



8 May 2026

GENERAL MEETING – NOTICE AND PROXY FORM

Dear Shareholder,

Notice is given that an Extraordinary General Meeting (Meeting) of Shareholders of Aurum Resources Limited (ASX: **AUE**, “**Aurum**”, “the **Company**”) will be held as follows:

Time and date: 09:00am (Perth time) on 9 June 2026

Location: Unit 1/1 Centro Ave, Subiaco WA 6008

In accordance with the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of General Meeting (Notice) to shareholders unless a shareholder has previously requested a hard copy. Instead, a copy of the Notice is available at the following link <https://www.aurumres.com.au/>

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice.

You may vote by attending the Meeting in person, by proxy or by appointing an authorised representative.

Shareholders are encouraged to vote online at <https://investor.automic.com.au/#/loginsah> or by returning the enclosed proxy form by:

post to: Automic
GPO Box 5193
Sydney NSW 2001

or Email to: meetings@automicgroup.com.au

Your proxy voting instruction must be received by 09:00am (WST) on 7 June 2026, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

Yours sincerely,

Mauro Piccini
Company Secretary



AURUM RESOURCES LIMITED

ACN 650 477 286

NOTICE OF EXTRAORDINARY GENERAL MEETING AND EXPLANATORY STATEMENT

TIME: 9.00am (WST)

DATE: Tuesday, 9 June 2026

PLACE: Unit 1/1 Centro Avenue, SUBIACO WA 6008

This Notice of 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 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 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 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 9.00am (WST) on Sunday, 7 June 2026.
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 9.00am (WST) on Sunday, 7 June 2026. 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/>.

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Extraordinary General Meeting of Aurum Resources Limited (ACN 650 477 286) (**Company**) will be held at Unit 1/1 Centro Avenue, Subiaco WA 6008 on Tuesday, 9 June 2026 commencing at 9.00am (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 Sunday, 7 June 2026.

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 EXTRAORDINARY GENERAL MEETING

Notice is given that the Extraordinary 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 9.00am (WST) on Tuesday, 9 June 2026 to consider, and if thought fit, to pass the Resolutions set out below.

Terms used in this Notice of 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 Meeting describes the matters to be considered at the Extraordinary General Meeting.

AGENDA

1 RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

“That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue by the Company of 15,200,000 Shares under the Placement on the terms set out in the Explanatory Statement accompanying this Notice of Extraordinary General Meeting.”

Voting Exclusion: A voting exclusion statement for this Resolution is provided at the end of this Notice.

2 RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

“That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue by the Company of 31,400,000 Shares under the Placement on the terms set out in the Explanatory Statement accompanying this Notice of Extraordinary General Meeting.”

Voting Exclusion: A voting exclusion statement for this Resolution is provided at the end of this Notice.

3 RESOLUTION 3 – APPROVAL OF RELATED PARTY PARTICIPATION IN THE PLACEMENT

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 Listing Rule 10.11 of the Corporations Act and for all other purposes, approval is given for the Company to issue up to 1,400,000 Shares to Dr Caigen Wang (or his nominee), pursuant to the Placement, on the terms and conditions in the Explanatory Statement accompanying this Notice of Extraordinary General Meeting.”

Voting Exclusion: A voting exclusion statement for this Resolution is provided at the end of this Notice.

4 RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF PERFORMANCE RIGHTS

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue by the Company of 6,000,000 Performance Rights to Mr Richard Simpson on the terms set out in the Explanatory Statement accompanying this Notice of Extraordinary General Meeting.”

Voting Exclusion: A voting exclusion statement for this Resolution is provided at the end of this Notice.

5 RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF PERFORMANCE OPTIONS

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue by the Company of 2,000,000 Performance Options to Mr Richard Simpson on the terms set out in the Explanatory Statement accompanying this Notice of Extraordinary General Meeting.”

Voting Exclusion: A voting exclusion statement for this Resolution is provided at the end of this Notice.

6 RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF PERFORMANCE RIGHTS

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue by the Company of 2,000,000 Performance Rights pursuant to Ms Xu Ting on the terms set out in the Explanatory Statement accompanying this Notice of Extraordinary General Meeting.”

Voting Exclusion: A voting exclusion statement for this Resolution is provided at the end of this Notice.

7 RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF PERFORMANCE OPTIONS

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue by the Company of 1,000,000 Performance Options pursuant to Ms Xu Ting on the terms set out in the Explanatory Statement accompanying this Notice of Extraordinary General Meeting.”

Voting Exclusion: A voting exclusion statement for this Resolution is provided at the end of this Notice.

8 RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue by the Company of 2,133,106 Shares pursuant to Mr Xiuzhuang Yu on the terms set out in the Explanatory Statement accompanying this Notice of Extraordinary General Meeting.”

Voting Exclusion: A voting exclusion statement for this Resolution is provided at the end of this Notice.

VOTING EXCLUSION STATEMENTS

Pursuant to the Listing Rules, the following voting exclusion statements will apply to the Resolutions:

Resolution	Votes to be disregarded
1 and 2	The Company will disregard any votes cast in favour of these Resolutions by on or behalf of any person who participated in the issue, being the Placement Participants, or any Associate of the Placement Participants.
3	The Company will disregard any votes cast in favour of this Resolution by or on behalf of Dr Wang and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of Shares in the Company).

Resolution	Votes to be disregarded
4 and 5	The Company will disregard any votes cast in favour of these Resolutions by or on behalf of a person who participate in the issue, being Mr Simpson, or an Associate of Mr Simpson.
6 and 7	The Company will disregard any votes cast in favour of these Resolutions by or on behalf of a person who participate in the issue, being Ms Ting, or an Associate of Ms Ting.
8	The Company will disregard any votes cast in favour of these Resolutions by or on behalf of a person who participate in the issue, being Mr Yu, or an Associate of Mr Yu.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by or on behalf of:

- (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.

Dated: 8 May 2026

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 Extraordinary General Meeting of the Company to be held on Tuesday, 9 June 2026 at Unit 1/1 Centro Avenue, Subiaco WA 6008 commencing at 9.00am (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 Meeting.

This Explanatory Statement should be read in conjunction with the Notice of 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 Meeting, please contact the Company Secretary, your accountant, solicitor, stockbroker or other professional adviser before voting.

1. BACKGROUND TO THE PLACEMENT – RESOLUTIONS 1 TO 3

On 23 March 2026, the Company announced a placement to raise an aggregate of \$28,800,000 (before costs), through the issue of 48 million Shares (**New Shares**) at an issue price of \$0.60 per New Share (**Placement**) comprising:

- (a) 15,200,000 Shares issued pursuant to Listing Rule 7.1 (**7.1 Placement Shares**);
- (b) 31,400,000 Shares issued pursuant to Listing Rule 7.1A (**7.1A Placement Shares**); and
- (c) 1,400,000 Shares to be issued to the Managing Director of the Company, Mr Cagen Wang subject to Shareholder approval being obtained (**Director Placement Shares**).

The 7.1 Placement Shares and the 7.1A Placement Shares were issued on 27 March 2026 under the Company's existing placement capacity. The Director Placement Shares are yet to be issued as the issue requires Shareholder approval.

The Company now seeks:

- Shareholder approval for, and ratification of, the issue of the 7.1 Placement Shares (Resolution 1);
- Shareholder ratification for, and ratification of, the issue of the 7.1A Placement Shares (Resolution 2); and
- Shareholder approval for the issue of the Director Placement Shares (Resolution 3).

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF SHARES

1.1 Background

The background to Resolutions 1 and 2 is set out in section 1 of this Explanatory Statement.

The Company is seeking Shareholder approval to ratify the issue of the 7.1 Placement Shares and the 7.1A Placement Shares (together the **Placement Shares**) pursuant to Listing Rule 7.4.

1.2 Regulatory requirements

Listing Rules 7.1 and 7.1A provide 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 25% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period (being 15% under Listing Rule 7.1 and 10% under Listing Rule 7.1A).

The issue of the Placement Shares do not fit within any of the exceptions and, as the issues have not yet been approved by Shareholders, they effectively use up part of the 15% limit in Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the date of issue of the Placement Shares.

Listing Rule 7.4 sets out an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in general meeting ratifies the issue of Equity Securities made without shareholder approval under Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) or Listing Rule 7.1A (provided that the previous issue did not breach Listing Rule 7.1A), those securities will be deemed to have been made with shareholder approval for the purposes of Listing Rules 7.1 and 7.1A.

The Company confirms that in issuing the Placement Shares, the Company did not breach Listing Rule 7.1 or Listing Rule 7.1A, respectively.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A.

Accordingly:

- under Resolution 1, the Company seeks Shareholder approval for, and ratification of, the issue of the 7.1 Placement Shares; and
- under Resolution 2, the Company seeks Shareholder approval for, and ratification of, the issue of the 7.1A Placement Shares,

in each case under Listing Rule 7.4.

If Resolution 1 is:

- approved, the issue of the 7.1 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the 7.1 Placement Shares; and
- not approved, the issue of the 7.1 Placement Shares will be included in calculating the Company's 15% limit in 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 issue of the 7.1 Placement Shares.

If Resolution 2 is:

- approved, the issue of the 7.1A Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the 7.1A Placement Shares; and
- not approved, the issue of the 7.1A Placement Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue of the 7.1A Placement Shares.

1.3 Information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the Company provides the following information in relation to the issue of the Placement Shares under Resolutions 1 and 2:

(a) **Names of the persons to whom securities were issued**

The Placement Shares were issued to existing professional and sophisticated investors. The total number of investors totaled 7, each of whom were parties who were known to the Company but were unrelated to the Company.

One of the parties who participated in the issue of the Placement Shares was Perseus Mining Limited (ASX: PRU) (**Perseus**). Perseus was issued 39,476,824 Placement Shares. On completion of the Placement, Perseus held 9.9% of the Shares in the Company (on an undiluted basis).

None of the investors in the Placement were Material Investors in the Company.

(b) **Maximum number and class of securities issued**

Under Resolution 1, the Company issued 15,200,000 Shares.

Under Resolution 2, the Company issued 31,400,000 Shares.

(c) **Material terms of the securities**

The Placement Shares are on the same terms as the Company's existing Shares and rank equally in all respects with the existing Shares.

(d) **Date of issue**

The Placement Shares were issued on 27 March 2026.

(e) **Issue price or other consideration**

The issue price was \$0.60 per Placement Share.

(f) **Purpose of the issue, including the intended use of the funds raised**

Funds raised from the Placement will be used for:

- (i) **Boundiali Gold Project:** to continue the 100,000m resource definition and exploration drilling program; delivery of Pre-Feasibility Study (April 2026 target); Definitive Feasibility Study (late 2026); ESIA completion, mining exploitation licence approvals and place orders for long lead items;
- (ii) **Napié Gold Project:** Continue to drill 30,000m diamond drilling program; build an exploration camp near to the gold deposits to improve drilling efficiency and overall cost effectiveness;
- (iii) **Drilling fleet expansion:** Aurum will purchase another two drilling rigs to grow its owner-operator fleet to 14 in-house diamond drill rigs, which continue to demonstrate a cost and speed advantage over peers; and
- (i) corporate and working capital.

(g) **Relevant agreement**

The Placement Shares were not issued under an agreement.

(h) **Voting exclusion statement**

A voting exclusion statement for each of Resolutions 1 and 2 is included in the Notice of Meeting preceding this Explanatory Statement.

1.4 **Board Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 1 and 2.

2. **RESOLUTION 3 – RELATED PARTY PARTICIPATION IN THE PLACEMENT**

2.1 **Background**

The Company has agreed, subject to obtaining Shareholder approval, to issue the Director Placement Shares to Dr Wang (or his nominee), the Managing Director of the Company. The Director Placement Shares are to be issued to Dr Wang on the same terms as the Placement Shares the subject of Resolutions 1 and 2.

The purpose of Resolution 3 is for Shareholders to approve the issue of the Director Placement Shares.

2.2 **Regulatory requirements: Listing Rules**

Listing Rule 10.11 provides that, unless a specified exception applies, a company must not issue or agree to issue securities to any of the following, without the approval of ordinary shareholders:

- (i) a related party;
- (ii) a person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the entity;
- (iii) person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so;
- (iv) an associate of a person referred to in items (i) to (iii) above; or

- (v) a person whose relationship with the entity, or a person referred to items (i) to (iv) above is such that in ASX's opinion, the issue or agreement should be approved its Shareholders.

A "related party", for the purposes of the Listing Rules, has the meaning given to it in the Corporations Act, and includes the directors of a company and members of the directors' immediate families.

As such, Shareholder approval is sought under Listing Rule 10.11 as Resolution 3 proposes the issue of Shares to Dr Wang (or his nominee) who is a related party of the Company by virtue of being a Director.

As Shareholder approval under Resolution 3 is being sought under Listing Rule 10.11, approval is not also required under Listing Rule 7.1.

If Resolution 3:

- (i) is approved, the Company will be able to proceed with the issue of the Director Placement Shares under Resolution 3 to Dr Wang on the terms and conditions as set out in this Notice of Meeting; and
- (ii) is not approved, the Company will not be able to proceed with the issue of the Director Placement Shares under Resolution 3, to Dr Wang (or his nominee) on the terms and conditions as set out in this Notice of Meeting.

2.3 Information required by Listing Rule 10.13

In compliance with the information requirements of Listing Rule 10.13, the Company provides the following information in relation to Resolution 3:

- (a) **Name of person to receive securities**
The Director Placement Shares will be issued to Dr Wang (or his nominee), the Managing Director of the Company.
- (b) **Nature of relationship between person to receive securities and the Company**
Dr Wang is the Managing Director of the Company.
- (c) **Maximum number and class of securities to be issued**
The maximum number of Shares to be issued are 1,400,000 Shares and will be issued on the same terms as the Placement Shares.
- (d) **Material terms of the securities**
The Director Placement Shares are on the same terms as the Company's existing Shares and rank equally in all respects with the existing Shares.
- (e) **Date of issue**
The Company anticipates that the Director Placement Shares will be issued as soon as possible after the date of the meeting and in any event not later than one month after the date of the Meeting (or such later date as permitted by ASX waiver or modification of the Listing Rules).
- (f) **Issue price or other consideration**
The issue price will be \$0.60 per Shares, being the same price as the Placement Shares.
- (g) **Purpose of the issue, including the intended use of the funds raised**
Funds raised from the Director Placement Shares will be used in the manner disclosed above at section 1.3(f) above.
- (h) **Relevant agreement**
The Director Placement Shares will not be issued under any agreement.
- (i) **Voting exclusion statement**
A voting exclusion statement for Resolution 3 is included in the Notice of Meeting preceding

this Explanatory Statement.

2.4 Chapter 2E of the 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 to the provisions; 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 and their immediate family. As such, Dr Wang (or his nominee) as a director of the Company, is a related party 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.

The issue of the Director Placement Shares to Dr Wang (or his nominee) under Resolution 3 constitutes the potential provision of a financial benefit to a related party under section 228 of the Corporations Act by virtue of the issue being to a Director of the Company.

One of the nominated exceptions to the requirement to obtain shareholder approval under Chapter 2E of the Corporations Act is where the provision of the financial benefit is on terms that would be reasonable in the circumstances if the Company and the related party were dealing at arm’s length (or on terms less favourable than arm’s length).

Given Dr Wang (or his nominee) will be participating in the Placement on the same arm’s length terms as the parties who are not related parties of the Company, the Board is of the view that the issue of the Director Placement Shares, pursuant to Resolution 3, constitutes the provision of a financial benefit on arm’s length terms, and accordingly that Shareholder approval under section 208 of the Corporations Act is not required.

2.5 Board recommendation

The Directors (excluding Dr Wang) unanimously recommends that Shareholders vote in favour of Resolution 3.

3. RESOLUTIONS 4 AND 5 – RATIFICATION OF PRIOR ISSUE OF SIMPSON PERFORMANCE SECURITIES

3.1 Background

On 16 January 2026, the Company announced the proposed appointment of Mr Richard Simpson as Chairman of the Company and the proposed issue to Mr Simpson of the following Equity Securities:

- (a) 6,000,000 Simpson Performance Rights; and
- (b) 2,000,000 Simpson Performance Options,

(together, the **Simpson Performance Securities**).

Mr Simpson was subsequently appointed as a director and the Chairman of the Company on 2 February 2026.

Resolution 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Simpson Performance Rights that were issued to Mr Simpson under the Company’s Listing Rule 7.1 capacity.

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Simpson Performance Options that were issued to Mr Simpson under the Company’s Listing Rule 7.1 capacity.

3.2 Regulatory Requirements

Listing Rule 7.1 provides that, a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

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

Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of Equity Securities made without approval under Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

The Company confirms that the issue of the Performance Securities did not breach Listing Rule 7.1.

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 Listing Rule 7.1.

Accordingly:

- under Resolution 4, the Company seeks from Shareholders approval for, and ratification of, the issue of the Performance Rights; and
- under Resolution 5, the Company seeks from Shareholders approval for, and ratification of, the issue of the Performance Options,

in each case under Listing Rule 7.4.

If Resolution 4 is:

- approved, the issue of the Performance Rights will be excluded in calculating the Company's 15% limit in 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 issue; and
- not approved, the issue of the Performance Rights will be included in calculating the Company's 15% limit in 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 issue.

If Resolution 5 is:

- approved, the issue of the Performance Options will be excluded in calculating the Company's 15% limit in 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 issue; and
- not approved, the issue of the Performance Options will be included in calculating the Company's 15% limit in 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 issue.

3.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 4 and 5:

(a) The names of the persons to whom securities were issued

The Simpson Performance Securities were issued to Mr Simpson prior to his appointment as Chairman of the Company.

At the date of issue, Mr Simpson was not a related party of the Company for the purposes of the Listing Rules, nor a Material Investor.

(b) Maximum number and class of securities issued

Under Resolution 4, the Company issued 6,000,000 Simpson Performance Rights.

Under Resolution 5, the Company issued 2,000,000 Simpson Performance Options.

(c) **Material terms of the securities**

A summary of the terms of the Simpson Performance Rights is provided at Schedule 1.

A summary of the terms of the Simpson Performance Options is provided at Schedule 2.

(d) **Date of issue**

The Simpson Performance Securities were issued on 15 January 2026.

(e) **Issue price or other consideration**

The Simpson Performance Securities were issued for nil consideration.

(f) **Purpose of the issue, including the intended use of the funds raised**

The Simpson Performance Securities were issued as consideration for the services to be provided by Mr Simpson in his role as Chairman of the Company. No funds were raised from the issue.

(g) **Relevant agreement**

The Simpson Performance Securities were not issued pursuant to an agreement.

(h) **Voting exclusion statement**

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

3.4 Chapter 2E of the 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 to the provisions; 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 and their immediate family and includes a person who, at the time of the provision of the financial benefit, is to be appointed as a director of the Company. As such, Mr Simpson, as a proposed director of the Company as at the time of issue of the Simpson Performance Securities, is a related party 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.

The issue of the Simpson Performance Securities under Resolutions 4 and 5 may constitute the potential provision of a financial benefit to a related party under section 228 of the Corporations Act by virtue of the issue being to a person who was a proposed Director of the Company.

One of the nominated exceptions to the requirement to obtain shareholder approval under Chapter 2E of the Corporations Act is where the provision of the financial benefit is on terms that would be reasonable in the circumstances if the Company and the related party were dealing at arm’s length (or on terms less favourable than arm’s length).

The Board is of the view that the issue of the Simpson Performance Securities constituted the provision of a financial benefit on arm’s length terms, and accordingly that Shareholder approval under section 208 of the Corporations Act is not required.

3.5 Board Recommendation

The Board (excluding Mr Simpson) recommends Shareholders vote in favour of Resolutions 4 and 5.

4. RESOLUTIONS 6 AND 7 – RATIFICATION OF PRIOR ISSUE OF TING PERFORMANCE SECURITIES

4.1 Background

On 16 January 2026, the Company issued the following securities as consideration in connection with the appointment of Ms Xu Ting to Chief Financial Officer of the Company:

- (a) 2,000,000 Ting Performance Rights; and
 - (b) 1,000,000 Ting Performance Options,
- (together, the **Ting Performance Securities**).

Ms Ting was appointed as the Chief Financial Officer of the Company on 16 January 2026.

Resolution 6 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Ting Performance Rights that were issued to Ms Ting under the Company's Listing Rule 7.1 capacity.

Resolution 7 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Ting Performance Options that were issued to Ms Ting under the Company's Listing Rule 7.1 capacity.

4.2 Regulatory Requirements

Listing Rule 7.1 provides that, a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

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

Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of Equity Securities made without approval under Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

The Company confirms that the issue of the Ting Performance Rights did not breach Listing Rule 7.1.

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 Listing Rule 7.1.

Accordingly:

- under Resolution 6, the Company seeks from Shareholders approval for, and ratification of, the issue of the Ting Performance Rights; and
- under Resolution 7, the Company seeks from Shareholders approval for, and ratification of, the issue of the Ting Performance Options,

under Listing Rule 7.4.

If Resolution 6 is:

- approved, the issue of the Ting Performance Rights will be excluded in calculating the Company's 15% limit in 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 issue; and
- not approved, the issue of the Ting Performance Rights will be included in calculating the Company's 15% limit in 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 issue.

If Resolution 7 is:

- approved, the issue of the Ting Performance Options will be excluded in calculating the Company's 15% limit in 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 issue; and

- not approved, the issue of the Ting Performance Options will be included in calculating the Company's 15% limit in 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 issue.

4.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 6 and 7:

- (a) **The names of the persons to whom securities were issued**
 The Ting Performance Securities were issued to Ms Ting. Ms Ting was appointed to Chief Financial Officer of the Company on 16 January 2026.
 Ms Xu Ting is not a related party of the Company under either the Listing Rules or the Corporations Act nor a Material Investor.
- (b) **Maximum number and class of securities issued**
 Under Resolution 6, the Company issued 2,000,000 Ting Performance Rights.
 Under Resolution 7, the Company issued 1,000,000 Ting Performance Options.
- (c) **Material terms of the securities**
 A summary of the terms of the Ting Performance Rights is provided at Schedule 1.
 A summary of the terms of the Ting Performance Options is provided at Schedule 2.
- (d) **Date of issue**
 The Ting Performance Securities were issued on 15 January 2026.
- (e) **Issue price or other consideration**
 The Ting Performance Securities were issued for nil consideration.
- (f) **Purpose of the issue, including the intended use of the funds raised**
 The Ting Performance Securities were issued as consideration for the services to be provided by Ms Ting in her role as Chief Financial Officer of the Company. No funds were raised from the issue.
- (g) **Relevant agreement**
 The Ting Performance Securities were not issued pursuant to an agreement.
- (h) **Voting exclusion statement**
 A voting exclusion statement for this Resolution is included in the Notice of Extraordinary General Meeting preceding this Explanatory Statement.

4.4 Board Recommendation

The Board recommends Shareholders vote in favour of Resolutions 6 and 7.

5. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES

5.1 Background

On 11 December 2025, the Company issued 2,133,106 Shares to Mr Yu in satisfaction of amounts owing to Mr Yu (**Yu Shares**).

Resolution 8 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Yu Shares that were issued without Shareholder approval under the Company's Listing Rule 7.1 capacity.

5.2 Regulatory Requirements

Listing Rule 7.1 provides that, a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

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

Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of Equity Securities made without approval under Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

The Company confirms that the issue of the Yu Shares did not breach Listing Rule 7.1.

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 Listing Rule 7.1. Accordingly, under Resolution 8, the Company seeks from Shareholders approval for, and ratification of, the issue of the Yu Shares under Listing Rule 7.4.

If Resolution 8 is passed, the issue of the Yu Shares will be excluded in calculating the Company's 15% limit in 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 issue.

If Resolution 8 is not passed, the issue of the Yu Shares will be included in calculating the Company's 15% limit in 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 issue.

5.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 8:

(a) **Names of the persons to whom securities were issued**

The Yu Shares were issued to Mr Xiuzhuang Yu. Mr Yu is not a related party of the Company nor a Material Investor.

(b) **Maximum number and class of securities issued**

2,133,106 Shares.

(c) **Material terms of the securities**

The Yu Shares are fully paid ordinary shares in the Company.

(d) **Date of issue**

The Yu Shares were issued on 11 December 2025.

(e) **Issue price or other consideration**

The Yu Shares were in satisfaction of the amount of RMB 5 million owed by the Company to Mr Yu. The amount was owed with respect to the purchasing of diamond drilling equipment, exploration materials and drilling services. The issue price for the Shares was \$0.70 per Share.

(f) **Purpose of the issue, including the intended use of the funds raised**

The Yu Shares are issued in satisfaction of amounts owed to Mr Yu. The amount owing was incurred with respect to the matters set out in section 5.3(e).

(g) **Relevant agreement**

The Company entered into an agreement with My Yu whereby agreed to incur up to RMB 5 million of expenditure in connection with the acquisition of diamond drilling equipment, exploration materials and drilling services on behalf of the Company. Under the terms of the agreement, Mr Yu had the right to request repayment of the expenditure in RMB or by way of the issue of Shares. If Mr Yu elected to have the expenditure repaid in Shares, the issue price of the Shares was agreed at \$0.70 per Share, resulting in the issue of 2,133,106 Shares to My Yu.

(h) **Voting exclusion statement**

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

5.4 Board Recommendation

The Board recommends Shareholders vote in favour of Resolution 8.

GLOSSARY

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

7.1 December Placement Shares	has the meaning in section 1 of the Explanatory Statement;
7.1A December Placement Shares	has the meaning in section 1 of the Explanatory Statement;
Associate	the meaning given to that term in the Listing Rules;
ASX	ASX Limited or the securities market operated by ASX Limited, as the context requires;
Board	board of Directors;
Chair	chair of the Meeting;
Company	Aurum Resources Limited (ACN 650 477 286);
Constitution	constitution of the Company;
Corporations Act	<i>Corporations Act 2001</i> (Cth);
Director	director of the Company;
Equity Securities	has the meaning given to that term in the Listing Rules;
Explanatory Statement	the explanatory statement that accompanies this Notice of Meeting;
Key Management Personnel	key management personnel of the Company (as defined in section 9 of the Corporations Act);
Listing Rules	means the listing rules of the ASX;
Material Investor	ASX consider the following to be material investors: (i). a related party of the entity; (ii). a member of the entity's key management personnel; (iii). a substantial holder in the entity; (iv). an adviser to the entity; or (v). an associate of any of the above, where such person or entity is being issued more than 1% of the entity's current issued capital.
Meeting or Extraordinary General Meeting	the Extraordinary General Meeting convened by this Notice of Meeting;
New Shares	has the meaning given in section 1 of the Explanatory Statement;

Notice of Meeting or Notice	this notice of Extraordinary General Meeting;
Placement	has the meaning in section 1 of the Explanatory Statement;
Placement Shares	has the meaning in section 2.1 of the Explanatory Statement;
Proxy Form	the proxy form enclosed with this Notice of Meeting;
Resolution	resolution contained in this Notice of Meeting;
Schedule	schedule to this Notice of Meeting;
Share	fully paid ordinary share in the capital of the Company;
Shareholder	holder of a Share in the Company;
Simpson Performance Options	means the 2,000,000 performance options issued to Richard Simpson in connection with appointment to Chairman and summarised in Schedule 2;
Simpson Performance Rights	means the 6,000,000 performance rights issued to Richard Simpson in connection with appointment to Chairman and summarised in Schedule 1;
Simpson Performance Securities	means the Simpson Performance Rights and the Simpson Performance Options;
Ting Performance Options	means the 1,000,000 performance options issued to Xu Ting in connection with appointment to Chief Financial Officer and summarised in Schedule 2;
Ting Performance Rights	means the 2,000,000 performance rights issued to Xu Ting in connection with appointment to Chief Financial Officer and summarised in Schedule 1;
Ting Performance Securities	means the Ting Performance Rights and the Ting Performance Options;
WST	Australian Western Standard Time;
Vesting Conditions	the vesting conditions set out in: (i) Schedule 1 Part 1 with respect to the Simpson Performance Rights and the Ting Performance Rights; and (ii) Schedule 2 Part 1 with respect to the Simpson Performance Options and the Ting Performance Options, as the case may be.
Yu Shares	has the meaning given in section 5.1 of the Explanatory Statement.

SCHEDULE 1 – PERFORMANCE RIGHTS

Part 1 Vesting Conditions

(a) Richard Simpson

Subject to Part 2 paragraph (s) of this Schedule, the Simpson Performance Rights will vest subject to the satisfaction of the following Vesting Conditions:

Tranche	Number	Vesting Condition	Expiry Date
Tranche F	500,000	First gold pour – Boundiali Gold Project	26 April 2029
Tranche X	500,000	VWAP $\geq$ \$1.00 for 20 consecutive trading days prior to 31 Dec 2026	1 December 2030
Tranche Y	500,000	VWAP $\geq$ \$1.25 for 20 consecutive trading days prior to 30 June 2027	1 December 2030
Tranche ZC	500,000	Successful delivery of DFS for Boundiali Gold Project by 1 February 2028	1 December 2030
Tranche ZD	1,000,000	Successful conclusion of Boundiali CAPEX financing package by 31 December 2027	1 December 2030
Tranche ZE	1,500,000	Total Gold Resources reaching 4.5Moz, 5.0Moz, and 5.5Moz (500k each) via a JORC (2012) compliant announcement, with a minimum average grade of 1.0 g/t Au	1 December 2030
Tranche ZF	1,000,000	Occurrence of a Change of Control event at an offer price (First Offer Price) representing at least 150% of the 20-day VWAP at appointment and a competing offer of not less than 115% of the First Offer Price.	1 December 2030
Tranche ZG	500,000	VWAP $\geq$ \$1.50 for 20 consecutive trading days prior to 31 Dec 2030	1 December 2030

(b) Xu Ting

Subject to Part 2 paragraph (s) of this Schedule, the Ting Performance Rights will vest subject to the satisfaction of the following Vesting Conditions:

Tranche	Performance Milestone	Number of Performance Rights	Expiry Dates
Tranche ZH	Establishment of a well-functioning accounting and financing team	250,000	31/12/2028
Tranche ZI	Completion of foreign investment registration	250,000	31/12/2028

Tranche	Performance Milestone	Number of Performance Rights	Expiry Dates
Tranche ZJ	Timely and appropriate completion of FY2026 annual audit and financial report	250,000	31/12/2027
Tranche ZK	Successful establishment of a long-term ERP system	750,000	31/12/2028
Tranche ZL	Successful completion of Boundiali Project CAPEX arrangements and negotiations with project partners, including local partners and government	500,000	31/12/2029
Total		2,000,000	

Part 2 – Terms of Performance Rights

(a) **Entitlement**

Each 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 Performance Rights.

(c) **Expiry Date**

Each of the Performance Rights shall lapse on the dates specified with respect to the Vesting Conditions above (**Expiry Date**). A Performance Right not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Notification to holder**

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

(e) **Exercise of Performance Right**

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

(f) **Share ranking**

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

(g) **Application to ASX**

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

(h) **Transfer of Performance Rights**

The 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.

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

If the Vesting Condition attached to the relevant Performance Right has not been satisfied within the Expiry Date, the relevant Performance Rights will automatically lapse.

(j) **Participation in new issues**

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

(k) **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 Listing Rules and the Corporations Act at the time of reorganisation.

(l) **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 Performance Rights.

(m) **Dividend and Voting Rights**

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

(n) **Change in Control**

Subject to paragraph (o), 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 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 Performance Rights and the Performance Rights will automatically convert into Shares on a one-for-one basis.

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

If the conversion of a Performance Right under paragraph (e) or (n) 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 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 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 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 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 (o)(i) within seven days if the Company considers that the conversion of a 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 Performance Right will not result in any person being in contravention of the General Prohibition.

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

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

(q) **Rights on winding up**

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

(r) **Forfeiture**

If the Board determines that the holder has acted fraudulently or dishonestly, or wilfully breaches their duties to the Company or Company policies, the Board may in its discretion deem all Performance Rights to be forfeited upon which all unvested and vested Performance Rights will automatically lapse.

(s) **Leaver**

Where the holder ceases to hold office with the Company in any circumstances, all unvested Performance Rights held by the holder will automatically lapse, unless the Board determines otherwise.

(t) **No other rights**

A 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 2 – PERFORMANCE OPTIONS

Part 1 Vesting Conditions

(a) Richard Simpson

Subject to Part 2 paragraph (l) of this Schedule, the Simpson Performance Options will vest subject to the satisfaction of the following Vesting Conditions:

Number	Exercise Price	Expiry Date
1,000,000	\$1.25	1 February 2028
1,000,000	\$1.00	1 February 2028

(b) Xu Ting

Subject to Part 2 paragraph (l) of this Schedule, the Ting Performance Options will vest subject to the satisfaction of the following Vesting Conditions:

Vesting Condition	Number of Options	Exercise Price	Expiry Date
On appointment	500,000	\$1.00	30 December 2028
First gold pour or or change of company control at \$1.25/share	500,000	\$1.25	30 December 2030

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

Part 2 – Terms of Performance Options

(a) Entitlement

Subject to the satisfaction of the relevant Vesting Condition (if applicable), each Performance Option entitles the holder to subscribe for one Share upon exercise of the Performance Option.

(b) Exercise Price

The amount payable upon exercise of each Performance Option is specified in Part 1 above (**Exercise Price**).

(c) Expiry Date

Each Performance Option will expire at 5:00 pm (WST) on the date specified in Part 1 above (**Expiry Date**). A Performance Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

Subject to satisfaction of the relevant Vesting Conditions, the Performance Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

Subject to paragraph (o), the Performance Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Performance Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Performance Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Performance Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Performance Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Performance Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Performance Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Performance Options.

(k) **Change in exercise price**

A Performance Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Performance Option can be exercised.

(l) **Leaver**

Where the holder ceases to hold office with the Company in any circumstances, all unvested Performance Options held by the holder will automatically lapse, unless the Board determines otherwise.

(m) **Transferability**

The Performance Options 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.

(n) **Change in Control**

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; or
- (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 Performance Options have not been exercised and converted into Shares due to satisfaction of the Vesting Condition, the Board will accelerate satisfaction of the Vesting Conditions attached to the Performance Options and subject to payment of the Exercise Price, the Performance Options will convert into Shares on a one-for-one basis.

(o) **Deferral of exercise and conversion if resulting in a prohibited acquisition of Shares**

If the exercise and conversion of a Performance Option under paragraph (e) or (n) 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 Performance Option 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 Performance Option 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 Performance Option 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 Performance Option 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 (o)(i) within seven days if the Company considers that the conversion of a Performance Option 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 Performance Option will not result in any person being in contravention of the General Prohibition.

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **9:00am (AWST) on Sunday, 07 June 2026**, 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://portal.automic.com.au/investor/home> 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.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

