

LETTER TO SHAREHOLDERS REGARDING IGO LIMITED 2025 ANNUAL GENERAL MEETING

Dear Shareholder

IGO Limited (**IGO** or the **Company**) will be holding an Annual General Meeting of shareholders at 9:30am AWST on Wednesday, 19 November 2025 (**Meeting**) Meeting Room 8, Perth Convention and Exhibition Centre, Mounts Bay Road, Perth, Western Australia 6000 and online via the Computershare Meeting platform.

Notice of Meeting

In accordance with Section 110D(1) of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Meeting unless a shareholder has made a valid election to receive such documents in hard copy. Instead, the Notice of Meeting can be viewed and downloaded from the IGO website at <https://www.igo.com.au/site/investor-center/ASX-Announcements>.

Attending and Voting in Person (or by Attorney)

Shareholders, or their attorneys, who plan to attend the Meeting in person are asked to arrive at the venue 30 minutes prior to the time designated for the Meeting, if possible, so that the Company may consider whether the Shareholder may be admitted to the physical Meeting, and if admitted, their holding may be checked against the Company's share register and their attendance recorded. For any appointment of attorney to be effective, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for Proxy Forms below.

Attending and Voting Online

Shareholders and proxyholders can watch, vote, make comments and submit questions during the AGM via the online platform. To participate in the Meeting, you can log in by entering the following URL in your browser, tablet or smartphone <https://meetnow.global/MUJCW4A>. Online registrations will open 30 minutes before the Meeting. To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the Meeting to obtain their login details.

To participate in the Meeting online follow the instructions below:

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the Meeting to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and 'Click Continue'. You can view the Meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the Meeting is in progress. Further details on how to ask questions during the virtual Meeting will be provided when you login to the Meeting via the Computershare Meeting Solution platform. Shareholders will also be able to cast votes in the real time poll, at the appropriate time. Please note that if you join the Meeting online as a Shareholder and vote using the Computershare Meeting Solution platform, any proxy vote previously lodged will not



be entitled to vote on the Resolution. To vote during the online Meeting you will need to use the voting button in the Computershare Meeting Solution platform at the time the Chair calls a poll.

Further details are set out in the Computershare Online Meeting Guide available at: <https://www.computershare.com.au/virtualmeetingguide>.

Proxies

Enclosed with this letter is your personalised Proxy Form. To be effective, the completed Proxy Form must be received at the Company's share registry, Computershare Investor Services Pty Limited:

By mail: Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001, Australia

By fax:
1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

Online at: www.investorvote.com.au

By mobile: Scan the QR Code on your Proxy Form and follow the prompts

Custodian:
For Intermediary Online subscribers only
(custodians) please visit:
www.intermediaryonline.com to submit your voting intentions

by no later than 9:30am AWST on Monday, 17 November 2025, being 48 hours before the time appointed for the Meeting.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant, or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Computershare Investor Services Pty Limited on, 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

Rebecca Gordon
Company Secretary
IGO Limited



IGO LIMITED
ABN 46 092 786 304

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date: Wednesday, 19 November 2025

Time: 9:30am AWST

**Place: Meeting Room 8
Perth Convention and Exhibition Centre
Mounts Bay Road
Perth Western Australia 6000**

and

Online via Computershare Meeting platform*

* The 2025 AGM will take the form of a hybrid meeting with video and audio. Shareholders attending the meeting virtually will be able to ask questions orally via a telephone line and via the webcast. Shareholders unable to attend the meeting in either form will be able to provide questions ahead of the meeting, and where appropriate, these questions will be answered at the meeting.



IGO LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2025 Annual General Meeting of IGO Limited (**Company** or **IGO**) will be held in Meeting Room 8, Perth Convention and Exhibition Centre, Mounts Bay Road, Perth Western Australia and online via the Computershare Meeting platform on Wednesday, 19 November 2025 at 9:30am AWST (**Meeting**).

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

IGO will be webcasting the AGM online via the Computershare Meeting platform. Shareholders will be able to participate in the Meeting online in real-time or by attending the Meeting in person.

The Company strongly encourages Shareholders to:

1. Read this Notice of Meeting carefully;
2. Vote by proxy following the instructions set out in this Notice of Meeting; and/or
3. Participate in the Meeting via the Computershare Meeting platform.

AGENDA

BUSINESS

Financial Statements and Reports

To receive and consider the financial statements and the reports of the Directors and Auditors for the year ended 30 June 2025.

Resolution 1 – Re-election of Ms Trace Arlaud

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Ms Trace Arlaud be re-elected as a Director of the Company.”

Resolution 2 – Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That the Remuneration Report for the year ended 30 June 2025, which is contained in the Annual Report for the year ended 30 June 2025, be adopted.”

Note: The vote on Resolution 2 is advisory only and does not bind the Directors or the Company.

Resolution 3 – Issue of Service Rights to Mr Ivan Vella

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes of ASX Listing Rule 10.14 and all other purposes, approval be given to grant 129,534 Service Rights to Mr Ivan Vella (the Company’s Chief Executive Officer and Managing Director) in respect of the settlement of the deferred component of the FY25 short-term incentive on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting.”

Resolution 4 – Issue of Performance Rights to Mr Ivan Vella

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes of ASX Listing Rule 10.14 and all other purposes, approval be given to grant up to 727,722 Performance Rights to Mr Ivan Vella (the Company’s Chief Executive Officer and Managing Director) in respect of the three-year measurement period (being 1 July 2025 to 30 June 2028) on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting.”

Resolution 5 – IGO Employee Incentive Plan Approval

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes of ASX Listing Rule 7.2, Exception 13(b) and sections 200B and 200E of the Corporations Act and all other purposes, approval be given to, and for the issue of securities under, the IGO Employee Incentive Plan as described in the Explanatory Memorandum accompanying this Notice of Meeting.”

Resolution 6 – Renewal of Company's Proportional Takeover Approval Provisions

To consider and, if thought fit, to pass the following resolution as a special resolution:

“That for the purposes of section 648G of the Corporations Act and all other purposes, the Company renews its proportional takeover approval provisions, as set out in rule 6 of the Constitution of the Company, for a period of three years commencing on the date this resolution is passed.”



Resolution 7 – Change of Auditor

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That pursuant to section 327B of the Corporations Act and for all other purposes, Ernst & Young, having consented in writing to act as auditor of the Company, is appointed as auditor of the Company with effect from the conclusion of this Meeting, to replace BDO Audit Pty Ltd who will resign at this Meeting.”

EXPLANATORY MEMORANDUM

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

ENTITLEMENT TO VOTE

Snapshot date

It has been determined that, under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, shares of the Company will be taken to be held by the persons who are the registered holders at 7pm (Sydney time) on Monday, 17 November 2025. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

VOTING EXCLUSION STATEMENTS

Resolution 2 – Remuneration Report

The Company will disregard any votes cast on Resolution 2:

- by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report for the year ended 30 June 2025 or their Closely Related Parties (regardless of the capacity in which the vote is cast); or
- as proxy by a person who is a member of the Key Management Personnel on the date of the Meeting or their Closely Related Parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 2:

- in accordance with a direction on the Proxy Form; or
- by the Chair, in accordance with an express authorisation in the Proxy Form to exercise the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel.

Resolutions 3 and 4 – Issue of Service Rights and Performance Rights to Mr Ivan Vella

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolutions 3 and 4 by or on behalf of the following persons:

Resolutions 3 and 4	Any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Mr Vella) or an associate of that person or those persons.
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However, this does not apply to a vote cast in favour of Resolutions 3 or 4 by:

- a person as a proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with the directions given to the proxy or attorney to vote on the relevant Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with a direction given to the Chair to vote on the relevant Resolution as the Chair decides; or
- 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 of a person excluded from voting, on the relevant Resolution; and
- the holder votes on the relevant Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Additionally, under section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on Resolutions 3 or 4 if:

- the proxy is either:
 - a member of the Key Management Personnel; or
 - a Closely Related Party of such a member; and
- the appointment does not specify the way the proxy is to vote on the relevant Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though the relevant Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 5 – IGO Employee Incentive Plan Approval

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person who is eligible to participate in the IGO Employee Incentive Plan or an associate of that person or those persons. However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the Meeting as proxy for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- 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 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.

Additionally, under section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on Resolution 5 if:

- the proxy is either:
 - a member of the Key Management Personnel; or
 - a Closely Related Party of such a member; and
- the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

ATTENDING AND VOTING IN PERSON (OR BY ATTORNEY)

Shareholders, or their attorneys, who plan to attend the Meeting in person are asked to arrive at the venue 30 minutes prior to the time designated for the Meeting, if possible, so that the Company may consider whether the Shareholder may be admitted to the physical Meeting, and if admitted, their holding may be checked against the Company's share register and their attendance recorded. For any appointment of attorney to be effective, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for Proxy Forms below.

ATTENDING AND VOTING ONLINE

Shareholders and proxyholders can watch, vote, make comments and submit questions during the AGM via the online platform. To participate in the Meeting, you can log in by entering the following URL in your browser, tablet or smartphone <https://meetnow.global/MUJCW4A>. Online registrations will open 30 minutes before the Meeting. To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the Meeting to obtain their login details.

To participate in the Meeting online follow the instructions below:

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 at least one hour prior to the Meeting to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and 'Click Continue'. You can view the Meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the Meeting is in progress. Further details on how to ask questions during the virtual Meeting will be provided when you login to the Meeting via the Computershare Meeting platform. Shareholders will also be able to cast votes in the real time poll, at the appropriate time. Please note that if you join the Meeting online as a Shareholder and vote using the Computershare Meeting platform, any proxy vote previously lodged will not be entitled to vote on the Resolution. To vote during the online Meeting you will need to use the voting button in the Computershare Meeting platform at the time the Chair of the Meeting calls a poll.

Further details are set out in the Computershare Online Meeting Guide available at: <https://www.computershare.com.au/virtualmeetingguide>

QUESTIONS AT THE MEETING

Please note that only Shareholders may submit questions online once they have been verified. It may not be possible to respond to all questions due to time constraints. If there are a number of questions relating to the same subject these may be collated and presented as one question. If your question is unable to be answered on the day, the Company will respond to your question within a reasonable time after the close of the Meeting. A Shareholder who is entitled to vote at the Meeting may submit a written question to the Company in advance of the Meeting.

We ask that all pre-Meeting questions be received by the Company no later than five business days before the date of the Meeting, being Wednesday, 12 November 2025. Any questions should be directed to the Company Secretary at contact@igo.com.au.

TECHNICAL DIFFICULTIES

Technical difficulties may arise during the course of the Meeting. The Chair of the Meeting has discretion as to whether and how the Meeting should proceed if a technical difficulty arises. In exercising this discretion, the Chair of the Meeting will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where the Chair considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy in advance of the Meeting, even if they plan to attend the Meeting in person or online (noting that if the Shareholder votes on a Resolution either at the physical Meeting or online via the Computershare Meeting platform, any proxy appointed by the Shareholder is not entitled to vote, and must not vote, as the Shareholder's proxy on that Resolution). Shareholders may experience local technical difficulties, such as poor internet connection. Please refer to the Computershare Online Meeting Guide for advice on optimising the online Meeting experience.

PROXIES

A Shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the Shareholder. A proxy need not be a Shareholder and can be either an individual or a body corporate. If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.

If such evidence is not received before the Meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

A Shareholder that is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise an equal share of the Shareholder's votes.

Any directed proxies that are not voted on a poll at the Meeting by a Shareholder's appointed proxy will automatically default to the Chair of the Meeting, who is required to vote proxies as directed on a poll.

Members of the Key Management Personnel or their Closely Related Parties will not be able to vote as proxy on Resolutions 2, 3, 4 and 5 unless the Shareholder tells them how to vote, or in the case of the Chair of the Meeting, unless the Shareholder expressly authorises him to do so. If a Shareholder intends to appoint a member of the Key Management Personnel (other than the Chair) or a Closely Related Party of a member of the Key Management Personnel as their proxy, the Shareholder should ensure that they direct the member of the Key Management Personnel or the Closely Related Party of a member of the Key Management Personnel how to vote on Resolutions 2, 3, 4 and 5.

If a Shareholder intends to appoint the Chair of the Meeting as their proxy for Resolutions 2, 3, 4 and 5, Shareholders can direct the Chair how to vote by marking one of the boxes (to vote 'for', 'against' or to 'abstain' from voting) for each of Resolutions 2, 3, 4 and 5.

If a Shareholder appoints the Chair as their proxy and the Shareholder does not direct the Chair how to vote on Resolutions 2, 3, 4 and 5, please note that by completing and returning the Proxy Form (or if the Chair becomes a Shareholder's proxy by default), the Shareholder will be expressly authorising the Chair of the Meeting to exercise its undirected proxy on Resolutions 2, 3, 4 and 5, even though they are connected with the remuneration of Key Management Personnel. The Chair intends to vote all undirected proxies in favour of all items of business.



A Proxy Form accompanies this Notice of Meeting and, to be effective, must be received at the Company's share registry as follows:

By mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001, Australia

By fax:

1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

Online at: www.investorvote.com.au

By mobile: Scan the QR Code on your proxy form and follow the prompts

Custodian:

For Intermediary Online subscribers only (custodians) please visit: www.intermediaryonline.com to submit your voting intentions

Proxy Forms must be received by the Company's share registry **by no later than 9:30am AWST on Monday, 17 November 2025** (being 48 hours before the time appointed for the Meeting).

Lodging your Proxy Form online

You are now able to lodge your Proxy Form online by visiting the Computershare Investor Services Pty Limited website, www.investorvote.com.au, logging into the Investor Centre Investor Vote and following the prompts and instructions on the website. To use the online lodgement facility, Shareholders will need the Control Number, their Securityholder Reference Number or Holder Identification Number and their postcode, which are shown on the front page of the personalised Proxy Form enclosed with this Notice of Meeting. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions on the website.

You must lodge your Proxy Form online **by no later than 9:30am AWST on Monday, 17 November 2025** (being 48 hours before the time appointed for the Meeting).

Corporate Representatives

A body corporate that is a Shareholder may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it has been signed, unless it has previously been given to the Company.

Voting by Attorney

A Shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the Meeting. An attorney may but need not be a member of the Company. An attorney may not vote at the Meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company in the same manner, and by the same time, as outlined above for Proxy Forms.

Resolutions

A simple majority of votes cast by Shareholders entitled to vote on the resolution are required to approve each **ordinary resolution**.

By order of the Board 17 October 2025

Rebecca Gordon
Company Secretary
17 October 2025

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

This Explanatory Memorandum, including Attachments A, B, C and D, has been prepared to help Shareholders understand the business to be put to Shareholders at the forthcoming Meeting.

Annual Financial Report

The Corporations Act requires:

- the reports of the Directors and Auditors; and
- the annual financial report, including the financial statements of the Company for the year ended 30 June 2025 (**2025 Financial Report**),

to be laid before the Meeting. The Corporations Act does not require a vote of Shareholders on the reports or financial statements. However, Shareholders will be given an opportunity to raise questions or comments on the reports and financial statements to the management of the Company.

The financial report for consideration at the Meeting will be the 2025 Financial Report. The 2025 Financial Report is set out in the Company's 2025 Annual Report and is also available on the Company's website at www.igo.com.au. Any Shareholder wishing to receive a copy of the 2025 Financial Report should contact the Company's share registry and a copy will be provided.

An opportunity will be given to Shareholders, as a whole, at the Meeting, to ask the Company's Auditor questions relevant to 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 the financial statements, and the independence of the Auditor in relation to the conduct of the audit. The Auditor is not obliged to provide written answers.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's Auditor about the content of the Auditor's report and the conduct of the audit may be submitted no later than five business days before the date of the Meeting to the Company Secretary at contact@igo.com.au.

The Chair will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised.

Resolution 1 – Re-election of Ms Trace Arlaud

Term of Office

Ms Arlaud was appointed as Non-executive Director in August 2022. The Board considers Ms Arlaud to be an independent Non-executive Director.

Board Committees

Member of the Audit and Risk Committee and the Sustainability Committee

Qualifications

BSc (Geology and Geophysics) (Hons), Grad Dip Mining, M.Eng Mining

Skills and Experience

Ms Arlaud is a senior mining executive with over 30 years' experience in the management of mining and site operations and large engineering projects. Ms Arlaud has particular experience in underground mine planning, project execution and operations and has a significant track record in complex underground mining operations and an acute understanding of the associated safety risks. Ms Arlaud is currently Chief Executive Officer of mining specialist, IMB Inc.

Other listed directorships: Imdex Limited (since 2021), Global Atomic (TSX), Seabridge Gold (TSX)

Former listed directorships in the last 3 years: None

Recommendation

Following the annual performance review of the Directors conducted by the Board, the Board (excluding Ms Arlaud) recommends the re-election of Ms Arlaud. Ms Arlaud has reconfirmed that she has sufficient time to meet her responsibilities as a Director of IGO.

The Chair of the meeting intends to vote all available proxies in favour of Resolution 1.

Resolution 2 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's 2025 Annual Report.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to the Key Management Personnel (including the Directors), sets out details of the remuneration and service agreements for each member of Key Management Personnel and sets out the details of any share-based compensation.

Resolution 2 is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote very seriously when considering the Company's future remuneration policy.

An opportunity will be given to Shareholders, as a whole, to ask questions about, or make comments on, the Remuneration Report. The Remuneration Report is set out in the Company's 2025 Annual Report that is available on the Company's website at www.igo.com.au.

Voting Exclusions

For the voting exclusions applicable to this Resolution 2, please refer to the 'Voting Exclusion Statements' section of the Notice of Meeting.

Recommendation

The Board recommends that Shareholders vote in favour of adopting the Remuneration Report.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 2.

Resolutions 3 and 4 – Issue of Service Rights to Mr Ivan Vella; Issue of Performance Rights to Mr Ivan Vella

Background to Resolutions 3 and 4

Mr Vella commenced as the Company's Chief Executive Officer and Managing Director on 11 December 2023. The key terms of Mr Vella's appointment are set out in the ASX announcement dated 13 June 2023.

Mr Vella is eligible to participate in the Company's Employee Incentive Plan (**EIP**) and, in particular, the Company proposes to grant to Mr Vella:

- 129,534 Service Rights in respect of the settlement of the deferred component of his FY25 short-term incentive on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting. The grant of these Service Rights is the subject of Resolution 3; and
- 727,722 Performance Rights in respect of the three-year measurement period (being 1 July 2025 to 30 June 2028). The value of these Performance Rights is \$2,940,000, which is equal to 200% of Mr Vella's total fixed remuneration (including superannuation) (**TFR**) for FY26. The grant of these Performance Rights is the subject of Resolution 4.

Mr Vella's current total remuneration package is as set out in the table below.

Total Remuneration FY26		
TFR \$	Service Rights (STI) % ¹	Performance Rights (LTI) % ²
1,470,000	100% - 150%	200%

Notes:

1. Maximum achievable 150% paid as 40% cash and 60% Service Rights.
2. Maximum achievable issued as 200% Performance Rights.

Shareholders are referred to the Remuneration Report for full details of Mr Vella's remuneration.

The Company's remuneration policy is to ensure that executive remuneration is competitive in attracting, motivating and retaining executives of a high calibre and properly reflects the duties and responsibilities of each relevant executive. The remuneration structure used by the Company to achieve these objectives includes the combination of fixed annual remuneration and performance-related remuneration (including participation in the EIP). Additional information on the Company's incentive programs is included in the Remuneration Report (which is contained in the Company's 2025 Annual Report).

Mr Vella is an executive director of the Company. Commentary to Recommendation 8.2 of the ASX Corporate Governance Council's Principles and Recommendations encourages ASX listed companies to establish remuneration packages that involve a balance between short-term and long-term performance objectives. In the Board's view, the issue of these Service Rights and Performance Rights to Mr Vella is an appropriate means of achieving these objectives. The Board also considers that encouraging senior executives, including Mr Vella, to hold securities in the Company aligns their interests with Shareholders and is essential to the ongoing development and success of the Company and its projects.

Resolution 3 – Issue of Service Rights to Mr Vella

Background

Resolution 3 seeks Shareholder approval for the grant of Service Rights to Mr Ivan Vella, the Company's Chief Executive Officer and Managing Director, pursuant to the EIP and otherwise on the terms and conditions set out in this Explanatory Memorandum.

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- 10.14.1 — a director of the Company
- 10.14.2 — an associate of a director of the Company; or
- 10.14.3 — a person whose relationship with the Company or a person referred to in ASX Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The proposed issue by the Company of Service Rights to Mr Vella falls within ASX Listing Rule 10.14.1 above and therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.14. Resolution 3 seeks the required Shareholder approval to the issue under and for the purposes of ASX Listing Rule 10.14.

If Resolution 3 is passed, the Company will be able to proceed with the grant of the Service Rights to Mr Vella.

If Resolution 3 is not passed, the Company will not be able to proceed with the grant of Service Rights to Mr Vella and a cash amount of \$523,320 will be paid to Mr Vella.

Number of Service Rights

Each year, the Board sets key performance indicators (**KPIs**), both for the Company and individuals. The delivery of these KPIs is used to determine a short-term incentive (**STI**) score, which is used to determine the STI payment for the year, of which 40% is paid immediately by way of a cash payment and 60% is deferred and paid by way of Service Rights.

The number of Service Rights to be granted to Mr Vella will be 129,534. The number of Service Rights was determined based on the following formula:

$$(TFR \text{ for FY25} \times STI \text{ score for FY25} \times 0.6) / IGO \text{ 20-day VWAP (up to and including 30 June 2025)}$$

$$129,534 = (\$1,400,000 \times STI \text{ score for FY25 of } 62.3\% \times 0.6) / \$4.04$$

Shareholders should be aware that, as the Service Rights defer a portion of Mr Vella's incentive remuneration for FY25, which has already been earned and otherwise would have been paid to Mr Vella in cash, if Resolution 3 is not passed for any reason, the Company intends to pay Mr Vella the value of the Service Rights in full as ordinary income.

Terms of Service Rights

All Service Rights granted will be on terms consistent with the rules of the EIP. A summary of the key terms of the EIP is contained in Attachment C, and a full copy of the rules of the EIP is available upon request from the Company.

No consideration is payable by Mr Vella at the time of grant of the Service Rights or upon the allocation of Ordinary Shares to which Mr Vella may become entitled upon Service Rights vesting. Each Service Right entitles the holder to one fully paid Ordinary Share in the Company at no cost, subject to satisfaction of any restrictions as described below.

Grant Date	As soon as practicable after the Meeting (if approved)
Vesting Date	Tranche 1 (50% of the Service Rights) – 1 September 2026 Tranche 2 (50% of the Service Rights) – 1 September 2027
Expiry Date	15 years after the date of issue

Vesting Conditions

Continuous service with the Group to the vesting date

Other Conditions

The Board has absolute discretion to adjust Service Rights vesting if, on assessment, service or behaviour criteria have not been met.

Unvested Service Rights may, in certain circumstances, vest early in accordance with the terms of the EIP, and any leaver's policy that may apply from time to time, as approved by the Board.

The Board's previous practice has been to only exercise its discretion where the employee leaves employment without fault on their part with the service rights vesting in line with the original vesting dates and therefore not vesting early.

However, this previous practice does not limit the Board's discretion, including its discretion to vest unvested EIP interests early in appropriate cases.

Any dealing in Shares is subject to the constraints of Australian insider trading laws and the Company's Dealing in Securities Standard. Mr Vella is specifically prohibited from hedging the Service Rights during the vesting period.

The EIP contains malus and clawback provisions that give the Board discretion to reduce or reclaim unvested and vested entitlements in certain circumstances, including where Mr Vella has acted fraudulently or dishonestly, or is in breach of his obligations to the Group.

ASX Listing Rule 10.15 additional information requirements

ASX Listing Rule 10.15 requires the following additional information to be included in this Explanatory Memorandum:

- Mr Vella falls within the category of persons in Listing Rule 10.14.1.
- Subject to Shareholder approval being obtained, the maximum number of Service Rights (and hence Ordinary Shares) that the Company may issue to Mr Vella will be 129,534. The number of Service Rights has been determined by applying the STI score to the maximum percentage of service rights achievable, which totals \$523,320, and dividing by the 20-day VWAP of IGO up to and including 30 June 2025.
- For Mr Vella's current total remuneration for FY26, please refer to the 'Background to Resolutions 3 and 4' section of this Explanatory Memorandum.
- No consideration is payable by Mr Vella at the time of grant of the Service Rights or upon the allocation of the Ordinary Shares to which Mr Vella may become entitled upon exercise of the vested Service Rights.
- Mr Vella has previously been awarded 455,381 Service Rights under the EIP at no cost as part of his remuneration in previous years.

Year	# Service Rights
2023 ¹	400,000 ²
2024	55,381

1. 2023 was the first year that Service Rights were awarded to Mr Vella.

2. Mr Vella was awarded 400,000 Service Rights under the EIP at no cost at the time of him accepting the role of Chief Executive Officer and Managing Director.

- The Company uses Service Rights under the EIP because it aligns remuneration with long-term value creation for Shareholders as well as encouraging retention whilst not providing employees with the full

benefits of share ownership (such as dividend and voting rights) unless and until the rights vest and are exercised.

- The other Directors of the Company (at the date of the AGM, being Mses Arlaud, Bakker and Hogg and Messrs Bastos and Nossal,) are entitled to participate in the EIP, though the Company has not sought Shareholder approval for such an issue, and they have not received any securities under the EIP to date. It is the current intention of the Board that Non-executive Directors will not participate in the EIP.
- The voting exclusion statement in relation to Resolution 3 is included in the 'Voting Exclusion Statements' section of the Notice of Meeting.
- No loans will be made by the Company in connection with the acquisition of Service Rights or Ordinary Shares upon the vesting of Service Rights by Mr Vella.
- The Company will issue the Service Rights to Mr Vella as soon as practicable following the Meeting and no later than 12 months after the Meeting.
- Details of any Service Rights issued under the EIP will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Service Rights under the EIP after this Resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.

Dilution

The Service Rights to be issued to Mr Vella will have a diluting effect on the percentage interest of existing Shareholders' holdings. The diluting effect of these Service Rights is less than 0.02% of the Company's current share capital.

The Board has formed the view that remuneration in the form of the Service Rights to be granted to Mr Vella is reasonable given the Company's circumstances, and Mr Vella's circumstances (including his responsibilities). The Board is of the opinion that the terms of issue of the Service Rights to Mr Vella are reasonable.

Voting Exclusions

For the voting exclusions applicable to this Resolution 3, please refer to the 'Voting Exclusion Statements' section of the Notice of Meeting.

Recommendation

The Board (with Mr Vella abstaining) recommends that Shareholders vote in favour of Resolution 3.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 3.

Resolution 4 – Issue of Performance Rights to Mr Vella

Background

Resolution 4 seeks Shareholder approval for the grant of Performance Rights to Mr Ivan Vella, the Company's Chief Executive Officer and Managing Director, as his long-term incentive for FY26 pursuant to the EIP and otherwise on the terms and conditions set out in this Explanatory Memorandum.

As described above, ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- 10.14.1 — a director of the Company
- 10.14.2 — an associate of a director of the Company; or
- 10.14.3 — a person whose relationship with the Company or a person referred to in ASX Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The proposed issue by the Company of Performance Rights to Mr Vella falls within ASX Listing Rule 10.14.1 above and therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.14. Resolution 4 seeks the required Shareholder approval to the issue under and for the purposes of ASX Listing Rule 10.14.

If Resolution 4 is passed, the Company will be able to proceed with the grant of the Performance Rights to Mr Vella.

If Shareholder approval is not obtained for Resolution 4, then the proposed grant of Performance Rights will not proceed. In that circumstance, issues may arise with the competitiveness of Mr Vella's total remuneration package and alignment of rewards with other senior executives in the Company. The Board would then need to consider alternative remuneration arrangements or performance hurdles, after consulting with Shareholders.

Number of Performance Rights

The number of Performance Rights to be granted to Mr Vella will be 727,722. The value of these Performance Rights is \$2,940,000, which is equal to 200% of Mr Vella's TFR for FY26.

The number of Performance Rights determined was calculated as follows:

TFR for FY26 x 2.0 / IGO 20-day VWAP (up to and including 30 June 2025) being \$4.04.

Terms of Performance Rights

All Performance Rights granted will be on terms consistent with the rules of the EIP. A summary of the key terms of the EIP is contained in Attachment C, and a full copy of the rules of the EIP is available upon request from the Company.

No consideration is payable by Mr Vella at the time of grant of the Performance Rights or upon the allocation of Ordinary Shares to which Mr Vella may become entitled upon Performance Rights vesting. Each Performance Right will entitle the holder to one fully paid Ordinary Share in the Company at no cost, subject to satisfaction of the performance hurdles described below.

Further Terms of Performance Rights

The Performance Rights will vest and become exercisable if, over the three-year measurement period (being from 1 July 2025 to 30 June 2028) (**Performance Period**), the performance hurdles are achieved. Performance Rights that have not vested where the performance hurdle has not been satisfied or waived by the expiry date, will automatically lapse.

One hundred percent of the vested Performance Rights will be subject to a 12-month holding lock (being from the end of the three-year measurement period to 30 June 2029) such that those Performance Rights will not be able to be exercised during that period.

Subject to Mr Vella satisfying the vesting and other conditions attached to the Performance Rights, each Performance Right entitles the holder to be issued, transferred or allocated one Share.

Accordingly, in respect of the Performance Rights, Shares will only be issued to Mr Vella (and value received) upon satisfaction of the prescribed vesting conditions in the vesting period ending 30 June 2028, in which case such vested Performance Rights will be exercisable into Shares up until 15 years from the date of grant of the Performance Rights.

The number of Shares that can be issued to Mr Vella as a result of the Performance Rights issued under Resolution 4 is a maximum only. As noted below, the actual number of Shares ultimately issued to Mr Vella will depend on the Board's determination as to the satisfaction of such prescribed vesting conditions and performance measures and may be less than the amount approved by Resolution 4.

Performance Hurdles

The performance hurdles that the Board has determined will apply to the Performance Rights summarised in the table below and described in further detail below. These performance hurdles reflect a set of measures that will accurately track the progress made, and value delivered to Shareholders, on a range of key long-term programs of work.

Performance Hurdle	Weighting
Relative TSR Performance	50%
Absolute TSR Performance	35%
Mineral Resource Growth	15%

Relative TSR Performance

The Company's relative TSR performance will be determined based on a percentile ranking of the Company's TSR results relative to the TSR of two equally weighted comparator groups of companies over the same three-year measurement period (**Relative TSR**) as follows:

Group 1 – IGO Lithium Comparator TSR Peer Group – a group of domestic and international companies selected as an appropriate comparator group given the Company's strategic focus on lithium. This group will make up 25% of the weighting of the final performance outcome. The current list of the Group 1 comparator companies is set out in Attachment A. The Board has discretion to adjust the peer group from time to time in its absolute discretion.

Group 2 - S&P/ASX 300 Metals and Mining Index - which tracks performance of all Metals and Mining companies within the broader ASX 300 index. This group will make up 25% of the weighting of the final performance outcome.

At the completion of the Performance Period, Relative TSR will be assessed based on the contribution achieved from both groups to produce the final performance outcome.

TSR measures the return received by Shareholders from holding ordinary shares over the Performance Period, calculated as follows:

$$TSR = ((B - A) + C) / A$$

Where:

- A = the market value of the share at the start of the Performance Period
- B = the market value of the share at the end of the Performance Period
- C = the aggregate dividend amount per share paid during the Performance Period

Market value is calculated as the 20-day VWAP of the share ending on the day prior to the start or end of the Performance Period.

The vesting schedule for 50% of the LTI subject to Relative TSR testing for both Groups (IGO Lithium Comparator TSR Peer Group and the S&P/ASX 300 Metals and Mining Index) is as follows:

Relative TSR performance	TSR Scorecard (Level of vesting)
Less than 50th percentile	0%
Between 50th and 75th percentile	50% (at 50th percentile) plus straight-line pro-rata between 50% and 100% (at 75th percentile)
Between 75th and 90th percentile	100% (at 75th percentile) plus straight-line pro-rata between 100% and 150% ¹ (at 90th percentile)
90th percentile or better	150% ¹

1. The total combined LTI vesting is capped at 100%.

Absolute TSR Performance

The Company's absolute TSR performance will be determined based on an increase in absolute TSR over the three-year measurement period (**Absolute TSR**).

The vesting schedule for 35% of the LTI subject to Absolute TSR testing is as follows:

Absolute TSR performance	TSR Scorecard (Level of vesting)
Less than 10% per annum return	0%
Between 10% and 20% per annum return	50% (at 10% per annum Absolute TSR) plus straight-line pro-rata between 50% and 100% (at 20% per annum Absolute TSR)
Between 20% and 25% per annum	100% (at 20% per annum Absolute TSR) plus straight-line pro-rata between 100% and 150% (at 25% per annum Absolute TSR)
25% or better per annum	150% ¹

1. The total combined LTI vesting is capped at 100%

Mineral Resource Growth

The Company will assess and incentivise value creation through IGO's exploration activity and resource expansion through the inclusion of a performance measure that calculates mineral resource growth (lithium equivalent) at the completion of the three-year performance measurement period.

The vesting schedule for 15% of the LTI subject to Mineral Resource Growth will be assessed as below:

Mineral Resource Growth (Lithium)	Level of vesting
Up to 40Mt Mineral Resources on a Li equivalent basis or divestment for value in excess of \$50M at a pre-resource stage.	50% (threshold)
Between 40Mt and 80Mt Mineral Resources on a Li equivalent basis	50% (at 40Mt Mineral Resource growth) plus straight-line pro-rata between 40Mt and 80Mt (to 100% at 80Mt)
Between 80Mt and 120Mt Mineral Resources on a Li equivalent basis	100% (at 80Mt Mineral Resource growth) plus straight-line pro-rata between 80Mt and 120Mt (to 150% at 120Mt)
120Mt Mineral Resources on a Li equivalent basis or more	150% ¹

1. The total combined LTI vesting is capped at 100%

Calculation of Mineral Resource Growth will be based on growth of resource tonnes either through new discovery, or resource growth at Greenbushes. Resource growth at Greenbushes will be applied proportionate to IGO's 25% effective interest.

Where a discovery is made in nickel or copper (or other commodity), an adjustment to the measurement criteria will be made to reflect an equivalent value.

Other Conditions

The Board has the discretion to reduce the number of Performance Rights vesting, even to zero, in the event that relative TSR performance is met but absolute TSR is negative over the Performance Period.

Unvested Performance Rights may, in certain circumstances, remain on foot or vest early in accordance with the terms of the EIP, and any leaver's policy that may apply from time to time, as approved by the Board.

The Board's previous practice has been to only exercise its discretion:

- where the employee leaves employment without fault on their part; and
- so as only to preserve that number of unvested employee share scheme interests, which then get tested in the same way as if the employee had remained and only vest to the extent that the performance hurdles are met.

However, this previous practice does not limit the Board's discretion, including its discretion to vest unvested employee share scheme interests early in appropriate cases.

Any dealing in shares is subject to the constraints of Australian insider trading laws and the Company's Dealing in Securities Standard. Mr Vella is specifically prohibited from hedging Performance Rights during the vesting period.

The EIP contains malus and clawback provisions that give the Board discretion to reduce or reclaim unvested and vested entitlements in certain circumstances, including where Mr Vella has acted fraudulently or dishonestly, or is in breach of his obligations to the Group.

ASX Listing Rule 10.15 additional information requirements

ASX Listing Rule 10.15 requires the following additional information to be included in this Explanatory Memorandum:

- Mr Vella falls within the category of persons in Listing Rule 10.14.1.
- Subject to Shareholder approval being obtained as contemplated by Resolution 4, the maximum number of Performance Rights (and hence Ordinary Shares) that the Company may issue to Mr Vella will be 727,722. The number of Performance Rights has been determined by multiplying the face value of Mr Vella's TFR for FY26 (\$1,470,000) by 2 and dividing the total by the 20-day VWAP of IGO shares up to and including 30 June 2025.
- For Mr Vella's current total remuneration for FY26, please refer to the 'Background to Resolutions 3 and 4' section of the Explanatory Memorandum.
- No consideration is payable by Mr Vella at the time of grant of the Performance Rights or upon the allocation of the Ordinary Shares to which Mr Vella may become entitled upon exercise of the vested Performance Rights.
- Mr Vella has previously been awarded 566,202 Performance Rights under the EIP at no cost as part of his remuneration in previous years.

Year	# Performance Rights
2023	111,657
2024	454,545

1. 2023 was the first year that Performance Rights were awarded to Mr Vella

- The Company uses Performance Rights under the EIP because it aligns remuneration with long-term value creation for Shareholders as well as encouraging retention whilst not providing employees with the full benefits of share ownership (such as dividend and voting rights) unless and until the rights vest and are exercised.
- The other Directors of the Company (as at the date of the AGM, being Mses Arlaud, Bakker and Hogg and Messrs Bastos and Nossal) are entitled to participate in the EIP, though the Company has not sought Shareholder approval for such an issue, and they have not received any securities under the EIP to date. It is the current intention of the Board that Non-executive Directors will not participate in the EIP.
- The voting exclusion statement in relation to Resolution 4 is included in the 'Voting Exclusion Statements' section of the Notice of Meeting.
- No loans will be made by the Company in connection with the acquisition of Performance Rights or Ordinary Shares upon the vesting of Performance Rights by Mr Vella.
- The Company will issue the Performance Rights to Mr Vella as soon as practicable following the Meeting and no later than 12 months after the Meeting.
- Details of any Performance Rights issued under the EIP will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the EIP after this Resolution is

approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.

Dilution

The Performance Rights to be issued to Mr Vella will have a diluting effect on the percentage interest of existing Shareholders' holdings. The diluting effect of these Performance Rights is less than 0.1% of the Company's current share capital.

The Board has formed the view that remuneration in the form of the Performance Rights to be granted to Mr Vella is reasonable given the Company's circumstances, and Mr Vella's circumstances (including his responsibilities). The Board is of the opinion that the terms of issue of the Performance Rights to Mr Vella are reasonable.

Voting Exclusions

For the voting exclusions applicable to this Resolution 4, please refer to the 'Voting Exclusion Statements' section of the Notice of Meeting.

Recommendation

The Board (with Mr Vella abstaining) recommends that Shareholders vote in favour of Resolution 4.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 4.

Resolution 5 – IGO Employee Incentive Plan Approval

Background

The IGO Employee Incentive Plan (EIP) was adopted by the Board and last approved by Shareholders at the Company's 2022 annual general meeting. The EIP incorporates both broad based equity participation for eligible employees as well as key executive incentive schemes.

A summary of the key terms of the EIP is set out in Attachment C, and a copy of the rules of the EIP is available upon request from the Company.

EIP Terms Generally

The EIP is an employee equity plan developed to meet contemporary equity design standards and to provide the greatest possible flexibility in the design and offer choices available in respect of various new equity schemes.

The EIP enables the Company to offer employees a range of different employee share scheme (**ESS**) interests. These ESS interests or 'awards' include options, performance rights, service rights, deferred shares, exempt shares, cash rights and stock appreciation rights.

The type of ESS interest that may be offered to employees will be determined by a number of factors, including:

- the remuneration or incentive purpose of the award
- the tax jurisdiction that the participating employee lives and/or works in
- the laws governing equity incentives where the participating employee lives and/or works; and
- the logistics and compliance costs associated with offering equity incentives where the participating employee lives and/or works.

Whenever Shares are acquired under the EIP, they may be acquired and held by the IGO Limited Performance Rights and Employee Incentive Plan Trust (**EST**). The trust deed (**EST Trust Deed**) outlines the rules of the EST and the responsibilities of the trustee of the EST, the Company and the participants. A copy of the EST Trust Deed is available upon request from the Company.

Approvals Sought

Shareholders are asked to approve the EIP for all purposes including:

- Listing Rule 7.2, Exception 13(b); and
- Sections 200B and 200E of the Corporations Act.

Further information on the EIP and these approvals are provided below.

Approval under ASX Listing Rule 7.2, Exception 13(b)

Shareholder approval of the EIP is being sought for the purposes of ASX Listing Rule 7.2, Exception 13(b) so that securities issued in accordance with the EIP will be excluded from the calculation of the maximum number of new equity securities that can be issued by the Company under ASX Listing Rule 7.1 for a period of three years from the date of approval.

If Resolution 5 is approved by Shareholders, it will have the effect of enabling the securities issued by the Company under the EIP to be automatically excluded from the formula to calculate the number of securities which the Company may issue within its 15% placement capacity in 12 months limit under ASX Listing Rule 7.1 during the next three-year period.

If Resolution 5 is not approved by Shareholders, the Company may still grant securities under the EIP but any grant will reduce the Company's capacity to issue equity securities under ASX Listing Rule 7.1 for 12 months following such grant (except to the extent such grant is specifically approved by shareholders for example under ASX Listing Rule 10.14). This may limit the Company's ability to utilise the EIP without additional Shareholder approval.

Since the EIP was last approved by Shareholders in 2022, 5,969,175 securities have been issued under the EIP.

The maximum number of securities proposed to be issued under the EIP within the 3 year period after the date of the passing of Resolution 5 is 10,000,000 securities. The maximum number (which equates to 1.3% of the Company's issued capital) is not intended to be a prediction of the actual number of securities to be granted under the EIP, but simply a ceiling for the purposes of ASX Listing Rule 7.2, Exception 13(b), and is intended to provide the Company with the capacity to continue to reward its employees appropriately as it grows over time and also takes into account the addition of options into the LTI.

Approval for the purposes of sections 200B and 200E of Corporations Act

The Corporations Act restricts the benefits that can be given to persons who hold a 'managerial or executive office' (as defined in the Corporations Act) on leaving their employment with the Company or any of its related bodies corporate.

Under section 200B of the Corporations Act, the Company may only give a person a benefit in connection with them ceasing to hold a managerial or executive office in the Group if the benefit is approved by Shareholders or an exemption applies.

As described in Attachment C, where a participant in the EIP has left employment or their position before their ESS interests have vested, the Board may exercise its discretion to determine that some or all of the ESS interests will vest or remain on foot.

The exercise of these discretions may constitute a 'benefit' for the purposes of section 200B of the Corporations Act.

The Company is therefore seeking Shareholder approval for the exercise of the Board's discretions in respect of any current or future participant in the EIP who holds:

- a managerial or executive office in a Group company at the time of their leaving or at any time in the three years prior to their leaving; and
- ESS interests under the EIP at the time of their leaving,

but only if those ESS interests are granted, or if the Board exercises certain discretions under the EIP, during the period from the beginning of the 2025 annual general meeting and ending at the close of the 2028 annual general meeting. That is, Resolution 5 is limited so that it only applies in respect of ESS interests granted in that period to, or if the Board exercises certain discretions under the EIP in that period in favour of, participants who from time to time hold a managerial or executive office (as defined in the Corporations Act).

Provided Shareholder approval is given, the value of these benefits may be disregarded when applying subsection 200F(2)(b) or subsection 200G(1)(c) of the Corporations Act (i.e., the approved benefit will not count towards the statutory cap under the legislation).

Non-executive Directors are not entitled to retirement benefits other than statutory superannuation or other statutory required benefits. Although Non-executive Directors are eligible to participate in the EIP, the Company does not currently make awards to Non-executive Directors under the EIP and has no current intention to provide Non-executive Directors with any termination benefits in connection with the EIP. Accordingly, Shareholder approval is sought on the basis that it will not extend to the giving of any termination benefits in connection with the EIP to Non-executive Directors.

Board's intentions for exercise of discretion

The Board's previous practice has been to only exercise its discretion:

- where the employee leaves employment without fault on their part; and
- so as only to preserve that number of unvested ESS interests, which then get tested in the same way as if the employee had remained and only vest to the extent that the performance hurdles are met.

However, this previous practice does not limit the Board's discretion, including its discretion to vest unvested ESS interests early in appropriate cases.

Value of the benefits

The value of the termination benefits that the Board may give under the EIP cannot be determined in advance.

This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's share price at the time of vesting and the number of ESS interests that the Board decides to vest, lapse or leave on foot.

The following additional factors may also affect the benefit's value:

- the circumstances in which a participant ceases to hold office and whether they serve all or part of any applicable notice period

- the participant's length of service and the portion of any relevant measurement periods that have expired at the time they leave employment
- the participant's total fixed remuneration at the time grants are made under the EIP and at the time they leave employment
- the number of unvested ESS interests that the participant holds at the time they leave employment
- any other factors that the Board determines to be relevant when exercising a discretion (such as its assessment of the participant's performance up to the cessation date); and
- the jurisdiction in which the participant is based at the time they cease employment, and the applicable laws in that jurisdiction.

Voting Exclusions

For the voting exclusions applicable to this Resolution 5, please refer to the 'Voting Exclusion Statements' section of the Notice of Meeting.

Recommendation

The Board (with Mr Vella, the Company's Chief Executive Officer and Managing Director, abstaining given that he has an interest in Resolution 5) recommends that Shareholders vote in favour of Resolution 5.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 5.

Resolution 6 – Renewal of the Company's Proportional Takeover Approval Provisions

Background

The Company's Constitution currently contains provisions dealing with proportional takeover bids for the Company's shares in accordance with the Corporations Act. The provisions, which are contained in rule 6 of the Constitution, are designed to assist Shareholders to receive proper value for their shares if a proportional takeover bid is made for the Company. Under the Corporations Act, these provisions must be renewed every three years or they will cease to have effect. The current provisions will automatically cease to have effect after 17 November 2025 unless renewed by the proposed special resolution. If renewed, the proposed proportional takeover provisions will be in exactly the same terms as the existing provisions and will have effect until 19 November 2028. The Corporations Act requires that the following information be provided to Shareholders when they are considering the inclusion of proportional takeover provisions in a constitution.

Effect of the proposed proportional takeover approval provisions

A proportional takeover bid is one where the offer made to each Shareholder is only for a proportion of that Shareholder's shares. If a proportional takeover bid is made, the Directors must hold a meeting of the Shareholders of the class of shares being bid for to consider whether or not to approve the bid. A resolution approving the bid must be voted on before the 14th day before the end of the bid period, during which the offers under the proportional takeover bid remain open, or a later day allowed by ASIC.

The resolution will be passed if more than 50% of votes are cast in favour of the approval. The bidder and its associates are not allowed to vote on the resolution. If no such resolution is voted on by the deadline, a resolution approving the bid is taken to have been passed.

If a resolution to approve the bid is rejected, binding acceptances are required to be rescinded, and all unaccepted offers and offers failing to result in binding contracts are taken to have been withdrawn.

If the bid is approved or taken to have been approved, the transfers resulting from the bid may be registered provided they comply with other provisions of the Corporations Act and the Company's Constitution. The proportional takeover provisions do not apply to full takeover bids, and only apply for three years after the date they are renewed. The provisions may be refreshed for a further three-year period, but only by a special resolution passed by Shareholders.

Reasons for proposing Resolution 6

Without the proportional takeover approval provisions, a proportional takeover bid may enable control of the Company to pass without Shareholders having the opportunity to sell all of their shares to the bidder. Shareholders may therefore be exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for their shares.

The proposed proportional takeover provisions lessen this risk because they allow Shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

No knowledge of any acquisition proposals

At the date of this notice, no Director of the Company is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Review of proportional takeover approval provisions

The Corporations Act requires that Shareholders be given a statement which retrospectively examines the advantages and disadvantages, for Directors and Shareholders, of the proportional takeover provisions proposed to be renewed. Such a statement follows.

While the proportional takeover approval provisions have been in effect in rule 6 of the Constitution of the Company, there have been no takeover bids for the Company, either proportional or otherwise. Accordingly, there are no actual examples against which to review the advantages or disadvantages of the existing proportional takeover provisions (that is, rule 6 of the Constitution) for the Directors and Shareholders of the Company. The Directors are not aware of any potential takeover bid that was discouraged by rule 6 of the Constitution.

Potential advantages and disadvantages

As well as a retrospective review of the provisions proposed to be renewed, the Corporations Act requires that Shareholders be given a statement of the potential future advantages and disadvantages of the provisions. The Directors of the Company consider that the proposed renewal of the proportional takeover provisions has no potential advantages or potential disadvantages for Directors because they remain free to make a recommendation on whether a proportional takeover bid should be accepted.

The potential advantages of the proposed proportional takeover provisions for Shareholders are:

- they give Shareholders their say in determining by majority vote whether a proportional takeover bid should proceed
- they may assist Shareholders in not being locked in as a minority
- they increase Shareholders' bargaining power and may assist in ensuring that any proportional bid is adequately priced; and
- knowing the view of the majority of Shareholders assists each individual Shareholder in assessing the likely outcome of the proportional takeover bid and whether to approve or reject that offer.

Some potential disadvantages to Shareholders of the Company are:

- it is a hurdle and may discourage the making of proportional takeover bids in respect of the Company
- this hurdle may depress the share price or deny Shareholders an opportunity of selling their shares at a premium; and
- it may reduce the likelihood of a proportional takeover bid being successful.

However, the Directors do not perceive those or any other possible disadvantages as justification for not renewing the proportional takeover provisions for a further three years. In particular, Shareholders as a whole should be able to decide whether or not a proportional takeover bid is successful.

Recommendation

The Board recommends that Shareholders vote in favour of Resolution 6.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 6.

Resolution 7 – Change of Auditor

Background

Resolution 7 seeks Shareholder approval to replace the Company's auditor.

Under section 327B of the Corporations Act, shareholder approval is required for the appointment of a new auditor. It is proposed that Ernst & Young be appointed as the auditor of the Company.

BDO Audit Pty Ltd has been the Company's auditor since 2002. In the interests of good governance, the Company considered it prudent to change auditors. Following a competitive tender process, Ernst & Young were selected due to their strong technical capabilities, relevant experience and alignment with IGO's strategy and commitment to sustainability.

BDO Audit Pty Ltd has agreed to resign as auditor with effect from the close of the Meeting and has received consent from ASIC for the resignation in accordance with section 329(5) of the Corporations Act prior to the Meeting.

Section 328B(1) of the Corporations Act requires that written notice of nomination of a new auditor be received from a member of the Company. The Company has received such a nomination from Mr Ivan Vella in his capacity as a member of the Company. A copy of the nomination is set out in Attachment D.

If Resolution 7 is passed, the appointment of Ernst & Young as the Company's new auditor will take effect from the close of the Annual General Meeting.

If Resolution 7 is not passed the Company will need to appoint a new auditor other than Ernst & Young.

Recommendation

The Board recommends that Shareholders vote in favour of Resolution 7.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 7.

ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read this Explanatory Memorandum carefully and in full before deciding how to vote on the Resolutions. A Proxy Form is attached to the Notice of Meeting. This is to be used by Shareholders if they wish to appoint a proxy to vote in their place. All Shareholders are invited and encouraged to attend the Meeting either in person or online via the Computershare Meeting platform. Shareholders who are unable to attend in person or online are encouraged to sign and return the Proxy Form to the Company in accordance with the instructions provided. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting either in person or online via the Computershare Meeting platform (but if the Shareholder votes on a Resolution either at the physical Meeting or online via the Computershare Meeting platform, any proxy appointed by the Shareholder is not entitled to vote, and must not vote, as the Shareholder's proxy on that Resolution).

ATTACHMENT A – GROUP 1 - IGO LITHIUM COMPARATOR TSR PEER GROUP

The Company's TSR performance will be assessed against a group of domestic and international companies selected as an appropriate comparator group given the Company's strategic focus on lithium. The current list of the Group 1 comparator companies is set out below:

ASX (Domestic listings)	Overseas Listings
Pilbara Minerals Ltd	Sigma Lithium
Liontown Resources	Atlantic Lithium
Core Lithium Ltd	
Elevra Lithium	

Adjustments to the Group 1 Peer Group

Listed below are a number of events, as well as the implications of these events, that may occur which could affect the structure of the Company's TSR peer group:

- if a company in the peer group is taken over, that company may be removed from the peer group
- if the acquiring company is in the peer group, that company will remain in the peer group
- if a company in the peer group demerges, the demerged companies may be removed from the peer group
- in the case of a capital reconstruction or capital return, an adjustment to the TSR calculation will be made, if appropriate, depending on the nature of the event
- if a company in the peer group changes its name, it will remain in the peer group
- where a company's shares are suspended at the testing date, the Board shall have the discretion as to how this event shall be treated; and
- where a company is delisted from the relevant stock exchange, the Board shall have the discretion as to how this event shall be treated.

ATTACHMENT B – DEFINITIONS

In the Notice of Meeting and this Explanatory Memorandum (including Attachments A, B and C), the following terms have the meaning set out below:

Term	Meaning
\$	Australian dollars
2025 Annual Report	the annual report of the Company for the year ended 30 June 2025
2025 Financial Report	the annual financial report, including the financial statements, of the Company for the year ended 30 June 2025
ASIC	Australian Securities & Investments Commission
ASX	ASX Limited (ACN 008 624 691) or the Australian Securities Exchange operated by it, as the context requires
Auditor	the Company's auditor as at the date of this Notice of Meeting, being BDO Audit Pty Ltd
AWST	Australian Western Standard Time, being the time in Perth, Western Australia
Board	the board of directors of the Company
Closely Related Party	has the meaning as defined in section 9 of the Corporations Act and includes in respect of a member of the Key Management Personnel: • a spouse or child of the member a child of the member's spouse • a dependant of the member or of the member's spouse • 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 dealings with the Company; or • a company the member controls.
Company or IGO	IGO Limited (ABN 46 092 786 304)
Constitution	the constitution of the Company
Corporations Act	the Corporations Act 2001 (Cth)
Director	a director of the Company
EIP	the Company's Employee Incentive Plan
Explanatory Memorandum	this Explanatory Memorandum accompanying the Notice of Meeting
Group	the Company and its subsidiaries

Key Management Personnel or KMP	the key management personnel of the Company as defined in AASB Standard 124 (and includes each of the Directors)
Listing Rules or ASX Listing Rules	the Listing Rules of the ASX
Meeting	the annual general meeting of the Company convened by the Notice of Meeting
Non-executive Director	a Director of the Company who is not a member of the executive management team
Notice of Meeting or Notice	the notice convening the Meeting that accompanies this Explanatory Memorandum
Proxy Form	the proxy form included with the Notice of Meeting
Remuneration Report	the remuneration report of the Company for the year ended 30 June 2025
Shareholder	a holder of Shares
Shares or Ordinary Shares	fully paid ordinary shares in the Company
TSR	Total Shareholder Return
VWAP	volume weighted average price

ATTACHMENT C – SUMMARY OF EIP KEY TERMS AND KEY POLICY SETTINGS

Eligibility

The Board has the discretion to determine who is eligible to participate in any offer under the EIP.

Vesting conditions

The vesting of any securities issued under the EIP, excluding Exempt Share Awards (as defined in the rules of the EIP), may be conditional on the satisfaction of performance and/or service conditions as determined by the Board and advised to the employee in the individual's offer documents.

Exercise of securities

A participant will be entitled to exercise vested securities issued under the EIP in accordance with the terms contained in the invitation to the individual. The terms of the invitation may provide that EIP securities will be automatically exercised on vesting.

Price

Securities issued under the EIP may be issued at no cost to the participants. Options may be subject to payment of an exercise price by the participant which is determined by the Board and advised to the participant in the individual's offer documents.

Lapse/forfeiture

Securities issued under the EIP will lapse or be forfeited in accordance with the terms of any individual EIP award. This may include, for example, lapse or forfeiture due to failure to meet conditions, the occurrence of events such as cessation of employment or a change of control, or the expiry of EIP securities.

Board may elect to settle in cash

If the Board determines that it is not appropriate for tax, legal, regulatory or compliance reasons to issue or transfer Shares upon satisfaction of its obligations under the EIP, the Company may make a cash payment to the participant in accordance with the terms of the EIP for equivalent value.

Waiving the restricted period

The Board may waive or shorten the restriction period applicable to securities issued under the EIP, as contained in the offer to the participant.

Change of control

On the occurrence of a change of control, the Board will determine (and in anticipation of a change of control the Board may determine), in its sole and absolute discretion, the manner in which vested and unvested securities issued under the EIP shall be dealt with which may include pro-rata vesting.

Cessation of employment

The Board, in its discretion, may determine that some or all unvested securities lapse, are forfeited, vest (immediately or subject to conditions), are only exercisable for a prescribed period and will otherwise lapse, and/or are no longer subject to some of the restrictions that previously applied, as a result of a participant ceasing to be an employee of the Group.

Malus and clawback

The EIP contains discretions that allow the Board to reduce or clawback unvested and vested entitlements in certain circumstances, including in the case of fraud, dishonesty, gross misconduct, bringing the Group into disrepute, breach of obligations to the Group, material financial misstatements, where warranted due to risk behaviour, or other circumstances under law or Group policy. The EIP also allows the Board to reduce unvested awards where vesting is not justified or supportable for performance or other specified reasons.

No dealing or hedging

Dealing restrictions apply to securities issued under the EIP in accordance with the rules of the EIP and the Company's Dealing in Securities Standard. Participants are prohibited from hedging or otherwise protecting the value of unvested securities issued under the EIP.

Rights attaching to Shares

Shares issued under the plan will rank equally for voting, dividends and other entitlements, be subject to any restrictions imposed under the rules and otherwise rank equally with the existing Shares on issue at the time of allotment.

Company may issue or acquire shares

The Company may, in its discretion, either issue new shares or acquire shares already on issue, or a combination of both, to satisfy the Company's obligations under the EIP.

Adjustments

Prior to the allocation of shares to a participant upon vesting or exercise of securities issued under the EIP, the Board may make any adjustment it considers appropriate to the terms of securities in order to minimise or eliminate any material advantage or disadvantage to a participant resulting from a corporate action such as a capital raising or capital reconstruction.

Limits on securities issued

Securities will not be granted under the EIP if it is an issue of securities that combined with all other employee share scheme interests outstanding would exceed 15% of the Company's then outstanding issued capital.

Continued operation of the plan

The plan may be suspended, terminated or amended at any time by the Board, subject to any resolution of the Company required by the ASX Listing Rules.

ATTACHMENT D – NOMINATION OF AUDITOR

The Directors

IGO Limited
ABN 46 092 786 304

8 October 2025

Dear Directors

The undersigned, being a member of IGO Limited, hereby nominates Ernst & Young for appointment as auditor of the company at the forthcoming annual general meeting.

Yours faithfully

A handwritten signature in black ink, appearing to be 'Ivan Vella', written over a circular stamp or seal.

Ivan Vella



IGO Limited
ABN 46 092 786 304

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:30am AWST on Monday, 17 November 2025.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 188104

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/we being a member/s of IGO Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of IGO Limited to be held at Meeting Room 8, Perth Convention and Exhibition Centre, Mounts Bay Road, Perth Western Australia 6000 and as a virtual meeting on Wednesday, 19 November 2025 at 9:30am AWST and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 2 to 5 except where I/we have indicated a different voting intention in step 2) even though Resolutions 2 to 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 2 to 5 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Re-election of Ms Trace Arlaud	☐	☐	☐
Resolution 2	Remuneration Report	☐	☐	☐
Resolution 3	Issue of Service Rights to Mr Ivan Vella	☐	☐	☐
Resolution 4	Issue of Performance Rights to Mr Ivan Vella	☐	☐	☐
Resolution 5	IGO Employee Incentive Plan Approval	☐	☐	☐
Resolution 6	Renewal of Company's Proportional Takeover Approval Provisions	☐	☐	☐
Resolution 7	Change of Auditor	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically