TEN SIXTY FOUR LIMITED

ACN 099 377 849

NOTICE OF 2026 ANNUAL GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

For the Annual General Meeting to be held on Monday, 30 November 2026 at 10:30am (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 2026 Annual General Meeting of the Company will be held on Monday, 30 November 2026 at 10:30am (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. 2026 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 2026.

2. RESOLUTION 1 - RE-ELECTION OF DIRECTOR – MR JONATHAN SHELLABEAR

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, Jonathan Shellabear, Director, retires and being eligible, is re-elected as a Director."

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

By order of the Board
Karl Schlobohm
Company Secretary
6 November 2026

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 Monday, 30 November 2026 at 10:30am (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. 2026 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 2026 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.x64.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.

3. RE-ELECTION OF DIRECTOR – MR JONATHAN SHELLABEAR (Resolution 1)

Overview

Mr Shellabear was appointed as a Non-Executive Director of the Company on 19 June 2023 following the resignation of the previous Board of Directors at that time. Mr Shellabear's appointment was then ratified by shareholders at the Extraordinary General Meeting convened on 20 June 2023.

Mr Shellabear has over 30 years' experience in the Australian and international mining industry having worked as a geologist, resources analyst, senior corporate executive and investment banker specialising in the resources sector. Mr Shellabear's senior corporate roles in the industry include Dominion Mining Ltd (Managing Director and Chief Executive Officer), Heron Resources (Managing Director and Chief Executive Officer) and Capricorn Metals (Chief Financial Officer). He has also held senior investment banking positions with NM Rothschild and Sons, Deutsche Bank and Resource Finance Corporation.

He has specific experience in operational management, project development, financial management, debt and equity capital markets, mergers and acquisitions, strategic advice, risk management and investor relations.

Mr Shellabear is currently the Managing Director of ASX-listed Nico Resources Ltd.

Mr. Shellabear holds a Bachelor of Science with Honours in Geology and a Master of Business Administration from the University of Western Australia.

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 Jonathan Shellabear retires by rotation and seeks re-election as a Director.

Recommendation of Directors

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

TEN SIXTY FOUR LIMITED

ACN 099 377 849

SCHEDULE 1

TERMS AND ABBREVIATIONS

Definition	Meaning
Annual General Meeting	The Annual General Meeting for the financial year ended 30 June 2026, 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	*Corporations Act 2001* (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

ACN 099 377 849

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 28 November 2026 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 2:00pm (Perth time) on 28 November 2026).

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.