# Auris Minerals Limited

**(ACN 085 806 284)**

# Notice of Annual General Meeting, Explanatory Statement, and Proxy Form

**Annual General Meeting to be held at**

**Level 1, 18 Richardson Street**
**West Perth, Western Australia 6005**

**At 11:30a.m. (WST) on Wednesday, 29 October 2025**

**IMPORTANT NOTE**

The Notice of Annual General Meeting and Explanatory Statement should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor, or other professional adviser prior to voting.

# Important Information

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## Important dates

An indicative timetable of key proposed dates is set out below. These dates are indicative only and are subject to change.

| Event | Date |
|---|---|
| Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded | 11:30am (WST) on Monday, 27 October 2025 |
| Snapshot date for eligibility to vote | 05:00pm (WST) on Monday, 27 October 2025 |
| Annual General Meeting | 11:30am (WST) on Wednesday, 29 October 2025 |

## Defined terms

Capitalised terms used in this Notice of Annual General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary set out in the Explanatory Statement.

# Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Auris Minerals Limited (ACN 085 806 284) (**Company** or **Auris**) will be held at Level 1, 18 Richardson Street, West Perth WA 6005 at **11:30am(WST)** on **Wednesday, 29 October 2025** for the purpose of transacting the business referred to in this Notice of Annual General Meeting.

The Explanatory Statement that accompanies and forms part of this Notice describes the various matters to be considered.

## AGENDA

### Financial Statements and Reports

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

### Resolution 1 – Adoption of the Remuneration Report

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

> *"That the Remuneration Report contained in the Directors' Report for the year ended 30 June 2025 be adopted by the Company."*

**Notes:** In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

### Resolution 2 – Re-election of Mr Craig Hall as a Director

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 14.5, article 12.3(b) of the Constitution and for all other purposes, Mr Craig Hall retires, and being eligible offers himself for election, be elected as a Director."*

### Resolution 3 – 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 Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."*

**By order of the Board**

**Chris Achurch**
Company Secretary

12 September 2025

# Voting Prohibitions and Exclusion Statements

**Corporations Act voting prohibitions**

| Resolution | Excluded persons | Exception |
|---|---|---|
| Resolution 1 | In accordance with sections 250BD and 250R(4) of the Corporations Act, a vote on the Resolution must not be cast by:<br>• a member of Key Management Personnel the details of whose remuneration is included in the Remuneration Report or their Closely Related Parties, regardless of the capacity in which the vote is cast; or<br>• by a proxy for a member of Key Management Personnel at the date of the Meeting or their Closely Related Parties. | The prohibition does not apply if:<br>• the vote is cast in accordance with the directions on how the proxy is to vote, as specified in the proxy appointment; or<br>• the appointment expressly authorises the Chairperson to exercise the proxy even though the Resolution is in connection directly or indirectly with remuneration of a member of the Key Management Personnel. |

**ASX voting exclusion statements**

| Resolution | Statement |
|---|---|
| Resolution 3 | At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2. Accordingly, no voting exclusion applies in relation to Resolution 3 for the purposes of Listing Rules 7.3A.7 and 14.11. |

# Proxy Appointment and Voting Instructions

**Proxy Form**

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address below, or by email by **11:30am (WST)** on **Monday 27 October 2025**. A Proxy Form received after that time will not be valid.

**By mail** Auris Minerals Limited – PO Box 298, West Perth WA 6872

**By hand** Level 1, 18 Richardson Street, West Perth WA 6005

**By email** general@aurisminerals.com.au

**Appointment of a proxy**

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

The Company encourages Shareholders to appoint the Chairperson as your proxy. To do so, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairperson, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairperson will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, you may photocopy the Proxy Form.

To appoint a second proxy you must, on each Proxy Form, state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

**Corporate Shareholders**

Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary, that director.

**Corporate representatives**

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

**Votes on Resolutions**

All voting on the Resolutions will be conducted by poll.

You may direct your proxy how to vote by placing a mark in the ‘FOR’, ‘AGAINST’ or ‘ABSTAIN’ box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolution by inserting the percentage or

number of Shares you wish to vote in the appropriate boxes. If you do not mark any of the boxes next to a Resolution, your proxy may vote as he or she chooses. If you mark more than one box on the Resolution, your vote will be invalid.

**Chairperson voting undirected proxies**

If the Chairperson is your proxy, the Chairperson will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chairperson to vote your undirected proxies at his/her discretion.

As at the date of this Notice of Meeting, the Chairperson intends to vote undirected proxies **FOR** each of the Resolutions. In exceptional cases the Chairperson's intentions may subsequently change and in this event, the Company will make an announcement to the market.

**Voting entitlement (snapshot date)**

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at **5:00pm (WST)** on **27 October 2025**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

**Questions from Shareholders**

Questions for the Board of Directors can be submitted in the same manner as outlined above for the lodgement of Proxy Forms and must be received by no later than **11:30am (WST)** on **27 October 2025**.

The board of Directors will endeavour to prepare answers to these questions, where necessary they will be moderated and curated to cover common ground.

The Chairperson will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management and performance of the Company.

Elderton Audit Pty Ltd, as the Auditor responsible for preparing the Auditor's Report for the year ended 30 June 2025 (or its representative), will attend the Meeting. The Chairperson will allow a reasonable opportunity for the Shareholders as a whole to ask the Auditor questions at the Meeting about:

(a) the conduct of the audit;

(b) the preparation and content of the Auditor's Report;

(c) the accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and

(d) the independence of the Auditor in relation to the conduct of the audit.

To assist the Board and the Auditor of the Company in responding to any questions you may have, please submit any questions you may have to the address below by no later than 5:00 pm **(WST)** on **Wednesday 22 October 2025**.

By mail: Elderton Audit Pty Ltd, Level 32, 152 St Georges Tce, Perth WA 6000

As required under section 250PA of the Corporations Act, at the Meeting, the Company will make available those questions directed to the Auditor received in writing at least five business days prior to the Meeting, being questions which the Auditor considers relevant to the content of the Auditor's report or the conduct of the audit of the Annual Financial Report for the year ended 30 June 2025. The Chairperson will allow a reasonable opportunity for the Auditor to respond to the questions set out on this list.

# 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.

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. Capitalised terms in this Explanatory Statement are defined in the Glossary.

## 1. Financial Statements and Reports

Shareholders are to receive and consider the Financial Statements, Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2025.

Shareholders will be given the opportunity to ask questions of the Board and the Auditors in relation to the Annual Report for the financial year ended 30 June 2025 at the Meeting.

## 2. Resolution 1 – Adoption of the Remuneration Report

### 2.1 General

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 year ended 2025 (the **Remuneration Report**). The Remuneration Report is a distinct section of the annual directors' report (the **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 2025 Annual Report. The Annual Report will be available on the Company's website at https://aurisminerals.com.au from the date it is lodged on the ASX platform.

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.

The Chair of the Annual General Meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

The vote on Resolution 1 is advisory only and does not bind the Board or the Company. Notwithstanding, the Board will take the outcome of the vote into consideration when considering remuneration policy of the Company going forward.

### 2.2 Corporations Act requirements

The Corporations Act provides that Resolution1 need only be an advisory vote of Shareholders and does not bind the Directors. However, the Corporations Act provides that if the Company's Remuneration Report resolution receives a "no" vote of 25% or more of votes cast at the Annual General Meeting, the Company's subsequent Remuneration Report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons

for not making any changes. The Board will take into account the outcome of the vote when considering the remuneration policy, even if it receives less than a 25% “no” vote.

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

(a) if, at an 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 Listing Rules, continue to hold office indefinitely without being re-elected to the office) cease to hold office immediately before the end the Spill Meeting and may stand for re-election at the Spill Meeting.

At the Company’s 2024 annual general meeting, less than 25% of the eligible votes cast in respect of the 2024 remuneration report were cast against the adoption of the 2024 remuneration report. Accordingly, a Spill Resolution will not be put to the Meeting even if 25% or more of the votes cast in respect of the 2025 Remuneration Report are against the adoption of the 2025 Remuneration Report.

### 2.3 Resolution

Resolution 1 is an ordinary resolution to approve the Remuneration Report. The Remuneration Report is set out in the Directors’ report which forms part of the 2025 Annual Report.

The vote on Resolution 1 is advisory only and does not bind the Board or the Company. Notwithstanding, the Board will take the outcome of the vote into consideration when considering the remuneration policy of the Company going forward.

### 2.4 Directors’ recommendation

The Directors decline to make a recommendation as to how Shareholders should vote in respect of Resolution 1 as they each have an interest in the outcome of the Resolution.

## 3. Resolution 2 – Re-election of Mr Craig Hall as a Director

### 3.1 Background

In accordance with Listing Rule 14.5 and article 12.3(b) of the Company’s Constitution, at every annual general meeting an election of Directors must take place. Listing Rule 14.4 prevents a Director from holding office (without re-election) past the third annual general meeting following the Director’s appointment or 3 years, whichever is longer.

For this reason, Mr Craig Hall retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Mr Hall was appointed as a Director on 1 August 2018 and was re-elected at the Company's 2023 annual general meeting. Mr Hall will retire at the Meeting, and being eligible will submit himself for re-election.

Resolution 2 is an ordinary resolution to approve the re-election of Craig Hall as a Director. If Resolution 2 is not passed, Mr Hall will not be re-elected to his current directorship position.

### 3.2 Listing Rule and constitutional requirements

Listing Rule 14.5 requires that an entity which has directors must hold an election of directors at each annual general meeting. The note to the rule provides that if no director is required to stand for re-election under Listing Rule 14.4, an entity must select at least one director to stand for re-election by calling for a volunteer or by drawing lots. This rule is substantially reflected in clause 12.3(b) of the Constitution.

Craig Hall will retire in accordance with Listing Rule 14.5 and clause 12.3(b)(iv) of the Constitution.

### 3.3 Qualifications and other material directorships

Mr Hall is an experienced geologist with over 30 years of minerals industry experience in exploration, development and production roles in a range of commodities, principally precious and base metals. He has held a variety of senior positions with mid-tier and junior sector resource companies within Australia and overseas.

Mr Hall has previously consulted to the minerals industry providing high quality exploration outcomes, on-site mining support, expert reporting, project valuations and strategic advice to companies through an association with a well-respected Western Australian resource consultancy.

Mr Hall is not currently a director of any other ASX-listed companies. He has previously been a director of Horseshoe Metals Ltd and Scorpion Minerals Ltd.

### 3.4 Independence

Mr Hall has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company and its security holders generally.

If re-elected, the Board considers Mr Hall will be an independent Director.

### 3.5 Directors' recommendation

The Directors (other than Craig Hall) support the re-election of Mr Hall and recommend that Shareholders vote in favour of Resolution 2. Mr Hall declines to make a voting recommendation noting his interest in the Resolution.

## 4. Resolution 3 – Approval of Additional 10% Placement Facility

### 4.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities of up to 10% of its issued ordinary share capital through placements over a 12 month period following the entity's annual general meeting (or, if earlier than 12 months, until the entity's next annual general meeting, or the time and date of an approval of the entity's shareholders of a transaction under Listing Rule 11.1.2 or 11.2) (**Additional 10% Placement Facility**). The Additional 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less, as at the time of the entity's annual general meeting. The Company meets the requirements of an eligible entity for

this purpose because it is not included in the S&P/ASX 300 Index and has a market capitalisation of less than $300 million.

The Company is seeking a mandate to issue securities under the Additional 10% Placement Facility as it will give the Company the flexibility to raise additional working capital whilst preserving the Company's cash reserves.

Equity Securities issued under the Additional 10% Placement Facility must be the same as an existing class of Equity Securities of the Company quoted on ASX.

As at the date of this Notice, the Company has only one class of quoted Equity Securities on issue, being fully paid ordinary Shares.

The exact number of Equity Securities that the Company may issue under the Additional 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

### 4.2 Listing Rules requirements

Broadly speaking, and subject to a number of exceptions, 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 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%.

An 'eligible entity' 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 for these purposes.

### 4.3 Resolution

Resolution 3 seeks Shareholder approval to enable the Company to issue Equity Securities under the Additional 10% Placement Facility. The effect of Resolution 3 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the period set out below.

Resolution 3 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 or by proxy).

### 4.4 Information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rule 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

### 4.5 Listing Rule information requirements

The following information is provided in relation to Resolution 3, in accordance with Listing Rule 7.3A:

| Information required | Details |
|---|---|
| **Period over which approval will be valid** | If Shareholders approve Resolution 3, the Company will have a mandate to issue Equity Securities under the Additional 10% Placement Facility under Listing Rule 7.1A from the date of the Annual General Meeting until the earlier of the following to occur:<br>• the date that is 12 months after the date of the Annual General Meeting;<br>• the time and date of the Company's next annual general meeting; and<br>• the time and date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),<br>(the **Additional 10% Placement Period**).<br>The Company will only issue and allot Equity Securities during the Additional 10% Placement Period. |
| **Minimum price at which equity securities may be issued** | 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. As at the date of this Notice of Annual General Meeting, the Company has on issue one class of quoted Equity Securities, being Shares.<br>The issue price of Equity Securities issued under the Additional 10% Placement Facility must not be lower than 75% of the volume weighted average price for securities in the same class calculated over the 15 trading days on which trades in that class were conducted immediately before:<br>• the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or<br>• if the Equity Securities are not issued within 10 trading days of the date above, the date on which the Equity Securities are issued. |
| **Purposes for which funds may be used** | The Company does not currently have any intention to issue Equity Securities using the Additional 10% Placement Facility. However, it may seek to issue the Equity Securities to raise funds in connection with an acquisition of new assets or investments (including expense associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and / or general working capital.<br>The Company will provide further information at the time of issue or proposed issue of any Equity Securities under the Additional 10% Placement Facility in compliance with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.3. |
| **Risk of economic and voting dilution** | The precise number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the following formula:<br>Additional Placement Capacity = (A x D) – E<br>where:<br>**A** is the number of Shares on issue 12 months before the date of issue or agreement:<br>• plus the number of Shares issued in the 12 month period immediately preceding the date of the issue or agreement (**Relevant Period**) under an exception in Listing Rule 7.2 (other than exceptions 9, 16 or 17);<br>• plus the number of Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:<br>○ the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or<br>○ the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4;<br>• plus the number of Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:<br>○ the agreement was entered into before the commencement of the Relevant Period; or |

| Information required | Details |
|---|---|

- ○ the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4;
- plus the number of Shares issued in the Relevant Period with approval under Listing Rules 7.1 or 7.4;
- plus the number of partly paid ordinary securities that became fully paid in the Relevant Period; and
- less the number of Shares cancelled in the Relevant Period;

**D** is 10%; and

**E** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the Shareholders under Listing Rule 7.4.

Any issue of equity securities under the Additional 10% Placement Facility will dilute the interests of Shareholders who do not receive Shares under the issue.

If Resolution 3 is approved and the Company issues equity securities under the Additional 10% Placement Facility, then there is a risk to existing Shareholders of economic and voting dilution, including the risk that:

- the market price for equity securities in the same class may be significantly lower on the issue date of the new equity securities than on the date of the Meeting; and
- the new equity securities may be issued at a price that is at a discount to the market price for equity securities in the same class on the issue date.

This may have an effect on the amount of funds raised by the issue of the equity securities.

The table below identifies the potential dilution to existing Shareholders following the issue of equity securities under the Additional 10% Placement Facility (based on the formula set out above) using different variables for the number of issued Shares and the market price of Shares.

| Number of Shares on issue | Share price | New Shares issued | Funds raised | Voting dilution | Economic dilution |
|---|---|---|---|---|---|
| 476,625,957 (Shares currently on issue / current variable 'A' in Listing Rule 7.1A) | $0.006 (current market price) | 47,662,596 | $285,976 | 10.00% | 0.00% |
| | $0.005 (25% decrease) | 47,662,596 | $214,482 | 10.00% | 2.27% |
| | $0.003 (50% decrease) | 47,662,596 | $142,988 | 10.00% | 4.55% |
| 714,938,936 (50% increase) | $0.006 (current market price) | 71,493,894 | $428,963 | 10.00% | 0.00% |
| | $0.005 (25% decrease) | 71,493,894 | $321,723 | 10.00% | 2.27% |
| | $0.003 (50% decrease) | 71,493,894 | $214,482 | 10.00% | 4.55% |

| Information required | Details |
|---|---|

| | | | | | |
|---|---|---|---|---|---|
| 953,251,914 (100% increase) | $0.006 (current market price) | 95,325,191 | $571,951 | 10.00% | 0.00% |
| | $0.005 (25% decrease) | 95,325,191 | $428,963 | 10.00% | 2.27% |
| | $0.003 (50% decrease) | 95,325,191 | $285,976 | 10.00% | 4.55% |

**Notes:** The above table has been prepared on the following assumptions:

1. the current market price is the closing price at which Shares were traded on 1 September 2025 (being $0.006);
2. the current Shares on issue are the Shares at 1 September 2025 (being 476,625,957 Shares);
3. the Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility;
4. the Company has not issued any other Equity Securities using its placement capacity under Listing Rule 7.1 or 7.1A in the 12 months preceding this Notice of Meeting.
5. 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%.
6. existing Shareholders' holdings do not change from the date of this Meeting to the date of the issue under the Additional 10% Placement Facility;
7. the Company issues Shares only and does not issue other types of Equity Securities (such as Options) under the Additional 10% Placement Facility.
8. the impact of placements under Listing Rule 7.1 or following the conversion of convertible securities (e.g. Options, Performance Rights) is not included in the calculations; and
9. economic dilution (**ED**) is calculated using the following formula:

   **ED = (MP – (NMC / TS)) / MP**

   where:

   **MP** = the market price of shares traded on ASX, expressed in dollars;

   **MC** = market capitalisation prior to issue of equity securities, being the MP multiplied by the number of shares on issue;

   **NMC** = notional market capitalisation, being the market capitalisation plus the NSV;

   **NSV** = new security value, being the number of new equity securities multiplied by the issue price of those equity securities; and

   **TS** = total shares on issue following new Equity Security issue.

**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 Company has not yet identified allottees to receive the Equity Securities under the Additional 10% Placement Facility. However, they may include current Shareholders, new investors, or both. None of the allottees will be Related Parties or an 'associate' (as defined in the Listing Rules) of a Related Party.

Potential allottees will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the purpose of the issue;

| Information required | Details |
|---|---|
| | • the methods of raising funds that are available to the Company including, but not limited to, an entitlements issue or other issue in which existing security holders can participate;<br>• the effect of the issue of the Equity Securities on the control of the Company;<br>• the financial situation and solvency of the Company;<br>• prevailing market conditions; and<br>• advice from corporate, financial and broking advisers (if applicable). |
| **Details of prior issues** | The Company has not previously issued or agreed to issue any Equity Securities under Listing Rule 7.1A in the 12 months preceding the date of the Annual General Meeting. |
| **Voting exclusion statement** | No voting exclusion statement applies to Resolution 3.<br>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 an issue of Equity Securities pursuant to the Additional 10% Placement Facility. No existing Shareholder's votes will therefore be excluded in relation to Resolution 3. |

### 4.6 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3 as it will give the Company the flexibility to raise additional working capital whilst preserving the Company's cash reserves.

## Glossary of terms

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

| | |
|---|---|
| **Annual General Meeting** or **Meeting** | The annual general meeting of Shareholders or any adjournment thereof, convened by the Notice. |
| **Annual Report** | The annual report of the Company for the financial year ended 30 June 2025, including the annual financial report, the Directors' report and the Auditor's report. |
| **Associate** | Has the meaning given to that term in sections 10 to 17 of the Corporations Act. |
| **ASX** | ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange operated by ASX Limited, as the context requires. |
| **Auditor** | Elderton Audit Pty Ltd. |
| **Board** | The Board of Directors of the Company. |
| **Business Day** | Has the meaning given to that term in the Listing Rules. |
| **Chairperson** | The chair of the Meeting. |
| **Closely Related Parties** | Has same meaning given to it in section 9 of the Corporations Act, being, in relation to a member of Key Management Personnel:<br>(a) a spouse or child of the member;<br>(b) a child of the member's spouse;<br>(c) a dependent of the member or the member's spouse;<br>(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;<br>(e) a company the member controls; or<br>(f) a person prescribed by the Corporations Regulations 2001 (Cth) (currently none are prescribed). |
| **Company** | Auris Minerals Limited (ACN 085 806 284). |
| **Company Secretary** | The Company Secretary of the Company at the time of the Meeting. |
| **Constitution** | The constitution of the Company. |
| **Corporations Act** | The *Corporations Act 2001* (Cth). |
| **Director** | A director of the Company. |
| **Directors' Report** | The Directors' report contained in the 2025 Annual Report. |
| **Equity Security** | Has the meaning given to that term in Listing Rule 19.12, being:<br>(g) a share;<br>(h) a unit<br>(i) a right to a share or unit or option;<br>(j) an option over an issued or unissued security;<br>(k) a convertible security;<br>(l) any security that ASX decides to classify as an equity security;<br>(m) but not a security that ASX decides to classify as a debt security. |
| **Explanatory Statement** | This explanatory statement which accompanies and forms part of the Notice. |

| | |
|---|---|
| **Key Management Personnel** | Has the meaning given in section 9 of the Corporations Act, , being those persons details of whose remuneration are included in the Remuneration Report having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise). |
| **Listing Rules** | The listing rules of ASX, as amended from time to time. |
| **Notice** or **Notice of Annual General Meeting** | This notice of Annual General Meeting. |
| **Option** | An option to acquire a Share. |
| **Proxy Form** | The proxy form accompanying the Notice. |
| **Related Party** | Has the meaning given to that term in the Listing Rules. |
| **Remuneration Report** | The remuneration report of the Company for the period ended 30 June 2025, appearing in the Director's report as set out in the 2025 Annual Report. |
| **Resolution** | A resolution set out in the Notice. |
| **Section** | A section of the Explanatory Statement. |
| **Share** | A fully paid ordinary share in the Company. |
| **Shareholder** | The holder of a Share in the Company. |
| **WST** | Australian Western Standard Time, being the time in Perth, Western Australia. |

Auris Minerals

# Proxy Voting Form

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

**Auris Minerals Limited | ABN 77 085 806 284**

SAMPLE

Your proxy voting instruction must be received by **11.30am (AWST) on Monday, 27 October 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.**

**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)

## STEP 1 - How to vote

**APPOINT A PROXY:**

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Auris Minerals Limited, to be held at **11.30am (AWST) on Wednesday, 29 October 2025 at Level 1, 18 Richardson Street West Perth, Western Australia 6005** hereby:

**Appoint the Chair of the Meeting (Chair)** OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**
Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

**AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS**
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

## STEP 2 - Your voting direction

| Resolutions | | For | Against | Abstain |
|---|---|---|---|---|
| 1 | Adoption of the Remuneration Report | | | |
| 2 | Re-election of Mr Craig Hall as a Director | | | |
| 3 | Approval of Additional 10% Placement Facility | | | |

*Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

## STEP 3 – Signatures and contact details

| Individual or Securityholder 1 | Securityholder 2 | Securityholder 3 |
|---|---|---|
| | | |
| Sole Director and Sole Company Secretary | Director | Director / Company Secretary |

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).**

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