



# Notice of General Meeting

## General Meeting – Notice of Meeting and Proxy Form

Enclosed is the Notice of Meeting, Letter to Shareholders and Proxy Form for the General Meeting of NuCoal Resources Ltd (**Company**).

The General Meeting of the Company will be held at **10.30am** (Sydney Time) on **Tuesday, 12 May 2026** at:

Taurus Funds Management Pty Ltd  
Suite 4101, Level 41, Gateway  
1 Macquarie Place  
Sydney NSW 2000

This announcement has been authorised by the Board.

Date of Document: 8 April 2026

For further enquiries please contact:

Megan Etcell  
Company Secretary  
Telephone: +61 2 4013 6181

**Registered Office**  
c/- 28 Honeysuckle Drive  
Newcastle NSW 2300  
**T** +61 2 4013 6181  
**E** [admin@nucoal.com.au](mailto:admin@nucoal.com.au)  
**www.nucoal.com.au**

**NSX:NCR • Share Information**  
Issued Shares: 768.6m

**Board of Directors**  
Chairman:  
Non Executive Director:  
Non Executive Director:  
Company Secretary:

G. Galt  
G. Lewis  
M. Davies  
M. Etcell

# Notice of General Meeting and Explanatory Memorandum

**Date:** Tuesday 12 May 2026  
**Time:** 10:30am (AEST)  
**Place:** Taurus Funds Management Pty Ltd  
Suite 4101, Level 41, Gateway  
1 Macquarie Place, Sydney NSW 2000



**NUCOAL**  
RESOURCES LTD

If you have any questions about the Resolutions or other information contained in this Notice of Meeting or in the Explanatory Memorandum, please contact the Company Secretary on +61 2 4013 6181, Monday to Friday between the hours of 9:00am and 5:00pm (AEST).

**Please read this Notice of Meeting and accompanying Explanatory Memorandum carefully. If you are not able to attend the General Meeting of Shareholders, please complete and return the Proxy Form in accordance with the specific directions.**

Notice is hereby given that a General Meeting of Shareholders of NuCoal Resources Ltd (the **Company** or **NuCoal**) will be held on Tuesday 12 May 2026 at 10:30am (AEST) at Taurus Funds Management Pty Ltd, Suite 4101, Level 41, Gateway, 1 Macquarie Place, Sydney NSW 2000.

This Notice of Meeting incorporates, and should be read together with, the Explanatory Memorandum and Proxy Form.

## **RESOLUTION**

### **1. SHARE CONSOLIDATION**

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

*That, pursuant to section 254H of the Corporations Act and for all other purposes, Shareholders approve the consolidation of the issued capital of the Company on the basis that every twenty (20) Shares be consolidated into one (1) Share with fractional entitlements rounded up to the nearest whole Security.*

### **2. CHANGE OF COMPANY NAME**

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

*That, the name of the Company be changed from 'NuCoal Resources Limited' to 'NCR Resources Limited'.*

### **3. AMENDMENTS TO COMPANY CONSTITUTION**

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

*That, subject to the passing of Resolution 2 – Change of Company Name, and for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval be given to amend the Constitution of the Company in the manner specified in the Explanatory Statement.*

By order of the Board

Dated: 8 April 2026

**Megan Etcell**  
Company Secretary

## VOTING ENTITLEMENTS

### Eligibility to vote

The Board has determined that a Shareholder's voting entitlement at the General Meeting will be taken to be the entitlement of a person or company shown in the register of Shareholders as at 7:00pm (AEST) on Sunday 10 May 2026.

### Voting at the meeting

Ordinary resolutions require a simple majority of votes cast by Shareholders present and entitled to vote either by proxy or in person or by representative on the resolutions. No special resolutions are being considered at the General Meeting.

### Proxies

- A Shareholder entitled to attend the General Meeting and vote has a right to appoint a proxy. A Proxy Form accompanies this Notice of Meeting for this purpose.
- The proxy need not be a Shareholder of NuCoal.
- Any instrument appointing a proxy in which the name of the appointee is not completed will be regarded as given in favour of the Chairman of the General Meeting.
- The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the General Meeting and voting personally. The appointment of a proxy is not revoked by the Shareholder attending and taking part in the General Meeting, but if the Shareholder votes on any resolution, any proxy is not entitled to vote, and must not vote, as the Shareholder's proxy on the resolution.
- Shareholders who are entitled to cast two or more votes may appoint not more than two proxies to attend and vote at the General Meeting. When appointing two proxies, please either obtain an additional Proxy Form from the Company's Share Register or copy the original proxy provided.
- On each Proxy Form state the nominated proportion or number of votes each proxy may exercise. If no such proportion or number is specified, each proxy may exercise half of the votes. Neither proxy may vote on a show of hands.
- Proxy Forms must be signed by a Shareholder or the Shareholder's attorney, or if the Shareholder is a corporation must be signed in accordance with section 127 of the Corporations Act or under the hand of its attorney or duly authorised officer. If the Proxy Form is signed by a person who is not the registered Shareholder (e.g. an attorney), then the relevant authority (e.g. in the case of

Proxy Forms signed by an attorney, the power of attorney or a certified copy of the power of attorney) must either have been provided previously to NuCoal or be enclosed with the Proxy Form.

- To be effective, Proxy Forms must be received no later than 10:30am (AEST) Sunday 10 May 2026, by the Company at its registered office or deposited at or faxed to the Company's Share Registry at:

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

By Mail: NuCoal Resources Limited  
c/- MUFG Corporate Markets (AU) Limited  
Liberty Place, Level 41  
161 Castlereagh Street  
Sydney NSW 2000

By Fax: +61 2 9287 0309

Info line: +61 1300 554 474

- If a body corporate is appointed as a proxy, please write the full name of that body corporate (e.g. Company X Pty Ltd). Do not use abbreviations. The body corporate will need to ensure that it:

- (a) appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act; and
- (b) provides satisfactory evidence to the Company or the share registry of its corporate representative's appointment before the General Meeting.

If no such evidence is received before the General Meeting, then the body corporate (through its representatives) will not be permitted to act as proxy.

- If the Proxy Form is left undirected with respect to any resolutions and in favour of the Chairman (or if your appointed proxy fails to attend), then the Chairman will vote such proxies in favour of those resolutions.

### EXPLANATORY MEMORANDUM

This Explanatory Memorandum contains an explanation of, and information about, the Resolutions to be considered at the General Meeting.

The Explanatory Memorandum forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

## BUSINESS

### Resolution 1 – Consolidation of shares

Resolution 1 seeks Shareholder approval, in accordance with section 254H of the Corporations Act and the Company's Constitution, to consolidate the issued capital of the Company by converting every twenty (20) existing Shares into one (1) new Share (**Consolidation**).

The Directors consider that the proposal for the Consolidation will reduce the number of Shares on issue, thereby creating a more efficient capital structure.

Resolution 1 is an ordinary resolution.

### Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

### Effect on capital structure

The Company has, as at the date of this Notice, 768,612,354 Ordinary Shares on issue (**pre-Consolidation Shares**).

The Consolidation proposed by Resolution 1 will have the effect of reducing the number of Ordinary Shares on issue to approximately 38,430,617 Ordinary Shares.

The Company has no options on issue.

Individual holdings will be reduced in accordance with the Consolidation ratio. The Consolidation applies equally to all Shareholders (subject only to rounding of fractions), therefore it will have no material impact on the percentage interest of each Shareholder of the Company.

The aggregate value of each Shareholder's proportional interest in the Company will not materially change solely as a result of the Consolidation as the only anticipated changes will be the result of rounding.

Theoretically, the market price of each Share following the Consolidation should increase by 20 times its current value. Practically and assuming Resolution 1 is passed by Shareholders, the value of each Share will be dependent on a number of factors which will not be within the control of the Company.

### Fractional entitlements and taxation

Not all Shareholders will hold a number of Shares which can be evenly divided by 20. Where a fractional entitlement occurs, the fractional holding will be rounded up to the nearest whole Share.

It is not considered that any taxation consequences will exist for Shareholders arising from the

Consolidation, however, Shareholders are advised to seek their own taxation advice on the effect of the Consolidation and neither the Company nor the Directors accept any responsibility for the individual taxation consequences arising from the Consolidation.

### Timing of Consolidation

The Consolidation will take effect in accordance with the following proposed timetable:

Event	Date
Shareholders pass Resolution to approve the Consolidation.	12 May 2026
Last day for trading on a pre-Consolidation basis.	14 May 2026
Effective Date of Consolidation. First day for trading on a pre-Consolidation and deferred settlement basis.	15 May 2026
Record Date for Consolidation. Last day for the Company to register transfers on a pre-Consolidation basis.	18 May 2026
First day for the Company to update its register and send post-Consolidation holding statements.	19 May 2026
Last day for the Company to update its register and to send post-Consolidation holding statements to shareholders reflecting the change in the number of Securities they hold, and to notify NSX that this has occurred.	26 May 2026

The above timetable is indicative only and remains subject to change at the Company's discretion, subject to applicable laws and, if appropriate, the Listing Rules.

### Holding Statements

From the date of the Consolidation, all holding statements for Shares will cease to have any effect, except as evidence of entitlement to a certain number of Shares on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Shares to be issued to Shareholders. It is the responsibility of each shareholder to check the number of Shares held prior to disposal.

### Board recommendation

The Board recommends Shareholders vote in favour of this Resolution.

## Resolution 2 – Change of Company Name

Resolution 2 is a special resolution seeking Shareholder approval to change the Company's name from 'NuCoal Resources Limited' to 'NCR Resources Limited'.

Pursuant to section 157 of the Corporations Act, a company may change its name by special resolution.

The proposed name change will take immediate effect when ASIC alters the registration details of the Company.

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

## Resolution 3 – Amendments to Company Constitution

Resolution 3 is a special resolution proposing amendments to the Company's existing Constitution to reflect the change of Company name as proposed in Resolution 2.

Pursuant to section 136(2) of the Corporations Act, a Company may modify or repeal its constitution by special resolution. Resolution 3 is conditional on the passage of Resolution 2 changing the Company name and will be immediately adopted when ASIC effects the change of company name under Resolution 2 and alters the Company's registration details.

Resolution 3 is subject to the passing of Resolution 2.

The Directors believe that the above proposed amendment is not material nor will it have any significant or adverse impact on Shareholders.

### **Amendments proposed to the Company's constitution as follows:**

#### **Specific amendments**

1. **Clause 1.1 - Definitions:** 'Company means NuCoal Resources Limited' to be replaced with 'Company means NCR Resources Limited'.

#### **General amendments**

2. All references to 'NuCoal Resources Limited' to be amended to 'NCR Resources Limited'.

The current constitution of the Company is available on the Company's website [www.nucoal.com.au](http://www.nucoal.com.au).

A copy of the proposed amended constitution is available for inspection, free of charge, at the Company's registered office. In addition, any Shareholder who wishes to review the proposed amended constitution (and who makes a written request for a copy to the Company Secretary) prior to the Annual General Meeting will be sent a copy, free of charge.

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

## GLOSSARY

In this Explanatory Memorandum and the Notice of Meeting:

**Board** means the board of Directors of the Company.

**Chairman** means the chairman of the Board.

**Company** means NuCoal Resources Ltd ACN 060 352 990.

**Consolidation** means the consolidation of the Company's issued capital by converting every twenty (20) existing Shares into one (1) new Share.

**Constitution** means the constitution of the Company currently in force.

**Corporations Act** means the *Corporations Act 2001 (Cth)*.

**Directors** means the Directors of the Company as at the date of this Explanatory Memorandum being Gordon Galt, Glen Lewis and Michael Davies.

**Explanatory Memorandum** means this explanatory memorandum that accompanies and forms part of the Notice of Meeting.

**General Meeting** means the General Meeting of the Company to be convened by the Notice of Meeting.

**Listing Rules** means the Official Listing Rules of the NSX.

**Notice of Meeting** means the notice of General Meeting dated 27 March 2026 which this Explanatory Memorandum accompanies.

**NSX** means National Stock Exchange of Australia ABN 11 000 902 063.

**Ordinary Shares** means fully paid ordinary shares in NuCoal.

**Proxy Form** means the proxy form that accompanies and forms part of the Notice of Meeting.

**Resolution** means the resolution(s) referred to in the Notice of Meeting.

**Share** means a fully paid ordinary share in the Company.

**Share Registry** means the Company's share register, MUFG Corporate Markets (AU) Limited.

**Shareholder** means a holder of Shares in the Company.



**NUCOAL**  
RESOURCES LTD



## HEAD OFFICE

PO Box 307  
Toronto NSW 2283

P 02 4013 6181

W [www.nucoal.com.au](http://www.nucoal.com.au)  
E [admin@nucoal.com.au](mailto:admin@nucoal.com.au)

ABN 29 060 352 990

## NOTICE OF GENERAL MEETING

Dear Shareholder,

Notice is hereby given that the General Meeting of Shareholders of NuCoal Resources Ltd (**Company**) will be held at Taurus Funds Management Pty Ltd, Suite 4101, Level 41, Gateway, 1 Macquarie Place, Sydney NSW 2000 at 10:30am (AEST) on Tuesday, 12 May 2026.

The Board has made the decision that it will hold a physical meeting. In addition, and in accordance with the *Corporations Amendment (Meetings and Documents) Act 2022*, the Company will not be dispatching physical copies of the Notice of General Meeting (**Notice**) unless a shareholder has made a valid election to receive documents in hard copy. Instead, a copy of the Notice will be available under the "ASX Announcements" section of the NuCoal website at [www.nucoal.com.au](http://www.nucoal.com.au).

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience. Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Notice.

Your proxy voting instruction must be received by 10:30am (AEST) on Sunday, 10 May 2026 being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the meeting.


In order to receive communications electronically in the future, please update your details via the MUFG Corporate Markets (AU) Limited investor portal at <https://au.investorcentre.mpms.mufg.com>.

Yours faithfully

**Megan Etccl**  
**Company Secretary**



**LODGE YOUR VOTE**

-  **ONLINE**  
<https://au.investorcentre.mpms.mufg.com>
-  **BY MAIL**  
NuCoal Resources Limited  
C/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia
-  **BY FAX**  
+61 2 9287 0309
-  **BY HAND**  
MUFG Corporate Markets (AU) Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150
-  **ALL ENQUIRIES TO**  
Telephone: 1300 554 474      Overseas: +61 1300 554 474



**X99999999999**

**PROXY FORM**

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

**APPOINT A PROXY**

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **10:30am (AEST) on Tuesday, 12 May 2026 at Taurus Funds Management Pty Ltd, Suite 4101, Level 41, Gateway, 1 Macquarie Place, Sydney NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.


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

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

**VOTING DIRECTIONS**

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions	For	Against	Abstain*	Special Resolutions	For	Against	Abstain*
1 SHARE CONSOLIDATION	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	2 CHANGE OF COMPANY NAME	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				3 AMENDMENTS TO COMPANY CONSTITUTION	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

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

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

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

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (AEST) on Sunday, 10 May 2026**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

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

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



#### BY MOBILE DEVICE

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

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

#### QR Code



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



#### BY MAIL

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



#### BY FAX

+61 2 9287 0309



#### BY HAND

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

\* in business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**