



AURUM RESOURCES LIMITED

ACN 650 477 286

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

TIME: 2.00pm (WST)
DATE: Thursday 27 November 2025
PLACE: Unit 1/1 Centro Avenue, SUBIACO WA 6008

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.
If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary on +61 (8) 6559 1792.

As permitted by the Corporations Act, the Company will not be sending hard copies of the Notice of Annual General Meeting to Shareholders unless the Shareholder has made a valid election to receive documents in hard copy. Instead, Shareholders can access a copy of the Notice at the following link:

<https://www.aurumres.com.au/asx-announcements/>

How Shareholders Can Participate

1. Shareholders are urged to appoint the Chair as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business and the Chair must follow the Shareholder's instructions. Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form attached to the Notice of Annual General Meeting. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting. Your proxy voting instructions must be received by 2.00pm (WST) on Tuesday, 25 November 2025.
2. Shareholders may submit questions in advance of the Meeting by email to the Company Secretary at mp@miradorcorporate.com. Responses will be provided at the Meeting in respect of all valid questions received prior to 2.00pm (WST) on Tuesday, 25 November 2025. Shareholders who attend the Meeting, will also have the opportunity to submit questions during the Meeting.

Shareholders should contact the Company Secretary on +61 (8) 6559 1792 or by email at mp@miradorcorporate.com if they have any queries in relation to the Meeting arrangements.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform and on the Company's website at: <https://www.aurumres.com.au/asx-announcements/>.

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Annual General Meeting of Aurum Resources Limited (ACN 650 477 286) (**Company**) will be held at Unit 1/1 Centro Avenue, Subiaco WA 6008 on Thursday 27 November 2025 commencing at 2.00pm (WST).

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your Shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm (WST) on Tuesday, 25 November 2025.

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above.

VOTING BY PROXY

Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chair as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. Instructions for lodging proxies are included on your personalised proxy form.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution or is otherwise required under section 250JA of the Corporations Act; and
- either of the following applies:
 - o the proxy is not recorded as attending the meeting; or
 - o the proxy does not vote on the resolution,

the Chair is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the Shareholders of Aurum Resources Limited (ACN 650 477 286) (**Company**) will be held at Unit 1/1 Centro Avenue, Subiaco WA 6008, commencing at 2.00pm (WST) on Thursday, 27 November 2025 to consider, and if thought fit, to pass the Resolutions set out below.

Terms used in this Notice of Annual General Meeting and accompanying Explanatory Statement are defined in the glossary to this document.

The Explanatory Statement which accompanies and forms part of this Notice of Annual General Meeting describes the matters to be considered at the Annual General Meeting.

The business to be considered at the Annual General Meeting is set out below.

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS – YEAR ENDED 30 JUNE 2025

To receive and consider the Annual Financial Report, the Directors' Report and the auditor's report of the Company for the financial year ended 30 June 2025.

Note: There is no requirement for Shareholders to approve these reports.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **non-binding** resolution:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the annual Remuneration Report as set out in the Directors' Report for the financial year ended 30 June 2025 on the terms set out in the Explanatory Statement accompanying this Notice of Annual General Meeting."

Please note that in accordance with section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any member of the Key Management Personnel whose remuneration is included in the Remuneration Report and any of Closely Related Party of a member of the Key Management Personnel. However, the Company will not disregard a vote cast on this Resolution by such person if:

- (a) the person is acting as proxy appointed in writing and the Proxy Form specifies how the proxy is to vote on the Resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair voting an undirected proxy and their appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected with the remuneration of the Key Management Personnel.

If you are a member of the Key Management Personnel or a Closely Related Party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MARK STRIZEK

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary** resolution:

"That, Mr Mark Strizek, who retires as a director of the Company, pursuant to clause 14.2 of the Constitution and ASX Listing Rule 14.5, and being eligible, offers himself for re-election, is re-elected as a director of the Company."

4. **RESOLUTION 3 – RE-ELECTION OF DIRECTOR – STEVEN ZANINOVICH**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary** resolution:

“That, Mr Steven Zaninovich, who retires as a director of the Company, pursuant to clause 14.4 of the Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, is re-elected as a director of the Company.”

5. **RESOLUTION 4 – APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **special** resolution:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.”

Important note: The persons to whom any Equity Securities under the Additional 10% Placement Facility may be issued to are not as yet known or identified. In these circumstances (and in accordance with guidance in ASX Guidance Note 21 relating to ASX Listing Rule 7.1A), ASX considers a material benefit to be one that is likely to induce the recipient of the benefit to vote in favour of the transaction regardless of its impact on ordinary security holders. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

6. **RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES TO EMPLOYEES**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary** resolution:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue by the Company under ASX Listing Rule 7.1 of 650,000 Shares to the Participating Employees for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of a Participating Employee, or any Associate of those persons. However, the Company will not disregard a vote cast on this Resolution by such person if:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair acting as proxy or attorney 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. RESOLUTION 6 – ADOPTION OF NEW LONG-TERM INCENTIVE PLAN

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary** resolution:

“That, for the purposes of ASX Listing Rule 7.2 Exception 13(b) and for all other purposes, Shareholders approve the adoption of the employee incentive scheme known as the “Aurum Resources Limited Long-Term Incentive Plan”, and the issue of the Equity Securities thereunder, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is eligible to participate in the New Plan and any Associate of those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair acting as proxy or attorney 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. RESOLUTION 7 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR CAIGEN WANG

To consider and, if thought fit, to pass with or without amendment, the following Resolution as an **ordinary** resolution:

“That, pursuant to and in accordance with ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 4,750,000 Performance Rights to Mr Caigen Wang (or his nominee), a Director of the Company, pursuant to the New Plan and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.”

Voting Exclusion – ASX Listing Rules: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the New Plan in respect of which the approval is being sought, being Mr Caigen Wang and any Associate of Mr Caigen Wang. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair acting as proxy or attorney 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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

- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition – Corporations Act:

In accordance with section 250BD of the Corporations Act, a vote must not be cast on this Resolution by a member of the Key Management Personnel, or a Closely Related Party of a Key Management Personnel, acting as proxy if their appointment does not specify the way the proxy is to vote on the Resolution. However, the Company will not disregard any proxy votes cast on that Resolution by a member of the Key Management Personnel if the member is the Chair of the Meeting acting as proxy and their appointment expressly authorised the Chair to exercise the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel for the Company.

9. RESOLUTION 8 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR MARK STRIZEK

To consider and, if thought fit, to pass with or without amendment, the following Resolution as an **ordinary** resolution:

“That, pursuant to and in accordance with ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 4,750,000 Performance Rights to Mr Mark Strizek (or his nominee), a Director of the Company, pursuant to the New Plan and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.”

Voting Exclusion – ASX Listing Rules: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the New Plan in respect of which the approval is being sought, being Mr Mark Strizek and any Associate of Mr Mark Strizek. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair acting as proxy or attorney 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition – Corporations Act:

In accordance with section 250BD of the Corporations Act, a vote must not be cast on this Resolution by a member of the Key Management Personnel, or a Closely Related Party of a Key Management Personnel, acting as proxy if their appointment does not specify the way the proxy is to vote on the Resolution. However, the Company will not disregard any proxy votes cast on that Resolution by a member of the Key Management Personnel if the member is the Chair of the Meeting acting as proxy and their appointment expressly authorised the Chair to exercise the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel for the Company.

10. **RESOLUTION 9 – APPROVAL TO PROVIDE POTENTIAL TERMINATION BENEFITS TO DIRECTOR CAIGEN WANG (PERFORMANCE RIGHTS)**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary** resolution:

“That, for the purposes of ASX Listing Rule 10.19 and sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the giving of potential termination benefits to Mr Caigen Wang (or his nominee), a Director of the Company, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.”

Voting Exclusion – ASX Listing Rules: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Caigen Wang, or an officer of the Company or any of its child entities who is entitled to participate in a termination benefit, and any Associate of those persons. However, the Company need not disregard a vote if:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair acting as proxy or attorney 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition – Corporations Act: In accordance with sections 200E(2A) and 200E(2B) of the Corporations Act, a vote must not be cast in favour of this Resolution (in any capacity) by or on behalf of Mr Caigen Wang or his Associates. However, this does not prevent the casting of a vote on this Resolution if it is cast by a person as proxy appointed in writing that specifies how the proxy is to vote on this Resolution and it is not cast on behalf of Mr Caigen Wang or his Associates.

11. **RESOLUTION 10 – APPROVAL TO PROVIDE POTENTIAL TERMINATION BENEFITS TO DIRECTOR MARK STRIZEK (PERFORMANCE RIGHTS)**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary** resolution:

“That, for the purposes of ASX Listing Rule 10.19 and sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the giving of potential termination benefits to Mr Mark Strizek (or his nominee), a Director of the Company, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.”

Voting Exclusion – ASX Listing Rules: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Mark Strizek, or an officer of the Company or any of its child entities who is entitled to participate in a termination benefit, and any Associate of those persons. However, the Company need not disregard a vote if:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

- (b) the Chair acting as proxy or attorney 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition – Corporations Act: In accordance with sections 200E(2A) and 200E(2B) of the Corporations Act, a vote must not be cast in favour of this Resolution (in any capacity) by or on behalf of Mr Mark Strizek or his Associates. However, this does not prevent the casting of a vote on this Resolution if it is cast by a person as proxy appointed in writing that specifies how the proxy is to vote on this Resolution and it is not cast on behalf of Mr Mark Strizek or his Associates.

12. RESOLUTION 11 – APPROVAL TO PROVIDE POTENTIAL TERMINATION BENEFITS TO DIRECTOR CAIGEN WANG (EXECUTIVE SERVICES AGREEMENT)

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary** resolution:

“That, for the purposes of ASX Listing Rule 10.19 and sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the giving of potential termination benefits to Mr Caigen Wang (or his nominee), a Director of the Company, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.”

Voting Exclusion – ASX Listing Rules: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Caigen Wang, or an officer of the Company or any of its child entities who is entitled to participate in a termination benefit, and any Associate of those persons. However, the Company need not disregard a vote if:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair acting as proxy or attorney 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition – Corporations Act: In accordance with sections 200E(2A) and 200E(2B) of the Corporations Act, a vote must not be cast in favour of this Resolution (in any capacity) by or on behalf of Mr Caigen Wang or his Associates. However, this does not prevent the casting of a vote on this Resolution if it is cast by a person as proxy appointed in writing that specifies how the proxy is to vote on this Resolution and it is not cast on behalf of Mr Caigen Wang or his Associates.

13. **RESOLUTION 12 – APPROVAL TO PROVIDE POTENTIAL TERMINATION BENEFITS TO DIRECTOR MARK STRIZEK (EXECUTIVE SERVICES AGREEMENT)**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary** resolution:

“That, for the purposes of ASX Listing Rule 10.19 and sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the giving of potential termination benefits to Mr Mark Strizek (or his nominee), a Director of the Company, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.”

Voting Exclusion – ASX Listing Rules: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Mark Strizek, or an officer of the Company or any of its child entities who is entitled to participate in a termination benefit, and any Associate of those persons. However, the Company need not disregard a vote if:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair acting as proxy or attorney 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition – Corporations Act: In accordance with sections 200E(2A) and 200E(2B) of the Corporations Act, a vote must not be cast in favour of this Resolution (in any capacity) by or on behalf of Mr Mark Strizek or his Associates. However, this does not prevent the casting of a vote on this Resolution if it is cast by a person as proxy appointed in writing that specifies how the proxy is to vote on this Resolution and it is not cast on behalf of Mr Mark Strizek or his Associates.

Dated: 30 October 2025

By order of the Board

Mauro Piccini
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting of the Company to be held on Thursday, 27 November 2025 at Unit 1/1 Centro Avenue, Subiaco WA 6008 commencing at 2.00pm (WST).

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement are defined in the glossary to this document.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Annual General Meeting, please contact the Company Secretary, your accountant, solicitor, stockbroker or other professional adviser before voting.

1. AGENDA ITEM 1 - FINANCIAL STATEMENTS AND REPORTS – YEAR ENDED 30 JUNE 2025

The Corporations Act requires the annual financial report, directors' report and the auditor's report (**Annual Financial Statements**) be received and considered at the Annual General Meeting.

The Annual Financial Statements for the year ended 30 June 2025 are tabled for the information of Shareholders. A copy of the Annual Financial Statements can be accessed online at <https://www.aurumres.com.au/company-reports/>. Alternatively, a hard copy will be made available on request.

There is no requirement for Shareholders to approve these reports and no vote will be taken on the Annual Financial Statements.

However, time will be allowed during the Annual General Meeting for consideration by Shareholders of the Annual Financial Statements.

The Company's auditor, RSM Australia Partners, will be present at the Annual General Meeting and Shareholders will have the opportunity to ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies, and the independence of the auditor.

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:

- (a) the preparation and content of the auditor's report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the Annual Financial Statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days prior to the Meeting, being 5.00pm (WST) on 20 November 2025 to the Company Secretary:

By email to: mp@miradorcorporate.com

2. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

2.1 Background

Pursuant to section 250R(2) of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of a non-binding resolution, its remuneration report for the financial year ended 30 June 2025 (**Remuneration Report**). The Remuneration Report is a distinct section of the annual directors' report (**Directors' Report**) which deals with the remuneration of Directors, executives and senior managers of the Company.

More particularly, the Remuneration Report can be found within the Directors' Report in the Company's annual financial report for the year ended 30 June 2025 (**Annual Financial Report**). The Annual Financial Report is available on the Company's website at <https://www.aurumres.com.au/company-reports/>.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out the remuneration details for each Director and executive officer named in the Remuneration Report for the financial year ended 30 June 2025.

The remuneration levels for Directors, executives and senior managers are competitively set to attract and retain appropriate Directors and Key Management Personnel.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

2.2 Regulatory Requirements

The Corporations Act provides that this Resolution need only be an advisory vote of Shareholders and does not bind the Directors.

In addition, sections 250U and 250V of the Corporations Act sets out a "two strikes" re-election process, pursuant to which:

- (a) if, at a subsequent annual general meeting (**Later Annual General Meeting**), at least 25% of the votes cast on a resolution that the remuneration report be adopted are against the adoption of that remuneration report;
- (b) at the immediately preceding annual general meeting (**Earlier Annual General Meeting**), at least 25% of the votes cast on a resolution that the remuneration report be adopted were against the adoption of that remuneration report; and
- (c) a resolution was not put to the vote at the Earlier Annual General Meeting under an earlier application of section 250V of the Corporations Act,

then the Company must put to vote at the Later Annual General Meeting a resolution, requiring Shareholders to vote on whether the Company must hold another general meeting (**Spill Meeting**) to consider the appointment of all of the Directors at the time the Directors' Report was approved by the Board who must stand for re-appointment (other than the Managing Director) (**Spill Resolution**). The Spill Resolution may be passed as an ordinary resolution.

If the Spill Resolution is passed, the Spill Meeting must be held within 90 days after the Spill Resolution is passed. All of the Company's Directors who were Directors at the time when the resolution to make the Directors' Report was passed (excluding the Managing Director of the Company who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office) cease to hold office immediately before the end of the Spill Meeting and may stand for re-election at the Spill Meeting.

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that general meeting were less than 25%. Accordingly, a Spill Resolution will not be put to Shareholders at this Annual General Meeting even if 25% or more of the votes cast in respect of the Remuneration Report are against the adoption of the Remuneration Report.

2.3 Board Recommendation

The Board unanimously recommends Shareholders vote in favour of this Resolution.

The Chair intends to vote all available undirected proxies in favour of this Resolution.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MARK STRIZEK

3.1 Background

ASX Listing Rule 14.5 requires that there be an election of directors at each annual general meeting of the Company.

Clause 14.2 of the Constitution requires that:

- (a) at each annual general meeting of the Company, one third of the directors (rounded up in case of doubt), must retire from office (excluding a director appointed as a casual vacancy that only holds office until the next annual general meeting or the Managing Director) and may seek re-election at the annual general meeting;
- (b) consistent with ASX Listing Rule 14.4, no director except a Managing Director may hold office for a period in excess of 3 years, or past the third annual general meeting following the director's appointment, whichever is longer; and
- (c) the directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

Mr Mark Strizek was first appointed on 1 February 2024 and was elected by Shareholders at the Company's previous annual general meeting held on 6 November 2024. Mr Troy Flannery, being the only other director who is not exempt from the rotation requirements set out above was also re-elected by Shareholders at the Company's previous annual general meeting on 6 November 2024. It has been agreed that Mr Strizek (rather than Mr Flannery) will seek re-election at the Annual General Meeting. Accordingly, Mr Mark Strizek retires as a Director and seeks re-election from Shareholders.

Further details about Mr Mark Strizek are set out in the Company's 2025 Annual Financial Report and on the Company's website at <https://www.aurumres.com.au/board-of-directors/>.

3.2 Technical Information required by ASX Listing Rule 14.1A

If Resolution 2 is not passed, Mr Mark Strizek will not be re-elected as a Director and will retire at the conclusion of the Annual General Meeting.

If Resolution 2 is passed, Mr Mark Strizek will be re-elected as a Director.

3.3 Board Recommendation

The Board (other than Mr Mark Strizek) unanimously recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – STEVEN ZANINOVICH

4.1 Background

Pursuant to clause 14.4 of the Constitution, the Directors may appoint at any time a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

In accordance with clause 14.4 of the Constitution and ASX Listing Rule 14.4, any Director appointed to fill a casual vacancy only holds office until the next annual general meeting and is then eligible for election by Shareholders. Accordingly, Mr Steven Zaninovich, having been appointed as a Director on 1 December 2024 retires in accordance with clause 14.4 of the Constitution and ASX Listing Rule 14.4 and being eligible, seeks re-election from Shareholders.

Further details about Mr Steven Zaninovich are set out in the Company's 2025 Annual Financial Report and on the Company's website at <https://www.aurumres.com.au/board-of-directors/>.

4.2 Technical Information required by ASX Listing Rule 14.1A

If Resolution 3 is not passed, Mr Steven Zaninovich will not be re-elected as a Director and will retire at the conclusion of the Annual General Meeting.

If Resolution 3 is passed, Mr Steven Zaninovich will be re-elected as a Director.

4.3 Board Recommendation

The Board (other than Mr Steven Zaninovich) unanimously recommends that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

5.1 Background

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under ASX Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**Additional 10% Placement Facility**).

An “eligible entity” for the purposes of ASX Listing Rule 7.1A means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity as at the date of this Notice and is expected to be an eligible entity as at the time of the Annual General Meeting.

Resolution 4 seeks Shareholder approval by way of special resolution for the Company to have the Additional 10% Placement Facility provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at the Annual General Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Company is seeking a mandate to issue securities under the Additional 10% Placement Facility to enable the Company to pursue its growth strategy with the flexibility to act quickly as potential business opportunities arise.

The exact number of Equity Securities that the Company may issue under the Additional 10% Placement Facility will be determined in accordance with the following formula:

(A x D) – E

Where:

- A** the number of fully paid ordinary securities on issue at the commencement of the relevant period,
- (i) plus, the number of fully paid ordinary securities issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
 - (ii) plus, the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - (A) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (B) the issue of, or agreement to issue the convertible securities was approved, or taken under the ASX Listing Rules to have been approved under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;
 - (iii) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - (A) the agreement was entered into before the commencement of the relevant period; or
 - (B) the agreement or issue was approved, or taken under these rules to have been approved under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;

- (iv) plus, the number of any other fully paid ordinary securities issued in the relevant period with approval under ASX Listing Rule 7.1 or ASX Listing Rule 7.1A;
- (v) plus, the number of partly paid ordinary securities that became fully paid in the relevant period; and
- (vi) less the number of fully paid ordinary securities cancelled in the relevant period.

Note that variable “A” has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4.

“**relevant period**” means the 12 month period immediately preceding the date of the issue or agreement.

If Resolution 4 is passed, the Company will be able to issue Equity Securities under the Additional 10% Placement Facility up to a combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the Additional 10% Placement Facility to issue Equity Securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

5.2 Regulatory Requirements

In compliance with the information requirements of ASX Listing Rule 7.3A, Shareholders are advised of the following information:

(a) Issue Period

If Shareholders approve this Resolution, the Company will have a mandate to issue Equity Securities under the Additional 10% Placement Facility under ASX Listing Rule 7.1A from the date of the Annual General Meeting until the earlier of the following to occur:

- (i) the date that is 12 months after the date of the Annual General Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the date of the approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(Additional 10% Placement Period).

The Company will only issue Equity Securities under the Additional 10% Placement Facility during the Additional 10% Placement Period.

(b) Minimum Issue Price

Equity Securities issued under the Additional 10% Placement Facility must be in the same class as an existing class of quoted Equity Securities of the Company and issued for cash consideration. As at the date of this Notice of Annual General Meeting, the Company has on issue two classes of quoted Equity Securities, being Shares and options (ASX:AUEO).

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph 5.2(b)(i) above, the date on which the Equity Securities are issued.

(c) **Purpose of Issues**

The Company may seek to issue the Equity Securities under the Additional 10% Placement Facility to raise funds in connection with the following purposes:

- (i) acquisitions of new assets or investments (including expense associated with such acquisitions);
- (ii) continued exploration and feasibility study expenditure on the Company's current assets; and/or
- (iii) general working capital.

The Company will provide further information at the time of issue of any Equity Securities under the Additional 10% Placement Facility in compliance with its disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.3.

(d) **Dilution**

As at the date of this Notice of Annual General Meeting, the Company has 343,689,493 Shares on issue. Accordingly, if Shareholders approve this Resolution, the Company will have the capacity to issue approximately 34,368,949 Equity Securities under the Additional 10% Placement Facility in accordance with ASX Listing Rule 7.1A.

If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Facility, existing Shareholders' voting power in the Company will be diluted as shown in the table below to the extent Shareholders do not receive any Shares under such issues.

There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice of Annual General Meeting.

The below table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 or ASX Listing Rule 10.11 that are approved at a Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Number of Shares on issue (Variable "A" in ASX Listing Rule 7.1A.2)	Dilution			
		\$0.268 50% decrease in Issue Price	\$0.535 Issue Price	\$0.803 50% increase in Issue Price
Current Variable A	10% voting dilution	34,368,949	34,368,949	34,368,949
343,689,493 Shares	Funds raised	\$9,210,878	\$18,387,388	\$27,598,266

50% increase in current Variable A	10% voting dilution	51,553,424	51,553,424	51,553,424
	515,534,240 Shares	Funds raised	\$13,816,318	\$27,581,082
100% increase in current Variable A	10% voting dilution	68,737,899	68,737,899	68,737,899
	687,378,986 Shares	Funds raised	\$18,421,757	\$36,744,776

The table has been prepared on the following assumptions:

1. Variable A is 343,689,493 being the number of ordinary securities on issue at the date of this Notice of Annual General Meeting.
2. The issue price is \$0.535, being the closing price of the Shares on ASX on 28 October 2025, being the last trading day before the date of this Notice of Annual General Meeting.
3. The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility.
4. No options are exercised into Shares before the date of issue of the Equity Securities.
5. The Company has not issued any other Equity Securities using its placement capacity under ASX Listing Rules 7.1 or 7.1A in the 12 months preceding this Notice of Annual General Meeting.
6. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
7. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
8. The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.

(e) **Allocation Policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Placement Facility. The identity of the persons to whom Equity Securities will be issued to will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue, a placement and a pro rata offer, a placement and an offer under securities purchase plan or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The persons to whom Equity Securities will be issued to under the Additional 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders and/or new Shareholders.

The persons to whom Equity Securities will be issued to under the Additional 10% Placement Facility will not include related parties of the Company.

(f) **Previous issues of Equity Securities under ASX Listing Rule 7.1A.**

The Company obtained Shareholder approval for an additional 10% placement facility under ASX Listing Rule 7.1A at the 2024 annual general meeting on 6 November 2024.

In the 12 months preceding this Notice of Annual General Meeting, the Company has issued 15,253,219 Shares under ASX Listing Rule 7.1A. All of these Shares were issued pursuant to the placement announced by the Company to ASX on 6 December 2024 (**December 2024 Placement**).

A table setting out the details of the issue as required by ASX Listing Rule 7.3A.6 is set out below:

Issue date	13 December 2024
Names of persons to whom the Equity Securities were issued or the basis on which those persons were determined	The Shares were issued to new and existing local and offshore institutional and sophisticated investors, none of whom were Material Investors. The investors were identified by the Company and its advisers.
Number and class of securities issued	15,253,219 Shares
Issue price	\$0.35 each A 12.5% discount to the closing price of the Company's Shares on ASX on 3 December 2024, being the last trading day prior to announcement of the placement.
Funds raised	The December 2024 Placement raised \$10 million (before costs). The December 2024 Placement was conducted using the Company's placement capacity under ASX Listing Rule 7.1 and 7.1A. The Shares issued using the Company's placement capacity under ASX Listing Rule 7.1A raised approximately \$5,338,627.
Use of funds	The funds raised from the December 2024 Placement were used to meet the costs of the Company's acquisition of Mako Gold Ltd, including a A\$4.8 million payment to Perseus Mining Limited (ASX:PRU) at completion of the acquisition; exploration drilling at the Napié Gold Project; feasibility studies; environmental approvals in Côte d'Ivoire and working capital.

(g) **Voting exclusion statement**

There is no voting exclusion statement for this Resolution. At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities using the Additional 10% Placement Facility. Accordingly, the proposed persons to whom any Equity Securities may be issued to under the Additional 10% Placement Facility are not yet known or identified. No existing Shareholder's votes will therefore be excluded from voting on Resolution 4.

5.3 Board Recommendation

The Board believes that the Additional 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further Equity Securities representing up to 10% of the Company's share capital during the next 12 months. Accordingly, the Board unanimously recommends that Shareholders vote in favour of Resolution 4.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES TO EMPLOYEES

6.1 Background

As announced to ASX on 14 August 2025, the Company issued 650,000 Shares (**Incentive Shares**) to six employees of the Company located in Côte d'Ivoire identified by the Company for their work contributing to the increase of more than 50% in the combined JORC Code compliant Indicated and Inferred Mineral Resource estimate totalling 820,000 ounces¹ for its Boundiali Gold Project in Côte d'Ivoire to 2.41Moz gold² (**Participating Employees**).

As announced to ASX on 6 October 2025, the combined JORC Code compliant Indicated and Inferred Mineral Resource estimate for the Boundiali Gold Project comprises a total Mineral Resources of 2.41Moz at 1.0 g/t Au using cut-off grades of 0.4 g/t Au above 300m depth and 1 g/t Au below 300m depth including:

- (a) Indicated Resources totalling 26 Mt at 1.1 g/t Au for 920,000 ounces; and
- (b) Inferred Resources totalling 51 Mt at 0.9 g/t Au for 11,510,000 ounces.

The Company confirms that it is not aware of any new information or data that materially affects the information included in the 6 October 2025 announcement and, in the case of estimates of Mineral Resources, all material assumptions and technical parameters underpinning the estimates in the 6 October 2025 announcement continue to apply and have not materially changed.

The Incentive Shares were issued to the Participating Employees using the Company's capacity under ASX Listing Rule 7.1, for the purposes of incentivising and rewarding the Participating Employees. None of the Participating Employees are related parties to or a Material Investor in the Company.

Resolution 5 seeks Shareholder approval, pursuant to ASX Listing Rule 7.4, to ratify the issue of Incentive Shares that were issued without Shareholder approval to the Participating Employees.

6.2 Regulatory Requirements

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Incentive Shares does not fit within any of the exceptions and as the Incentive Shares have not yet been approved by Shareholders, the issue effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under the ASX Listing Rules for the 12 month period following the date of the issue of the Incentive Shares.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to maintain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain shareholder approval under ASX Listing Rule 7.1.

To this end, Resolution 5 seeks Shareholder approval to ratify the issue of the Incentive Shares under and for the purposes of ASX Listing Rule 7.4.

If Resolution 5 is passed, the issue of the Incentive Shares will be excluded in calculating Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of the issue of the Incentive Shares.

If Resolution 5 is not passed, the issue of the issue of the Incentive Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of the issue of the Incentive Shares.

¹ Please see the ASX announcement titled "Boundiali JORC Resource Grows over 50% to 2.41Moz gold" dated 5 August 2025 for further information on the breakdown of the combined Indicated and Inferred Mineral Resource estimate.

² Please see the ASX announcement titled "Boundiali JORC Resource Grows over 50% to 2.41Moz gold" dated 5 August 2025 for further information.

6.3 Technical Information required by ASX Listing Rule 7.5

In compliance with the information requirements of ASX Listing Rule 7.5, Shareholders are advised of the following information:

The names of the persons to whom the entity issued the securities or the basis on which those persons were identified or selected	<p>The Incentive Shares were issued to the Participating Employees.</p> <p>The Participating Employees were identified by the Managing Director of the Company through their work on the resource update at the Company's Boundiali Gold Project.</p> <p>None of the Participating Employees are related parties or Material Investors.</p>
Number and class of securities issued	650,000 Incentive Shares were issued pursuant to ASX Listing Rule 7.1.
Material terms of the securities	The Incentive Shares were all fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares.
Date of issue	The Incentive Shares were issued on 14 August 2025.
Issue price or other consideration	The Incentive Shares were issued at a deemed issue price of \$0.50 per Incentive Share.
Purpose of the issue, including the intended use of the funds raised	The purpose of the issue was to incentivise and reward employees of the Company and retain key staff in a competitive market. No funds were raised from the issue.
Relevant agreement	The Incentive Shares were not issued pursuant to an agreement.
Voting exclusion statement	A voting exclusion statement for Resolution 5 is included in the Notice of Annual General Meeting preceding this Explanatory Statement.

6.4 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 5.

7. RESOLUTION 6 – ADOPTION OF NEW LONG-TERM INCENTIVE PLAN

7.1 Background

At the Company's general meeting held on 8 July 2025, the Company obtained Shareholder approval to adopt the "*Aurum Resources Limited Long-Term Incentive Plan*" (**Previous Plan**) for the purposes of ASX Listing Rule 7.2 Exception 13(b).

The effect of Shareholder approval was that the Company is able to issue securities under the Previous Plan (**Incentive Securities**) to eligible participants (**Eligible Persons**) over a period of three years from the date of that meeting without impacting on the Company's ability to issue to up to 15% of its total ordinary securities without Shareholder approval in any 12-month period under ASX Listing Rule 7.1.

The Board has adopted a new long-term incentive plan (**New Plan**) and now seeks Shareholder approval for the New Plan for the purposes of ASX Listing Rule 7.2 Exception 13(b).

7.2 Changes under the New Plan

Under the terms of the Previous Plan, unvested performance rights or options (**Awards**) will generally lapse on the earlier of:

- (a) the cessation of employment, engagement or office of the holder;
- (b) the day the Board makes a determination that all unvested Awards of the holder will lapse because, in the opinion of the Board the holder has acted fraudulently or dishonestly, or is in material breach of his or her duties or obligations to the Company;
- (c) if any applicable exercise conditions, performance hurdles or vesting conditions (**Conditions**) are not achieved by the relevant time;
- (d) if the Board determines that any applicable Conditions have not been met and cannot be met prior to the date that is 5 years from the grant date of an Award or any other date determined by the Board (**Expiry Date**); or
- (e) the Expiry Date.

Where a holder becomes a “Bad Leaver” (as that term is defined in the Previous Plan), all Awards, unvested or vested, will lapse on the date of the cessation of employment, engagement or office of that holder.

Where a holder of Awards ceases to be employed or engaged by the Company and is not a “Bad Leaver”, and the Awards have vested, they will remain exercisable until the Awards lapse in accordance with the Previous Plan rules or if they have not vested, the Board will determine as soon as reasonably practicable after the date the holder ceases to be employed or engaged, how many (if any) of those holder’s Awards will be deemed to have vested and remain exercisable.

The New Plan now provides that where a holder of Awards ceases to be employed or engaged by the Company and is not a “Bad Leaver”, the holder will be entitled to retain all unvested Awards and all vested Awards that have not been exercised. Any unvested Awards retained will remain exercisable subject to the satisfaction of any applicable Conditions until the relevant Expiry Date.

The New Plan deals with Awards held by “Bad Leavers” in the same way as under the Previous Plan.

All Awards issued the Previous Plan will remain subject to the terms of the Previous Plan.

7.3 Regulatory Requirements

ASX Listing Rule 7.1 provides that, unless an exception applies, a company must not, without prior approval of shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves, or when aggregated with the Equity Securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.2 Exception 13(b) sets out an exception to ASX Listing Rule 7.1. It provides that issues of securities under an employee incentive scheme are not included in a company’s 15% limit under ASX Listing Rule 7.1, if within three years before the date of issue, shareholders have approved the issue of securities thereunder as an exception to ASX Listing Rule 7.1.

Accordingly, Resolution 6 seeks approval from Shareholders for adoption of the New Plan and the issue of Incentive Securities thereunder for a period of three years from the date of the Meeting, as an exception to ASX Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to issue Incentive Securities under the New Plan to Eligible Persons over a period of three years from the date of the Meeting without impacting on the Company’s ability to issue to up 15% of its total ordinary securities without Shareholder approval in any 12-month period under ASX Listing Rule 7.1.

If Resolution 6 is not passed, the Company will be able to proceed with the issue of Incentive Securities under the New Plan. However, the issue of Incentive Securities under the New Plan will be included in calculating the Company’s 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Incentive Securities. Accordingly, the Company will not be able to utilise the exception to ASX Listing Rule 7.1 that is provided in ASX Listing Rule 7.2 Exception 13(b).

For the avoidance of doubt, the Company must seek Shareholder approval under ASX Listing Rule 10.14 in respect of any future issues of Incentive Securities under the New Plan to a related party or a person whose relationship with the Company or the related party, is in ASX's opinion, such that Shareholder approval should be obtained. To the extent that Shareholder approval is received and these issues are made under ASX Listing Rule 10.14, they will not be counted towards the Company's cap under ASX Listing Rule 7.2 Exception 13(b).

7.4 Technical information required by ASX Listing Rule 7.2 Exception 13(b)

The following information is provided to Shareholders for the purpose of ASX Listing Rule 7.2 Exception 13(b):

(a) **Summary of the New Plan**

A summary of the terms of the New Plan is set out in Schedule 1.

(b) **Previous issues of securities under the New Plan**

The Company has not issued any Equity Securities under the New Plan.

Since the Company obtained approval under ASX Listing Rule 7.2 Exception 13(b) for the Previous Plan in July 2025 it has issued 9,700,000 Equity Securities under the Previous Plan, including unlisted options, performance rights and shares issued on vesting of performance rights).

(c) **Maximum number of Equity Securities**

The maximum number of Equity Securities proposed to be issued under the New Plan following Shareholder approval is 15,209,392. This number is not intended to be a prediction of the actual number of Equity Securities to be issued by the Company, simply a ceiling for the purposes of ASX Listing Rule 7.2 Exception 13(b).

The maximum number of Equity Securities proposed to be issued under the New Plan may be increased with Shareholder approval. Any issues of Equity Securities issued outside of the maximum number of Equity Securities, and issued without Shareholder approval, will be issued using the Company's existing placement capacity under ASX Listing Rule 7.1.

(d) **Voting exclusion statement**

A voting exclusion statement for this Resolution is included in the Notice of Meeting preceding this Explanatory Statement.

7.5 Board Recommendation

The Board, other than Caigen Wang, who has a material personal interest in the outcome of Resolution 6 due to the fact that Incentive Securities may be issued to Caigen Wang under the New Plan under Resolution 7, recommends Shareholders vote in favour of Resolution 6.

The Board, other than Mark Strizek, who has a material personal interest in the outcome of Resolution 6 due to the fact that Incentive Securities may be issued to Mark Strizek under the New Plan under Resolution 8, recommends Shareholders vote in favour of Resolution 6.

8. RESOLUTIONS 7 AND 8 – ISSUE OF PERFORMANCE RIGHTS TO DIRECTORS CAIGEN WANG AND MARK STRIZEK

8.1 Background

The Company has agreed, subject to obtaining Shareholder approval, to issue performance rights (**2025 VWAP Performance Rights**) to Directors Caigen Wang and Mark Strizek (or their respective nominees) pursuant to the New Plan, as set out below:

- (a) 4,750,000 2025 VWAP Performance Rights to Caigen Wang (the subject of Resolution 7); and
- (b) 4,750,000 2025 VWAP Performance Rights to Mark Strizek (the subject of Resolution 8).

The 2025 VWAP Performance Rights to be issued to Caigen Wang and Mark Strizek will be issued on the terms summarised in Schedule 2.

8.2 Regulatory Requirements

Resolutions 7 and 8 seek Shareholder approval in order to comply with the requirements of ASX Listing Rule 10.14.

8.3 ASX Listing Rule 10.14

ASX Listing Rule 10.11 provides that an entity must not permit any of the following persons to acquire securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- (a) a director of the entity (ASX Listing Rule 10.14.1);
- (b) an associate of a director of the entity (ASX Listing Rule 10.14.2); or
- (c) a person whose relationship with the entity or a person referred to in ASX Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders (ASX Listing Rule 10.14.3).

The issue of 2025 VWAP Performance Rights to Caigen Wang and Mark Strizek is an issue within ASX Listing Rule 10.14.1 and therefore requires the approval of Shareholders under ASX Listing Rule 10.14.

If Resolution 7 is passed, the Company will be able to proceed with the issue of the 2025 VWAP Performance Rights to Caigen Wang.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the 2025 VWAP Performance Rights to Caigen Wang.

If Resolution 8 is passed, the Company will be able to proceed with the issue of the 2025 VWAP Performance Rights to Mark Strizek.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the 2025 VWAP Performance Rights to Mark Strizek.

As Shareholder approval is being sought under ASX Listing Rule 10.14 for Resolution 7 and Resolution 8, approval is not also required under ASX Listing Rule 7.1. Further, the issue of any securities following shareholder approval under ASX Listing Rule 10.14 will not be included in the Company's cap for the purposes of ASX Listing Rule 7.2 Exception 13(b), being the proposed ceiling on the number of Equity Securities which the Company has sought Shareholder approval to issue in reliance on ASX Listing Rule 7.2 Exception 13(b) under Resolution 6. Accordingly, Resolutions 7 and 8 are not conditional on the passing of Resolution 6. If Resolution 6 is not passed, and Resolution 7 and/or Resolution 8 are passed, the issue of the 2025 VWAP Performance Rights will still be issued on the terms of the New Plan.

8.4 Technical information required by ASX Listing Rule 10.15

Pursuant to and in compliance with the information requirements of ASX Listing Rule 10.15, Shareholders are advised of the following information:

- (a) **Name of the person to receive the securities**

The 2025 VWAP Performance Rights are proposed to be issued to Caigen Wang and Mark Strizek (or their respective nominees).
- (b) **Nature of relationship between person to receive securities and the Company**

Caigen Wang and Mark Strizek are related parties of the Company by virtue of them being Directors and accordingly, fall within the category in ASX Listing Rule 10.14.1.
- (c) **The number and class of securities to be issued**

The maximum number of 2025 VWAP Performance Rights that may be issued to Caigen Wang under Resolution 7 is 4,750,000.

The maximum number of 2025 VWAP Performance Rights that may be issued to Mark Strizek under Resolution 8 is 4,750,000.

(d) **Previous issues under the New Plan**

The Company has not previously issued any Equity Securities to Caigen Wang or Mark Strizek under the Previous Plan or the New Plan.

(e) **Remuneration of the related parties**

The remuneration of Caigen Wang and Mark Strizek for the year ending 30 June 2025 is as follows:

Name	Total remuneration for financial year ending 30 June 2025		
	Salary ¹	Performance Rights	Performance/Incentive Options
Caigen Wang	277,000	456,279	277,180
Mark Strizek	144,950	876,569	1,119,966

Notes:

1. Includes annual leave, superannuation, bonuses and other benefits

(f) **Material terms of securities**

A summary of the material terms of the 2025 VWAP Performance Rights is provided for in Schedule 2.

The Company is issuing the 2025 VWAP Performance Rights as a cost effective, non-cash incentive in an effort to incentivise Caigen Wang and Mark Strizek, as opposed to alternative forms of incentives such as cash bonuses or increased remuneration.

The issue of the 2025 VWAP Performance Rights is designed to achieve this objective by encouraging continued improvement in performance over time.

The Board believes that the grant of the 2025 VWAP Performance Rights:

- (i) will align the interests of Caigen Wang and Mark Strizek with those of Shareholders;
- (ii) is a reasonable and appropriate method to provide cost-effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Caigen Wang and Mark Strizek; and
- (iii) the Company does not consider that there are any opportunity costs to the Company or benefits foregone by the Company in issuing the 2025 VWAP Performance Rights on the terms proposed.

(g) **Value attributed to the 2025 VWAP Performance Rights**

The value attributed by the Company to the 2025 VWAP Performance Rights to each of Caigen Wang and Mark Strizek is \$1,056,715.

Please see Schedule 3 for the valuation of the 2025 VWAP Performance Rights,

(h) **Date of issue**

The Company will issue:

- (i) the 2025 VWAP Performance Rights under Resolution 7; and
- (ii) the 2025 VWAP Performance Rights under Resolution 8,

as soon as practicable after the date of the Meeting and in any event within three years of the Meeting (or such later date as permitted by ASX waiver or modification of the ASX Listing Rules).

- (i) **Issue price or other consideration**

The 2025 VWAP Performance Rights will be issued at a nil issue price and accordingly no funds will be raised from the issue.
- (j) **Summary of material terms of the New Plan**

A summary of the material terms of the New Plan is provided for in Schedule 1.
- (k) **Loan**

No loans have or will be made by the Company in connection with the proposed issue of the 2025 VWAP Performance Rights.
- (l) **Eligible participants under the New Plan**

Details of any securities issued under the New Plan 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 securities under the New Plan and who were not named in this Notice of Meeting will not participate until approval is obtained under that ASX Listing Rule 10.14.
- (m) **Voting exclusion statement**

A voting exclusion statement for these Resolutions have been included in the Notice of Annual General Meeting preceding this Explanatory Statement.

8.5 Section 208 Corporations Act

Chapter 2E of the Corporations Act regulates the provision of "financial benefits" to "related parties" by a public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions in sections 210 to 216 of the Corporations Act; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

A "related party" is widely defined under the Corporations Act and includes the directors of the company. As such, the Directors of the Company are related parties of the Company for the purposes of section 208 of the Corporations Act.

A "financial benefit" is construed widely and in determining whether a financial benefit is being given, section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. Section 229 of the Corporations Act includes as an example of a financial benefit, the issuing of securities or the granting of an option to a related party.

One exception to the general rule is where the benefit constitutes "reasonable remuneration" within the meaning in section 211(1) of the Corporations Act.

The Board, other than Caigen Wang and Mark Strizek, consider that the granting of the 2025 VWAP Performance Rights to Caigen Wang and Mark Strizek constitutes reasonable remuneration within the meaning in section 211(1) of the Corporations Act, given both the Company's circumstances and the responsibilities involved in the role of the Directors within the organisation.

For the reasons set out above, the Company is not seeking shareholder approval for the purposes of Chapter 2E of the Corporations Act in order issue the 2025 VWAP Performance Rights to Caigen Wang and Mark Strizek.

8.6 Board Recommendation

The Board, other than Caigen Wang, who has a material personal interest in the outcome of Resolution 7, recommends Shareholders vote in favour of Resolution 7.

The Board, other than Mark Strizek, who has a material personal interest in the outcome of Resolution 8 recommends Shareholders vote in favour of Resolution 8.

9. RESOLUTIONS 9 AND 10 – APPROVAL TO PROVIDE POTENTIAL TERMINATION BENEFITS TO DIRECTORS CAIGEN WANG AND MARK STRIZEK (PERFORMANCE RIGHTS)

9.1 Background

Resolutions 9 and 10 seek Shareholder approval to give potential termination benefits to Caigen Wang and Mark Strizek in connection with the issue of the Incentive Securities to them under Resolutions 7 and 8 respectively.

Caigen Wang

Resolution 9 seeks Shareholder approval for Caigen Wang to be given any such benefit in connection with his retirement from office or cessation of employment with the Company in relation to the 4,750,000 2025 VWAP Performance Rights the subject of Resolution 7.

Details of the 2025 VWAP Performance Rights are set out in section 8 of this Explanatory Statement. Please see Schedule 3 for the valuation of the 2025 VWAP Performance Rights.

Mark Strizek

Resolution 10 seeks Shareholder approval for Mark Strizek to be given any such benefit in connection with his retirement from office or cessation of employment with the Company in relation to the 4,750,000 2025 VWAP Performance Rights the subject of Resolution 8.

Details of the 2025 VWAP Performance Rights are set out in section 8 of this Explanatory Statement. Please see Schedule 3 for the valuation of the 2025 VWAP Performance Rights.

9.2 Sections 200B and 200E 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 sections 200B and 200E of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a managerial or executive office if the benefit is approved by shareholders or an exception applies.

9.3 Details of Termination Benefits

Under the terms and conditions of the 2025 VWAP Performance Rights to be issued to Caigen Wang and Mark Strizek (subject to Shareholder approval under Resolution 7 and 8 respectively), if a holder of the 2025 VWAP Performance Rights ceases employment, or engagement or office with the Company and is not a “Bad Leaver” (as defined):

- (a) where the 2025 VWAP Performance Rights are vested, they will remain exercisable until the 2025 VWAP Performance Rights lapse in accordance with their terms of issue; and
- (b) where the 2025 VWAP Performance Rights have not vested, the holder will be entitled to retain all 2025 VWAP Performance Rights which remain exercisable subject to the satisfaction of any applicable vesting milestones until the relevant expiry date.

The Company is therefore seeking Shareholder approval for the above benefits. Provided Shareholder approval is given, the value of these benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation) to the relevant employee.

9.4 Value of the Termination Benefits

The value of the termination benefits that the Board may give to the relevant Directors 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 2025 VWAP Performance Rights that vest.

The status of conditions attaching to the 2025 VWAP Performance Rights at the time the Directors retire from office or cease employment with the Company may also affect the value of the benefit.

However, as set out in Schedule 3:

- (a) the value of the 2025 VWAP Performance Rights to be issued to Caigen Wang as at 15 October 2025, and hence the value of the termination benefit that would be given to Caigen Wang based on that valuation, is \$1,056,715; and
- (b) the value of the 2025 VWAP Performance Rights to be issued to Mark Strizek as at 15 October 2025, and hence the value of the termination benefit that would be given to Mark Strizek based on that valuation, is \$1,056,715.

9.5 ASX Listing Rule 10.19

ASX Listing Rule 10.19 provides that without the approval of shareholders, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the ASX Listing Rules.

The Company is seeking Shareholder approval for the purposes of ASX Listing Rule 10.19, so that the Incentive Securities to be issued to the Directors (or their nominees) as summarised in section 9.1 of this Explanatory Statement for past performance will not be forfeited by virtue of their resignation.

The value of the termination benefits payable to the relevant Directors depends on the factors set out section 9.4 of this Explanatory Statement. It is possible that the provision of the benefit associated with the vesting and exercise of the Incentive Securities in the future (and any other termination benefits) may exceed 5% of the equity interests of the Company at the relevant time, although it is unlikely.

Resolution 9 is conditional upon the passing of Resolution 7.

Resolution 10 is conditional upon the passing of Resolution 8.

The effect of the outcome of Resolutions 9 and 10 is as follows:

Outcome	Effect
<p>Resolutions 7 and 9 are passed (Caigen Wang)</p> <p>Resolutions 8 and 10 are passed (Mark Strizek)</p>	<p>The Company will be able to give termination benefits to the relevant Director in connection with the Incentive Securities the subject of Resolutions 7 and 8 (as applicable) which, together with any other termination payments payable to the relevant Director approved by Shareholders, exceed the statutory cap under the Corporations Act and the 5% threshold for the purposes of ASX Listing Rule 10.19 in connection with any Director ceasing to hold their managerial or executive office.</p> <p>Each approval will be effective for a period of three years from the date it is passed. This means that each approval will be effective if the relevant Director ceases employment, or engagement or office with the Company and is not a "Bad Leaver" (as defined in the terms and conditions of the issue of the relevant Incentive Securities) and holds Incentive Securities at that time.</p>
<p>Resolution 9 is passed but Resolution 7 is not passed</p>	<p>Resolution 9 will have no effect.</p>

Resolution 10 is passed but Resolution 8 is not passed	Resolution 10 will have no effect.
Resolution 9 is not passed (regardless of the outcome of Resolution 7) Resolution 10 is not passed (regardless of the outcome of Resolution 8)	The Company will not be able to give termination benefits to the relevant Director in connection with the Incentive Securities the subject of Resolutions 7 and 8 (as applicable) where those termination benefits exceed the statutory cap under the Corporations Act and the 5% threshold for the purposes of ASX Listing Rule 10.19.

9.6 Board Recommendation

The Board declines to make a recommendation in respect of Resolutions 9 and 10 due to the fact the Directors have a material personal interest in the outcome of the Resolutions.

10. RESOLUTIONS 11 AND 12 – APPROVAL TO PROVIDE POTENTIAL TERMINATION BENEFITS TO DIRECTORS CAIGEN WANG AND MARK STRIZEK (EXECUTIVE SERVICE AGREEMENTS)

10.1 Background

Resolutions 11 and 12 seek Shareholder approval to give potential termination benefits to Caigen Wang and Mark Strizek in connection with their respective executive service agreements with the Company.

Caigen Wang

As announced on 29 January 2024, the Company appointed Caigen Wang as Managing Director with immediate effect.

Under the terms of Caigen Wang's executive services agreement with the Company, where the agreement is terminated by the Company (other than for default by Caigen Wang or following his removal as a Director by resolution of the Company), depending on the period of notice given by the Company, the Company may be required to pay Caigen Wang a payment in lieu of notice equal to up to six months of the fee that would have otherwise been payable to Caigen Wang under the agreement.

In addition, where Caigen Wang terminates the agreement:

- (a) because his appointment as Managing Director is terminated by the Company (other than for his default or following his removal as a Director by resolution of the Company);
- (b) because of a material diminution in the responsibilities or powers assigned to him; or
- (c) without cause,

depending on the period of notice given by Caigen Wang, the Company may be required to pay Caigen Wang a payment in lieu of notice equal to six months of the fee that would have otherwise been payable to Caigen Wang under the agreement.

Mark Strizek

As announced on 3 June 2024, the Company appointed Mark Strizek as an Executive Director of the Company with effect from 1 June 2024.

Under the terms of Mark Strizek's executive services agreement with the Company, where the agreement is terminated by the Company by notice (other than for default by Mark Strizek or following his removal as a Director by resolution of the Company), depending on the period of notice given by the Company, the Company may be required to pay Mark Strizek a payment in lieu of notice equal to up to six months of the fee that would have otherwise been payable to him under the agreement.

In addition, where Mark Strizek terminates the agreement:

- (d) because his appointment as an Executive Director is terminated by the Company (other than for default or following his removal as a Director by resolution of the Company);
- (e) because of a material diminution in the responsibilities or powers assigned to him; or

(f) without cause,

depending on the period of notice given by Mark Strizek, the Company may be required to pay Mark Strizek a payment in lieu of notice equal to six months of the fee that would have otherwise been payable to him under the agreement.

Payments in lieu of notice

Both executive services agreements provide that the Company is not obliged to make payments of the nature referred to above (**In Lieu of Notice Payments**) that exceeds the maximum amount permitted by the ASX Listing Rules or the Corporations Act and that if shareholder approval is required to pay the full amount of such payments, the Company will seek shareholder approval.

10.2 Sections 200B and 200E 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 sections 200B and 200E of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a managerial or executive office if the benefit is approved by shareholders or an exception applies.

The Company seeks Shareholder approval for the In Lieu of Notice Payments to each of Caigen Wang and Mark Strizek. Provided Shareholder approval is given, the value of these benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation) to the relevant employee.

10.3 Value of the Termination Benefits

As set out in section 10.1, the Company may be required to pay Caigen Wang and/or Mark Strizek a payment in lieu of notice equal to six months of the fee that would have otherwise been payable to them under their executive services agreements.

The exact value of the termination benefits that the Company may give to Caigen Wang and/or Mark Strizek cannot be determined in advance as the amount of any payment will depend upon the period of notice given with respect to the termination of the relevant agreement.

However:

- (a) a notice in lieu payment equal to six months of fees currently payable to Caigen Wang under his executive services agreement equals \$149,333; and
- (b) a notice in lieu payment equal to six months of fees currently payable to Mark Strizek under his executive services agreement equals \$119,467.

10.4 ASX Listing Rule 10.19

ASX Listing Rule 10.19 provides that without the approval of shareholders, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the ASX Listing Rules.

The Company is seeking Shareholder approval for the purposes of ASX Listing Rule 10.19, so that any In Lieu of Notice Payments made pay Caigen Wang and/or Mark Strizek will not be forfeited by virtue of termination of their executive services agreement.

The effect of the outcome of Resolutions 11 and 12 is as follows

Outcome	Effect
Resolution 11 is passed (Caigen Wang)	The Company will be able to give termination benefits to the relevant Director in connection with any In Lieu of Notice Payment which, together with any other termination payments payable to the relevant Director approved by Shareholders, exceed the statutory cap under the Corporations
Resolution 12 is passed (Mark Strizek)	

	<p>Act and the 5% threshold for the purposes of ASX Listing Rule 10.19.</p> <p>Each approval will be effective for a period of three years from the date it is passed. This means that each approval will be effective if the relevant Director is entitled to an In Lieu of Notice Payment during the period of three years after the approval of the relevant Resolution.</p>
<p>Resolution 11 is not passed Resolution 12 is not passed</p>	<p>The Company will not be able to give termination benefits to the relevant Director in connection with connection with any In Lieu of Notice Payment which, together with any other termination benefits payable to the relevant Director of approved by Shareholders, exceed the statutory cap under the Corporations Act and the 5% threshold for the purposes of ASX Listing Rule 10.19.</p>

11.6 Board Recommendation

The Board, other than Caigen Wang, who has a material personal interest in the outcome of Resolution 11, recommends Shareholders vote in favour of Resolution 11.

The Board, other than Mark Strizek, who has a material personal interest in the outcome of Resolution 12, recommends Shareholders vote in favour of Resolution 12.

GLOSSARY

In this Explanatory Statement, the following terms have the following unless the context otherwise requires:

2025 VWAP Performance Rights	has the meaning in section 8.1 of the Explanatory Statement;
Additional 10% Placement Facility	has the meaning in section 5.1 of the Explanatory Statement;
Additional 10% Placement Period	has the meaning in section 5.2(a) of the Explanatory Statement;
Annual Financial Report	the Company's annual financial report for the year ended 30 June 2025;
Annual Financial Statements	means the Annual Financial Report, Directors' Report and the auditor's report;
ASIC	Australian Securities & Investments Commission;
Associate	the meaning given to that term in the ASX Listing Rules;
ASX	ASX Limited or the securities market operated by ASX Limited, as the context requires;
ASX Listing Rules	means the listing rules of the ASX;
Award	has the meaning in section 7.2 of the Explanatory Statement;
Board	board of Directors;
Boundiali Gold Project	means the Company's Boundiali Gold Project in Côte d'Ivoire;
Chair	chair of the Meeting;
Closely Related Party	of a member of the Key Management Personnel means: (a) a spouse or child of the member; (b) a child of the member's spouse; (c) a dependent of the member or the member's spouse; (d) 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 dealing with the entity; (e) a company the member controls; or a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act;
Company	Aurum Resources Limited (ACN 650 477 286);
Conditions	has the meaning in section 7.2(c) of the Explanatory Statement;
Constitution	constitution of the Company;
Corporations Act	<i>Corporations Act 2001</i> (Cth);

December 2024 Placement	the placement announced by the Company to ASX on 6 December 2024;
Director	director of the Company;
Directors' Report	the directors' report for the financial year ended 30 June 2025;
Earlier Annual General Meeting	has the meaning in section 2.2(b) of the Explanatory Statement;
Eligible Person	has the meaning in section 7.1 of the Explanatory Statement;
Equity Securities	has the meaning given to that term in the ASX Listing Rules;
Expiry Date	has the meaning in section 7.2(d) of the Explanatory Statement;
Explanatory Statement	the explanatory statement that accompanies this Notice of Annual General Meeting;
In Lieu of Notice Payment	has the meaning in section 10.1 of the Explanatory Statement;
Incentive Securities	has the meaning in section 7.1 of the Explanatory Statement;
Incentive Shares	has the meaning in section 6.1 of the Explanatory Statement;
JORC Code	means the 2012 edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves;
Key Management Personnel	has the meaning given in section 9 of the Corporations Act;
Later Annual General Meeting	has the meaning in section 2.2(a) of the Explanatory Statement;
Material Investor	<p>ASX consider the following to be material investors with respect to the Company:</p> <ul style="list-style-type: none"> (a) a related party of the Company; (b) a member of the Company's Key Management Personnel; (c) a substantial holder in the Company; (d) an adviser to the Company; or (e) an associate of any of the above, <p>where such person or entity is being issued more than 1% of the Company's current issued capital.</p>
Meeting or Annual General Meeting	the annual general meeting of the Company's Shareholders convened by this Notice of Annual General Meeting;
Mineral Resource	has the meaning given in the JORC Code;
New Plan	has the meaning in section 7.1 of the Explanatory Statement;

Notice of Annual General Meeting or Notice	this notice of Annual General Meeting;
Participating Employees	has the meaning in section 6.1 of the Explanatory Statement;
Previous Plan	has the meaning in section 7.1 of the Explanatory Statement;
Proxy Form	the proxy form accompanying this Notice of Annual General Meeting;
Remuneration Report	the Company's remuneration report for the financial year ended 30 June 2025;
Resolution	resolution contained in this Notice of Annual General Meeting;
Schedule	schedule to this Notice of Annual General Meeting;
Share	fully paid ordinary share in the capital of the Company;
Shareholder	holder of a Share in the Company;
Spill Meeting	has the meaning in section 2.2 of the Explanatory Statement;
Spill Resolution	has the meaning in section 2.2 of the Explanatory Statement;
VWAP	volume weighted average price;
WST	Australian Western Standard Time.

SCHEDULE 1 – SUMMARY OF TERMS OF NEW PLAN

The material terms of the New Plan, under which eligible persons may be granted performance rights or options (**Awards**) are summarised below:

- (b) (**Eligibility**): The Board may, in its absolute discretion, invite an “Eligible Person” to participate in the New Plan. An “Eligible Person” means a person that is a “primary participant” (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an associated entity that is a body corporate and has been determined by the Board to be eligible to participate in the New Plan from time to time.
- (a) (**Offer**): Following determination that an Eligible Person may participate in the New Plan, the Board may make an offer to that person by an offer letter setting out the terms of the offer and any conditions which may apply to the offer or the Awards (**Offer Letter**).
- (b) (**Issue cap**): Unless the Company is unlisted or the Company constitution provides otherwise, the Company must not make an offer of Awards for monetary consideration under the New Plan, where the total number of Shares to be issued upon conversion of Awards issued under the New Plan, when aggregated with the number of Shares that may be issued and have been issued as a result of offers made under the New Plan, at any time during the previous three year period, would exceed 5% of the total number of Shares on issue at the date of the offer.

The New Plan does not contain an issue cap on the number of Awards that may be issued for no monetary consideration.

- (c) (**Disclosure**): All offers of Awards under the New Plan for no monetary consideration are made pursuant to Division 1A of Part 7.12 of the Corporations Act and accordingly the Company will not issue a disclosure document for such an offer.

If the Company makes an offer to issue Awards under the New Plan for monetary consideration, the Company will comply with the disclosure requirements in Division 1A of Part 7.12 of the Corporations Act.

- (d) (**Nature of Awards**): Each option or performance right entitles the holder, to subscribe for, or be transferred, one Share. Any Shares acquired pursuant to the exercise of an Award will rank equally with all existing Shares from the date of acquisition.
- (e) (**Vesting**) Awards may be subject to exercise conditions, performance hurdles or vesting conditions (**Conditions**). These Conditions must be specified in the Offer Letter to Eligible Persons. In the event that a takeover bid for the Company is declared unconditional, there is a change of control event (as defined in the New Plan), then the Board may determine that:
 - (i) all or a percentage of unvested Awards will vest and become exercisable; and
 - (ii) any Shares issued or transferred to a holder under the New Plan that have restrictions (on their disposal, the granting of any security interests in or over, or otherwise on dealing with), will be free from any restrictions on disposal.
- (f) (**Exercise Period**): The period during which a vested Award may be exercised will commence when all Conditions have been satisfied, waived by the Board, or are deemed to have been satisfied under the rules of the New Plan and the Company has issued a vesting notification to the holder, and ends on the Expiry Date (as defined at (i)(iv) below).
- (g) (**Disposal restrictions**): Awards granted under the New Plan may not be assigned, transferred, novated, encumbered with a security interest (such as a mortgage, charge, pledge, lien, encumbrance or other third party interest of any nature) over them, or otherwise disposed of by a holder, other than to a nominated party (such as an immediate family member, trustee of a trust or company) in accordance with the New Plan, unless:
 - (i) the prior consent of the Board is obtained; or
 - (ii) such assignment or transfer occurs by force of law upon the death of a holder to the holder's legal personal representative.

- (h) **(Cashless exercise):** Option holders may, at their election, elect to pay the exercise price for an option by setting off the exercise price against the number of Shares which they are entitled to receive upon exercise of the option (**Cashless Exercise Facility**). By using the Cashless Exercise Facility, the option holder will receive Shares to the value of the surplus after the exercise price has been set off.

If an option holder elects to use the Cashless Exercise Facility, the option holder will only be issued that number of Shares (rounded down to the nearest whole number) as are equal to the value of the difference between the exercise price otherwise payable for the options and the then market value of the Shares at the time of exercise (determined as the volume weighted average price on ASX over the five trading days prior to providing a notice of exercise).

- (i) **(Lapse):** Unvested Awards will generally lapse on the earlier of:
- (i) where a holder of Awards is a “Bad Leaver” (as that term is defined in the New Plan), the cessation of employment, engagement or office of the holder;
 - (ii) the day the Board makes a determination that all unvested Awards of the holder will lapse because, in the opinion of the Board the holder has acted fraudulently or dishonestly, or is in material breach of his or her duties or obligations to the Company;
 - (iii) if any applicable Conditions are not achieved by the relevant time;
 - (iv) if the Board determines that any applicable Conditions have not been met and cannot be met prior to the date that is 5 years from the grant date of an Award or any other date determined by the Board and as specified in the Offer (**Expiry Date**); or
 - (v) the Expiry Date.

Where a holder becomes a “Bad Leaver” (as that term is defined in the New Plan), all Awards, unvested or vested, will lapse on the date of the cessation of employment, engagement or office of that holder.

Where a holder of Awards ceases to be employed or engaged by the Company and is not a “Bad Leaver” (as that term is defined in the New Plan):

- (vi) where the Awards have vested, they will remain exercisable until the Awards lapse in accordance with the New Plan; or
- (vii) if the Awards have not vested, the holder will be entitled to retain all unvested Awards which will remain exercisable subject to the satisfaction of any applicable Conditions until the relevant Expiry Date.

SCHEDULE 2 – SUMMARY OF THE TERMS AND CONDITIONS OF THE 2025 VWAP PERFORMANCE RIGHTS

(a) **Entitlement**

Each 2025 VWAP Performance Right entitles the holder to subscribe for one Share upon exercise of the Performance Right.

(b) **Consideration**

Nil consideration is payable for the grant of the 2025 VWAP Director Performance Rights.

(c) **Vesting Conditions**

Subject to paragraph (s), the 2025 VWAP Performance Rights will vest subject to the satisfaction of the following vesting conditions (**Vesting Conditions**):

Number	Vesting Condition	Expiry Date
1,000,000	Vest upon the Company's volume weighted share price being equal to or exceeding \$1.00 for 20 consecutive trading days prior to 31 December 2026	Five years from date of issue
750,000	Vest upon the Company's volume weighted share price being equal to or exceeding \$1.25 for 20 consecutive trading days prior to 30 June 2027	Five years from date of issue
1,000,000	Vest upon the Company's volume weighted share price being equal to or exceeding \$1.50 for 20 consecutive trading days prior to 31 December 2027	Five years from date of issue
2,000,000	Vest upon the Company's volume weighted share price being equal to or exceeding \$2.00 for 20 consecutive trading days prior to 31 December 2028	Five years from date of issue

(d) **Expiry Date**

Each of the 2025 VWAP Performance Rights shall lapse on the dates specified in (c) above (**Expiry Date**). A 2025 VWAP Performance Right not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) **Notification to holder**

The Company shall notify the holder in writing when the Vesting Condition has been satisfied.

(f) **Exercise of 2025 VWAP Performance Rights**

Subject to the satisfaction of a Vesting Condition and paragraph (p), upon vesting, each 2025 VWAP Performance Right will, at the election of the holder by notice in writing to the Company, convert into one Share.

(g) **Share ranking**

All Shares issued upon the conversion of 2025 VWAP Performance Rights will upon issue rank pari passu in all respects with other Shares.

(h) **Application to ASX**

The 2025 VWAP Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a 2025 VWAP Performance Right on ASX within the time period required by the ASX Listing Rules.

(i) **Transfer of 2025 VWAP Performance Rights**

The 2025 VWAP Performance Rights are not transferable unless such dealing is effected by force of law upon death or legal incapacity or limited circumstances as approved by the board of directors of the Company.

(j) **Lapse of a Performance Right**

If the Vesting Condition attached to the relevant 2025 VWAP Performance Right has not been satisfied within the relevant time period set out in paragraph (d), the relevant 2025 VWAP Performance Rights will automatically lapse.

(k) **Participation in new issues**

A 2025 VWAP Performance Right does not entitle a holder (in their capacity as a holder of a 2025 VWAP Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

(l) **Reorganisation of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.

(m) **Adjustment for bonus issue**

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment) no changes will be made to the 2025 VWAP Performance Rights.

(n) **Dividend and Voting Rights**

The 2025 VWAP Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

(o) **Change in Control**

Subject to paragraph (p), upon:

- (i) a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
 - (A) having received acceptances for not less than 50.1% of the Company's Shares on issue; and
 - (B) having been declared unconditional by the bidder.
- (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,

then, to the extent the 2025 VWAP Performance Rights have not converted into Shares due to satisfaction of the Vesting Condition(s), the Board will accelerate the satisfaction of the Vesting Conditions attached to the 2025 VWAP Performance Rights and the 2025 VWAP Performance Rights will automatically convert into Shares on a one-for-one basis.

(p) **Deferral of conversion if resulting in a prohibited acquisition of Shares**

If the conversion of a 2025 VWAP Performance Right under paragraph (f) or (o) would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) (**General Prohibition**) then the conversion of that 2025 VWAP Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a 2025 VWAP Performance Right would result in a contravention of the General Prohibition:

- (i) holders may give written notification to the Company if they consider that the conversion of a 2025 VWAP Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a 2025 VWAP Performance Right will not result in any person being in contravention of the General Prohibition; and

- (ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (p)(i) within seven days if the Company considers that the conversion of a 2025 VWAP Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a 2025 VWAP Performance Right will not result in any person being in contravention of the General Prohibition.

(q) **No rights to return of capital**

A 2025 VWAP Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(r) **Rights on winding up**

A 2025 VWAP Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

(s) **Forfeiture**

Where the holder ceases employment, engagement or office with the Company or any subsidiary because:

- (i) the holder's employment or engagement is terminated, or the holder is dismissed from office, due to:
 - (A) serious and wilful misconduct;
 - (B) material breach of the terms of any contract of employment, engagement or office entered into by the Company (or another subsidiary) and the holder;
 - (C) gross negligence; or
 - (D) other conduct justifying termination of employment, engagement or office without notice either under the holder's contract of employment, engagement or office, or at common law;
- (ii) the holder ceases his or her employment, engagement or office for any reason and commences employment, engagement or office, or otherwise acts, in breach of any post-termination restrictions contained in his or her contract of employment, engagement or office entered into by the Company (or a subsidiary) and the holder; or
- (iii) the holder is ineligible to hold his or her office for the purposes of Part 2D.6 of the Corporations Act

(Bad Leaver),

all 2025 VWAP Performance Rights will be forfeited upon which all unvested and vested 2025 VWAP Performance Rights will automatically lapse.

(t) **Good Leaver**

Where the holder ceases employment, engagement or office with the Company or any subsidiary due to death, permanent incapacity, redundancy, resignation or retirement of the holder or is otherwise terminated by the Company or the relevant subsidiary and the holder is not a Bad Leaver, all unvested and vested 2025 VWAP Performance Rights will continue in force and remain exercisable, subject to the satisfaction of any applicable Vesting Conditions, until the relevant Expiry Date.

(u) **No other rights**

A 2025 VWAP Performance Right gives the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 3 – VALUATION OF 2025 VWAP PERFORMANCE RIGHTS

Based on the assumptions set out below, the 2025 VWAP Performance Rights were ascribed the following value:

Item	
Value of the underlying Performance rights	
- Tranche A - Vest upon the Company's volume weighted share price being equal to or exceeding \$1.00 for 20 consecutive trading days prior to 31 December 2026	22.32 cents
- Tranche B - Vest upon the Company's volume weighted share price being equal to or exceeding \$1.25 for 20 consecutive trading days prior to 30 June 2027	24.16 cents
- Tranche C - Vest upon the Company's volume weighted share price being equal to or exceeding \$1.50 for 20 consecutive trading days prior to 31 December 2027	26.30 cents
- Tranche D - Vest upon the Company's volume weighted share price being equal to or exceeding \$2.00 for 20 consecutive trading days prior to 31 December 2028	30.62 cents
Valuation date	15 October 2025
Volatility (discount)	100%
Risk-free interest rate	3.5%
Total Value of 2025 VWAP Performance Rights	\$2,113,430
Caigen Wang	\$1,056,715
Mark Strizek	\$1,056,715

Note: The valuation noted above is not necessarily the market price that the 2025 VWAP Performance Rights could be traded at and is not automatically the market price for taxation purposes.

Your proxy voting instruction must be received by **2:00pm (AWST) on Tuesday, 25 November 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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