



TEN SIXTY FOUR LIMITED

ACN 099 377 849

NOTICE OF 2025 ANNUAL GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

For the Annual General Meeting to be held on Friday, 28 November 2025 at 3:00pm (AWST) at Karstens, Level 1, 111 St Georges Terrace, Perth, Western Australia.

This is an important document. Please read it carefully and in its entirety. If you do not understand it please consult with your professional advisers.

If you are unable to attend the Annual General Meeting, please complete the Proxy Appointment Form enclosed and return it in accordance with the instructions set out on that form.

TEN SIXTY FOUR LIMITED

ACN 099 377 849

NOTICE OF ANNUAL GENERAL MEETING

NOTICE OF GENERAL MEETING

Ten Sixty Four Limited (the “**Company**”) gives notice that the 2025 Annual General Meeting of the Company will be held on Friday, 28 November 2025 at 3:00pm (AWST) at Karstens, Level 1, 111 St Georges Terrace, Perth, Western Australia.

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

Terms and abbreviations used in this Notice (including in the Explanatory Memorandum and the Proxy Appointment Form) are defined in Schedule 1 to this Notice (or elsewhere in the body of this Notice).

ITEMS OF BUSINESS

1. 2025 FINANCIAL REPORT

To receive and consider the Financial Report of the Company, the Directors' Report and the Auditor's Report for the year ended 30 June 2025.

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MS DEBRA BAKKER

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 Rules 7.3(a) and 7.3(d) of the Constitution and for all other purposes, Debra Bakker, Director, retires and being eligible, is re-elected as a Director."

The Board (other than Ms Bakker) recommends that shareholders **vote in favour** of resolution 1 for the reasons set out in the Explanatory Memorandum.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR PAUL RYAN WELKER

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 Rule 7.3(f) of the Constitution and for all other purposes, Paul Ryan Welker, Director, retires and being eligible, is re-elected as a Director."

The Board (other than Mr Welker) recommends that shareholders **vote in favour** of resolution 2 for the reasons set out in the Explanatory Memorandum.

4. RESOLUTION 3 – ELECTION OF NON-BOARD ENDORSED DIRECTOR – MR SIMON HARRADENCE

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 Rule 7.2(c) of the Constitution and for all other purposes, Simon Harradence, who nominated himself for election as a Director in accordance with Rules 7.2(f) and 7.2(g) of the Constitution, be elected as a Director."

The Board (other than Mr Welker) makes **no recommendation** as to resolution 3 for the reasons set out in the Explanatory Memorandum. Mr Welker recommends that shareholders **vote in favour** of resolution 3.

5. RESOLUTION 4 – CONFIRMATION OF APPOINTMENT OF AUDITORS

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

"That, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, BDO Audit Pty Ltd having been nominated by a Shareholder and given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Meeting until it resigns or is removed from the office of auditor of the Company."

By order of the Board

Karl Schlobohm

Company Secretary

31 October 2025

TEN SIXTY FOUR LIMITED

ACN 099 377 849

EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be considered at the Annual General Meeting to be held on Friday, 28 November 2025 at 3:00pm (AWST) at Karstens, Level 1, 111 St Georges Terrace, Perth, Western Australia.

The Explanatory Memorandum is important and should be read carefully, in its entirety, by all Shareholders. The Explanatory Memorandum is part of the Notice.

A Proxy Appointment Form is located at the end of this Explanatory Memorandum.

2. COMPANY BACKGROUND

The Company was established in 2002 and was admitted to Official Quotation on the ASX on 23 December 2003.

On 28 February 2023, the Company's securities were suspended from trading on the Official List of the ASX.

Following a series of disputes regarding the ownership of the 60% interest in Philsaga Management and Holdings Inc, not held by the Company and the appointment of the current Directors on 19 June 2023, the Company entered voluntary administration effective 2 July 2023 (**Administration**).

Following a second creditor's meeting of the Company held on 23 October 2023, on 1 November 2023, PwC's Martin Ford and Simon Theobald, the voluntary administrators appointed by the Company, Komo Diti Traders Limited and the Company entered into a deed of company arrangement (**DOCA**) pursuant to which the Company would be able to exit Administration.

The DOCA was effectuated on 13 February 2025. The Company exited Administration and full control of the Company passed back to the Directors.

As announced on 28 February 2025, the Company was delisted on 3 March 2025 and was removed from the Official List of the ASX in accordance with ASX's policy regarding long-term suspended entities.

However, the Company remains a public company, and remains governed by the Corporations Act requirement for the Company to convene an Annual General Meeting.

3. 2025 FINANCIAL REPORT

The Corporations Act requires the Financial Report, the Directors' Report and the Auditor's Report to be tabled at the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the financial report, the Directors' Report or the Auditor's Report.

The Company's 2025 Financial Report is placed before Shareholders for discussion only. No voting is required for this item. Shareholders can obtain a copy from the Company's website (www.x46.gold).

Shareholders will be given a reasonable opportunity to ask questions about or make comments on the reports, and to ask the auditor questions about the conduct of the audit, the auditor's report, accounting policies adopted, or auditor independence.

4. RE-ELECTION OF DIRECTOR – MS DEBRA BAKKER (Resolution 1)

Overview

Debra Anne Bakker is an experienced financier and participant in the resources industry with 10 years' experience working in London, Chicago and New York in senior roles with Barclays Capital and Standard Bank. Subsequently, Ms Bakker established the natural resources team for Commonwealth Bank of Australia and held a number of senior roles over a 10-year period culminating as Head of Mining and Metals Origination. Ms Bakker is also the Australian representative of Auramet Trading LLC.

Other Current Public Company Directorships:

- IGO Ltd – NED and Chair of People, Performance and Culture Committee (appointed 14 December 2016)
- Yancoal Australia Ltd (appointed 1 March 2024)

Former Public Company Directorships (last 3 years):

- Carnarvon Energy Ltd – NED and Chair of Audit Committee (resigned 15 December 2023)

Special responsibilities:

- Chair of the Board

Requirement for Director retirement

Rule 7.3(a) of the Constitution requires one third of all Directors, if the Company has three or more Directors, to retire at each annual general meeting. Rule 7.3(d) of the Constitution states that a Director who retires under rule 7.3(a) is eligible for re-election.

Resolution 1 provides that Ms Debra Bakker retires by rotation and seeks re-election as a Director.

Recommendation of Directors

The Directors consider that Ms Bakker has the necessary skills, knowledge and experience to enhance the Board's ability to perform its role. The Directors, other than Ms Bakker, recommend that Shareholders vote in favour of Resolution 1. Ms Bakker does not make a recommendation in relation to Resolution 1 because she has an interest in the outcome of the Resolution.

5. RE-ELECTION OF DIRECTOR – MR PAUL RYAN WELKER (Resolution 2)

Overview

Mr Welker was appointed as a Director of the Company by resolution of the Board on 11 April 2025. He is a Director and major shareholder of Vitrinite Pty Ltd (Vitrinite), a substantial shareholder of the Company. He was one of the founders of the Drummond Basin Gold Project, now 100% owned by the Company via CQ22 Pty Ltd.

Mr Welker is currently the Chair of Mindanao Mineral Processing and Refining (Philippines), and a Director of Komo Diti Traders Ltd (Hong Kong) and Philsaga Management and Holdings Inc (Philippines).

Mr Welker brings extensive additional experience to the Board, having played a critical role in the discovery, financing, permitting, construction, and operation of two greenfield mines with Vitrinite. In addition to these achievements, he has nearly two decades of industry experience and is a graduate of the Australian Institute of Corporate Directors (GAICD). He has raised in excess of A\$3 billion for numerous private and public resource companies.

Other Current Public Company Directorships:

- Tonogold Resources Inc. (appointed 13 April 2022)

Former Public Company Directorships (last 3 years):

- Macarthur Minerals Ltd (resigned 6 October 2025)

Requirement for Director retirement

Rule 7.3(f) of the Constitution requires any Director appointed by the Board to retire at the next meeting of shareholders. Rule 7.3(f) of the Constitution further states that the retiring Director is eligible for re-election, and may therefore stand for re-election.

Resolution 2 provides that Mr Paul Ryan Welker retires in accordance with the Constitution and seeks re-election as a Director.

Recommendation of Directors

The Directors consider that Mr Welker has the necessary skills, knowledge and experience to enhance the Board's ability to perform its role. The Directors, other than Mr Welker, recommend that shareholders vote in favour of Resolution 2. Mr Welker does not make a recommendation in relation to Resolution 2 as he has an interest in the outcome of the resolution.

Mr Welker is an associate of the Vitrinite group of companies, which is a substantial shareholder of the Company. Having regard to the ASX Corporate Governance Principles and Recommendations (Recommendation 2.3), a director is not considered independent if they are associated with, or have a close relationship with, a substantial shareholder. In addition, Mr Welker served as an Executive Director of the Company from [April 2022] to [July 2025]. On this basis, the Board has determined that Mr Welker is not considered to be an independent director for disclosure purposes.

Mr Welker currently serves as a Non-Executive, Non-Independent Director of the Company. The Board will continue to ensure that its overall composition maintains an appropriate balance of independent and non-independent directors in accordance with good governance practice.

6. ELECTION OF NON-BOARD ENDORSED DIRECTOR – MR SIMON HARRADENCE (Resolution 3)

Overview

Mr Harradence nominated himself for election as a Director of the Company in accordance with Rule 7.2 of the Company's Constitution.

Mr Harradence, the Founding Director of financial advisory and investment firm Lugarno Partners, purports to be a representative of DDH Graham Ltd, Young Farmers Pty Ltd and Marlon Investments Pty Ltd, together holding an aggregate of 3,650,138 shares in the Company representing 1.6% of the issued capital.

Mr Harradence has provided the following information about himself which has not been verified by the Company.

Mr Harradence has stated that he has had a circa 20 year career in the financial services and investment industry, including four years with Goldman Sachs / JB Were, seven years with UBS, and over 9 years with Lugarno Partners. Mr Harradence has also stated that he has served on the Boards of Stratton Finance, contributing to its turnaround (post-banking crisis) with the role finalising its sale to Pepper Money for +\$100m, and Microhouse Australia (current position), which claims to be the market dominant software provider to Australian & NZ tyre retailers and wholesalers.

Mr Harradence has stated his relevant skillset to include:

- Capital allocation
 - o Company capital allocation policy design
 - o Modelling of return comparisons between acquisitions, buybacks, and dividends
 - o Return analysis for investor relations.
- Investor relations
 - o Gathering and maintaining investor contact lists
 - o Preparing investor IMs and presentations
 - o Shareholder engagement (meetings, presentations).
- Financial strategy and oversight
- Capital markets and fundraising
- HR

- PR and marketing
- Risk management
- Business development and strategy

Mr Harradence has stated that his primary objective in nominating himself to be elected to the Board of the Company is to bring a sense of frugality and shareholder centred rationality to decision making. The two main areas Mr Harradence believes he can make a positive contribution in are a) Investor communications, b) capital allocation discipline.

Mr Harradence has consented to his appointment as a Director of the Company should he be so elected by the shareholders at this Annual General Meeting.

Other Current Public Company Directorships:

- Nil

Former Public Company Directorships (last 3 years):

- Nil

Recommendation of Directors

The Board notes that Mr Simon Harradence has nominated himself for election as a Director in accordance with rule 7.2(g) of the Company's Constitution.

The nomination was not solicited by the Company.

In his nomination, Mr Harradence stated that he has the support of the Vitrinite group of companies, a substantial shareholder of the Company.

The Board has considered Mr Harradence's nomination in the context of the Board skills matrix and its composition. It has reviewed Mr Harradence's skills and experience against those already represented on the Board, and those required to support the execution of the Company's strategy and evolving needs.

The Directors, other than Mr Welker, have some concerns as to the potential appointment of Mr Harradence to the Board for the following reasons:

- Mr Harradence's appointment would not provide additional skills or qualifications beyond those already represented among the current Directors.
- The Board is already of a size and composition appropriate for the scale of its operations. At present the number of Directors exceeds the number of Company employees, and hence it would seem unnecessary to appoint additional Directors at this time.
- Based on the information available to the Company at the date of this Notice, the independence of Mr Harradence is in question given he has stated to the Company that he has the support of the Vitrinite group of companies and given his prior collaboration with the Vitrinite group of companies (or their controllers) in connection with the Company's affairs.

Accordingly, current Company Directors Ms Bakker, Mr Shellabear and Mr Decooman make no recommendation to shareholders in relation to the appointment of Mr Harradence to the Board.

The Company's other current Director, Mr Welker, recommends shareholders vote in favour of the appointment of Mr Harradence to the Board.

6. APPOINTMENT OF AUDITORS (Resolution 4)

Under section 328B(1) of the Corporations Act, a Shareholder may give notice of nomination of an auditor whose appointment can be considered at the Company's Annual General Meeting (**Notice of Nomination**).

A Notice of Nomination dated 29 October 2025 was given to the Company by a Shareholder nominating BDO Audit Pty Ltd as auditor of the Company. The Company's current auditors, BDO Audit (WA) Pty Ltd, have sought consent from ASIC to resign as auditor of the Company. This process is being facilitated as part of BDO's restructured national approach to its audit practice.

Once ASIC notifies BDO Audit (WA) Pty Ltd that it consents to its resignation, BDO Audit Pty Ltd will give its notice of resignation to the Company with effect from the end of the Meeting, or such other date as prescribed by ASIC.

In accordance with section 328B(3) of the Corporations Act, a copy of the Notice of Nomination has been provided to both firms, and is attached to this Notice of Meeting as **Appendix A**.

BDO Audit Pty Ltd has provided written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

The Corporations Act requires that Shareholders approve the appointment of a new auditor. Subject to BDO Audit (WA) Pty Ltd receiving ASIC's consent to resign as the Company's auditor, and the Company receiving Shareholder approval for this Resolution, BDO Audit Pty Ltd will become the new auditor of the Company, effective at the close of the Meeting.

If ASIC does not consent to BDO Audit (WA) Pty Ltd's resignation as the Company's auditor, it will continue as the Company's auditor, regardless of the outcome of Resolution 4.

APPENDIX A – AUDITOR NOMINATION LETTER

29 October 2025

The Board of Directors
Ten Sixty Four Ltd
PO Box 801
West Perth, WA 6872

Dear Directors

Re: Nomination of Company Auditor

For the purposes of Section 328B(1) of the Corporations Act 201 (Cth), I, being a member of Ten Sixty Four Ltd (**the Company**), hereby nominate BDO Audit Pty Ltd as auditor of the Company at the 2025 Annual General Meeting of the Company to be convened on 28 November 2025.

Yours sincerely

A handwritten signature in dark ink, appearing to read 'Debra Bakker', with a stylized, cursive script.

Debra Bakker

TEN SIXTY FOUR LIMITED

ACN 099 377 849

SCHEDULE 1

TERMS AND ABBREVIATIONS

Definition	Meaning
Administration	Has the meaning given in Section 2
Annual General Meeting	The Annual General Meeting for the financial year ended 30 June 2025, notified to Shareholders by this Notice
Board	The Board of Directors of the Company
Chairperson	The Chairperson of the Annual General Meeting appointed in accordance with the Constitution
Company	Ten Sixty Four Limited (ACN 099 377 849)
Constitution	The Constitution of the Company
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Director	A Director of the Company
Explanatory Memorandum	The Explanatory Memorandum enclosed with and forming part of this Notice
Notice	This Notice of Meeting incorporating the Explanatory Memorandum and the Proxy Appointment Form
Proxy Appointment Form	The Proxy Appointment Form enclosed with and forming part of this Notice
Resolution	The resolution referred to in this Notice, and resolution means the applicable resolution referred to in this Notice or any of the resolutions referred to in this Notice (as the context requires)
Rule	A rule of the Constitution
Section	means a section of this Explanatory Memorandum
Shareholder	The holder of a Share
Share	A fully paid ordinary share in the Company
\$ or A\$	A reference to "\$" or "A\$" is to Australian currency, unless otherwise indicated

TEN SIXTY FOUR LIMITED

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NOTES

These Notes form part of the Notice of Annual General Meeting.

Right to vote

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered as Shareholders on 26 November 2025 at 4:00pm (AWST).

Appointment of proxies

Each Shareholder entitled to vote at the Annual General Meeting may appoint a proxy to attend and vote at the Annual General Meeting.

A proxy need not be a Shareholder and can be an individual or a body corporate.

A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Annual General Meeting. The representative should bring to the Annual General Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

A Shareholder 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.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of these provisions, as they will apply to the Annual General Meeting. Broadly, the effect of the provisions is that:

- a) if proxy holders vote, they must cast all directed proxies as directed; and
- b) any directed proxies which are not voted will automatically default to the Chairperson, who must vote the proxies as directed.

More detail on these provisions is provided below.

Proxy vote if appointment specifies way to vote

Section 250BB 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 (ie. 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 Chairperson at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (ie. as directed); and
- d) if the proxy is not the Chairperson – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie. as directed).

Transfer of non-Chairperson proxy to Chairperson in certain circumstances

Section 250BC 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 Chairperson;
- c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA, on the question that the resolution be passed; and
- d) either of the following apply:
 - i. the proxy is not recorded as attending the meeting;
 - ii. the proxy does not vote on the resolution,

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

Chairperson as proxy and intentions of Chairperson

The Chairperson, where appropriately authorised, intends to vote all available undirected proxies in favour of the Resolution proposed at the Annual General Meeting.

If you wish to appoint the Chairperson as your proxy with a direction to vote, you can do so by marking the boxes for the relevant Resolution (ie by directing him to vote "For", "Against", or "Abstain") on the Proxy Appointment Form.

Lodgement of proxy documents

For an appointment of a proxy for the Annual General Meeting to be effective:

- a) the proxy's appointment; and
- b) if the appointment is signed by the appointer's attorney - the authority under which the appointment was signed (eg a power of attorney) or a certified copy of it,
- c) must be received by the Company at least 48 hours before the Annual General Meeting (that is, not later than 3:00pm (Perth time) on 26 November 2025).

The following addresses are specified for the purposes of receipt of proxies:

Online	At www.investorvote.com.au
By Mobile	Scan the QR Code on your proxy form and follow the prompts
By Mail	Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
By Fax	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)

Bodies corporate

A Shareholder entitled to attend and vote at the Annual General Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at the Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than two proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may but need not be a Shareholder of the Company. The appointment may be a standing one.

If a Shareholder appoints a body corporate to attend and vote for the Shareholder at that Annual General Meeting, the representative of the body corporate to attend the Annual General Meeting must produce evidence of his or her appointment, including any authority under which the appointment is signed.