Pre-quotation Disclosure

Daly Resources Limited (**Company**) makes the following disclosures in accordance with ASX's listing conditions. Capitalised terms not otherwise defined have the meaning given in the Company's prospectus dated 27 April 2026 (**Prospectus**).

1. **Restricted Securities**

The following table provides the number of Securities subject to ASX restrictions and the restriction period applied to those Securities.

Security	Number	Restriction period
Shares	26,610,000	24 months from the date of quotation of the Company's Shares on ASX.
Shares	2,320,000	12 months from the date of issue.
Performance Rights	4,600,000	24 months from the date of quotation of the Company's Shares on ASX.
Performance Rights	300,000	12 months from the date of issue.
Options	1,500,000	12 months from the date of issue.
Options	21,250,000	24 months from the date of quotation of the Company's Shares on ASX.

2. **Capital structure**

On admission to the official list of ASX, the Company's capital structure will be as follows:

	Shares	%	Options	Performance Rights
Existing Shares	43,000,000	47.25	18,750,000	5,500,000
Shares offered under the Public Offer	48,000,000	52.75	-	-
Lead Manager Options	Nil	-	4,000,000	-
Total	**91,000,000**	**100.00**	**22,750,000**	**5,500,000**

3. **Nature and effect of waiver**

Refer to Annexure A.

4. **Confirmation of no impediments**

The Company confirms that there are no legal, regulatory, statutory or contractual impediments to it entering and carrying out exploration activities on the Huckitta, Broughton and Batten projects such that the Company will be able to spend its cash in accordance with its commitments for the purposes of satisfying Listing Rule 1.3.2(b).

5. **Exploration licences**

The Company advises that as at the date of this announcement the status of the following exploration licence applications is as follows:

Exploration licence	Status
ELA32920	Application
ELA33209	Application
ELA33210	Application
ELA33211	Application
ELA33212	Application
ELA33213	Application
ELA33608	Application
ELA33534	Application
ELA33535	Application

By order of the Board

Mike Edwards
Executive Chairman

Annexure A - Daly Resources Limited – Waiver & Confirmation Disclosure

Listing Rule 1.1, Condition 12 – Waiver

Daly Resources Limited (ACN 664 007 621) (**Company**) advises that it has been granted a waiver from ASX Listing Rule 1.1, Condition 12 in connection with its admission to the official list of ASX (**Admission**).

Background and reasons for the Waiver

On 17 March 2026, the Company applied to ASX for a waiver from Listing Rule 1.1, Condition 12, which ordinarily requires that all performance securities on issue at the time of Admission have an exercise price of at least 20 cents.

Under the Company's prospectus dated 27 April 2026 (**Prospectus**), the Company disclosed that it had on issue a total of 5,500,000 performance rights (**Performance Rights**) to certain members of the Company's board of directors (**Board**) and management (or their nominees) (collectively, **Recipients**). These Performance Rights have an exercise price of less than 20 cents and are subject to performance-based milestones aligned with the Company's business and strategic objectives.

The purpose of issuing the Performance Rights is to:

(a) attract and retain high-calibre executives, directors, and consultants with industry experience;

(b) align the interests of the Recipients with those of the Company's shareholders (**Shareholders**);

(c) provide performance-based incentives linked to the creation of shareholder value;

(d) encourage a long-term focus on Company objectives; and

(e) conserve the Company's cash reserves.

The Board considers that the grant of the Performance Rights is a cost-effective and performance-aligned remuneration tool. Without the waiver, the Company would need to renegotiate engagement terms with the relevant members of the Board and the Company's management, potentially requiring increased fixed remuneration and the use of additional cash resources.

Nature of the Waiver

ASX granted the Company a waiver from Listing Rule 1.1, Condition 12 to the extent necessary to have on issue 5,500,000 Performance Rights on condition that:

(a) the full terms and conditions of the Performance Rights are clearly disclosed in the Prospectus (which have been at Section 8.4 of the Prospectus); and

(b) the Company discloses the nature and effect of the waiver and the Company's reasons for seeking the waiver as pre-quotation disclosure (as provided in this announcement).

Effect of the Waiver

The effect of the waiver is that the Company will have 5,500,000 Performance Rights on issue at the time of Admission with an exercise price of less than 20 cents, notwithstanding the requirements of Listing Rule 1.1, Condition 12. The waiver facilitates the Company's intended equity-based incentive structure without requiring amendments to the terms of the Performance Rights or alternative cash-based remuneration arrangements.

Listing Rule 6.1 Confirmation

The Company applied to ASX for confirmation that the terms of the Performance Rights are appropriate and equitable for the purposes of ASX Listing Rule 6.1.

1. ASX confirmed that the terms of the Performance Rights are appropriate and equitable for the purposes of Listing Rule 6.1, subject to the conditions set out below.
2. The Prospectus contains disclosure of each of the matters set out in Section 8.4 of the Prospectus.
3. The full terms and conditions of the Performance Rights are clearly disclosed in the Prospectus (see Section 8.4 of the Prospectus).

4. The Company makes an announcement immediately upon the satisfaction of each of the vesting conditions, on the conversion of any of the Performance Rights and the expiry of any of the Performance Rights (as applicable).
5. The terms and conditions of the Performance Rights, including without limitation the vesting conditions that have to be satisfied before each Performance Right converts into a fully paid ordinary share in the capital of the Company (**Share**), are not to be changed without the prior approval of ASX and the Shareholders.
6. Upon conversion of the Performance Rights into Shares, the Company will apply to the ASX for quotation of the Shares within the requisite time period.
7. The Company discloses the following in each annual report issued by the Company in respect of any period during which any of the Performance Rights remain on issue or were converted or cancelled:
   (a) number of Performance Rights on issue during the relevant period;
   (b) a summary of the terms and conditions of the Performance Rights, including without limitation the number of Shares into which they are convertible and the relevant vesting conditions;
   (c) whether any of the Performance Rights were converted or cancelled during that period; and
   (d) whether the relevant milestones were met during the period.