



Auris Minerals Limited
ACN 085 806 284

**Notice of Meeting,
Explanatory Statement and Proxy Form**

Meeting to be held at

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

At 3:00pm (Perth time) on Thursday, 27 November 2025

IMPORTANT NOTE

This Notice of Meeting and the accompanying Explanatory Statement should be read carefully and in their entirety. If you are in any doubt as to how you should vote, you should seek advice from your accountant, solicitor, or other independent professional adviser prior to voting.

Important Information

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Important dates

An indicative timetable of key proposed dates relating to the Meeting 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	3:00pm (Perth time) on Tuesday, 25 November 2025
Snapshot date for determining eligibility to vote at the Meeting	5pm (Perth time) on Tuesday, 25 November 2025
Meeting	3:00pm (Perth time) on Thursday, 27 November 2025

Defined terms

Capitalised words and terms used in this Notice of Meeting will, unless the context otherwise requires, have the meaning given to them in the Glossary.

Notice of Meeting

NOTICE OF MEETING

Notice is hereby given that a 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 **3:00pm (Perth time)** on **Thursday, 27 November 2025** for the purpose of transacting the business referred to in this Notice of Meeting.

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

AGENDA

Resolution 1 – Ratification of Prior Issue of Tranche 1 Placement 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 ratify the prior issue by the Company of 71,493,893 Tranche 1 Placement Shares (each of which was issued by the Company at an issue price of \$0.004 per share) to Gleneagle Securities (Aust) Pty Ltd ACN 136 930 526 and to certain of its clients and/or to any of their respective nominees on the terms set out in the Explanatory Statement.”

Resolution 2 – Approval of Proposed Issue of Tranche 2 Placement Shares

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

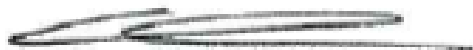
“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issue by the Company of 728,506,107 Tranche 2 Placement Shares (each of which is proposed to be issued by the Company at an issue price of \$0.004 per share) to Gleneagle Securities (Aust) Pty Ltd ACN 136 930 526 and to certain of its clients and/or to any of their respective nominees on the terms set out in the Explanatory Statement.”

Resolution 3 – Approval of Proposed Issue of Unquoted Options

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 7.1 and for all other purposes, Shareholders approve the proposed issue by the Company of 250,000,000 Unquoted Options (each of which is proposed to be issued by the Company at an issue price of \$0.00001 per option) to Gleneagle Securities (Aust) Pty Ltd ACN 136 930 526 and to certain of its clients and/or to any of their respective nominees on the terms set out in the Explanatory Statement.”

By order of the Board



Chris Achurch
Company Secretary

24 October 2025

Voting Exclusion Statements

ASX VOTING EXCLUSION STATEMENTS

Resolution	Voting Exclusion Statement / Exception
Resolution 1 (voting exclusion)	The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of any person who was issued with Tranche 1 Placement Shares and/or by or on behalf of an Associate of any such person.
Resolutions 2 and 3 (voting exclusions)	The Company will disregard any votes cast in favour of Resolutions 2 and 3 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Tranche 2 Placement Shares and/or the Unquoted Options (except a benefit solely by reason of being a holder of Shares) the subject of these Resolutions and/or by or on behalf of an Associate of any such person.
Resolutions 1 to 3 (exceptions)	The Company need not disregard a vote cast in favour of any of Resolutions 1 to 3 (inclusive) if: • it is cast by a person as a proxy or attorney for a person who is entitled to vote on the (relevant) Resolution, in accordance with directions given to the proxy or attorney to vote on the (relevant) Resolution in that way; or • it is cast by the Chairperson as proxy or attorney for a person who is entitled to vote on the (relevant) Resolution, in accordance with a direction given to the Chairperson to vote on the (relevant) Resolution as the Chairperson decides; or • it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: ○ 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 (relevant) Resolution; and ○ the holder votes on the (relevant) Resolution in accordance with directions given by the beneficiary to the holder to vote in that way (i.e. as directed).

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 returned to Automic Group in the manner specified below by no later than **3:00pm (Perth time)** on **Tuesday, 25 November 2025**. A Proxy Form received after that time will not be valid.

by post: GPO Box 5193, Sydney NSW 2001
in person: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
online: use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah>
by mobile: Scan the QR Code on your Proxy Form and follow the prompts
by email: meetings@automicgroup.com.au
by fax: +61 2 8583 3040

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

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. Voting on all Resolutions will be conducted by poll.

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 **5pm (Perth time) on Tuesday, 25 November 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 can be submitted in the same manner as outlined above for the lodgement of Proxy Forms and must be received by no later than **3:00pm (Perth time) on Tuesday, 25 November 2025**.

The Board 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 Resolutions set out in the Notice of Meeting.

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the 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.

This Explanatory Statement should be read in conjunction with the Notice of Meeting. Capitalised words and terms used in this Explanatory Statement are either defined herein or in the Glossary.

1. Background

1.1 Institutional Placement

On 16 October 2025, the Company announced to ASX that it had received firm commitments from a number of sophisticated and professional investors to subscribe for a total of 800,000,000 Shares at an issue price of \$0.004 per Share to raise gross proceeds of \$3.2 million (**Institutional Placement**). The Institutional Placement is (and both components of it are) being managed by Gleneagle Securities (Aust) Pty Ltd (**Lead Manager**).

Of the 800,000,000 Shares to be issued under the Institutional Placement, 71,493,893 Shares (**Tranche 1 Placement Shares**) were issued out of the Company's then (i.e. as at 16 October 2025) available Listing Rule 7.1 placement capacity with the remaining 728,506,107 Shares to be issued subject to the receipt of Shareholder approval to be sought at the Meeting (**Tranche 2 Placement Shares**).

As disclosed in the Company's ASX release¹, the Company will use the \$3.2 million raised under the Institutional Placement:

- to build a high-performance geological team and to support the continued exploration of the Company's existing portfolio of exploration assets;
- to accelerate the ongoing identification of additional exploration projects that value-add to the Company's existing portfolio of exploration assets;
- to secure low-cost exploration tenure that the Company considers to be prospective for copper/gold and rare-earth minerals; and
- for working capital (including to pay the costs of the Institutional Placement) purposes.

The funds raised by the Company are expected to be expended in the following proportions:

Activity	Amount
Building in-house geological expertise and for project generation, exploration and related expenditure	\$1,600,000
Exploration of the Company's existing copper/gold exploration projects	\$350,000
Costs of the Institutional Placement (including brokerage fees, legal expenses etc)	\$250,000
General working capital (excluding brokerage fees, legal expenses etc)	\$1,000,000
Total	<u>\$3,200,000</u>

¹ Please see: <https://announcements.asx.com.au/asxpdf/20251016/pdf/06qm6lqm87k4t7.pdf>.

The above proposed use of funds is a statement of current intentions as at the date of the Notice of Meeting. Shareholders should note that as with any budget, the allocation of funds set out above may change and actual expenditure levels may differ materially to those estimated.

The Institutional Placement was managed by the Lead Manager. The Company will pay the Lead Manager a 6% cash transaction fee for its lead management and related capital raising services.

In addition to the Shares (i.e. the Tranche 1 Placement Shares and the Tranche 2 Placement Shares) to be issued under the Institutional Placement, the Company has also agreed to issue 250,000,000 unquoted options each of which is exercisable into a Share for \$0.004 at any time on or before 5pm (Perth time) on the third anniversary of the date of their issue (**Unquoted Options**).

Subject to the receipt of Shareholder approval at the Meeting, it is also proposed that the Unquoted Options be issued to clients of the Lead Manager.

Please see below and Schedule 1 for further information.

1.2 Listing Rule requirements (Resolution 1)

Broadly speaking, and subject to a limited number of exceptions set out in Listing Rule 7.2, Listing Rule 7.1 limits the number of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the total number of fully paid ordinary shares it had on issue at the start of that 12-month period.

As none of the issues of Tranche 1 Placement Shares fit within any of the exceptions in Listing Rule 7.2 and, as none of them have been approved or ratified by Shareholders, they effectively use up part of the 15% limit in Listing Rule 7.1, thereby reducing the Company's capacity to issue further Equity Securities without approval under that rule for the 12 months following the issue date.

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

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 any such future issues under Listing Rule 7.1. To that end, Resolution 1 seeks Shareholder ratification of the issue of Tranche 1 Placement Shares under the Institutional Placement for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the issue of the Tranche 1 Placement Shares will be excluded from 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 months following the relevant issue date (which date is set out below).

If Resolution 1 is not passed, the issue of the Tranche 1 Placement Shares will be included in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 months following the date of issue (which date is set out below).

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

Listing Rule	Required Disclosure
Listing Rule 7.5.1	The Tranche 1 Placement Shares were issued to Gleneagle Securities (Aust) Pty Ltd (i.e. the Lead Manager) who acted as Lead Manager and bookrunner to the Institutional Placement and to certain clients of the Lead Manager (and/or to their respective nominees). In seeking to procure firm commitments under the Institutional Placement, the Lead Manager identified (and then approached) those of its clients that previously expressed an interest in gaining an equity exposure to copper/gold and (potentially) REE exploration companies and who may also be interested in investing in the Company. Confirmatory statement No recipient of Tranche 1 Placement Shares is a Related Party of the Company, a member of the Company's Key Management Personnel, a substantial (i.e. 10% or more) holder of the Company's shares, an adviser to the Company (i.e. other than the Lead Manager – as to which, see footnote 3) or an Associate of any such person. Furthermore, no recipient (i.e. other than the Lead Manager – as to which, see footnote 3) of any Tranche 1 Placement Shares was issued with more than 1% of the Company's shares².
Listing Rule 7.5.2	The Company issued a total of 71,493,893 Tranche 1 Placement Shares under the Institutional Placement, each of which is a fully paid ordinary share in the equity capital of the Company.
Listing Rule 7.5.3	N/A (i.e. as the Tranche 1 Placement Shares are fully paid ordinary shares in the equity capital of the Company).
Listing Rule 7.5.4	The Tranche 1 Placement Shares were issued by the Company on 16 October 2025.
Listing Rule 7.5.5	The Tranche 1 Placement Shares were issued by the Company at an issue price of \$0.004 each.
Listing Rule 7.5.6	The purpose of and the proposed use of the funds raised under the Institutional Placement are set out in Section 1.1.
Listing Rule 7.5.7	N/A (i.e. as the Tranche 1 Placement Shares were not issued under an agreement).
Listing Rule 7.5.8	The Company will exclude all participants in the Institutional Placement from voting in favour of this Resolution. The voting exclusion statement set out in the Notice of Meeting applies to this Resolution.

² In this regard, the Company notes that the Lead Manager was issued with such number of Tranche 1 Placement Shares that amounted to at least 1% of all of the Shares on issue as at the date of the Notice of Meeting.

1.3 Directors' recommendation (Resolution 1)

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1 as it will give the Company the flexibility it may need in the future to raise additional equity capital as and when required.

1.4 Listing Rule requirements (Resolutions 2 and 3)

The Company is, subject to the receipt of Shareholder approval under Listing Rule 7.1, proposing to issue the Tranche 2 Placement Shares under the Institutional Placement and the Unquoted Options.

For further information in relation to the Institutional Placement please see above. For further information in relation to the Tranche 2 Placement Shares and the Unquoted Options please see below and Schedule 1.

Broadly speaking, and subject to a limited number of exceptions set out in Listing Rule 7.2, Listing Rule 7.1 limits the number of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the total number of fully paid ordinary shares it had on issue at the start of that 12-month period.

The proposed issues of the Tranche 2 Placement Shares and the Unquoted Options do not fit within any of the exceptions in Listing Rule 7.2 and in any event their issue would result in the Company exceeding the 15% limit in Listing Rule 7.1. The issue of the Tranche 2 Placement Shares and Unquoted Options therefore requires Shareholder approval under Listing Rule 7.1.

Resolutions 2 and 3 seek Shareholder approval under and for the purposes of Listing Rule 7.1 to the extent necessary to permit the Company to issue the Tranche 2 Placement Shares and Unquoted Options, respectively.

If Resolutions 2 and 3 are passed, the issue of the Tranche 2 Placement Shares and Unquoted Options will be able to proceed in the manner described herein and will be excluded from 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 under Listing Rule 7.1.

If Resolutions 2 and 3 are not passed, the issue of the Tranche 2 Placement Shares and Unquoted Options will not be able to proceed until and unless the Company has sufficient placement capacity under Listing Rule 7.1.

1.5 Further Listing Rule requirements (Resolution 2)

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

Listing Rule	Required Disclosure
Listing Rule 7.3.1	It is proposed that the Tranche 2 Placement Shares be issued to Gleneagle Securities (Aust) Pty Ltd (i.e. the Lead Manager) who acted as Lead Manager and bookrunner to the Institutional Placement and to certain clients of the Lead Manager (and/or to their respective nominees). In seeking to procure firm commitments under the Institutional Placement, the Lead Manager identified (and then approached) those of its clients that previously expressed an interest in gaining an equity exposure to copper/gold and (potentially) REE exploration companies and who may also be interested in investing in the Company.

	Confirmatory statement No recipient of Tranche 2 Placement Shares will be a Related Party of the Company, a member of the Company's Key Management Personnel, a substantial (i.e. 10% or more) holder of the Company's shares, an adviser to the Company (i.e. other than the Lead Manager – as to which, see footnote 5) or an Associate of any such person. Given the relatively low market capitalisation of the Company, it is possible that one or more recipients of the Tranche 2 Placement Shares will be issued with 1% or more of the Company's shares. If that occurs (and unless otherwise disclosed in this Explanatory Statement), the Company will disclose that information to ASX in accordance with the Listing Rules and Corporations Act³.
Listing Rule 7.3.2	The Company is proposing to issue a total of 728,506,107 Tranche 2 Placement Shares to complete the Institutional Placement.
Listing Rule 7.3.3	N/A (i.e. as the Tranche 2 Placement Shares are fully paid ordinary shares in the equity capital of the Company).
Listing Rule 7.3.4	The Company expects to issue the Tranche 2 Placement Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any of the Tranche 2 Placement Shares later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Listing Rule 7.3.5	The Tranche 2 Placement Shares will be issued by the Company at an issue price of \$0.004 each.
Listing Rule 7.3.6	The purpose of and the proposed use of the funds raised under the Institutional Placement are set out in Section 1.1.
Listing Rule 7.3.7	N/A (i.e. as the Tranche 2 Placement Shares will not be issued under an agreement).
Listing Rule 7.3.8	N/A (i.e. as the Tranche 2 Placement Shares are not being issued under or to fund a reverse takeover).
Listing Rule 7.3.9	The Company will exclude any proposed or potential recipient of the Tranche 2 Placement Shares from voting in favour of this Resolution. The voting exclusion statement set out in the Notice of Meeting applies to this Resolution.

³ The Company expects that the Lead Manager will be issued with such number of Tranche 2 Placement Shares that amounts to at least 1% of all of the Shares expected to be on issue on completion of the Institutional Placement.

1.6 Further Listing Rule requirements (Resolution 3)

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:

Listing Rule	Required Disclosure
Listing Rule 7.3.1	It is proposed that the Unquoted Options be issued to Gleneagle Securities (Aust) Pty Ltd (i.e. the Lead Manager) who acted as Lead Manager and bookrunner to the Institutional Placement and to certain clients of the Lead Manager (and/or to their respective nominees). The allocation of Unquoted Options will be determined by the Lead Manager in consultation with the Company. In seeking to identify clients who may be willing to acquire (and subsequently fund the exercise of) Unquoted Options, the Lead Manager will determine which of its clients have previously expressed an interest in gaining a derivative equity exposure to the Company and who have the financial capacity to exercise their Unquoted Options. Confirmatory statement No recipient of Unquoted Options will be a Related Party of the Company, a member of the Company's Key Management Personnel, a substantial (i.e. 10% or more) holder of the Company's shares, an adviser to the Company (i.e. other than the Lead Manager – as to which, see footnote 6) or an Associate of any such person. Given the relatively small number of intended recipients of the Unquoted Options, it is possible that one or more recipients of Unquoted Options will be issued with 1% or more of the total number of Unquoted Options. If that occurs (and unless otherwise disclosed in this Explanatory Statement), the Company will disclose that information to ASX in accordance with the Listing Rules and Corporations Act⁴.
Listing Rule 7.3.2	The Company is proposing to issue a total of 250,000,000 Unquoted Options the terms of which are detailed in Schedule 1.
Listing Rule 7.3.3	Please see Schedule 1 for the material terms of the Unquoted Options.
Listing Rule 7.3.4	The Company expects to issue the Unquoted Options within 5 Business Days of the Meeting. In any event, the Company will not issue any of the Unquoted Options later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Listing Rule 7.3.5	The Unquoted Options will be issued by the Company at an issue price of \$0.00001 each.

⁴ The Company expects that the Lead Manager be issued with 50,000,000 Unquoted Options (equivalent to 20% of all of the Unquoted Options to be issued by the Company).

Listing Rule 7.3.6	The purpose of issuing the Unquoted Options is to incentivise certain investors who participated in the Institutional Placement and to provide the Company with a potential (albeit subsequent) additional source of equity funding. In this regard and given the effectively nominal issue price, no material sum will be raised by the issue of the Unquoted Options themselves, however, if the Unquoted Options are ultimately exercised, the funds raised pursuant to that exercise will be used by the Company for the purposes noted in Section 1.1.
Listing Rule 7.3.7	N/A (i.e. as the Unquoted Options will not be issued under an agreement).
Listing Rule 7.3.8	N/A (i.e. as the Unquoted Options are not being issued under or to fund a reverse takeover).
Listing Rule 7.3.9	The Company will exclude any proposed or potential recipient of the Unquoted Options from voting in favour of this Resolution. The voting exclusion statement set out in the Notice of Meeting applies to this Resolution.

1.7 Directors' recommendation (Resolutions 2 and 3)

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 2 and 3 as it will enable the Company to raise funds for the purposes noted in Section 1.1 and give the flexibility it may need in the future to raise additional equity capital as and when required.

Glossary

Associate	has the meaning given in the Listing Rules
ASX	means ASX Limited ACN 008 624 691
Automic Group	The Company's securities register
Board	means the Company's board of Directors
Business Day	has the meaning given to that term in the Listing Rules
Chairperson	means the chair of the Meeting
Company	means Auris Minerals Limited ACN 085 806 284
Control	has the meaning given in section 50AA of the Corporations Act
Corporations Act	means the <i>Corporations Act 2001</i> (Cth)
Director	means a director of the Company
Equity Security	has the meaning given in the Listing Rules
Explanatory Statement	means this explanatory statement which accompanies and forms part of the Notice of Meeting
Institutional Placement	has the meaning given in Section 1.1
Key Management Personnel	has the meaning given in section 9 of the Corporations Act
Lead Manager	means Gleneagle Securities (Aust) Pty Ltd ACN 136 930 526
Listing Rules	means the listing rules of ASX
Meeting	means the general meeting of Shareholders or any adjournment thereof, convened by the Notice of Meeting
Notice of Meeting	means the Notice of Meeting which accompanies and forms part of this Explanatory Statement
Proxy Form	means the Proxy Form which accompanies and forms part of this Explanatory Statement
Related Party	has the meaning given in the Listing Rules
Resolution	means a resolution set out in the Notice of Meeting
Section	means a section of the Explanatory Statement
Share	means a fully paid ordinary share in the equity capital of the Company
Shareholder	Means a holder of a Share
Tranche 1 Placement Share	has the meaning given in Section 1.1
Tranche 2 Placement Share	has the meaning given in Section 1.1
Unquoted Option	has the meaning given in Section 1.1

Schedule 1 – Material Terms of Unquoted Options

Exercise	Each Unquoted Option confers on its holder the right, but not the obligation, to subscribe for one Share at the Exercise Price at any time on or before 5pm (Perth time) on the Expiry Date.
Exercise Price	Each Unquoted Option has an exercise price of \$0.004.
Issue Price	Each Unquoted Option is being issued for \$0.00001.
Expiry Date	Each Unquoted Option expires at 5pm (Perth time) on the third anniversary of the date of their issue.
Exercise Minimum	The Unquoted Options may only be exercised in multiples of at least 1,000,000 on each occasion.
Exercise Notice	The holder of Unquoted Options may exercise their Unquoted Options by delivering to the Company, at any time on or before the Expiry Date: • a written notice of exercise (in the form provided by the Company) specifying the number of Unquoted Options being exercised; and • evidence of an electronic funds transfer having been made for the Exercise Price for each Unquoted Option being exercised.
Reorganisation	In the event of a reorganisation of the Company's share capital, the Unquoted Options will be reorganised in accordance with the requirements of the Listing Rules.
Quotation	The Company will not apply for quotation of the Unquoted Options on ASX. The Company will however apply for quotation of any Shares issued following the exercise of any Unquoted Options in accordance with the Listing Rules.
Participation in future issues	An Unquoted Option does not entitle its holder to participate in any new issue of securities in the Company unless the Unquoted Option is exercised and a Share issued before the record date for determining entitlements to that new issue.
Pro rata issues	If the Company makes a pro rata issue of Shares or other securities (except a bonus issue) to existing Shareholders and no Share has been issued in respect of the Unquoted Option before the record date for determining entitlements to the proposed pro rata issue, the exercise price of the Unquoted Option is to be reduced in accordance with the Listing Rules.
Bonus issues	If the Company makes a bonus issue of Shares or other securities to its Shareholders and no Share has been issued in respect of the Unquoted Option before the record date for determining entitlements to the proposed bonus issue, the number of Shares over which the Unquoted Option is exercisable is increased by the number of Shares which the holder of the Unquoted Options would have received had the holder exercised some or all of their Unquoted Options before the relevant record date.



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

Your proxy voting instruction must be received by **3:00pm (AWST) on Tuesday, 25 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



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)

I/We being a Shareholder entitled to attend and vote at the General Meeting of Auris Minerals Limited, to be held at **3:00pm (AWST) on Thursday, 27 November 2025 at Level 1, 18 Richardson Street West Perth, Western Australia 6005** hereby:

[illegible]

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.

Resolutions		For	Against	Abstain
1	Ratification of Prior Issue of Tranche 1 Placement Shares	☐	☐	☐
2	Approval of Proposed Issue of Tranche 2 Placement Shares	☐	☐	☐
3	Approval of Proposed Issue of Unquoted Options	☐	☐	☐

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.

AUR

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).