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28 May 2025

Dear Shareholder,

General Meeting – Letter to Shareholders

Uvre Limited (ASX: UVA) (“**Uvre**” or the “**Company**”) advises that a General Meeting of Shareholders will be held at 11:00AM (WST) on Friday, 27 June 2025 at 3 Richardson Street, West Perth, WA 6005.

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (“**Notice**”) to Shareholders who have elected to receive the Notice in physical form. The Notice is being made available to Shareholders electronically and can be viewed and downloaded online from the Company’s website at: <https://uvrelimited.com/>.

Your vote is important

The business of the General Meeting affects your shareholding and your vote is important. To vote in person, attend the General Meeting on the date and at the place set out above. To vote by proxy please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

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 advisor, lawyer, accountant, or other professional adviser.

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Yours Faithfully,

Harry Miller
Company Secretary

For personal use only

UVRE LIMITED
ACN 650 124 324
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00am (WST)
DATE: Friday, 27 June 2025
PLACE: 3 Richardson Street, West Perth WA 6005

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

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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 5:00pm (WST) on Wednesday, 25 June 2025.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPROVAL TO ISSUE CONSIDERATION 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, approval is given for the Company to issue 75,000,000 Shares on the terms and conditions set out in the Explanatory Statement."

2. RESOLUTION 2 – APPROVAL TO ISSUE SHARES UNDER PLACEMENT

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, approval is given for the Company to issue 40,812,500 Shares on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – BRETT MITCHELL

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,250,000 Shares to Mr Brett Mitchell (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – ALEX PASSMORE

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 437,500 Shares to Mr Alex Passmore (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL FOR PROPOSED DIRECTOR PARTICIPATION IN PLACEMENT – NORMAN SECKOLD

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 6,250,000 Shares to Mr Norman Seckold (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL FOR PROPOSED DIRECTOR PARTICIPATION IN PLACEMENT – PETER NIGHTINGALE

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,250,000 Shares to Mr Peter Nightingale (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – APPROVAL TO ISSUE SHARES TO LEAD MANAGER OF THE PLACEMENT

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, approval is given for the Company to issue 3,750,000 Shares to Bell Potter (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."

Dated: 28 May 2025

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 1 – Approval to issue Consideration Shares	The Vendors or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 2 – Approval to issue Shares under Placement	The non-related party Placement participants or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 3 – Approval for Director Participation in Placement – Brett Mitchell	Mr Brett Mitchell (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 4 – Approval for Director Participation in Placement – Alex Passmore	Mr Alex Passmore (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 5 – Approval for Proposed Director Participation in Placement – Norman Seckold	Mr Norman Seckold (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 6 – Approval for Proposed Director Participation in Placement – Peter Nightingale	Mr Peter Nightingale (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 – Approval to issue Shares to Lead Manager of the Placement	Bell Potter or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a 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 as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

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 two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two 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:

- 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.

Voting in person

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

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Automic Registry Services will need to verify your identity. You can register from 10:30 (WST) on the day of the Meeting.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 7129 0437.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO RESOLUTIONS

1.1 Background to the Acquisition

On 19 May 2025, the Company announced that it had entered into a binding terms sheet (**Agreement**) with Minerals Exploration Limited (ACN 062 009 321) (**MEL**) pursuant to which the Company agreed to acquire and the shareholders of MEL (**Vendors**) agreed to sell 100% of the issued share capital of MEL (**Acquisition**).

MEL owns 100% of the issued share capital in Otagold Limited (NZ 8680207) (a company incorporated in New Zealand) (**Otagold**), which is the holder of three exploration permits, one prospecting permit application and one prospecting permit in New Zealand.

The total consideration payable by the Company to the Vendors (or their nominee/s) for the Acquisition is \$6,000,000 worth of Shares at a deemed issue price of \$0.08 per Share, being 75,000,000 Shares (**Consideration Shares**), to be apportioned between the Vendors pro-rata to their respective shareholdings in MEL. The Consideration Shares are subject to Shareholder approval pursuant to Resolution 1.

1.2 Background to the Placement

One of the conditions precedent to completion of the Acquisition is the Company completing a placement to raise a minimum of \$4,000,000 (**Placement**), at an issue price of \$0.08 per Share.

The Shares under the Placement will be issued as follows:

- (a) 40,812,500 Shares to sophisticated and professional investors (none of whom are related parties of the Company), to be issued subject to receipt of Shareholder approval under Resolution 2; and
- (b) an aggregate of 9,187,500 Shares to related parties of the Company, comprising:
 - (i) 1,250,000 Shares to Director, Brett Mitchell (or his nominee/s), to be issued subject to receipt of Shareholder approval under Resolution 3;
 - (ii) 437,500 Shares to Director, Alex Passmore (or his nominee/s), to be issued subject to receipt of Shareholder approval under Resolution 4;
 - (iii) 6,250,000 Shares to proposed Director, Norman Seckold (or his nominee/s), to be issued subject to receipt of Shareholder approval under Resolution 5; and
 - (iv) 1,250,000 Shares to proposed Director, Peter Nightingale (or his nominee/s), to be issued subject to receipt of Shareholder approval under Resolution 6.

Bell Potter Securities Limited (**Bell Potter**) has been mandated to lead manage the Placement. In consideration for these services, Bell Potter will receive a cash fee equal to 6% of the funds raised under the Placement (\$240,000).

In addition, the Company has agreed to issue Bell Potter (or its nominee/s) 3,750,000 Shares, as a facilitation fee for introducing the Acquisition to the Company. These Shares are proposed to be issued on completion of the Acquisition, subject to Shareholder approval pursuant to Resolution 7.

For further information in respect of the Acquisition, please refer to the announcement released to the ASX on 19 May 2025.

2. RESOLUTION 1 – APPROVAL TO ISSUE CONSIDERATION SHARES

2.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 75,000,000 Shares to the Vendors in consideration for the Acquisition, to be apportioned pro-rata to their respective shareholdings in MEL.

2.2 Listing Rule 7.1

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 shares it had on issue at the start of that period.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

2.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and may be in breach of its obligations under the Agreement.

2.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Vendors. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	75,000,000 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares at completion of the Acquisition. In any event, the Company will not issue any Shares later than three 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).
Price or other consideration the Company will receive for the Securities	The Shares will be issued at nil issue price, in consideration for the Acquisition.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Agreement.
Summary of material terms of agreement to issue	The Shares are being issued under the Agreement, a summary of the material terms of which is set out in Schedule 1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

3. RESOLUTION 2 – APPROVAL TO ISSUE SHARES UNDER THE PLACEMENT

3.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 40,812,500 Shares at an issue price of \$0.08 per Share to non-related party sophisticated and professional investors under the Placement.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and may be in breach of its obligations under the Agreement.

3.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Professional and sophisticated investors who will be identified through a bookbuild process, which will involve the Bell Potter seeking expressions of interest to participate in the capital raising from non-related parties of the Company.
Number of Securities and class to be issued	40,812,500 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue the Shares later than three 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).
Price or other consideration the Company will receive for the Securities	\$0.08 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to apply towards: (a) progressing exploration and evaluation at the Waitekauri Gold Project, including but not limited to completion of a drilling program to confirm the extent and style of mineralisation; and (b) for general working capital purposes, including but not limited to the costs of the Acquisition and Placement.
Summary of material terms of agreement to issue	The issue of the Shares is a condition precedent pursuant to the Agreement, a summary of which is set out in Schedule 1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

4. RESOLUTIONS 3 TO 6 – APPROVAL FOR DIRECTOR AND PROPOSED DIRECTOR PARTICIPATION IN PLACEMENT

4.1 General

Resolutions 3 to 6 seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of up to an aggregate of 9,187,500 Shares to related parties under the Placement (**Participation**) as follows:

- (a) pursuant to Resolution 3, 1,250,000 Shares to Director, Mr Brett Mitchell (or his nominee/s), at an issue price of \$0.08 per Share to raise \$100,000;
- (b) pursuant to Resolution 4, 437,500 Shares to Director, Mr Alex Passmore (or his nominee/s), at an issue price of \$0.08 per Share to raise \$35,000;
- (c) pursuant to Resolution 5, 6,250,000 Shares to proposed Director, Norm Steckold (or his nominee/s), at an issue price of \$0.08 per Share to raise \$500,000; and
- (d) pursuant to Resolution 6, 1,250,000 Shares to proposed Director, Peter Nightingale (or his nominee/s), at an issue price of \$0.08 per Share to raise \$100,000.

4.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Participation will constitute giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director (in the case of Mr Mitchell and Mr Passmore) or proposed Director (in the case of Mr Seckold and Mr Nightingale).

The Directors (other than Mr Mitchell who has a material personal interest in Resolution 3) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 3 because the Shares will be issued to Mr Mitchell on the same terms as the Shares offered to non-related party participants in the Placement and, as such, the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Passmore who has a material personal interest in Resolution 4) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 4 because the Shares will be issued to Mr Passmore on the same terms as the Shares offered to non-related party participants in the Placement and, as such, the giving of the financial benefit is on arm's length terms.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolutions 5 and 6 because the Shares will be issued to Mr Steckold and Mr Nightingale on the same terms as the Shares offered to non-related party participants in the Placement and, as such, the giving of the financial benefit is on arm's length terms.

4.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Each issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. Each issue therefore requires the approval of Shareholders under Listing Rule 10.11.

4.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with each issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issues.

4.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the persons to whom securities will be issued	The proposed recipients of the Shares are set out in Section 4.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director (in the case of Mr Mitchell and Mr Passmore) and proposed Director (in the case of Mr Seckold and Mr Nightingale). Any nominee(s) of the proposed recipients who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of securities and class to be issued	The maximum number of Shares to be issued (being the nature of the financial benefit proposed to be given) and the allocation between the recipients is set out in Section 4.1 above.
Terms of securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue the Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the securities	\$0.08 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to raise capital, which the Company intends to apply towards: (a) progressing exploration and evaluation at the Waitekauri Gold Project, including but not limited to

REQUIRED INFORMATION	DETAILS
	completion of a drilling program to confirm the extent and style of mineralisation; and (b) for general working capital purposes, including but not limited to the costs of the Acquisition and Placement.
Consideration of type and quantum of security to be issued	The recipients are seeking to participate in the capital raising on the same terms as the unrelated institutional, professional and sophisticated investors who will take part in the Placement. It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares on the terms proposed and the issue of the Shares is not intended to remunerate or incentivise the recipients.
Summary of material terms of agreement to issue	The Shares were not issued under an agreement.
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.

5. RESOLUTION 7 – APPROVAL TO ISSUE SHARES TO LEAD MANAGER OF THE PLACEMENT

5.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 3,750,000 Shares to Bell Potter (or its nominee/s), as a facilitation fee for introducing the Acquisition to the Company.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

5.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. and will consider alternative means of compensating Bell Potter.

5.4 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued	Bell Potter or its nominee/s
Number and class of Securities to be issued	3,750,000 Shares.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued.	The Shares are proposed to be issued on completion of the Acquisition, which remains subject to the satisfaction (or waiver) of the remaining conditions precedent. In any event, the Company will not issue any Shares later than

REQUIRED INFORMATION	DETAILS
	three 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).
Price or other consideration the Company will receive for the Securities	The Shares will be issued at a nil issue price, in consideration for Bell Potter introducing the Acquisition to the Company.
Purpose of the issue, including the intended use of any funds raised by the issue	Nil funds will be raised as the issue is being made in consideration for services provided to the Company.
Summary of material terms of agreement to issue	Refer to Section 1.2 above.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means Uvre Limited (ACN 650 124 324).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 - MATERIAL TERMS OF THE AGREEMENT

Consideration	<p>(a) Subject to receipt of shareholder approval for the purposes of ASX Listing Rule 7.1, in consideration for the Acquisition, the Company agrees to issue to the Vendors (or their nominee/s) at settlement of the Acquisition (Settlement) \$6,000,000 worth of Shares at a deemed issue price of \$0.08 per Share, being 75,000,000 Consideration Shares, to be apportioned between the Vendors pro-rata to their respective shareholdings in MEL.</p> <p>(b) Each Vendor acknowledges and agrees that the Consideration Shares will be subject to a 12-month voluntary escrow period during which time the Consideration Shares will be subject to a holding lock.</p>
Conditions Precedent	<p>(a) Settlement is conditional upon the satisfaction (or waiver) of the following conditions precedent (Conditions Precedent):</p> <ul style="list-style-type: none"> (i) completion of financial, legal and technical due diligence by the Company on MEL, Otagold and the tenements, to the absolute satisfaction of the Company; (ii) the Company completing the Placement; (iii) the Company obtaining all shareholder, statutory and regulatory approvals and/or waivers required to undertake the Acquisition and matters contemplated by the Agreement, including: <ul style="list-style-type: none"> (A) receipt of New Zealand Ministerial consent to the change of control of MEL as require under the Crown Minerals Act 1991 (CMA) in respect of EP 61021; (B) shareholder approval for the issue of the Consideration Shares; and (C) shareholder approval for the issue of Shares under the Placement; and (iv) MEL and/or Otagold applying under the CMA for retrospective consent to, or notification of (as applicable), the change of control of Otagold arising from MEL's prior acquisition of 100% of the issued capital of Otagold, which completed earlier this year. Completion is conditional on the Company being satisfied (in its sole discretion) with the Minister's response to the aforementioned application and that no steps will be taken to revoke any of the Permits as a consequence of the procedural oversight by MEL/Otagold. <p>(b) If the Conditions Precedent are not satisfied (or waived) on or before 5.00pm (WST) on the date which is 3 months from the date of execution of the Agreement (or such other date agreed by the parties in writing), or become incapable of being satisfied and are not waived, any Party may terminate the Agreement.</p>
Settlement	Settlement shall take place on that date which is 5 Business Days after the satisfaction (or waiver) of the last of the Conditions Precedent, or such other date as the parties may agree in writing.
Board Changes	Effective from Settlement, Norm Seckold and Peter Nightingale, both major shareholders of MEL, will be appointed to the Board of the Company as Non-Executive Directors. Concurrently, it is proposed the Steven Wood and Peter Woods will resign from their positions as Non-Executive Directors.
Other	The agreement otherwise contains terms and conditions standard for an agreement of its nature.

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 **11.00am (AWST) on Wednesday, 25 June 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)

For personal use only

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Uvre Limited, to be held at **11.00am (AWST) on Friday, 27 June 2025 at 3 Richardson Street, West Perth, WA 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.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 APPROVAL TO ISSUE CONSIDERATION SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 APPROVAL TO ISSUE SHARES UNDER PLACEMENT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – BRETT MITCHELL	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – ALEX PASSMORE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 APPROVAL FOR PROPOSED DIRECTOR PARTICIPATION IN PLACEMENT – NORMAN SECKOLD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 APPROVAL FOR PROPOSED DIRECTOR PARTICIPATION IN PLACEMENT – PETER NIGHTINGALE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 APPROVAL TO ISSUE SHARES TO LEAD MANAGER	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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).

