

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 741(1)(b) – Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (**ASIC**) makes this instrument under paragraph 741(1)(b) of the *Corporations Act 2001* (**Act**).

Title

2. This instrument is ASIC Instrument 26-0778.

Commencement

3. This instrument commences on the date it is signed.

Declaration

4. Chapter 6D of the Act applies to a person who holds CDIs over Common Stock, as if section 707 was modified or varied by omitting subsection 707(3) and subsection 707(4) and substituting the following subsection:

“(3) An offer of a body’s securities for sale within 12 months after their issue needs disclosure to investors under this Part if the body issued the securities:

- (a) without disclosure to investors under this Part; and
- (b) with the purpose of the person to whom they were issued:
 - (i) selling or transferring them; or
 - (ii) granting, issuing or transferring interests in, or options or warrants, over, them;

and section 708 or 708A does not say otherwise.”

Where this instrument applies

5. The declaration in paragraph 4 applies where:
 - (a) a person who holds CDIs over Common Stock makes an offer of those CDIs for sale (**Sale Securities**);
 - (b) the sale offer occurs within 12 months after the issue of the Sale Securities;
 - (c) the Common Stock underlying the Sale Securities were issued by Gladiator:
 - (i) in compliance with all applicable Canadian securities laws;

- (ii) without disclosure under Chapter 6D of the Act; and
- (iii) within 12 months before Listing, or as a result of the vesting, exercise and/or conversion (as applicable) of Options, RSUs or Warrants granted before Listing;
- (d) an Information Memorandum is provided to NSX and published on the official announcement platform of the NSX on or around 22 September 2026 by Gladiator in relation to the quotation of CDIs over Common Stock that are in the same class as the Sale Securities; and
- (e) the Information Memorandum describes:
 - (i) the Options and RSUs;
 - (ii) the conversion of Options, RSUs and Warrants into Common Stock;
 - (iii) the transmutation of Common Stock to CDIs, and of CDIs to Common Stock;
 - (iv) the issue of 10,000,000 shares of Common Stock on 15 July 2026, comprising 7,000,000 shares of charity flow-through Common Stock at CAD 3.87 per share and 3,000,000 shares of non-flow-through Common Stock at CAD 2.65 per share; and
 - (v) the nature and effect of the relief in this instrument.

Interpretation

6. In this instrument:

ASX Settlement means ASX Settlement Pty Limited ACN 008 504 532.

CAD means Canadian dollars.

CDIs, in relation to Common Stock in Gladiator, means units of beneficial ownership in Common Stock, that are issued for the purpose of enabling the Common Stock to be recorded and transferred in accordance with the operating rules of ASX Settlement.

Common Stock means common stock or common shares in the capital of Gladiator.

Options means the options that were granted by Gladiator before the date of the Information Memorandum under the terms described in the Information Memorandum.

RSUs means the restricted stock units that were granted by Gladiator before the date of the Information Memorandum under the terms described in the Information Memorandum.

Gladiator means Gladiator Metals Corp. (Canadian business number 827172057), a company incorporated under the *Business Corporations Act* (British Columbia), SBC 2002, chapter 57.

Information Memorandum means the information memorandum in connection with the Listing provided to NSX in substantially the same form as the draft information memorandum dated 14 September 2026 and given to ASIC on 15 September 2026.

Listing means the admission of Gladiator to the official list of the NSX.

NSX means National Stock Exchange of Australia Limited ACN 000 902 063 or the securities exchange operated by National Stock Exchange of Australia Limited ACN 000 902 063.

Securities has the meaning affected by section 700(1) of the Act (as modified by *ASIC Corporations (Offers of CHESS Depository Interests) Instrument 2025/180*).

Warrants means the warrants that were granted by Gladiator before the date of the Information Memorandum under the terms described in the Information Memorandum

Dated this 17th day of September 2026



Signed by Samuel Wong
as a delegate of the Australian Securities and Investments Commission