO generally.

Shareholders will be given a reasonable opportunity at the AGM to ask questions and make comments on these reports. It is not the purpose of the AGM for the financial statements and reports to be accepted, rejected or modified in any way.

Resolutions 1 – Re-election of director

Article 6.2(e) of the Company's constitution provides that the Company must hold an election of Directors each year.

On 5 December 2024 Mr Brian Chu was appointed Director and the office of Non-Executive Director and Company Secretary respectively.

Under Clause 6.3(j) a Director appointed under Article 6.2(b) must retire at the next AGM, and is eligible for re-election at that meeting. Accordingly, Mr Brian Chu resigns and, being eligible, seek re-election at this AGM. Resolution 1 provides for the re-election of Mr Brian Chu respectively under Article 6.3(j) of the Company's constitution.

(1) Biography of Brian Chu

Brian Chu is the Founder of the Australian Gold Fund, a private investment vehicle specialising in precious metals and mining stock investments and research. He is also the Precious Metals Editor at Fat Tail Investment Research, where he analyses the gold market and mining companies, providing investment reports and hosting industry discussions.

Recommendation

The Directors (with Mr Brian Chu abstaining in relation to Resolution 1) unanimously recommend that shareholders vote in favour of Resolution 1.

The Chair intends to vote undirected proxies in favour of each of Resolutions 1

Article 6.2 (c) of the Company's constitution provides that an election of Directors is to be held each year.

Article 6.3 (c) of the Company's constitution requires that one third of all Directors (rounded down to the nearest whole number) must retire at each Annual General Meeting

Article 6.3(f) of the Company's Constitution states that a Director who retires under Article 6.3(c) is eligible for re-election.

Schedule 1 - Definitions

In this Explanatory Memorandum and Notice:

"AEDT" means Australian Eastern Daylight Saving Time, being the time in Melbourne, Victoria.

"AIM" means the Alternative Investment Market of the London Stock Exchange.

"Annual Report" means the Directors' Report, the Company's Annual Financial Report, and Auditor's Report thereon, in respect to the financial year ended 30 June 2025.

"Article" means an article of the Constitution.

"Auditor" means a person or organisation authorized to review and verify the accuracy of financial records and ensure that the Company complies with relevant regulatory laws.

"Board" means the board of Directors of the Company.

"Chair" or **"Chairman"** means the person appointed to chair the Meeting.

"Closely Related Party" has the meaning given in section 9 of the Corporations Act.

"Company" or **"GEO"** means GEO Exploration Limited ABN 68 064 120 896.

"Constitution" means the constitution of the Company.

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

"Director" means a director of the Company.

"Explanatory Memorandum" means the explanatory memorandum to the Notice.

"Key Management Personnel" means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

"Meeting" has the meaning given in the introductory paragraph of the Notice.

"Notice" or **"Notice of Meeting"** means this Notice of Meeting.

"Proxy Form" means the proxy form enclosed with the Notice.

"Resolution" means a resolution contained in this Notice.

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

"Shareholder" means a shareholder of the Company.

In this Notice, words importing the singular include the plural and conversely.