BONSHAW GOLD GROUP LIMITED

(Formerly Mount Rommel Mining Ltd)

ACN 005 583 031

NOTICE OF ANNUAL GENERAL MEETING

PROXY FORM

AND

EXPLANATORY MEMORANDUM

Date of Meeting
27 November 2026

Place of Meeting
The Boardroom, Bongiorno & Partners
Level 2, 431 St Kilda Road, Melbourne, Victoria

Time of Meeting
11:00am

BONSHAW GOLD GROUP LIMITED

ACN 005 583 031

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Members of Bonshaw Gold Group Ltd (''Bonshaw'' or ''the Company'') will be held at The Boardroom, Bongiorno & Partners Level 2, 431 St Kilda Road, Melbourne, Victoria on 27 November 2026 at 11:00am.

AGENDA

ORDINARY BUSINESS

Item 1 - Consideration of Financial Statements and Reports

To consider and, if thought fit, pass the following resolution:

"In accordance with the recommendation of the majority of the Board, that the Financial Statements and records be adopted as the true and correct financial statements and records of the Company"

Item 2 - Re-election of Director, Christoper Osborne Haslam

To consider and, if thought fit, pass the following resolution:

"In accordance with the recommendation of the majority of the Board, that Christopher Osborne Haslam be re-elected as a Director of the Company"

By Order of the Board of
Bonshaw Gold Group Ltd

Chris Haslam
Chairperson

13 October 2026

NOTES: Voting and Instructions for Appointment of Proxy

1. In accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that the shares of Bonshaw that are registered as at 7:00pm on 25 November 2026 will be taken, for the purposes of this Annual General Meeting, to be held by the persons who held them at that time. Accordingly, those persons will be entitled to attend and vote at the meeting.

2. Rule 9.10 of the Constitution governs entitlement of Members to vote and in particular Rule 9.10.1.3 provides:
"on a poll, every person who is a Member or a proxy, attorney or representative of a Member shall, in respect of each fully paid share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the share, but in respect of partly paid shares, shall have a fraction of vote for each partly paid share. This fraction must be equivalent to the proportion which the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited). In this Rule, amount paid in advance of a call are ignored when calculating the proportion."

At present, some partly paid shares have been paid up, but not yet returned to the share registry for due record. These incompletely processed shares are not eligible for voting as full shares.

3. A Member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Member's voting rights.

4. If a Member appoints two proxies and does not specify the proportion of votes each proxy may exercise, then each proxy will be taken to exercise one half of the votes held subject to fractional entitlements to votes being disregarded.

5. A proxy duly appointed need not be a Member of the Company.

6. A proxy form accompanies this Notice (see attached at **Annexure A**) and, to be effective, this proxy, duly executed, and any document necessary to show the validity of this proxy must, not less than 48 hours before the time appointed for the Meeting be:

(a) lodged at the office of the Share registry, MUFG Corporate Markets (formerly Link Market Services) at Locked Bag A14, Sydney South NSW 1235; or
(b) sent to MUFG Corporate Markets proxy facsimile number (02) 9287 0309;
(c) sent to MUFG Corporate Markets email address at support@cm.mpms.mufg.com;

(d) lodged at the Company's registered office at Suite 1007, 44 Lakeview Drive, Scoresby Victoria 3179; or
(e) lodged in accordance with the directions on the proxy form.

Any proxy lodged after that time will be treated as invalid.

7. Directors and Officers of all corporate shareholders should note that unless the corporate shareholder either:
(a) Completes and lodges with the Company a valid appointment of proxy in accordance with the instructions in these notes; or
(b) Completes and either lodges with the Company prior to the meeting a form of appointment of or certificate of appointment of a personal representative in accordance with the provisions of Section 250D of the Corporations Law or causes such personal representative to attend the meeting with such form of appointment as attorney; or
(c) Has appointed an attorney and such proxy, personal representative or attorney attends the relevant meeting,

then such corporate shareholder will be unable to exercise any votes at the relevant meeting.

8. Corporate Members should comply with the execution requirements set out in these notes or otherwise comply with the provisions of Section 127 of the Act. Section 127 of the Act provides that a company may execute a document without using its common seal if the document is signed by:
(a) 2 directors of the company; or
(b) A director and a company secretary of the company; or
(c) For a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129 (5) and (6) of the Act, a document must appear to have been executed in accordance with Section 127 (1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127 (1) or (2) as applicable.

In particular, where a Corporate Member chooses to execute a document using its common seal, a person who witnesses the affixing of the common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

9. Completion of a proxy form will not prevent individual Members from attending the meeting in person if they wish. Where a Member completes and lodges a valid proxy form and attends the meeting in person then the proxy's authority to speak and vote for that Member is suspended while the Member is present at the meeting.

10. Where a proxy form is lodged and is executed under power of attorney the power of attorney must be lodged in like manner as a proxy.

EXPLANATORY MEMORANDUM

Items of Business

Item 1 - Consideration of Financial Statements and Reports

The Corporations Act requires that the financial report (which includes the financial statements and Directors' declaration, the Directors' Report, and the Auditor's Report) for the year ended 30 June 2026 be laid before the AGM.

Members will be given a reasonable opportunity to ask questions about, or to make comments on, the reports and the management of the Company. Members will also be given an opportunity to ask a representative of 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 reports, and the independence of the auditor in relation to the conduct of the audit.

The financial statements for the year ended 30 June 2026 and reports can be found on the Company's website www. https://www.mountrommel.com/

The Chairman of the AGM intends to vote all available (including undirected) proxies in favour of Resolution 1.

Item 2 - Re-election of Director

Mr Christopher Osborne Haslam will retire at this AGM. Being eligible, he offers himself for re-election as a Director.

The retirement and proposed re-election of Christopher Haslam described above satisfies the Company's obligations relating to the retirement and election of Directors at an Annual General Meeting under the Constitution.

Directors' Recommendation

The Board (with Christopher Haslam abstaining) unanimously supports and recommends that shareholders vote in favour of the resolution in relation to the re-election of Christopher Osborne Haslam as a Director of the Company.

The Chairman of the AGM intends to vote all available (including undirected) proxies in favour of Resolution 2.