
AURIC MINING LIMITED
ACN 635 470 843
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00 am AWST
DATE: Thursday, 28 May 2026
PLACE: Steinepreis Paganin
Level 14, QV1 Building
250 St Georges Terrace
PERTH WA 6000

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 AWST on Tuesday, 26 May 2026.

BUSINESS OF THE MEETING

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2025 together with the Declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2025.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – JOHN UTLEY

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

“That, for the purpose of clause 15.2 of the Constitution and for all other purposes, John Utley, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

3. RESOLUTION 3 – ELECTION OF DIRECTOR – GARETH SOLLY

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

“That, for the purpose of clause 15.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Gareth Solly, who is to be appointed as an additional Director on 18 May 2026, retires, and being eligible, is elected as a Director.”

4. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass 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.”

5. RESOLUTION 5 – APPROVAL TO INCREASE TOTAL AGGREGATE REMUNERATION FOR NON-EXECUTIVE DIRECTORS

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

“That, for the purposes of clause 15.8 of the Constitution, Listing Rule 10.17 and for all other purposes, Shareholders approve an increase of the total aggregate amount of fees payable to non-executive Directors from \$250,000 per annum to \$1,500,000 per annum in accordance with the terms and conditions set out in the Explanatory Statement.”

6. RESOLUTION 6 – AMENDMENT TO CONSTITUTION

To consider and, if thought fit, to pass the following Resolution as a **special resolution**:

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to amend its Constitution to include a new clause 2.4 setting the issue cap for issues of Securities under the Employee Incentive Securities Plan to 10% of the issued capital of the Company for the purposes of section 1100V(2) of the Corporations Act.”

7. RESOLUTION 7 – APPROVAL TO ISSUE SECURITIES UNDER AN INCENTIVE PLAN

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

“That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to issue up to maximum of 18,709,360 Securities under the employee incentive scheme titled Employee Incentive Securities Plan, on the terms and conditions set out in the Explanatory Statement.”

8. RESOLUTION 8 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – JOHN UTLEY

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

“That, subject to the passing of Resolution 2, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 13,000,000 Performance Rights to Mr John Utley (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

9. RESOLUTION 9 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – MARK ENGLISH

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

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 13,000,000 Performance Rights to Mr Mark English (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

10. RESOLUTION 10 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – STEVEN MORRIS

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

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,750,000 Performance Rights to Mr Steven Morris (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

11. RESOLUTION 11 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – GARETH SOLLY

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

“That, subject to the passing of Resolution 3, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 13,000,000 Performance Rights to Mr Gareth Solly (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

12. RESOLUTION 12 – APPROVAL TO ISSUE OPTIONS TO DIRECTOR – JOHN UTLEY

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

“That, subject to the passing of Resolution 2, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 962,500 Options to Mr John Utley (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

13. RESOLUTION 13 – APPROVAL TO ISSUE OPTIONS TO DIRECTOR – STEVEN MORRIS

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 577,500 Options to Mr Steven Morris (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

14. RESOLUTION 14 – APPROVAL TO ISSUE OPTIONS TO DIRECTOR – MARK ENGLISH

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 962,500 Options to Mr Mark English (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

15. RESOLUTION 15 – APPROVAL TO ISSUE OPTIONS TO DIRECTOR – GARETH SOLLY

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

"That, subject to the passing of Resolution 3, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,433,748 Options to Mr Gareth Solly (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

16. RESOLUTION 16 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of section 136(2)) and section 648G of the Corporations Act and for all other purposes, approval is given for the Company to modify its existing Constitution by renewing clause 37 for a period of three years from the date of approval of this Resolution."

17. RESOLUTION 17 – APPROVAL TO ISSUE SHARES TO THE LINDSAY'S PROJECT VENDOR

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 up to that number of Shares, in the capital of the Company as is equal to \$2,000,000 divided by the 15 trading day volume weighted average price of the Company's Shares calculated on the trading day immediately before the date of satisfaction of the First Condition under the Tenement Sale Agreement, on the terms and conditions set out in the Explanatory Statement."

Dated: 24 April 2026

Voting Prohibition Statements

<p>Resolution 1 - Adoption of Remuneration Report</p>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
<p>Resolution 5 – Approval to increase total aggregate remuneration for Non-Executive Directors</p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 7 – Approval to issue Securities under an Incentive Plan</p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 8 – Approval to issue Performance Rights to Director – John Utley</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 8 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 9 – Approval to issue Performance Rights to Director – Mark English</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 9 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 9 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or

	<p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 9 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
<p>Resolution 10 – Approval to issue Performance Rights to Director – Steven Morris</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 10 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 10 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 10 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
<p>Resolution 11 – Approval to issue Performance Rights to Director – Gareth Solly</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 11 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 11 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 11 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
<p>Resolution 12 – Approval to issue Options to Director – John Utley</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 12 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 12 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 12 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
<p>Resolution 13 – Approval to issue Options to Director – Steven Morris</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 13 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy</p>

	<p>appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 13 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p style="padding-left: 20px;">(i) a member of the Key Management Personnel; or</p> <p style="padding-left: 20px;">(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 13 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
<p>Resolution 14 – Approval to issue Options to Director – Mark English</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 14 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 14 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p style="padding-left: 20px;">(i) a member of the Key Management Personnel; or</p> <p style="padding-left: 20px;">(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 14 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
<p>Resolution 15 – Approval to issue Options to Director – Gareth Solly</p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 15 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 15 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p style="padding-left: 20px;">(i) a member of the Key Management Personnel; or</p> <p style="padding-left: 20px;">(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 15 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>

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 4 – Approval of 7.1A Mandate	A 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 5 – Approval To increase total aggregate remuneration for Non-Executive Directors	A Director or an associate of that person or those persons.
Resolution 7 – Approval to issue Securities under an Incentive Plan	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.
Resolution 8 – Approval to issue Performance Rights to Director – John Utley	Mr John Utley (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 9 – Approval to issue Performance Rights to Director – Mark English	Mr Mark English (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 10 – Approval to issue Performance Rights to Director – Steven Morris	Mr Steven Morris (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 11 – Approval to issue Performance Rights to Director – Gareth Solly	Mr Gareth Solly (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 12 – Approval to issue Options to Director – John Utley	Mr John Utley (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 13 – Approval to issue Options to Director – Steven Morris	Mr Steven Morris (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 14 – Approval to issue Options to Director – Mark English	Mr Mark English (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 15 – Approval to issue Options to Director – Gareth Solly	Mr Gareth Solly (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 17 – Approval to issue Shares to the Lindsay's Project Vendor	Lindsay's Project Vendor 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 (2) 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 (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- 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 Computershare will need to verify your identity. You can register from 10.30am on the day of the Meeting.

Should you wish to discuss the matters in this Notice please do not hesitate to contact Catherine Yeo, the Company Secretary on +61 8 9548 9997 or cyeo@auricmining.com.au.

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. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2025 together with the Declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – JOHN UTLEY

3.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

John Utley, who has held office without re-election since 24 May 2024, and being eligible, retires by rotation and seeks re-election.

3.2 Qualifications and other material directorships

Further information in relation to John Utley is set out below.

Qualifications, experience and other material directorships	Mr Utley has a 40-year career in mining and exploration with a dominant focus on gold assets. He holds a Master's Degree in Earth Sciences from the University of Waikato in New Zealand. Mr Utley has worked in Australia, South America, Papua New Guinea and most recently in Canada where he was the Chief Geologist for Atlantic Gold Corporation, a company now owned by St Barbara Ltd ("ASX:SBM"). He spearheaded exploration and development of the Touquoy Gold Mine in Nova Scotia, Canada prior to its acquisition by St Barbara. Mr Utley previously worked with Plutonic Resources Ltd ("ASX:PLU") and was head of the exploration team at the Darlot Gold Mine during the discovery and development of the 2.3 million ounce Centenary gold deposit.
Term of office	Mr Utley has served as a Director since 10 February 2020 and was last re-elected on 24 May 2024.
Independence	If re-elected, the Board does not consider that Mr Utley will be an independent Director, by virtue of his position as an executive Director.
Board recommendation	The Board has reviewed Mr Utley's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board (excluding Mr Utley) recommend that Shareholders vote in favour of this Resolution.

3.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, John Utley will be re-elected to the Board as an executive Director.

In the event that this Resolution is not passed, John Utley will not continue in his role as an executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – ELECTION OF DIRECTOR – GARETH SOLLY

4.1 General

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

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Gareth Solly, to be appointed by other Directors on 18 May 2026 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Mr Solly is set out below.

Qualifications, experience and other material directorships	Mr Solly has 25 years of mining industry experience, covering numerous orebody types in both underground and surface environments, and has a proven ability in leading mine geology, resource development and near-mine exploration teams. With 11 years of experience in senior management roles including Registered Manager, Chief Geologist and Group Geology Manager with organisations including Saracen Gold Mines, Silver Lake Resources and Norilsk Nickel. Mr Solly was the founding Managing Director of Black Cat Syndicate Limited (ASX:BC8) between January 2018 and February 2026.
Term of office	Mr Solly will be appointed as a Director on 18 May 2026.
Independence	If re-elected, the Board does not consider that Mr Solly will be an independent Director, by virtue of Mr Solly's appointment as an Executive Director.
Other material information	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. The Company undertook such checks prior to the appointment of Mr Solly.
Board recommendation	Having received an acknowledgement from Mr Solly that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Mr Solly since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Solly) recommend that Shareholders vote in favour of this Resolution.

4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Solly will be elected to the Board as an executive Director.

If this Resolution is not passed, Mr Solly will not continue in their role as executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

5.1 General

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

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.

However, under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

As at the date of this Notice, the Company is not included in the S&P/ASX 300 Index and has a market capitalisation that is less than \$300,000,000. The Company is therefore an Eligible Entity.

5.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

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

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under 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.

5.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	<p>The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) the date that is 12 months after the date of this Meeting at which the approval is obtained; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of the eligible entity's ordinary securities of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	<p>Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	<p>The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for:</p> <ul style="list-style-type: none"> (a) continued expenditure on the construction of the Burbanks processing facility; and (b) development of the Company's current business.
Risk of economic and voting dilution	<p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 9 April 2026.</p>

REQUIRED INFORMATION		DETAILS						
		<p>The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.</p>						
		<p>Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</p>		<p>Shares issued – 10% voting dilution</p>		<p style="text-align: center;">Dilution</p>		
						<p style="text-align: center;">Issue Price</p>		
						<p>\$0.170</p>	<p>\$0.340</p>	<p>\$0.510</p>
						<p>50% decrease</p>	<p>Issue Price</p>	<p>50% increase</p>
		<p style="text-align: center;">Funds Raised</p>						
		<p>Current</p>	<p>187,093,602</p>	<p>18,709,360</p>	<p>\$3,180,591</p>	<p>\$6,361,182</p>	<p>\$9,541,773</p>	
<p>50% increase</p>	<p>280,640,403</p>	<p>28,064,040</p>	<p>\$4,770,886</p>	<p>\$9,541,773</p>	<p>\$14,312,660</p>			
<p>100% increase</p>	<p>374,187,204</p>	<p>37,418,720</p>	<p>\$6,361,182</p>	<p>\$12,722,364</p>	<p>\$19,083,547</p>			
		<p>*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.</p>						
		<p>The table above uses the following assumptions:</p>						
		<ol style="list-style-type: none"> There are currently 187,093,602 existing Shares as at the date of this Notice; The issue price set out above is the closing market price of the Shares on the ASX on 9 April 2026 (being \$0.34) (Issue Price). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed. 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%. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting. 						
		<p>Shareholders should note that there is a risk that:</p>						
		<ol style="list-style-type: none"> the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue. 						

REQUIRED INFORMATION	DETAILS
Allocation policy under 7.1A Mandate	<p>The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <ul style="list-style-type: none"> (a) the purpose of the issue; (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).
Previous approval under Listing Rule 7.1A.2	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 29 May 2025 (Previous Approval).</p> <p>During the 12 month period preceding the date of the Meeting, being on and from 28 May 2025, the Company has not issued any Equity Securities pursuant to the Previous Approval.</p>
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

6. RESOLUTION 5 – APPROVAL TO INCREASE TOTAL AGGREGATE REMUNERATION FOR NON-EXECUTIVE DIRECTORS

6.1 General

This Resolution seeks Shareholder approval for the purposes of clause 15.8 of the Constitution and Listing Rule 10.17 to increase the total aggregate amount of fees payable to non-executive Directors from \$250,000 to \$1,500,000.

Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

Directors' fees include all fees payable by the entity or any of its child entities to a non-executive director for acting as a director of the entity or any of its child entities (including attending and participating in any board committee meetings), superannuation contributions for the benefit of a non-executive director and any fees which a non-executive director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out of pocket expenses, genuine "special exertion" fees paid in accordance with an entity's constitution, or securities issued to a non-executive director under Listing Rules 10.11 or 10.14 with the approval of the holders of its ordinary securities.

Clauses 15.7 and 15.8 of the Constitution provides that total aggregate remuneration payable to the non-executive Directors will not exceed the sum initially set by the Constitution and subsequently increased by ordinary resolution of Shareholders in a general meeting.

6.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the maximum aggregate amount of fees payable to the non-executive Directors will increase by \$1,250,000 to \$1,500,000.

If this Resolution is not passed, the maximum aggregate amount of fees payable to non-executive Directors will remain at \$250,000. This may inhibit the ability of the Company to remunerate, attract and retain appropriately skilled non-executive directors.

6.3 Technical information required by Listing Rule 10.17

REQUIRED INFORMATION	DETAILS
Maximum aggregate amount of director's fees	<p>This Resolution seeks to increase the maximum aggregate amount of fees payable to the non-executive Directors by an amount of \$1,250,000 to \$1,500,000.</p> <p>This amount has been determined after reviewing similar companies listed on ASX and the Directors believe that this level of remuneration is in line with corporate remuneration of similar companies.</p> <p>Whilst it is not envisaged that the maximum amount sought will be utilised immediately, the increase to maximum aggregate amount of fees payable may enable the Company to:</p> <ul style="list-style-type: none">(a) fairly remunerate both existing and any new non-executive directors joining the Board;(b) remunerate its non-executive Directors appropriately for the expectations placed upon them both by the Company and the regulatory environment in which it operates; and(c) have the ability to attract and retain non-executive directors whose skills and qualifications are appropriate for a company of the size and nature of the Company.
Securities issued to non-executive Directors	<p>In the past 3 years, the Company has issued an aggregate of 247,500 Options to its non-executive Director, Mr Steven Morris, pursuant to Listing Rule 10.14.</p>
Voting exclusion statement	<p>A voting exclusion statement applies to this Resolution.</p>
Voting prohibition statement	<p>A voting prohibition statement applies to this Resolution.</p>

6.4 Board Recommendation

Given the interest of the non-executive Director in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

7. RESOLUTION 6 – AMENDMENT TO CONSTITUTION

Division 1A of Part 7.12 of the Corporations Act (effective from 1 October 2022) introduced a new regime for employee share schemes (**ESS**). Under this regime, offers that require participants to provide monetary consideration (whether on grant, exercise, vesting, or on issue of the underlying shares) must be accompanied by an ESS offer document and are subject to an issue cap. The Corporations Act sets this cap at 5% of a company's issued capital over a rolling three-year period, unless a higher limit is specified in the company's constitution. In contrast, offers that do not require monetary consideration (for example, zero-exercise-price options or performance rights) are not subject to the issue cap.

Under the Corporations Act, a company may modify or repeal its constitution, or a provision of it, by way of special resolution of Shareholders.

Resolution 6 is a special resolution that seeks shareholder approval to amend the Company's existing Constitution by inserting a new clause 2.4. The new clause will expressly set the issue cap applicable to monetary offers under an ESS, in accordance with section 1100V(2) of the Corporations Act, at 10% of the Company's issued capital, subject to the Corporations Act and the ASX Listing Rules.

The proposed amendment will provide the Company with greater flexibility to issue equity securities under its ESS as part of its strategy to attract, retain and motivate employees.

A copy of the amended Constitution is available for inspection at the Company's registered office and can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

8. RESOLUTION 7 – APPROVAL TO ISSUE SECURITIES UNDER AN INCENTIVE PLAN

8.1 General

This Resolution seeks Shareholder approval for purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 18,709,360 Securities under the existing employee incentive scheme titled "Employee Incentive Securities Plan" (**Plan**).

The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Plan and the future issue of Securities under the Plan will provide these parties with the opportunity to participate in the future growth of the Company.

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

8.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in Section 8.3 below) 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.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of Securities under the Plan to eligible participants, but any issues of Securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Securities.

8.3 Technical information required by Listing Rule 7.2 (Exception 13)

REQUIRED INFORMATION	DETAILS
Terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 1.

REQUIRED INFORMATION	DETAILS
Number of Securities previously issued under the Plan	The Company has issued 1,650,000 Securities under the Plan since the Plan was last approved by Shareholders on 24 May 2024.
Maximum number of Securities proposed to be issued under the Plan	The maximum number of Securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exception 13), following Shareholder approval, is 18,709,360 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately. The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

9. RESOLUTIONS 8 TO 15 – APPROVAL TO ISSUE PERFORMANCE RIGHTS AND OPTIONS TO DIRECTORS

9.1 General

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of an aggregate of:

- (a) 42,750,000 Performance Rights to John Utley, Mark English, Steven Morris and Gareth Solly (or their nominees) (together, the **Related Parties**); and
- (b) 3,936,248 Options to the Related Parties (or their nominees).

The Performance Rights and Options are together referred to as the **Related Party Securities**.

At its 2024 annual general meeting held on 24 May 2024, the Company obtained shareholder approval to issue an aggregate of:

- (a) 1,251,250 Tranche 2 Options (set out in Table 2 below) to John Utley, Mark English and Steven Morris; and
- (b) 1,251,250 Tranche 3 Options (set out in Table 2 below) to John Utley, Mark English and Steven Morris.

As the Tranche 2 and Tranche 3 Options were not issued following the 2024 annual general meeting, the Company is seeking fresh Shareholder approval for the issue of the Tranche 2 and Tranche 3 Options to Messrs Utley, English and Morris, on the same terms and conditions as the Tranche 2 and Tranche 3 Options proposed to be issued to Mr Solly.

The Tranche 2 and 3 Options proposed to be issued to Messrs Utley, English and Morris have the same vesting conditions as the Tranche 2 and 3 Options approved at the Company's 2024 annual general meeting.

Note that the issue of the Related Party Securities to John Utley is also subject to obtaining Shareholder approval for Resolution 2 (Re-election of John Utley) and the issue of the Related Party Securities to Gareth Solly is subject to Resolution 3 (Election of Gareth Solly).

Further details in respect of the Performance Rights proposed to be issued to the Related Parties are set out in the table below.

Table 1

CLASS	QUANTUM	RECIPIENT	RESOLUTION	VESTING CONDITION	EXPIRY DATE
A	500,000	John Utley	8		

CLASS	QUANTUM	RECIPIENT	RESOLUTION	VESTING CONDITION	EXPIRY DATE
	500,000	Mark English	9	The Class A Performance Rights will vest upon the Company's successful acquisition of the Lindsey Tenement (ML27/169).	The date that is 5 years from the date of issue of the Performance Rights.
	500,000	Steven Morris	10		
B	500,000	Gareth Solly	11	The Class B Performance Rights will vest upon the election of Gareth Solly as executive Director of the Company at this Meeting.	The date that is 5 years from the date of issue of the Performance Rights.
C	1,500,000	John Utley	8	The Class C Performance Rights will vest upon the Company raising sufficient capital to build the Burbanks facility.	The date that is 5 years from the date of issue of the Performance Rights.
	1,500,000	Mark English	9		
	1,000,000	Steven Morris	10		
	1,500,000	Gareth Solly	11		
D	1,000,000	John Utley	8	The Class D Performance Rights will vest upon the commissioning and operation of the Burbanks facility.	The date that is 5 years from the date of issue of the Performance Rights.
	1,000,000	Mark English	9		
	1,000,000	Steven Morris	10		
	1,000,000	Gareth Solly	11		
E	1,500,000	John Utley	8	The Class E Performance Rights will vest upon the announcement of a JORC reported, Inferred and/or higher category, Mineral Resource of at least 300,000 ounces at a minimum grade of 1.0 g/t Au	The date that is 5 years from the date of issue of the Performance Rights.
	1,500,000	Mark English	9		
	500,000	Steven Morris	10		
	1,500,000	Gareth Solly	11		
F	1,500,000	John Utley	8	The Class F Performance Rights will vest upon the announcement of a JORC reported, Inferred and/or higher category, Mineral Resource of at least 500,000 ounces at a minimum grade of 1.0 g/t Au.	The date that is 5 years from the date of issue of the Performance Rights.
	1,500,000	Mark English	9		
	750,000	Steven Morris	10		
	1,500,000	Gareth Solly	11		
G	2,000,000	John Utley	8	The Class G Performance Rights will vest upon the announcement of a JORC reported, Inferred and/or higher category, Mineral Resource of at least 1,000,000 ounces at a minimum grade of 1.0 g/t Au.	The date that is 5 years from the date of issue of the Performance Rights.
	2,000,000	Mark English	9		
	2,000,000	Gareth Solly	11		
H	1,500,000	John Utley	8	The Class H Performance Rights will vest upon the Company achieving a cumulative gold production of 100,000 ounces.	The date that is 5 years from the date of issue of the Performance Rights.
	1,500,000	Mark English	9		
	1,500,000	Gareth Solly	11		
I	1,500,000	John Utley	8	The Class I Performance Rights will vest upon the Company achieving a cumulative gold production of 125,000 ounces.	The date that is 5 years from the date of issue of the Performance Rights.
	1,500,000	Mark English	9		
	1,500,000	Gareth Solly	11		
J	2,000,000	John Utley	8	The Class J Performance Rights will vest upon the Company achieving a	The date that is 5 years from the date
	2,000,000	Mark English	9		

CLASS	QUANTUM	RECIPIENT	RESOLUTION	VESTING CONDITION	EXPIRY DATE
	2,000,000	Gareth Solly	11	market capitalisation of \$200,000,000.	of issue of the Performance Rights.
Total	42,750,000				

Further details in respect of the Options proposed to be issued to the Related Parties are set out in the table below.

Table 2

TRANCHE	QUANTUM	RECIPIENT	RESOLUTION	VESTING CONDITION	EXERCISE PRICE	EXPIRY DATE
2	481,250	John Utley	12	The Tranche 2 Options will vest upon the Company achieving a cumulative gold production of 40,000 ounces.	5 day volume weighted average price (VWAP) of the Company's Shares traded on ASX over the 5 trading days immediately preceding the date of issue.	The date that is 5 years from the date of issue of the Options.
	288,750	Steven Morris	13			
	481,250	Mark English	14			
	477,916	Gareth Solly	15			
3	481,250	John Utley	12	The Tranche 3 will vest upon the Company achieving a cumulative gold production of 70,000 ounces.	5 day VWAP of the Company's Shares traded on ASX over the 5 trading days immediately preceding the date of issue.	The date that is 5 years from the date of issue of the Options.
	288,750	Steven Morris	13			
	481,250	Mark English	14			
	477,916	Gareth Solly	15			
4	477,916	Gareth Solly	15	The Tranche 4 Options will vest upon the Company achieving a cumulative gold production of 80,000 ounces.	5 day VWAP of the Company's Shares traded on ASX over the 5 trading days immediately preceding the date of issue.	The date that is 5 years from the date of issue of the Options.
Total	3,936,248					

9.2 Director Recommendation

Each Director has a material personal interest in the outcome of Resolution 8 to Resolution 15 on the basis that all of the Directors (or their nominees) are to be issued Performance Rights and Options should Resolution 8 to Resolution 15 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolution 8 to Resolution 15 of this Notice.

9.3 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:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- 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 issue of the Performance Rights and Options to the Related Parties constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being a Director.

As the Performance Rights and Options are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Performance Rights and Options. Accordingly, Shareholder approval for the issue of Performance Rights and Options to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

9.4 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.

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

Resolution 8 to Resolution 15 seek the required Shareholder approval for the issue of the Performance Rights and Options under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.

9.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the 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 issue. As a result, the Company will need to evaluate other methods to remunerate and incentivise the Directors, and provide a performance linked incentive component to the remuneration packages of the Directors, which may involve the Company needing to utilise its cash reserves.

9.6 Technical information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	Mr John Utley (Resolutions 8 and 12), Mr Mark English (Resolutions 9 and 14), Mr Steven Morris (Resolutions 10 and 13) and Mr Gareth Solly (Resolutions 11 and 15).
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.

REQUIRED INFORMATION	DETAILS
	Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	<p>42,750,000 Performance Rights and 3,936,248 Options will be issued on the following basis:</p> <p>(a) Mr Joh Utley will receive an aggregate of 13,000,000 Performance Rights and 962,500 Options comprising:</p> <ul style="list-style-type: none"> (i) 500,000 Class A Performance Rights (Resolution 8); (ii) 1,500,000 Class C Performance Rights (Resolution 8); (iii) 1,000,000 Class D Performance Rights (Resolution 8); (iv) 1,500,000 Class E Performance Rights (Resolution 8); (v) 1,500,000 Class F Performance Rights (Resolution 8); (vi) 2,000,000 Class G Performance Rights (Resolution 8); (vii) 1,500,000 Class H Performance Rights (Resolution 8); (viii) 1,500,000 Class I Performance Rights (Resolution 8); and (ix) 2,000,000 Class J Performance Rights (Resolution 8); (x) 481,250 Tranche 2 Options (Resolution 12); (xi) 481,250 Tranche 3 Options (Resolution 12); <p>(b) Mr Mark English will receive an aggregate of 13,000,000 Performance Rights and 962,500 Options comprising:</p> <ul style="list-style-type: none"> (i) 500,000 Class A Performance Rights (Resolution 9); (ii) 1,500,000 Class C Performance Rights (Resolution 9); (iii) 1,000,000 Class D Performance Rights (Resolution 9) (iv) 1,500,000 Class E Performance Rights (Resolution 9); (v) 1,500,000 Class F Performance Rights (Resolution 9); (vi) 2,000,000 Class G Performance Rights (Resolution 9); (vii) 1,500,000 Class H Performance Rights (Resolution 9); (viii) 1,500,000 Class I Performance Rights (Resolution 9); (ix) 2,000,000 Class J Performance Rights (Resolution 9);

REQUIRED INFORMATION	DETAILS
	<ul style="list-style-type: none"> (x) 481,250 Tranche 2 Options (Resolution 14); and (xi) 481,250 Tranche 3 Options (Resolution 14);
	<p>(c) Mr Steven Morris will receive an aggregate of 3,750,000 Performance Rights and 577,500 Options comprising:</p> <ul style="list-style-type: none"> (i) 500,000 Class A Performance Rights (Resolution 10); (ii) 1,000,000 Class C Performance Rights (Resolution 10); (iii) 1,000,000 Class D Performance Rights (Resolution 10); (iv) 500,000 Class E Performance Rights (Resolution 10); (v) 750,000 Class F Performance Rights (Resolution 10); (vi) 288,750 Tranche 2 Options (Resolution 13); and (vii) 288,750 Tranche 3 Options (Resolution 13);
	<p>(d) Mr Gareth Solly will receive an aggregate of 13,000,000 Performance Rights and 1,433,748 Options comprising:</p> <ul style="list-style-type: none"> (i) 500,000 Class B Performance Rights (Resolution 11); (ii) 1,500,000 Class C Performance Rights (Resolution 11); (iii) 1,000,000 Class D Performance Rights (Resolution 11); (iv) 1,500,000 Class E Performance Rights (Resolution 11); (v) 1,500,000 Class F Performance Rights (Resolution 11); (vi) 2,000,000 Class G Performance Rights (Resolution 11); (vii) 1,500,000 Class H Performance Rights (Resolution 11); (viii) 1,500,000 Class I Performance Rights (Resolution 11); (ix) 2,000,000 Class J Performance Rights (Resolution 11); (x) 477,916 Tranche 2 Options (Resolution 15); (xi) 477,916 Tranche 3 Options (Resolution 15); and (xii) 477,916 Tranche 4 Options (Resolution 15).

REQUIRED INFORMATION	DETAILS
Terms of Securities	<p>Performance Rights will be issued on the terms and conditions set out in Schedule 2.</p> <p>The Options will be issued on the terms and conditions set out in Schedule 4.</p>
Date(s) on or by which the Securities will be issued	<p>The Company expects to issue the Related Party Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Related Party Securities 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).</p>
Price or other consideration the Company will receive for the Securities	<p>The Related Party Securities will be issued at a nil issue price.</p>
Purpose of the issue, including the intended use of any funds raised by the issue	<p>The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the Related Parties to motivate and reward their performance as a Directors and to provide cost effective remuneration to the Related Parties, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties.</p>
Consideration of type of Security to be issued	<p>The Company has agreed to issue the Performance Rights for the following reasons:</p> <ul style="list-style-type: none"> (a) the issue of Performance Rights has no immediate dilutionary impact on Shareholders; (b) the milestones attaching to the Performance Rights to the Related Parties will align the interests of the recipients with those of Shareholders; (c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and (d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed. <p>The Company has agreed to issue the Options for the following reasons:</p> <ul style="list-style-type: none"> (a) the issue of the Options has no immediate dilutionary impact on Shareholders; (b) the deferred taxation benefit which is available to the proposed recipients in respect of an issue of Options is also beneficial to the Company as it means the proposed recipients are not required to immediately sell the Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company;

REQUIRED INFORMATION	DETAILS															
	<p>(c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Solly; and</p> <p>(d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options on the terms proposed.</p>															
<p>Consideration of quantum of Securities to be issued</p>	<p>The number of Related Party Securities to be issued has been determined based upon a consideration of:</p> <p>(a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;</p> <p>(b) the remuneration of the proposed recipients; and</p> <p>(c) incentives to retain the service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.</p> <p>The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing Related Party Securities upon the terms proposed.</p>															
<p>Remuneration package</p>	<p>The total remuneration package for each of the recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below:</p> <table border="1" data-bbox="660 1211 1390 1494"> <thead> <tr> <th data-bbox="660 1211 852 1308">RELATED PARTY</th> <th data-bbox="852 1211 1118 1308">CURRENT FINANCIAL YEAR ENDING 31 DECEMBER 2026</th> <th data-bbox="1118 1211 1390 1308">PREVIOUS FINANCIAL YEAR ENDED 31 DECEMBER 2025</th> </tr> </thead> <tbody> <tr> <td data-bbox="660 1308 852 1352">John Utley</td> <td data-bbox="852 1308 1118 1352">\$1,756,886¹</td> <td data-bbox="1118 1308 1390 1352">\$643,689⁶</td> </tr> <tr> <td data-bbox="660 1352 852 1397">Mark English</td> <td data-bbox="852 1352 1118 1397">\$1,800,039²</td> <td data-bbox="1118 1352 1390 1397">\$585,214⁷</td> </tr> <tr> <td data-bbox="660 1397 852 1442">Steven Morris</td> <td data-bbox="852 1397 1118 1442">\$841,030³</td> <td data-bbox="1118 1397 1390 1442">\$261,786⁸</td> </tr> <tr> <td data-bbox="660 1442 852 1494">Gareth Solly ⁵</td> <td data-bbox="852 1442 1118 1494">\$1,657,703⁴</td> <td data-bbox="1118 1442 1390 1494">-</td> </tr> </tbody> </table> <p>Notes:</p> <ol style="list-style-type: none"> Comprising salary of \$343,750, superannuation payment of \$41,250, annual leave of \$ 26,434, long service leave of \$6,952, Director bonus of \$148,500 and share based payments of \$1,190,000 (being the total combined value of those Performance Rights and Options that the Company expects will vest on or before 31 December 2026). Comprising salary of \$373,000, superannuation payment of \$52,000, annual leave of \$28,684, long service leave of \$7,855, Director bonus of \$148,500 and share based payments of \$1,190,000 (being the total combined value of those Performance Rights and Options that the Company expects will vest on or before 31 December 2026). Comprising Director's fees of \$100,000, Director bonus of \$61,030 and share based payments of \$680,000 (being the total combined value of those Performance Rights and Options that the Company expects will vest on or before 31 December 2026). Comprising salary of \$260,000, superannuation payment of \$35,000, sign on bonus of \$150,000, annual leave of \$19,994, long service leave of \$2,709 and share based payments of \$1,190,000 (being the total combined value of those Performance Rights and 	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 31 DECEMBER 2026	PREVIOUS FINANCIAL YEAR ENDED 31 DECEMBER 2025	John Utley	\$1,756,886 ¹	\$643,689 ⁶	Mark English	\$1,800,039 ²	\$585,214 ⁷	Steven Morris	\$841,030 ³	\$261,786 ⁸	Gareth Solly ⁵	\$1,657,703 ⁴	-
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Gareth Solly ⁵	\$1,657,703 ⁴	-														

REQUIRED INFORMATION	DETAILS																									
	<p>Options that the Company expects will vest on or before 31 December 2026).</p> <ol style="list-style-type: none"> 5. Appointed on 18 May 2026. 6. Comprising salary of \$232,258 superannuation payment of \$31,770, annual leave of \$27,070, long service leave of \$15,619, Director bonus of \$ 222,488, accrued Director bonus of \$106,875 (which is yet to be paid) and share based payments of \$7,609. 7. Comprising salary of \$236,737, superannuation payment of \$36,210, annual leave of \$5,693, long service leave of \$18,689, Director bonus of \$205,463, accrued Director bonus of \$74,813 (which is yet to be paid) and share based payments of \$7,609. 8. Comprising Director's fees of \$86,666, Director bonus of \$108,469, accrued Director bonus of \$64,125 (which is yet to be paid) and share based payments of \$ 2,526. 																									
Valuation	<p>Based on the trinomial valuation model, the Company values the Performance Rights at \$14,530,947 (being, \$0.340 per Performance Right) and the Options at \$855,536 (being, \$0.217 per Option).</p> <p>Further information in respect of the valuation of the Securities and the pricing methodology is set out in Schedule 3.</p>																									
Interest in Securities	<p>The relevant interests of the recipients in Securities as at the date of this Notice and following completion of the issue are set out below:</p> <p>As at the date of this Notice</p> <table border="1" data-bbox="660 1021 1393 1285"> <thead> <tr> <th>RELATED PARTY</th> <th>SHARES¹</th> <th>OPTIONS</th> <th>UNDILUTED</th> <th>FULLY DILUTED</th> </tr> </thead> <tbody> <tr> <td>John Utley</td> <td>7,184,999 ⁴</td> <td>412,500 ⁵</td> <td>3.84%</td> <td>3.85%</td> </tr> <tr> <td>Mark English</td> <td>9,145,940 ³</td> <td>300,000 ⁵</td> <td>4.89%</td> <td>4.78%</td> </tr> <tr> <td>Steven Morris</td> <td>7,437,499 ²</td> <td>247,500 ⁵</td> <td>3.98%</td> <td>3.89%</td> </tr> <tr> <td>Gareth Solly</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> </tbody> </table> <p>Notes:</p> <ol style="list-style-type: none"> 1 Fully paid ordinary shares in the capital of the Company (ASX:AWJ). 2 Comprising: <ol style="list-style-type: none"> (a) 1,500,000 shares held directly by Steven Morris; (b) 3,774,999 shares held by Mr Steven John Morris & Ms Nicole Leanne Morris <Morris Family Superfund A/C>; and (c) 2,162,500 shares held by Targo Holdings Pty Ltd. 3 Comprising: <ol style="list-style-type: none"> (a) 5,232,167 shares held by 13 Nominees Pty Ltd <MEES Superannuation Fund>; (b) 2,501,673 shares held by Citicorp Nominees Pty Ltd <MEES Superannuation Fund>; and (c) 1,412,100 shares held by Citicorp Nominees Pty Ltd <The Hackney Trust>. 4 Comprising: <ol style="list-style-type: none"> (a) 4,406,634 Shares held by Anamorph Pty Ltd <Utley Family A/C>; and (b) 2,778,365 Shares held by Bond Street Custodians Limited <Super Consolidator Account>. 5 Unlisted options exercisable at \$0.225 expiring on 31 January 2029. 	RELATED PARTY	SHARES ¹	OPTIONS	UNDILUTED	FULLY DILUTED	John Utley	7,184,999 ⁴	412,500 ⁵	3.84%	3.85%	Mark English	9,145,940 ³	300,000 ⁵	4.89%	4.78%	Steven Morris	7,437,499 ²	247,500 ⁵	3.98%	3.89%	Gareth Solly	-	-	-	-
RELATED PARTY	SHARES ¹	OPTIONS	UNDILUTED	FULLY DILUTED																						
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REQUIRED INFORMATION	DETAILS																				
	<p>Post issue</p> <table border="1"> <thead> <tr> <th>RELATED PARTY</th> <th>SHARES¹</th> <th>OPTIONS</th> <th>PERFORMANCE RIGHTS</th> </tr> </thead> <tbody> <tr> <td>John Utley</td> <td>7,184,999</td> <td>1,375,000</td> <td>13,000,000</td> </tr> <tr> <td>Mark English</td> <td>9,145,940</td> <td>1,262,500</td> <td>13,000,000</td> </tr> <tr> <td>Steven Morris</td> <td>7,437,499</td> <td>825,000</td> <td>3,750,000</td> </tr> <tr> <td>Gareth Solly</td> <td>-</td> <td>1,433,748</td> <td>13,000,000</td> </tr> </tbody> </table>	RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	John Utley	7,184,999	1,375,000	13,000,000	Mark English	9,145,940	1,262,500	13,000,000	Steven Morris	7,437,499	825,000	3,750,000	Gareth Solly	-	1,433,748	13,000,000
RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS																		
John Utley	7,184,999	1,375,000	13,000,000																		
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Steven Morris	7,437,499	825,000	3,750,000																		
Gareth Solly	-	1,433,748	13,000,000																		
Dilution	<p>If the milestones attaching to the Performance Rights and the Options issued under these Resolutions are met and the Performance Rights and Options are converted, a total of 46,686,248 Shares would be issued. This will increase the number of Shares on issue from 187,093,602 (being the total number of Shares on issue as at the date of this Notice) to 233,779,850 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 19.97%, comprising 5.97% by John Utley, 5.97% by Mark English, 1.85% by Steven Morris and 6.17% by Gareth Solly.</p>																				
Trading history	<p>The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:</p> <table border="1"> <thead> <tr> <th></th> <th>PRICE</th> <th>DATE</th> </tr> </thead> <tbody> <tr> <td>Highest</td> <td>\$0.405</td> <td>18 March 2026</td> </tr> <tr> <td>Lowest</td> <td>\$0.145</td> <td>21 August 2025</td> </tr> <tr> <td>Last</td> <td>\$0.34</td> <td>9 April 2026</td> </tr> </tbody> </table>		PRICE	DATE	Highest	\$0.405	18 March 2026	Lowest	\$0.145	21 August 2025	Last	\$0.34	9 April 2026								
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Highest	\$0.405	18 March 2026																			
Lowest	\$0.145	21 August 2025																			
Last	\$0.34	9 April 2026																			
Other information	<p>The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.</p>																				
Voting exclusion statements	<p>Voting exclusion statements apply to these Resolutions.</p>																				
Voting prohibition statements	<p>Voting prohibition statements apply to these Resolutions.</p>																				

10. RESOLUTION 16 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION

10.1 General

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, an entity may include a provision in its constitution whereby a proportional takeover bid for shares may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act.

In accordance with section 648G(1) of the Corporations Act, such clause will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause.

A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e., by special resolution of shareholders).

The proportional takeover provisions contained in clause 37 of the Constitution are no longer operative as it has been more than three years since they were last approved by Shareholders.

This Resolution is a special resolution which will enable the Company to modify its Constitution by re-inserting proportional takeover provisions into the Constitution in the form of clause 37. The new clause 37 is in the same form as the existing clause 37 (as set out in Annexure A of this Notice).

The Company is permitted to seek further Shareholder approval to renew this clause for further periods of up to three years on each occasion.

A copy of the Constitution was released to ASX on 2 December 2022. A copy of the Constitution is available at: <https://auricmining.com.au/about/corporate-governance/>.

10.2 Technical information required by section 648G(5) of the Corporations Act

Overview	<p>A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.</p> <p>Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.</p> <p>This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.</p>
Effect of proposed proportional takeover provisions	<p>Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a Resolution to approve the proportional off-market bid is passed.</p>
Reasons for proportional takeover provisions	<p>A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.</p>
Knowledge of any acquisition proposals	<p>As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.</p>
Potential advantages and disadvantages of proportional takeover provisions	<p>The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.</p> <p>The potential advantages of the proportional takeover provisions for Shareholders include:</p> <ul style="list-style-type: none"> (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed; (b) assisting in preventing Shareholders from being locked in as a minority;

(c)	increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
(d)	each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.
	The potential disadvantages of the proportional takeover provisions for Shareholders include:
(a)	proportional takeover bids may be discouraged;
(b)	lost opportunity to sell a portion of their Shares at a premium; and
(c)	the likelihood of a proportional takeover bid succeeding may be reduced.
Recommendation of the Board	The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution.

11. RESOLUTION 17 – APPROVAL TO ISSUE SHARES TO THE LINDSAY'S PROJECT VENDOR

11.1 Background

As announced to ASX on 27 February 2025, the Company entered into a binding letter agreement to acquire the Lindsay's Project. As subsequently announced to ASX on 20 November 2025, the Company and its wholly owned subsidiary LMG (WA) Pty Ltd (**LMG**), have entered into a tenement sale agreement (**Tenement Sale Agreement**) to acquire the Lindsay's Project from Top Global Mining Pty Ltd (**Lindsay's Project Vendor**) (**Acquisition**).

In consideration for the Acquisition and in accordance with the terms of the Tenement Sale Agreement, and subject to satisfaction of the various conditions precedent set out in the Tenement Sale Agreement, LMG and the Company will:

- (a) pay cash consideration of \$2,000,000 plus GST (of which \$400,000 has already been paid to the Lindsay's Project Vendor);
- (b) issue such number of Shares in the Company which, when multiplied by an issue price equal to the fifteen (15) day volume weighted average price (**VWAP**) of the Company's Shares determined on the trading day immediately before satisfaction of the First Condition, has an aggregate value of \$2,000,000, subject to Shareholder approval of Resolution 17; and
- (c) grant a royalty of 3.5% of the net smelter return from the sale of gold from the Lindsay's Project.

For the purposes of paragraph (b) above, **First Condition** is the resolution of forfeiture application 705876 by Frampton Mining Pty Ltd without forfeiture of M27/169 occurring.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to that number of Shares to the Lindsay's Project Vendor which when multiplied by the issue price of the fifteen (15) day VWAP of the Company's Shares determined on the trading day immediately before satisfaction of the First Condition, has an aggregate value of \$2,000,000, (**Consideration Shares**).

The Lindsay's Project Vendor have agreed to enter into voluntary escrow as follows:

- (d) Consideration Shares to the value of \$1,000,000 will be held in voluntary escrow for 6 months from the date of issue; and

- (e) Consideration Shares to the value of \$1,000,000 will be held in voluntary escrow for 12 months from the date of issue.

11.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

11.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of the Consideration Shares to the Lindsay's Project Vendor. 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 the Company may be required to pay the value of the Consideration Shares, being \$2,000,000, in cash pursuant to the Tenement Sale Agreement.

11.4 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	Lindsay's Project Vendor. 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	The maximum number of Consideration Shares to be issued is that number of Shares which, when multiplied by the issue price (outlined above) equals \$2,000,000. Please refer to Section 11.5 for a worked example of the number of Shares that may be issued.
Terms of Securities	The Consideration 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 Consideration Shares on satisfaction of the First Condition. In any event, the Company will not issue any Consideration 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 issue price will be equal to the fifteen (15) day VWAP of the Company's Shares determined on the trading day immediately before satisfaction of the First Condition.
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 Tenement Sale Agreement.
Summary of material terms of agreement to issue	The Consideration Shares are being issued under the Tenement Sale Agreement, a summary of the material terms of which is set out in Section 11.1.

REQUIRED INFORMATION	DETAILS
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

11.5 Dilution

Set out below is a worked example of the number of Consideration Shares that may be issued under this Resolution based on assumed issue prices of \$0.167, \$0.334 and \$0.501 per Consideration Share, being the volume weighted average price for Shares on the 15 days on which sales in Shares were recorded before 9 April 2026 and the volume weighted prices which are 50% higher and 50% lower than that price.

ASSUMED ISSUE PRICE	MAXIMUM NUMBER OF SHARES WHICH MAY BE ISSUED ¹	CURRENT SHARES ON ISSUE AS AT THE DATE OF THIS NOTICE ²	DILUTION EFFECT ON EXISTING SHAREHOLDERS
\$0.167	11,976,048	187,093,602	6.02%
\$0.334	5,988,024	187,093,602	3.1%
\$0.501	3,992,016	187,093,602	2.09%

Notes:

1. Rounded to the nearest whole number.
2. There are currently 187,093,602 Shares on issue as at the date of this Notice and this table assumes no Options are exercised, no convertible securities converted or additional Shares issued, other than the maximum number of Shares which may be issued pursuant to this Resolution (based on the assumed issue prices set out in the table).
3. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

As the issue price under this Resolution is linked to the market price of the Company's Shares, the issue could be highly dilutive to existing Shareholders if the market price of the Shares falls substantially between the date of the Notice and the date of issue.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 5.1.

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.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Auric Mining Limited (ACN 635 470 843).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

First Condition is the resolution of forfeiture application 705876 by Frampton Mining Pty Ltd without forfeiture of M27/169 occurring.

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.

Lindsay's Project Vendor means Top Global Mining Pty Ltd (ACN 674 652 807).

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 annual general 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.

Performance Right means a right to acquire a Share subject to satisfaction of performance milestones.

Proxy Form means the proxy form accompanying the Notice.

Related Parties have the meaning given to that term in Section 9.1.

Related Party Securities have the meaning given to that term in Section 9.1.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 31 December 2025.

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.

Security means a Share, Option or Performance Right (as applicable).

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

Shareholder means a registered holder of a Share.

Tenement Sale Agreement has the meaning given to that term in Section 11.1.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

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

SCHEDULE 1 – SUMMARY OF EMPLOYEE INCENTIVE SECURITIES PLAN

A summary of the material terms of the Company's Employee Securities Incentive Plan (**Plan**) is set out below.

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company (Securities).
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to Convertible Securities	A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right). Prior to a Convertible Security being exercised, the holder: <ul style="list-style-type: none"> (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).

Vesting of Convertible Securities	<p>Any vesting conditions which must be satisfied before Convertible Securities can be exercised and converted to Shares will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.</p>
Exercise of Convertible Securities and cashless exercise	<p>To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Security (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.</p> <p>Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.</p> <p>A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
Timing of issue of Shares and quotation of Shares on exercise	<p>As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.</p>
Restrictions on dealing with Convertible Securities	<p>A holder may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them unless otherwise determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.</p> <p>However, in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the Participant) a Participant may deal with Convertible Securities granted to them under the Plan with the consent of the Board.</p>
Listing of Convertible Securities	<p>A Convertible Security granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of an Option granted under the Plan on the ASX or any other recognised exchange.</p>
Forfeiture of Convertible Securities	<p>Convertible Securities may be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> (a) where a Participant acts fraudulently or dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group; (b) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (c) on the date the Participant becomes insolvent; or

	<p>(d) on the Expiry Date, subject to the discretion of the Board.</p>
Change of control	<p>If a change of control event occurs, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the holder's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event.</p>
Adjustment of Convertible Securities	<p>If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.</p> <p>If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.</p> <p>Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.</p>
Plan Shares	<p>The Board may, from time to time, make an invitation to an Eligible Participant to acquire Plan Shares under the Plan. The Board will determine in its sole and absolute discretion the acquisition price (if any) for each Plan Share which may be nil. The Plan Shares may be subject to performance hurdles and/or vesting conditions as determined by the Board.</p> <p>Where Plan Shares granted to a Participant are subject to performance hurdles and/or vesting conditions, the Participant's Plan Shares will be subject to certain restrictions until the applicable performance hurdles and/or vesting conditions (if any) have been satisfied, waived by the Board or are deemed to have been satisfied under the Rules.</p>
Rights attaching to Plan Shares	<p>All Shares issued or transferred under the Plan or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (Plan Shares) will rank equally in all respects with the Shares of the same class for the time being on issue except for any rights attaching to the Shares by reference to a record date prior to the date of the allotment or transfer of the Plan Shares. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.</p>
Disposal restrictions on Plan Shares	<p>If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:</p> <ul style="list-style-type: none"> (a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or (b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

General Restrictions on Transfer of Plan Shares	<p>If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Plan Shares issued under the Plan (including on exercise of Convertible Securities) may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Act.</p> <p>Restrictions are imposed by Applicable Law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available. These laws may restrict the acquisition or disposal of Shares by you during the time the holder has such information.</p> <p>Any Plan Shares issued to a holder under the Plan (including upon exercise of Convertible Securities) shall be subject to the terms of the Company's Securities Trading Policy.</p>
Buy-Back	<p>Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.</p>
Employee Share Trust	<p>The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.</p>
Maximum number of Securities	<p>The Company will not make an invitation under the Plan which involves monetary consideration if the number of Plan Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 10% (subject to the passing of Resolution 6) of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b)).</p>
Amendment of Plan	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.</p>
Plan duration	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.</p>
Income Tax Assessment Act	<p>The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.</p>

SCHEDULE 2 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

1.	Entitlement	Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.																						
2.	Consideration	The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.																						
3.	Vesting Conditions	<p>The Performance Rights shall vest as follows:</p> <table border="1"> <thead> <tr> <th>Class</th> <th>Vesting Conditions</th> </tr> </thead> <tbody> <tr> <td>A</td> <td>The Class A Performance Rights will vest upon the Company's successful acquisition of the Lindsey Tenement (ML27/169).</td> </tr> <tr> <td>B</td> <td>The Class B Performance Rights will vest upon the election of Gareth Solly as executive Director of the Company at this Meeting.</td> </tr> <tr> <td>C</td> <td>The Class C Performance Rights will vest upon the Company raising sufficient capital to build the Burbanks facility.</td> </tr> <tr> <td>D</td> <td>The Class D Performance Rights will vest upon the commissioning and operation of the Burbanks facility.</td> </tr> <tr> <td>E</td> <td>The Class E Performance Rights will vest upon the announcement of a JORC reported, Inferred and/or higher category, Mineral Resource of at least 300,000 ounces at a minimum grade of 1.0 g/t Au.</td> </tr> <tr> <td>F</td> <td>The Class F Performance Rights will vest upon the announcement of a JORC reported, Inferred and/or higher category, Mineral Resource of at least 500,000 ounces at a minimum grade of 1.0 g/t Au.</td> </tr> <tr> <td>G</td> <td>The Class G Performance Rights will vest upon the announcement of a JORC reported, Inferred and/or higher category, Mineral Resource of at least 1,000,000 ounces at a minimum grade of 1.0 g/t Au.</td> </tr> <tr> <td>H</td> <td>The Class H Performance Rights will vest upon the Company achieving a cumulative gold production of 100,000 ounces.</td> </tr> <tr> <td>I</td> <td>The Class I Performance Rights will vest upon the Company achieving a cumulative gold production of 125,000 ounces.</td> </tr> <tr> <td>J</td> <td>The Class J Performance Rights will vest upon the Company achieving a market capitalisation of \$200,000,000.</td> </tr> </tbody> </table> <p>each, a Vesting Condition.</p>	Class	Vesting Conditions	A	The Class A Performance Rights will vest upon the Company's successful acquisition of the Lindsey Tenement (ML27/169).	B	The Class B Performance Rights will vest upon the election of Gareth Solly as executive Director of the Company at this Meeting.	C	The Class C Performance Rights will vest upon the Company raising sufficient capital to build the Burbanks facility.	D	The Class D Performance Rights will vest upon the commissioning and operation of the Burbanks facility.	E	The Class E Performance Rights will vest upon the announcement of a JORC reported, Inferred and/or higher category, Mineral Resource of at least 300,000 ounces at a minimum grade of 1.0 g/t Au.	F	The Class F Performance Rights will vest upon the announcement of a JORC reported, Inferred and/or higher category, Mineral Resource of at least 500,000 ounces at a minimum grade of 1.0 g/t Au.	G	The Class G Performance Rights will vest upon the announcement of a JORC reported, Inferred and/or higher category, Mineral Resource of at least 1,000,000 ounces at a minimum grade of 1.0 g/t Au.	H	The Class H Performance Rights will vest upon the Company achieving a cumulative gold production of 100,000 ounces.	I	The Class I Performance Rights will vest upon the Company achieving a cumulative gold production of 125,000 ounces.	J	The Class J Performance Rights will vest upon the Company achieving a market capitalisation of \$200,000,000.
Class	Vesting Conditions																							
A	The Class A Performance Rights will vest upon the Company's successful acquisition of the Lindsey Tenement (ML27/169).																							
B	The Class B Performance Rights will vest upon the election of Gareth Solly as executive Director of the Company at this Meeting.																							
C	The Class C Performance Rights will vest upon the Company raising sufficient capital to build the Burbanks facility.																							
D	The Class D Performance Rights will vest upon the commissioning and operation of the Burbanks facility.																							
E	The Class E Performance Rights will vest upon the announcement of a JORC reported, Inferred and/or higher category, Mineral Resource of at least 300,000 ounces at a minimum grade of 1.0 g/t Au.																							
F	The Class F Performance Rights will vest upon the announcement of a JORC reported, Inferred and/or higher category, Mineral Resource of at least 500,000 ounces at a minimum grade of 1.0 g/t Au.																							
G	The Class G Performance Rights will vest upon the announcement of a JORC reported, Inferred and/or higher category, Mineral Resource of at least 1,000,000 ounces at a minimum grade of 1.0 g/t Au.																							
H	The Class H Performance Rights will vest upon the Company achieving a cumulative gold production of 100,000 ounces.																							
I	The Class I Performance Rights will vest upon the Company achieving a cumulative gold production of 125,000 ounces.																							
J	The Class J Performance Rights will vest upon the Company achieving a market capitalisation of \$200,000,000.																							
4.	Expiry Date	<p>Each Performance Right will expire on the earlier to occur of the date that is five (5) years from the date of issue (Expiry Date).</p> <p>For the avoidance of doubt, any unconverted Performance Rights will automatically lapse on the Expiry Date.</p>																						
5.	Notice of vesting	The Company shall notify the holder in writing when the relevant Vesting Condition has been satisfied.																						
6.	Quotation of Performance Rights	The Performance Rights will not be quoted on ASX.																						

7.	Conversion	Upon vesting, each Performance Right will, at the election of the holder, convert into one Share.
8.	Timing of issue of Shares on conversion	<p>Within five Business Days of conversion of the Performance Rights, the Company will:</p> <p>(a) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;</p> <p>(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and</p> <p>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Performance Rights.</p> <p>If a notice delivered under 8(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
9.	Shares issued on exercise	Shares issued on exercise of the Performance Rights rank equally with the then issued shares of the Company.
10.	Change of Control	<p>Upon:</p> <p>(a) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:</p> <p>(i) having received acceptances for not less than 50.1% of the Company's Shares on issue; and</p> <p>(ii) having been declared unconditional by the bidder; or</p> <p>(b) a court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies,</p> <p>or the Board determining that such an event is likely to occur, then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Vesting Conditions, Performance Rights will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.</p>
11.	Participation in new issues	There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without converting the Performance Rights.
12.	Adjustment for bonus issue	If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment no changes will be made to the Performance Rights.

13.	Reorganisation	If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.
14.	Dividend and voting rights	The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
15.	Deferral of conversion if resulting in a prohibited acquisition of Shares	<p>If the conversion of a Performance Right would result in any person being in contravention of section 606(1) of the Corporations Act (General Prohibition) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:</p> <p>(a) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and</p> <p>(b) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (a) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.</p>
16.	No rights to return of capital	A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
17.	Rights on winding up	A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
18.	ASX Listing Rule compliance	The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.
19.	No other rights	A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.
20.	Restrictions on dealing with Performance Rights	A Performance Right may not be transferred other than by force of law on death or total and permanent disablement of the holder.
21.	Taxation Considerations	Subdivision 83A-C of the Income Tax Assessment Act 1997, which enables tax deferral, is intended to apply to the Performance Rights (subject to the conditions in that Act).

SCHEDULE 3 – VALUATION OF PERFORMANCE RIGHTS AND OPTIONS

Table 1 Performance Rights Valuation Assumptions

Auric Mining Limited											
	Ref	Performance Rights									
Class	1	Class A	Class B	Class C	Class D	Class E	Class F	Class G	Class H	Class I	Class J
Valuation Date	2	10/04/2026	10/04/2026	10/04/2026	10/04/2026	10/04/2026	10/04/2026	10/04/2026	10/04/2026	10/04/2026	10/04/2026
Expiry Date	3	10/04/2031	10/04/2031	10/04/2031	10/04/2031	10/04/2031	10/04/2031	10/04/2031	10/04/2031	10/04/2031	10/04/2031
PR Life	4	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00
Stock Price	5	0.340	0.340	0.340	0.340	0.340	0.340	0.340	0.340	0.340	0.340
Exercise Price	6	-	-	-	-	-	-	-	-	-	-
Risk Free Rate	7	4.59%	4.59%	4.59%	4.59%	4.59%	4.59%	4.59%	4.59%	4.59%	4.59%
Volatility	8	75%	75%	75%	75%	75%	75%	75%	75%	75%	75%
Performance Hurdle	9	The Company's successful acquisition of the Lindsey Tenement (ML27/169).	The election of Gareth Solly as executive Director of the Company at this Meeting	The Company raising sufficient capital to build the Burbanks facility.	The commissioning and operation of the Burbanks facility.	The announcement of a JORC reported, Inferred and/or higher category, Mineral Resource of at least 300,000 ounces.	The announcement of a JORC reported, Inferred and/or higher category, Mineral Resource of at least 500,000 ounces.	The announcement of a JORC reported, Inferred and/or higher category, Mineral Resource of at least 1,000,000 ounces.	The Company achieving a cumulative gold production of 100,000 ounces.	The Company achieving a cumulative gold production of 125,000 ounces.	The Company achieving a market capitalisation of \$200,000,000.
Amount Issued	10	1,500,000	500,000	5,500,000	4,000,000	5,000,000	5,250,000	6,000,000	4,500,000	4,500,000	6,000,000
Performance Rights Measured (A\$)											
John Utley		170,000	-	510,000	340,000	510,000	510,000	680,000	510,000	510,000	678,649
Mark English		170,000	-	510,000	340,000	510,000	510,000	680,000	510,000	510,000	678,649
Gareth Solly		-	170,000	510,000	340,000	510,000	510,000	680,000	510,000	510,000	678,649
Steve Morris		170,000	-	340,000	340,000	170,000	255,000	-	-	-	-

Source: Auric Mining Limited & MACF (WA) Pty Ltd

For personal use only

Table 2 Options Valuation Assumptions

Auric Mining Limited				
	Ref	Options		
Class	1	Class A	Class B	Class C
Valuation Date	2	10/04/2026	10/04/2026	10/04/2026
Expiry Date	3	10/04/2031	10/04/2031	10/04/2031
Option Life	4	5.00	5.00	5.00
Stock Price	5	0.340	0.340	0.340
Exercise Price	6	0.345	0.345	0.345
Risk Free Rate	7	4.59%	4.59%	4.59%
Volatility	8	75%	75%	75%
Performance Hurdle	9	The Company achieving a cumulative gold production of 40,000 ounces.	The Company achieving a cumulative gold production of 70,000 ounces.	The Company achieving a cumulative gold production of 80,000 ounces.
Amount Issued	10	1,729,166	1,729,166	477,916
Options Measured (A\$)				
John Utley		104,599	104,599	-
Mark English		104,599	104,599	-
Gareth Solly		103,874	103,874	103,874
Steve Morris		62,759	62,759	-

Source: Auric Mining Limited & MACF (WA) Pty Ltd

Notes:

1. Class: The group of Performance Rights/ Options that share similar conditions.
2. Valuation Date: The valuation date is 10 April 2026.
3. Expiry Date: The date at which the Performance Rights/ Options expire and are no longer active.
4. PR/ Option Life: The period between the issue date and expiry of the Performance Rights/ Options.
5. Stock Price: This is the spot price of the underlying security one trading day prior to the valuation date.
6. Exercise Price: We understand that the Performance Rights do not have an exercise price. We understand that the Options have an exercise price equivalent to a 5-day VWAP preceding the valuation date.
7. Risk Free Rate: We have determined this based on the yields of Commonwealth bonds using the period which most closely corresponds to the maximum life of the Performance Rights/ Options. The interest rates are measured as the closing rate on the Valuation date, with rates disclosed by the Reserve Bank of Australia. The closing yield applicable for a 5-year bond is 4.59%.
8. Volatility: We have assessed the share price volatility of Auric Mining Limited by considering historical volatility over relevant trading periods.
9. Performance Hurdle: We understand the Performance Rights/ Options will vest dependent on the performance criteria listed in the cells.
10. Amount Issued: The number of Performance Rights/ Options issued.

SCHEDULE 4 – TERMS AND CONDITIONS OF OPTIONS

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.								
2.	Exercise Price	The amount payable upon exercise of each Option will be an amount equal to the volume weighted average price (VWAP) of the Company's Shares traded on ASX during the five (5) trading days ending on the trading day immediately before the issue date for that Class of Option (Exercise Price).								
3.	Expiry Date	Each Option will expire at 5:00 pm (AWST) on the date that is five (5) years from the date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.								
4.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).								
5.	Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.								
6.	Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).								
7.	Vesting Conditions	<p>The Options will vest upon satisfaction (or waiver) of the following vesting conditions and prior to the Expiry Date:</p> <table border="1"> <thead> <tr> <th>Tranche</th> <th>Vesting Conditions</th> </tr> </thead> <tbody> <tr> <td>2</td> <td>The Tranche 2 Options will vest upon the Company achieving a cumulative gold production of 40,000 ounces.</td> </tr> <tr> <td>3</td> <td>The Tranche 3 Options will vest upon the Company achieving a cumulative gold production of 70,000 ounces.</td> </tr> <tr> <td>4</td> <td>The Tranche 4 Options will vest upon the Company achieving a cumulative gold production of 80,000 ounces.</td> </tr> </tbody> </table> <p>(Vesting Conditions).</p> <p>An Option will vest when a vesting notice is given to the holder.</p> <p>An Option is exercisable at any time between the date of receipt of a vesting notice and the Expiry Date.</p>	Tranche	Vesting Conditions	2	The Tranche 2 Options will vest upon the Company achieving a cumulative gold production of 40,000 ounces.	3	The Tranche 3 Options will vest upon the Company achieving a cumulative gold production of 70,000 ounces.	4	The Tranche 4 Options will vest upon the Company achieving a cumulative gold production of 80,000 ounces.
Tranche	Vesting Conditions									
2	The Tranche 2 Options will vest upon the Company achieving a cumulative gold production of 40,000 ounces.									
3	The Tranche 3 Options will vest upon the Company achieving a cumulative gold production of 70,000 ounces.									
4	The Tranche 4 Options will vest upon the Company achieving a cumulative gold production of 80,000 ounces.									
8.	Timing of issue of Shares on exercise	<p>Within five Business Days after the Exercise Date, the Company will:</p> <p>(a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company;</p> <p>(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an</p>								

		<p>offer for sale of the Shares does not require disclosure to investors; and</p> <p>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.</p> <p>If a notice delivered under (b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
9.	Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
10.	Change of Control	<p>Upon:</p> <p>(a) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:</p> <p>(i) having received acceptances for not less than 50.1% of the Company's Shares on issue; and</p> <p>(ii) having been declared unconditional by the bidder; or</p> <p>(b) a court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies,</p> <p>then, to the extent Options have not been exercised into Shares due to satisfaction of the relevant Vesting Conditions, the Vesting Conditions will accelerate and the Options will become immediately exercisable. Such Options may be converted exercised into Shares on a one-for-one basis, subject to payment of any applicable cash exercise price.</p>
11.	Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
12.	Participation in new issues	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
13.	Change in exercise price/Adjustment for rights issue	Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
14.	Restrictions on dealing with Options	An Option may not be transferred other than by force of law on death or total and permanent disablement of the holder.
15.	Taxation Considerations	Subdivision 83A-C of the Income Tax Assessment Act 1997, which enables tax deferral, is intended to apply to the Performance Rights (subject to the conditions in that Act).

37. PARTIAL TAKEOVER PLEBISCITES**37.1 Resolution to Approve Proportional Off-Market Bid**

- (a) Where offers have been made under a proportional off-market bid in respect of a class of securities of the Company ("**bid class securities**"), the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the proportional off-market bid is prohibited unless and until a resolution (in this clause 37 referred to as a "**prescribed resolution**") to approve the proportional off-market bid is passed in accordance with the provisions of this Constitution.
- (b) A person (other than the bidder or a person associated with the bidder) who, as at the end of the day on which the first offer under the proportional off-market bid was made, held bid class securities is entitled to vote on a prescribed resolution and, for the purposes of so voting, is entitled to one vote for each of the bid class securities.
- (c) A prescribed resolution is to be voted on at a meeting, convened and conducted by the Company, of the persons entitled to vote on the prescribed resolution.
- (d) A prescribed resolution that has been voted on is to be taken to have been passed if the proportion that the number of votes in favour of the prescribed resolution bears to the total number of votes on the prescribed resolution is greater than one half, and otherwise is taken to have been rejected.

37.2 Meetings

- (a) The provisions of this Constitution that apply in relation to a general meeting of the Company apply, with modifications as the circumstances require, in relation to a meeting that is convened pursuant to this clause 37.2 as if the last mentioned meeting was a general meeting of the Company.
- (b) Where takeover offers have been made under a proportional off-market bid, the Directors are to ensure that a prescribed resolution to approve the proportional off-market bid is voted on in accordance with this clause 37 before the 14th day before the last day of the bid period for the proportional off-market bid (the "**resolution deadline**").

37.3 Notice of Prescribed Resolution

Where a prescribed resolution to approve a proportional off-market bid is voted on in accordance with this clause 37 before the resolution deadline, the Company is, on or before the resolution deadline:

- (a) to give the bidder; and
- (b) if the Company is listed – each relevant financial market (as defined in the Corporations Act) in relation to the Company;

a notice in writing stating that a prescribed resolution to approve the proportional off-market bid has been voted on and that the prescribed resolution has been passed, or has been rejected, as the case requires.

37.4 Takeover Resolution Deemed Passed

Where, at the end of the day before the resolution deadline, no prescribed resolution to approve the proportional off-market bid has been voted on in accordance with this clause 37, a resolution to approve the proportional off-market bid is to be, for the purposes of this clause 37, deemed to have been passed in accordance with this clause 37.

37.5 Takeover Resolution Rejected

Where a prescribed resolution to approve a proportional off-market bid under which offers have been made is voted on in accordance with this clause 37 before the resolution deadline, and is rejected, then:

- (a) despite section 652A of the Corporations Act:
 - (i) all offers under the proportional off-market bid that have not been accepted as at the end of the resolution deadline; and
 - (ii) all offers under the proportional off-market bid that have been accepted and from whose acceptance binding contracts have not resulted as at the end of the resolution deadline,are deemed to be withdrawn at the end of the resolution deadline;
- (b) as soon as practicable after the resolution deadline, the bidder must return to each person who has accepted any of the offers referred to in clause 37.5(a)(ii) any documents that were sent by the person to the bidder with the acceptance of the offer;
- (c) the bidder:
 - (i) is entitled to rescind; and
 - (ii) must rescind as soon as practicable after the resolution deadline,each binding takeover contract resulting from the acceptance of an offer made under the proportional off-market bid; and
- (d) a person who has accepted an offer made under the proportional off-market bid is entitled to rescind the takeover contract (if any) resulting from the acceptance.

37.6 Renewal

This clause 37 ceases to have effect on the third anniversary of the date of the adoption of the last renewal of this clause 37.



auricmining

AURIC MINING LIMITED
ABN 29 635 470 843

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00 am (AWST) on Tuesday, 26 May 2026.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 188728

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/we being a member/s of Auric Mining Limited hereby appoint

the Chair of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Auric Mining Limited to be held at Steinepreis Paganin, Level 14, QV1 Building, 250 St Georges Terrace, Perth WA 6000 on Thursday, 28 May 2026 at 11:00 am (AWST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 5, and 7 - 15 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 5, and 7 - 15 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1, 5, and 7 - 15 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain		For	Against	Abstain
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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