

ASX / MEDIA ANNOUNCEMENT (ASX: JNO)

24 OCTOBER 2025

NOTICE OF ANNUAL GENERAL MEETING

Pursuant to ASX Listing Rule 3.17.1, Juno Minerals Limited (**Juno** or the **Company**) confirms release of its Notice of Annual General Meeting (**Notice**) to shareholders.

The Annual General Meeting will be held at Level 8, 220 St Georges Terrace, Perth, Western Australia, 6000 at 1:00pm (AWST) on Wednesday, 26 November 2025.

A copy of the Notice is attached to this announcement.

This announcement has been approved by Catherine Grant-Edwards, Joint Company Secretary.

CONTACTS

Investor Relations

Greg Durack – Managing Director and CEO

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24 October 2025

Dear Shareholder,

JUNO MINERALS LIMITED – GENERAL MEETING

Juno Minerals Limited (**Juno** or the **Company**) advises that its general meeting of shareholders (**Meeting**) will be held at 1:00pm on Wednesday 26 November 2025 at Level 8, 220 St Georges Terrace, Perth, WA, 6000 and virtually through Microsoft Teams.

In accordance with section 110D(1) of the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the notice of Meeting (**Notice**), unless a shareholder has elected to receive a physical Notice. A copy of the Meeting materials can be viewed and downloaded online as follows:

- You can access the Meeting materials online at the Company's website: www.junominerals.com.au.
- A complete copy of the Meeting materials has been posted to the Company's ASX Market announcements page at www.asx.com.au under the Company's ASX code "JNO".
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting materials and the voting instruction form.

Your personalised proxy form accompanies this letter. To vote by proxy, please complete and submit your proxy form by one of the methods detailed on the proxy form.

Your completed proxy form must be received not later than 48 hours before the commencement of the Meeting, being **1.00pm (AWST)** on Monday 24 November 2025. Proxy forms received later than this time will be disregarded.

The Company intends to hold a hybrid meeting. Details of how to attend the Meeting virtually are included in the Notice. The Company will notify any changes to this by way of announcement on ASX and the details will also be made available on the Company's website.

The Meeting materials are important and should be read in their entirety. If you are in doubt as to how you should vote, you should consult your financial adviser, lawyer, accountant, or other professional adviser prior to voting.

For and on behalf of the Board,

Melissa Chapman
Company Secretary



ACN 645 778 892

Notice of Annual General Meeting, Explanatory Statement and Proxy Form

Date: Wednesday, 26 November 2025

Time: 1.00pm AWST

Place: Juno Minerals, Level 8,
220 St Georges Terrace, Perth, WA, 6000

and

Virtually through Microsoft Teams

Shareholders who wish to attend the Meeting virtually must first register their attendance with the Company by no later than **1.00pm (WST) on Tuesday, 25 November 2025**, the business day prior to the Meeting, by email to the Company Secretary at mel@bellatrixcorp.com.au, including the Shareholder's name, address and HIN or SRN. The Company will then email the Shareholder the details to attend the virtual Meeting via Microsoft Teams. Shareholders may logon and ask questions through an online platform, but online voting facilities will not be provided through the platform.

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Important dates

An indicative timetable of key proposed dates is set out below. These dates are indicative only and are subject to change.

Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded:	1.00pm AWST on Monday, 24 November 2025
Snapshot date for eligibility to vote:	4:00pm AWST on Monday, 24 November 2025
Annual General Meeting:	1.00pm AWST on Wednesday, 26 November 2025

Voting

In compliance with ASX guidelines, each Resolution will be decided by poll, based on proxy votes and by votes from Shareholders in attendance at the Annual General Meeting. Shareholders are strongly encouraged to vote by lodging the proxy form attached to this Notice of Annual General Meeting in accordance with the instructions set out on that form by no later than 1.00pm WST on Monday, 24 November 2025.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**Meeting**) of Juno Minerals Limited ACN 645 778 892 (**Company**) will be held on **Wednesday, 26 November 2025 at 1.00pm AWST**. The Meeting will be held at the offices of Juno Minerals, Level 8, 220 St Georges Terrace, Perth, WA, 6000 and virtually through Microsoft Teams.

The Explanatory Statement that accompanies and forms part of this Notice, describes the various matters to be considered.

Capitalised terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the Glossary as set out in the Explanatory Statement.

AGENDA

Financial Report

To receive and consider the financial report of the Company and the reports of the Directors and auditor for the financial year ended 30 June 2025, contained in the Company's Annual Report for 2025.

Resolution 1: Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report contained in the Directors' Report for the financial year ended 30 June 2025 be adopted by the Company."

Note: this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 2: Re-election of Director – Mr Keith Saffy

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

"That, for the purposes of Listing Rule 14.4, clause 7.1(h)(i) of the Constitution and for all other purposes, Mr Keith Saffy, being a Director of the Company who retires in accordance with clause 7.1(e) of the Constitution and, being eligible, offers himself for election, be elected as a Director of the Company."

Resolution 3: Re-election of Director by rotation – Mr Yilun Chen

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

"That, for the purposes of Listing Rule 14.5, clause 7.3(a) of the Constitution and for all other purposes, Mr Yilun Chen, being a Director of the Company who retires in accordance with clause 7.3(c)(iii) of the Constitution and, being eligible, offers himself for election, be elected as a Director of the Company."

Resolution 4: Ratification of prior issue of Placement Shares to Ida Metals Investments under Listing Rule 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 9,097,263 Shares in the Company to Ida Metals Investments at an issue price of \$0.03 each, for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice."

Resolution 5: Ratification of prior issue of Placement Shares to Ida Metals Investments under Listing Rule 7.1A

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 18,194,526 Shares in the Company to Ida Metals Investments at an issue price of \$0.03 each, for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice.”

Resolution 6: Approval to Issue Performance Rights to the Managing Director – Greg Durack

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the grant of up to 3,000,000 Performance Rights, to Mr Greg Durack (or his nominee), the Managing Director of the Company, in the manner and on the terms and conditions set out in the Explanatory Statement.”

Resolution 7: Approval of Additional Issuance Capacity

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given to the Company to issue Equity Securities of up to 10% of the total issued share capital of the Company (at the time of issue or agreement to issue) calculated in accordance with the formula prescribed by Listing Rule 7.1.A.2 over a 12-month period and otherwise on the terms and conditions set out in the Explanatory Statement.”

By order of the Board

Melissa Chapman
Company Secretary

16 October 2025

VOTING PROHIBITIONS AND EXCLUSION STATEMENTS

Corporations Act voting prohibitions

Resolution	Voting prohibition	Exceptions
Resolution 1	In accordance with sections 250BD and 250R(4) of the Corporations Act, a vote on the Resolution must not be cast by: - a member of Key Management Personnel the details of whose remuneration is included in the Remuneration Report or their Closely Related Parties, regardless of the capacity in which the vote is cast; or - by a proxy for a member of Key Management Personnel at the date of the Meeting or their Closely Related Parties.	The prohibition does not apply if: - the vote is cast in accordance with the directions on how the proxy is to vote, as specified in the proxy appointment; or - the appointment expressly authorises the Meeting Chair to exercise the proxy even though the Resolution is in connection directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting exclusion statements

Resolution	Voting prohibition	Exceptions
Resolutions 4 and 5	For the purposes of Listing Rules 7.5.8 and 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or an 'associate' (as defined in the Listing Rules) of such persons. In relation to Resolutions 4 and 5, this includes Ida Metals Investments, being the entity who participated in the Placement.	The Company need not disregard a vote cast in favour of the Resolution if it is cast by: - a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; - the Meeting Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Meeting Chair on the Resolution as the Meeting Chair decides; or
Resolution 6	For the purposes of Listing Rules 10.13.10 and 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of Shares) or an 'associate' (as defined in the Listing Rules) of such person. In relation to Resolution 6, this includes Greg Durack (and his nominee).	- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an 'associate' (as defined in the Listing Rules) of a person excluded from voting, on the Resolution; and - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution	Voting prohibition	Exceptions
Resolution 7	At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2. Accordingly, a voting exclusion statement for the purposes of Listing Rules 7.3A.7 and 14.11 does not apply to the Resolution.	

PROXY APPOINTMENT AND VOTING INSTRUCTIONS

Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address given below before **1.00pm AWST** on **Monday, 24 November 2025** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid. Proxy Forms may be lodged as follows:

By post: Juno Minerals Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia

By hand: MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150
*During business hours Monday to Friday (9:00am - 5:00pm)

By fax: (02) 9287 0309 (within Australia)
+61 2 9287 0309 (from outside Australia)

Online: Shareholders who wish to submit their Proxy Form online should follow the instructions set out below:

1. Go to the following website: <https://au.investorcentre.mpms.mufg.com>.
2. Select Investor Login and Single Holding Login'.
3. Enter 'Juno Minerals Limited' or the ASX code 'JNO' in the 'Issuer Name' field, your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the reverse of your Proxy Form), complete the security process and click 'Login'.
4. Select the 'Voting' tab and then follow the prompts.

Shareholders who lodge a Proxy Form online following the instructions above will be deemed to have signed their Proxy Form.

Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

If you wish to appoint the Chairman as your proxy, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairman, please write the full name of that person. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Share Registry on +61 1300 554 474 or you may photocopy the Proxy Form.

To appoint a second proxy, you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

1. two directors of the company;
2. a director and a company secretary of the company; or
3. for a proprietary company that has a sole director who is also the sole company secretary, that director.

Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Share Registry before the Meeting.

Votes on Resolutions

All voting on the Resolutions will be conducted by poll. Accordingly, you may only vote by submitting a Proxy Form, by direct voting online before the Annual General Meeting or by direct voting online during the Annual General Meeting.

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

Chairman voting undirected proxies

If the Chairman is your proxy, the Chairman will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chairman to vote your undirected proxies at his/her discretion.

As at the date of this Notice, the Chairman intends to vote undirected proxies FOR Resolutions 1, 2, 4, 5, 6 and 7, and AGAINST Resolution 3.

The Proxy Form expressly authorises the Chairman to exercise undirected proxies on all Resolutions including Resolution 1 (Adoption of Remuneration Report), even though this Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

Voting eligibility – snapshot date

For the purposes of determining voting and attendance entitlements at the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 5.00pm AWST on Monday, 24 November 2025. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Defined terms

Capitalised terms used in the Notice and the Explanatory Statement are defined in the Glossary.

Questions from Shareholders

At the Annual General Meeting, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

Brent Steedman of Grant Thornton Audit Pty Ltd, as the auditor responsible for preparing the auditor's report for the year ended 30 June 2025 (or his representative) will attend the Annual General Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have in writing no later than 5.00pm AWST on Wednesday, 19 November 2025:

By post: GPO Box Z5117, Perth, WA, 6000

By hand: Level 8, 220 St Georges Terrace, Perth, WA, 6000

By email: investorrelations@junominerals.com.au

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

1. Annual Financial Report

The Corporations Act requires the Directors' report, auditor's report, and the financial statements of the Company for the year ended 30 June 2025 to be tabled at the Annual General Meeting. These reports are contained in the Company's 2025 Annual Report.

Neither the Corporations Act nor the Company's constitution requires a vote of Shareholders on the Reports or Financial Statements. However, Shareholders will be given reasonable opportunity to raise questions on the reports and ask questions of the Company's Auditor.

The Company advises that a copy of its 2025 Annual Report, is available to download at the website address, www.junominerals.com.au.

2. Resolution 1: Adoption of Remuneration Report

2.1 Background

The Remuneration Report sets out the Company's remuneration arrangements for the directors and senior management of the Company. The Remuneration Report is part of the directors' report contained in the annual financial report of the company for a financial year.

The Chairman of the Meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the Remuneration Report at the Meeting.

2.2 Corporations Act requirements

Section 250R(2) of Corporations Act requires a listed public company put a resolution to its shareholders that the remuneration report set out in the directors' report for the preceding financial year be adopted. The resolution is advisory only and does not bind the relevant company or its directors.

If 25% or more of votes that are cast on the resolution are voted against the adoption of the remuneration report at two consecutive annual general meetings of a company, its shareholders will be required to vote at the second of those annual general meetings on a resolution (a **Spill Resolution**) that a further meeting be held within 90 days at which all of the offices of director are vacated (other than the office of managing director) and each such office will be put to a vote.

It is noted that at the Company's 2024 annual general meeting, less than 25% of the eligible votes cast in respect of the 2024 Remuneration Report were cast against the adoption of the 2024 remuneration report. Accordingly, a Spill Resolution will not be put to the Meeting even if 25% or more of the votes cast in respect of the 2025 Remuneration Report are against the adoption of the 2025 Remuneration Report.

2.3 Resolution

Resolution 1 is an ordinary resolution to approve the Remuneration Report. The Remuneration Report is set out in the Directors' report which forms part of the 2025 Annual Report.

The vote on Resolution 1 is advisory only and does not bind the Board or the Company. Notwithstanding, the Board will take the outcome of the vote into consideration when considering remuneration policy of the Company going forward.

2.4 Directors Recommendation

The Directors decline to make a recommendation as to how Shareholders should vote in respect of Resolution 1 as they each have an interest in the outcome of the Resolution.

3. Resolution 2: Re-election of Director – Mr Keith Saffy

3.1 Background

On 1 June 2025, the Board appointed Mr Keith Saffy as a Non-Executive Director to fill a casual vacancy pursuant to clause 7.1(d) of the Constitution.

Resolution 2 is an ordinary resolution to approve the re-election of Mr Saffy as a Director.

If Resolution 2 is not passed, Mr Saffy will not be re-elected to his current directorship position. The Resolution will not affect any other office or employment position which Mr Saffy holds with the Company or its Related Bodies Corporate.

3.2 Listing Rule and Constitution requirements

Clause 7.1(d) of the Company's Constitution allows the Directors to appoint at any time a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Listing Rule 14.4 and clause 7.1(e) of the Constitution provide that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting.

A Director retiring from office under clause 7.1(e) of the Constitution may stand for re-election under clause 7.1(h) of the Constitution.

Accordingly, Mr Saffy is required to retire at or before the Meeting.

3.3 Biography

Mr Saffy is managing director of Ntsimbintle Marketing and Trading Pte. Ltd and director of Safika International Pte Ltd in Singapore (collectively Safika) which has a greater than 20% voting power in Ntsimbintle Holdings Pty Ltd (**Ntsimbintle**). Ntsimbintle is one of the Company's major shareholders. Mr Saffy spent most of his career with BHP Billiton and its progenitor companies in coal, PGM and manganese commodities filling a variety of roles in projects, operations, business development and marketing. Mr Saffy holds a BSC in life sciences and a BSC in chemical engineering from the University of Witwatersrand. Mr Saffy also holds a Bachelor of Commerce in accounting and economics from the University of South Africa, and a MBA from the University of the Witwatersrand.

3.1 Resolution

If Resolution 2 is passed, Mr Saffy will be re-elected as a Director of the Company.

If Resolution 2 is not passed, Mr Saffy will not be re-elected and he will retire as a Director. The Board may consider an appointment to fill a casual vacancy pursuant to the Constitution, with ratification at the Company's next AGM.

3.2 Directors Recommendation

The Directors (other than Mr Saffy) recommend that Shareholders vote in favour of Resolution 2. Mr Saffy declines to make a voting recommendation noting his interest in the Resolution.

4. Resolution 3: Re-election of Director – Mr Yilun Chen

4.1 Background

Resolution 3 is an ordinary resolution to approve the re-election of Mr Yilun Chen as a Director of the Company.

Mr Chen was appointed as a Non-Executive Director on 18 October 2022 by the then existing directors as an addition to the Board and was re-elected at the Company's 2022 annual general meeting.

Mr Chen will retire at the Meeting, and being eligible, will submit himself for re-election. If Resolution 3 is not passed, Mr Chen will not be re-elected to his current directorship position.

4.2 Listing Rule and Constitution requirements

Listing Rule 14.5 requires that an entity which has directors must hold an election of directors at each annual general meeting.

Clause 7.3(a) of the Constitution provides that an election of Directors must be held at the annual general meeting each year. This requirement does not apply to any Director required to retire at that meeting under clause 7.1(e) of the Constitution and the managing director (which role is, at the date of this Notice, performed by the Company's chief executive officer and executive Director, Greg Durack).

Accordingly, Mr Chen has agreed to retire pursuant to clause 7.3(c)(iii) of the Constitution and Listing Rule 14.5 at or before the Meeting.

4.3 Biography

Mr Chen is a director of Tiger Hill, an alternative asset manager and major shareholder of the Company. Prior to Tiger Hill, Mr Chen worked at Citigroup, TPG and Varde Partners, where he worked on investments and transactions in numerous industries including natural resources. Mr Chen has extensive experience investing across equity, debt and structured instruments across different industries and geographies. Mr Chen holds a Bachelor of Arts in Economics and Management from the University of Oxford.

4.4 Resolution

If Resolution 3 is passed, Mr Chen will be re-elected as a Non-Executive Director of the Company.

If Resolution 3 is not passed, Mr Chen will not be re-elected and he will retire as a Director. The Board may consider an appointment to fill a casual vacancy pursuant to the Constitution, with ratification at the Company's next AGM.

4.5 Directors' recommendation

The Directors (other than Mr Chen) recommend that Shareholders vote against Resolution 3.

Mr Chen recommends that Shareholders vote in favour of Resolution 3.

5. Resolutions 4 and 5: Ratification of previous issue of Placement Shares

5.1 Background

On 24 December 2024, the Company announced that it had entered into a share subscription agreement with Ida Metals Investments to raise \$818,754 (before costs) via the issue of 27,291,789 ordinary shares in the Company (**Placement Shares**) at an issue price of \$0.03 per Placement Share (**Placement**).

The Placement was arranged via a non-brokered private placement.

The Placement was completed utilising the Company's placement capacity under Listing Rule 7.1 and 7.1A. All shares were issued on 23 December 2024:

- (a) utilising the Company's placement capacity under Listing Rule 7.1, 9,097,263 Shares were issued to Ida Metals, being at an issue price of \$0.03 each, raising approximately \$272,918 (before costs); and
- (b) utilising the Company's placement capacity under Listing Rule 7.1A, 18,194,526 Shares were issued to Ida Metals, being at an issue price of \$0.03 each, raising approximately \$545,836.

Resolutions 4 and 5 seek ratification and approval by Shareholders of the prior issue of the Placement Shares under the Company's Listing Rules 7.1 and 7.1A placement capacities respectively.

The issue of the Placement Shares the subject of Resolutions 4 and 5 did not breach Listing Rule 7.1 at the date of issue.

Resolutions 4 and 5 are ordinary resolutions seeking approval by Shareholders of the ratification of the issue of 27,291,789 Shares under the Placement.

5.2 Listing Rule requirements

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issued at the start of that period.

The issue of the Placement Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 10% limit in Listing Rule 7.1A and part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period from the issue date of the Placement Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 (or Listing Rule 7.1A as applicable) and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A

5.3 Resolution

Resolution 4 seeks Shareholder approval to the issue of 9,097,263 Placement Shares under Listing Rule 7.1 for the purposes of Listing Rule 7.4.

If Resolution 4 is passed, the issue 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 under that rule.

If Resolution 4 is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval under that rule.

Resolution 5 seeks Shareholder approval to the issue of 18,194,526 Placement Shares under Listing Rule 7.1A for the purposes of Listing Rule 7.4.

If Resolution 5 is passed, the issue of 18,194,526 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 under that rule.

If Resolution 5 is not passed, the issue of 68,750,000 Placement Shares will be included in calculating the Company's remaining capacity under Listing Rules 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval under that rule.

5.4 Listing Rule information requirements

The following information is provided in relation to Resolution 4, as required by Listing Rule 7.5:

Information required	Details
Names of persons to whom the Company issued or agreed to issue the securities or the basis upon which those persons were identified or selected	The Placement Shares were issued to Ida Metals Investments. Ida Metals is a sophisticated or professional investor within the meaning of section 708(8), (10) or (11) of the Corporations Act, being an investor to whom securities may be issued without a prospectus or other disclosure document. Following the issue of the Placement Shares, Ida Metals became a substantial holder of Shares in the Company with a relevant interest in 13.04% of the total Shares on issue.
Number and class of securities the Company issued or agreed to issue	Under the Placement, the Company issued 27,291,789 Placement Shares. 9,097,263 Shares were issued within the Company's 15% placement capacity under Listing Rule 7.1. 18,194,526 Shares were issued within the Company's additional 10% placement capacity under Listing Rule 7.1A.
Summary of material terms of securities	The Placement Shares are fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares.
Date(s) on which the Company issued or will issue the securities	The Placement Shares were issued on 23 December 2024.
Price or other consideration the Company has received or will receive for the securities	The issue price was \$0.03 per Placement Share, raising \$818,754.
Purpose of the issue and use or intended use of any funds raised	The purpose of the issue was to raise funds to advance the Company's exploration projects and for general working capital requirements.

Information required	Details
Summary of material terms of agreement securities were or will be issued under	The Placement Shares were issued in accordance with the terms of a subscription agreement dated 23 December 2024 pursuant to which the Company agreed to issue the Placement Shares to Ida Metals Investments at an issue price of \$0.027 per Share to raise a total of \$818,754. The Placement Shares were issued utilising the Company's 15% placement capacity under Listing Rule 7.1 and its additional 10% placement capacity under Listing Rule 7.1A as outlined in Section 5.1 above. The agreement otherwise included terms and conditions customary for an agreement of that nature.
Voting exclusion statement	Voting exclusions apply to Resolutions 4 and 5. Please see voting exclusion statements on page 5 above.

5.5 Directors' recommendation

The Directors unanimously recommend that Shareholders vote **in favour** of Resolution 4 as it will refresh the Company's issuing capacity under Listing Rule 7.1 and give the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and as required.

The Directors unanimously recommend that Shareholders vote **in favour** of Resolution 5 as it will refresh the Company's issuing capacity under Listing Rule 7.1A and give the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and as required.

6. Resolution 6: Approval to Issue Performance Rights to the Managing Director – Greg Durack

6.1 Background

Resolution 6 seeks Shareholder approval under Listing Rule 10.11 for the grant of up to 3,000,000 Performance Rights to Mr Greg Durack (or his nominee), the Managing Director of the Company.

6.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- a related party;
- a person who is, or was at any time in the six months prior to the issue or agreement, a substantial (30%+) holder in the company;
- a person who is, or was at any time in the six months prior to the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them the right or expectation to do so;
- an associate of a person referred to in paragraphs (a) to (c) above; or
- a person whose relationship with the company or a person referred to in a Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders, unless it obtains the approval of its shareholders.

Mr Durack is a Related Party of the Company by virtue of being a Director. The grant of Performance Rights to Mr Durack will fall within Listing Rule 10.11.1 and does not fall within any

of the exceptions in Listing Rule 10.12. The issue therefore requires Shareholder approval pursuant to Listing Rule 10.11.

Resolution 6 seeks the required Shareholder approval for the grant of Performance Rights to Mr Durack under and for the purpose of Listing Rule 10.11.

If Resolution 6 is passed, the Company will issue the Performance Rights to Mr Durack. If Resolution 6 is not passed, the Company will not issue Performance Rights to Mr Durack and may need to determine an alternative form of incentive for Mr Durack.

6.3 Information required by Listing Rule 10.13

The following information is provided to Shareholders in relation to Resolution 5 for the purposes of Listing Rule 10.13:

Information required	Details									
Name of the person	Resolution 6 contemplates the grant of Performance Rights to Greg Durack (or his nominee).									
Which category in Listing Rules 10.11.1 to 10.11.5 the person falls and why	Greg Durack is a Director of the Company and therefore falls within Listing Rule 10.11.1									
Number and class of securities to be issued to the person	A total of 3,000,000 Performance Rights are proposed to be issued in 3 tranches with varying vesting conditions which must be satisfied by the relevant vesting date in order for the relevant number of Performance Rights to vest. The tranches and vesting conditions of the Performance Rights are in summary: <table><tr><th>Tranche</th><th>Number</th><th>Vesting Condition</th></tr><tr><td>1</td><td>1,000,000</td><td>Greg Durack being continuously employed as Managing Director until 30 June 2026. AND 15-day VWAP of Juno Shares being \$0.08 or more over 15 consecutive trading days at any time during the Exercise Period.</td></tr><tr><td>2</td><td>1,000,000</td><td>Greg Durack being continuously employed as Managing Director until 31 December 2026. AND 15-day VWAP of Juno Shares being \$0.10 or more over 15 consecutive trading days at any time during the Exercise Period.</td></tr></table>	Tranche	Number	Vesting Condition	1	1,000,000	Greg Durack being continuously employed as Managing Director until 30 June 2026. AND 15-day VWAP of Juno Shares being \$0.08 or more over 15 consecutive trading days at any time during the Exercise Period.	2	1,000,000	Greg Durack being continuously employed as Managing Director until 31 December 2026. AND 15-day VWAP of Juno Shares being \$0.10 or more over 15 consecutive trading days at any time during the Exercise Period.
Tranche	Number	Vesting Condition								
1	1,000,000	Greg Durack being continuously employed as Managing Director until 30 June 2026. AND 15-day VWAP of Juno Shares being \$0.08 or more over 15 consecutive trading days at any time during the Exercise Period.								
2	1,000,000	Greg Durack being continuously employed as Managing Director until 31 December 2026. AND 15-day VWAP of Juno Shares being \$0.10 or more over 15 consecutive trading days at any time during the Exercise Period.								

Information required	Details		
	3	1,000,000	Greg Durack being continuously employed as Managing Director until 30 June 2027. AND 15-day VWAP of Juno Shares being \$0.20 or more over 15 consecutive trading days at any time during the Exercise Period.
Summary of the material terms of the securities	The terms and conditions of the Performance Rights are set out in the Schedule 1.		
Date or dates on or by which the Company will issue the securities	The Performance Rights will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).		
Price or other consideration for the securities	The Performance Rights will be issued for nil cash consideration. Accordingly, no funds will be raised from the issue of Performance Rights.		
Purpose of the issue and use of any funds raised	The Company proposes to grant the Performance Rights to the Managing Director to provide him with an incentive and to align the interests of management with the success of the Company and an increase in the value of the Company to Shareholders. The Performance Rights are unquoted securities. The Company has chosen to issue Performance Rights to Mr Durack for the following reasons: a) issuing the Performance Rights to the Company's Managing Director provides him with an incentive which aligns his interests with the success of the Company and an increase in the value of the Company to Shareholders; a) the issue of Performance Rights is a comparatively cost effective and efficient means for the Company to provide an incentive to its personnel, as opposed to alternative forms of incentives such as cash bonuses or increased remuneration; a) that, to enable the Company to secure and retain senior executive directors who can assist the Company in achieving its objectives, it is necessary to provide remuneration and incentives to such personnel; and a) the Performance Rights are unquoted rights to receive Shares on satisfaction of applicable performance milestones, therefore the issue of the Performance Rights has no immediate dilutionary impact on Shareholders.		
Details of the Managing Directors' current total remuneration package	Mr Durack's remuneration for the financial year ended 30 June 2025 was an annual base salary of \$250,000 plus superannuation (or \$277,500 inclusive of superannuation).		

Information required	Details
If the securities will be issued under an agreement, summary of any other material terms of the agreement	The Performance Rights are not being issued pursuant to any relevant agreement.
Voting exclusion statement	A voting exclusion statement for Resolution 6 is included in the Notice preceding this Explanatory Statement.

6.4 Corporations Act requirements

Section 208(1) of the Corporations Act requires that, where a public company proposes to give a financial benefit to a Related Party, the public company must:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,
- unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Section 211 of the Corporations Act provides that shareholder approval is not required to give a financial benefit in circumstances where the benefit constitutes remuneration which would be reasonable given the Company and the Related Party's circumstances.

The issue of Performance Rights to a Director (or their nominee) constitutes the giving of a financial benefit to a Related Party of the Company for the purposes of section 208 of the Corporations Act.

Having considered the Company's circumstances and Mr Durack's position as Managing Director of the Company, the Board (other than Mr Durack) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue, as the Performance Rights are being issued to Mr Durack as a part of his remuneration for services provided to the Company in circumstances where the benefit constitutes remuneration which would be reasonable given the Company's and the Related Party's circumstances and has been negotiated on arm's length terms.

Accordingly, the Board (other than Mr Durack) considers that the remuneration is reasonable for the purposes of the exception in section 211 of the Corporations Act and has determined not to seek Shareholder approval under section 208 of the Corporations Act for the grant of Performance Rights.

6.5 Directors' recommendation

The Directors (other than Mr Durack) recommend that Shareholders vote **in favour** of Resolution 6. Mr Durack declines to make a recommendation as he has a material personal interest in the outcome of Resolution 6.

7. Resolution 7: Approval of Additional Issuance Capacity

7.1 Background

Resolution 7 seeks Shareholder approval for an additional issuing capacity under Listing Rule 7.1A (**Additional Issuance Capacity**).

If approved, the Resolution will enable the Company to issue additional Equity Securities (calculated below) over a 12-month period without having to obtain Shareholder approval. If the Resolution is not approved, the Company's ability to issue Equity Securities without Shareholder approval will remain limited to the amount permitted under Listing Rule 7.1.

Resolution 7 is a special resolution. It must be passed by at least 75% of the votes cast by Shareholders present and entitled to vote on the Resolution.

7.2 Applicable Listing Rules

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting, to allow it to issue Equity Securities totalling up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (i.e. the Additional Issuance Capacity). This capacity is in addition to the 15% annual issuance capacity under Listing Rule 7.1.

An "eligible entity" for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company meets the requirements of an eligible entity for this purpose because it is not included in the S&P/ASX 300 Index and has a market capitalisation of less than \$300 million.

7.3 Overview of Listing Rule 7.1A

(a) Quoted securities

Equity Securities issued under the Additional Issuance Capacity must be the same as an existing class of Equity Securities of the Company quoted on ASX.

As at the date of the Notice, the Company has one class of quoted Equity Securities on issue, being fully paid ordinary shares.

(b) Formula for calculating Additional Issuance Capacity

Listing Rule 7.1A.2 provides that the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula under the Additional Issuance Capacity:

$$\text{Additional Placement Capacity} = (A \times D) - E$$

where:

A is the number of Shares on issue 12 months before the commencement of the relevant period:

- plus the number of Shares issued in the period from the date the Company was admitted to the official list of ASX to the date immediately preceding the date of the issue or agreement (**Relevant Period**) under an exception in Listing Rule 7.2 (other than exceptions 9, 16 or 17);
- plus the number of Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rules 7.1 or 7.4;
- plus the number of Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the Relevant Period; or

- the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rules 7.1 or rule 7.4;
- plus the number of Shares issued in the Relevant Period with approval under Listing Rules 7.1 or 7.4;
- plus the number of partly paid ordinary securities that became fully paid in the Relevant Period; and
- less the number of Shares cancelled in the Relevant Period;

D is 10%; and

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the Shareholders under Listing Rule 7.4.

(c) Interaction with Listing Rule 7.1

Listing Rule 7.1 limits the number of Equity Securities that an entity may 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, subject to certain exceptions.

The Additional Issuance Capacity under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

7.4 Listing Rule requirements

The following information is provided in relation to Resolution 6, in accordance with Listing Rule 7.3A:

(a) Period over which approval will be valid

The Additional Issuance Capacity will commence on date of the Meeting and expire on the earlier of:

- 12 months from the Meeting date;
- the Company's next annual general meeting; and
- when a transaction under Listing Rules 11.1.2 (change to nature or scale of activities) or 11.2 (change involving main undertaking) is approved by Shareholders.

(b) Minimum price at which Equity Securities may be issued

The issue price of any Equity Security under the Additional Issuance Capacity will not be less than 75% of the VWAP for securities in the same class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed; or
- if the securities are not issued within 10 trading days of the date above, the date on which the securities are issued.

(c) Purposes for which funds may be used

The Company does not have any current intention to issue Equity Securities using the Additional Issuance Capacity. However, it may decide to do so for cash consideration to fund working capital requirements, advancing projects (including those outlined in its initial public offer prospectus), potential acquisitions, meet financial commitments and capital management activities.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon any issue of Equity Securities under Listing Rule 7.1A.

(d) **Risk of economic and voting dilution**

Any issue of Equity Securities under the Additional Issuance Capacity will dilute the interests of Shareholders who do not receive Shares under the issue.

If Resolution 7 is approved and the Company issues Equity Securities under the Additional Issuance Capacity, then there is a risk to existing Shareholders of economic and voting dilution, including the risk that:

- the market price for Equity Securities in the same class may be significantly lower on the issue date of the new Equity Securities than on the date of the Meeting; and
- the new Equity Securities may be issued at a price that is at a discount to the market price for Equity Securities in the same class on the issue date.

This may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below identifies the potential dilution to existing Shareholders following the issue of Equity Securities under the Additional Issuance Capacity (based on the formula set out above) using different variables for the number of issued Shares and the market price of Shares.

Number of Shares on issue	Share price	New Shares issued	Funds raised	Voting dilution	Economic dilution
209,237,049 (Shares currently on issue / current variable 'A' in Listing Rule 7.1A)	\$0.027 (current market price)	20,923,705	\$564,940.03	10.00%	0.00%
	\$0.020 (25% decrease)	20,923,705	\$423,705.02	10.00%	2.27%
	\$0.014 (50% decrease)	20,923,705	\$282,470.02	10.00%	4.55%
313,855,574 (50% increase)	\$0.027 (current market price)	31,385,557	\$847,410.05	10.00%	0.00%
	\$0.020 (25% decrease)	31,385,557	\$635,557.54	10.00%	2.27%
	\$0.014 (50% decrease)	31,385,557	\$423,705.02	10.00%	4.55%
418,474,098 (100% increase)	\$0.027 (current market price)	41,847,410	\$1,129,880.06	10.00%	0.00%
	\$0.020 (25% decrease)	41,847,410	\$847,410.05	10.00%	2.27%
	\$0.014 (50% decrease)	41,847,410	\$564,940.03	10.00%	4.55%

Notes: The above table has been prepared on the following assumptions:

1. the current market price is the closing price at which Shares were traded on 13 October 2025 (being \$0.027);
2. the current Shares on issue are the Shares at 13 October 2025 (being 209,237,049);
3. the Company issues the maximum number of Equity Securities available under the Additional Issuance Capacity;
4. existing Shareholders' holdings do not change from the date of this Meeting to the date of the issue under the Additional Issuance Capacity;
5. the Company issues Shares only and does not issue other types of Equity Securities (such as Options) under the Additional Issuance Capacity;

6. the impact of placements under Listing Rule 7.1 or following the conversion of convertible securities (e.g. Options) is not included in the calculations; and
7. economic dilution (ED) is calculated using the following formula:

$$ED = (MP - (NMC / TS)) / MP$$

where:

- MP** = the market price of shares traded on ASX, expressed in dollars;
- MC** = market capitalisation prior to issue of Equity Securities, being the MP multiplied by the number of shares on issue;
- NMC** = notional market capitalisation, being the market capitalisation plus the NSV;
- NSV** = new security value, being the number of new Equity Securities multiplied by the issue price of those Equity Securities; and
- TS** = total shares on issue following new Equity Security issue.

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional Issuance Capacity.

The Company has not yet identified allottees to receive the Equity Securities under the Additional Issuance Capacity. However, they may include current Shareholders, new investors, or both. None of the allottees will be Related Parties or Associates of Related Parties.

Potential allottees will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the purpose of the issue;
- the methods of raising funds that are available to the Company including, but not limited to, an entitlements issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the financial situation and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers (if applicable).

(f) **Details of prior issues**

The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2024 AGM held on 27 November 2024.

In the 12 months preceding the date of the Annual General Meeting, the Company issued 18,194,526 Equity Securities under Listing Rule 7.1A which represents 10% of the total number of Equity Securities on issue at the commencement of that 12 month period.

7.5 Details of the Equity Securities issued in the 12 month period preceding the date of the Annual General Meeting are outlined in Schedule 2. Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7 as it will give the Company the flexibility to raise additional working capital whilst preserving the Company's cash reserves.

GLOSSARY OF DEFINED TERMS

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

A\$ or \$	Australian dollars.
Additional Issuance Capacity	Has the meaning given to that term in Section 7.1 of this Explanatory Statement.
Annual General Meeting or Meeting	The annual general meeting of Shareholders or any adjournment thereof, including the meeting convened by the Notice.
Annual Report	The annual report of the Company for the financial year ended 30 June 2025, including the annual financial report, the Directors' report, and the auditor's report.
Associate	Has the meaning given to that term in the Corporations Act.
ASX	ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange operated by ASX Limited, as the context requires.
Auditor	The auditor of the Company, being at the date of the Notice, Grant Thornton Audit Pty Ltd.
AWST	Australian Western Standard Time, being the time in Perth, Western Australia.
Board	The Board of Directors of the Company.
Chairman	The chair of the Annual General Meeting.
Closely Related Party	Has the same meaning given to it in section 9 of the Corporations Act, being, in relation to a member of Key Management Personnel: (a) a spouse or child of the member; (b) a child of the member's spouse; (c) a dependent of the member or the member's spouse; (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity; (e) a company the member controls; or (f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth) (currently none are prescribed).
Company	Juno Minerals Limited (ACN 645 778 892).
Company Secretary	The Company Secretaries of the Company at the time of the Meeting, or either one of them as the context may require.
Constitution	The current constitution of the Company.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Equity Security	Has the meaning given to that term in Listing Rule 19.12, being: (a) a share; (b) a unit; (c) a right to a share or unit or option; (d) an option over an issued or unissued security;

	(e) a convertible security; (f) any security that ASX decides to classify as an equity security; (g) but not a security that ASX decides to classify as a debt security.
Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice.
Glossary	This glossary of terms.
Key Management Personnel	Has the same meaning as the definition of that term in section 9 of the Corporations Act, being those persons details of whose remuneration are included in the Remuneration Report having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	The listing rules of ASX, as amended from time to time.
Notice or Notice of Annual General Meeting	The notice of annual general meeting which accompanies this Explanatory Statement.
Option	An option to subscribe for a Share.
Placement	The Company's placement of 27,291,789 Shares at a price of \$0.03 per Share to Ida Metals Investments on 24 December 2024, as further described in Section 5.1.
Ida Metals Investments	Ida Metals Investments Pty Ltd (ACN 682 881 796).
Placement Shares	The 27,291,789 Shares issued under the Placement.
Proxy Form	The proxy form accompanying the Notice.
Related Body Corporate	Has the meaning given to it in section 50 of the Corporations Act.
Remuneration Report	The remuneration report of the Company for the period ended 30 June 2025, appearing in the Director's report as set out in the Annual Report.
Resolution	A resolution set out in the Notice.
Section	A section of this Explanatory Statement.
Share	A fully paid ordinary share in the Company.
Share Registry	The Company's share registry, being MUFG Corporate Markets (AU) Limited (ACN 083 214 537).
Shareholder	The holder of a Share.
VWAP	The volume weighted average sale prices of Shares sold on ASX during the specified period, excluding any transaction defined in the ASX Operating Rules as 'special', crossings prior to the commencement of normal trading, crossings during the after-hours adjust phase and any overseas trades or exchange traded option exercises

Schedule 1 - Terms and conditions of the Performance Rights

1. Grant

- (a) The Company offers the performance rights (**Performance Rights**) on and subject to these terms and conditions.
- (b) To the extent of any inconsistency between these terms and any Employee Incentive Plan Rules, these terms will prevail.
- (c) The grant of any Performance Rights is subject to the approval of Shareholders at a general meeting.

2. Entitlement

- (a) Subject to this paragraph 2 and any applicable requirements of the ASX Listing Rules, each vested Performance Right entitles the holder of that Performance Right (**Holder**) to be issued with one Share (**Entitlement**) on the satisfaction of one or more of the following conditions (each a **Vesting Condition**) during the period from the date of grant to the Expiry Date of the Performance Rights (**Exercise Period**):

Tranche	Number of Performance Rights	Vesting Condition(s)
1	1,000,000	Mr Durack being continuously employed as Managing Director until 30 June 2026. AND VWAP of Juno Shares (calculated over 15 trading days) being \$0.08 or more over 15 consecutive trading days at any time during the Exercise Period.
2	1,000,000	Mr Durack being continuously employed as Managing Director until 31 December 2026. AND VWAP of Juno Shares (calculated over 15 trading days) being \$0.10 or more over 15 consecutive trading days at any time during the Exercise Period.
3	1,000,000	Mr Durack being continuously employed as Managing Director until 30 June 2027. AND VWAP of Juno Shares (calculated over 15 trading days) being \$0.20 or more over 15 consecutive trading days at any time during the Exercise Period.

- (b) The Company's obligations to the Holder in relation to a Performance Right are discharged and satisfied in full upon issuing the Entitlement for that tranche of Performance Rights.

3. Vesting

- (a) Subject to paragraph 5, a Performance Right within a tranche automatically vests in the Holder upon satisfaction of the Vesting Condition applicable to that tranche of Performance Right following which the Holder may elect to receive the Holder's Entitlement.
- (b) If a Vesting Condition for a tranche of Performance Rights is not achieved, that tranche of Performance Rights will not vest, subject to these terms.

- (c) The Board's determination as to whether a Vesting Condition has been achieved is final.
- (d) Satisfaction of the Vesting Conditions is to be determined in relation to each tranche of Performance Rights, subject to these terms.
- (e) If the Vesting Conditions for a tranche of Performance Rights are satisfied during the period of a Holder's employment with or directorship of the Company or a company within the Group, that tranche of Performance Rights will vest and will not be subject to forfeiture.

4. Expiry and forfeiture

- (a) Each Performance Right will expire at 5.00 pm (WST) on the date that is 3 years from the date of issue (**Expiry Date**). A Performance Right not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (b) Each Performance Right that has not vested will automatically:
 - (i) lapse and terminate at midnight on the last day by which the Vesting Condition for that tranche of Performance Rights must be achieved; and
 - (ii) lapse and be forfeited if the Holder:
 - A. voluntarily resigns from employment with the Company or a company within the Group; or
 - B. if the Holder's employment with the Group is summarily terminated by the employer in circumstances where the employer is expressly permitted by the terms of the employment agreement to summarily terminate the employment without notice.
- (c) A Performance Right will not lapse and be forfeited if the Holder ceases employment with the Company or a company within the Group due to death, permanent disablement, or any other circumstance in which the Board determines the Performance Right should not lapse and be forfeited.

5. Vesting on change of control

In the event that:

- (a) a person, or a group of associated persons, becoming entitled to sufficient Shares to give that person or persons the ability, in a general meeting, to replace all or a majority of the Board;
- (b) a takeover bid under Chapter 6 of the Corporations Act is made in respect of the Company under which acceptances have been received for more than 50% of the Company's shares on issue and the bid is declared unconditional by the bidder; or
- (c) a Court grants 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 (including under Part 5.1 of the Corporations Act,

prior to the Vesting Conditions being achieved or satisfied for one or more tranches of Performance Rights (**Unvested Rights**) being achieved, then all of the Unvested Rights on issue will vest.

6. Expiry Date

Each Performance Right will expire at 5.00 pm (WST) on the date that is 3 years from the date of issue (**Expiry Date**). A Performance Right not exercised before the Expiry Date will automatically lapse on the Expiry Date.

7. Exercise Period

The Performance Rights are exercisable into Shares at any time after vesting on or prior to the Expiry Date (**Exercise Period**) after which the Performance Rights will lapse. Subject to compliance with applicable laws and regulations and the ASX Listing Rules, the Board has discretion at any time to declare any Performance Rights which have not vested as having vested in the event the holder fails to satisfy the Vesting Condition for the Performance Right.

8. Notice of Exercise

The Performance Rights may be exercised during the Exercise Period by notice in writing to the Company (**Notice of Exercise**).

9. Exercise Date

A Notice of Exercise is only effective on and from the date of receipt of the Notice of Exercise (**Exercise Date**).

10. Timing of issue of Shares on exercise

- (a) Within 5 Business Days after the Exercise Date, the Company will:
 - (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights specified in the Notice of Exercise;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (b) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Performance Rights.
- (c) If a notice delivered under (a)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

11. Shares issued on exercise

Shares issued on exercise of the Performance Rights rank equally with the then issued shares of the Company.

12. Transfer and encumbrances

- (a) A Performance Right is not transferable.
- (b) A Holder must not grant or permit any security interest or other encumbrances over a Performance Right.

13. Quotation of Performance Rights

The Company will not apply for quotation of any tranche of Performance Rights.

14. Quotation of Shares

If the Entitlement is issued for a tranche of Performance Rights and the Company is admitted to ASX, the Company will apply to ASX for official quotation of those Shares.

15. New issues

A Holder is not entitled to participate in any new issue to Shareholders of Securities in the Company unless the Holder's Performance Rights (or any of them) have vested and the Entitlement has been issued before the record date for determining entitlements to the new issue of Securities and participate as a result of holding Shares.

16. Participation in entitlements and bonus issues

A Performance Right does not entitle a Holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to Shareholders, such as a bonus issue or an entitlement issue.

17. Reorganisation

- (a) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Holder in relation to each tranche of Performance Rights held by the Holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (b) Any calculations or adjustments which are required to be made in relation to paragraph 17(a) will be made by the Company's Board of Directors and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Holder.
- (c) The Company must, within a reasonable period of a reorganisation under paragraph 17(a) occurring, give to the Holder notice of any change to the number of Shares which the Holder is entitled to receive under the Entitlement for a tranche of Performance Rights.

18. Issue of Entitlement

- (a) If the Company elects to provide the Entitlement for a tranche of Performance Rights, within 10 days after issuing the Election Notice, the Company must issue to the Holder the Entitlement for that tranche.
- (b) Subject to the Company's Constitution, all Shares issued in relation to the Entitlement for a tranche of Performance Rights will rank in all respects (including rights relating to dividends) equally with the existing ordinary shares of the Company at the date of issue.
- (c) Any Shares that are acquired on the vesting of Performance Rights in accordance with a Rights Offer will be issued or transferred to the Rights Holder free of any holding lock or other restriction on dealing, subject to any restriction on trading by reason of the provisions of the Corporations Act applicable to secondary trading in Securities.

19. Dividend and voting rights

A Performance Right does not confer on the Holder an entitlement to vote (except as otherwise required by law) or receive dividends.

20. No rights to return of capital

A Performance Right does not entitle the Holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

21. Amendments required by ASX

These terms may be amended as necessary by the Company's Board of Directors in order to comply with the ASX Listing Rules (if applicable), or any directions of ASX (if applicable) regarding the terms, provided that, subject to compliance with the ASX Listing Rules, the economic and other rights of the Holder are not diminished or terminated following such amendment.

22. Governing law

These terms and the rights and obligations of the Holder are governed by the laws of Western Australia. The Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia in this respect

For personal use only

Schedule 2 - Previous issues of Equity Securities under Listing Rule 7.1A

Issue date	Number	Class of Equity Securities	Percentage the Equity Securities represent of the total number of Equity Securities on issue at the commencement of the 12 month period	Person(s) to whom the Equity Securities were issued or the Company has agreed to issue or the basis on which those persons were identified or selected	Issue Price	Discount to market price at issue date	Funds raised	Use of funds
24 December 2024	18,194,526	Fully paid ordinary shares	10%	Ida Metals Investments	\$0.03	The issue price of the Shares under the Placement represents: (a) a 15.4% premium to the 15-day VWAP market price of the Company's Shares up to and including 23 December 2024; and (b) a 20.0% premium to the last traded price of the Company's Shares on 23 December 2024.	\$545,836	All of the funds have been used to advance the Company's exploration projects and for general working capital requirements.

LODGE YOUR VOTE



ONLINE

<https://au.investorcentre.mpms.mufg.com>



BY MAIL

Juno Minerals Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Juno Minerals Limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **1:00pm (WST) on Wednesday, 26 November 2025 at the offices of Juno Minerals, Level 8, 220 St Georges Terrace, Perth, WA, 6000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the meeting intends to vote undirected proxies FOR Resolutions 1, 2, 4, 5, 6 and 7, and AGAINST Resolution 3.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

1 Adoption of Remuneration Report

For Against Abstain*

☐ ☐ ☐

2 Re-election of Director – Mr Keith Saffy

☐ ☐ ☐

3 Re-election of Director by rotation – Mr Yilun Chen

☐ ☐ ☐

4 Ratification of prior issue of Placement Shares to Ida Metals Investments under Listing Rule 7.1

☐ ☐ ☐

5 Ratification of prior issue of Placement Shares to Ida Metals Investments under Listing Rule 7.1A

For Against Abstain*

☐ ☐ ☐

6 Approval to Issue Performance Rights to the Managing Director – Greg Durack

☐ ☐ ☐

7 Approval of Additional Issuance Capacity

☐ ☐ ☐


* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as they choose. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **1:00pm (WST) on Monday, 24 November 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufg.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Juno Minerals Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*during business hours Monday to Friday (9:00am - 5:00pm)



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

<https://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, shareholders will need their "Holder Identifier" - Shareholder Reference Number (SRN) or Holder Identification Number (HIN).