All Registry communications to:
Automic Group
GPO Box 5193
Sydney NSW 2001
Telephone (free call within Australia): 1300 288 664
ASX Code: AUE
Email: hello@automicgroup.com.au

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9 October 2026

Upcoming Annual General Meeting of Shareholders

Dear Shareholder,

Aurum Resources Limited ACN 650 477 286 (ASX: AUE or "the **Company**"), advises the 2026 Annual General Meeting will be held in person at Unit 5, 8 Clive Street, West Perth WA 6005 on Tuesday, 10 November 2026 at 9.00am (AWST) (**Meeting**).

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company's website at https://www.aurumres.com.au/ or the Company's ASX market announcements platform at www.asx.com.au (ASX: AUE).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Voting by Proxy

Online scan the QR code below using your smartphone	Lodge your Proxy vote online at https://singleholding.automic.com.au/login by following the below instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on 'Meetings' - 'Vote'. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.

For further information on the online proxy lodgement process, or if you require a hard copy Proxy Form, please contact the

Company's Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting
Shareholders can contact the Company Secretary with any questions prior to the meeting via email at mp@miradorcorporate.com.

Copies of all Meeting related material including the Notice and the Company's Annual Report, are available to download from the Company's website and the Company's ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company's website.

Authorised for ASX release by the Company Secretary.

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AURUM RESOURCES LIMITED

ACN 650 477 286

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

TIME:	9:00am (AWST)
DATE:	Tuesday, 10 November 2026
PLACE:	Unit 5, 8 Clive Street, West Perth WA 6005

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary on +61 (8) 6559 1792.

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As permitted by the Corporations Act, the Company will not be sending hard copies of the Notice of Annual General Meeting to Shareholders unless the Shareholder has made a valid election to receive documents in hard copy. Instead, Shareholders can access a copy of the Notice at the following link:

https://www.aurumres.com.au/asx-announcements/

How Shareholders Can Participate

Shareholders are urged to appoint the Chair as their proxy.

Shareholders can complete an online or physical Proxy Form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business and the Chair must follow the Shareholder's instructions.

Online voting and proxy lodgement instructions are provided below:

Online Scan the QR code below using your smartphone	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.

Physical lodgement instructions are set out in the Proxy Form attached to the Notice of Annual General Meeting.

If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting. Your proxy voting instructions must be received by 9:00am (AWST) on Sunday, 8 November 2026.

Shareholders may submit questions in advance of the Meeting by email to the Company Secretary at mp@miradorcorporate.com. Responses will be provided at the Meeting in respect of all valid questions received prior to 9:00am (AWST) on Sunday, 8 November 2026. Shareholders who attend the Meeting will also have the opportunity to submit questions during the Meeting.

Shareholders should contact the Company Secretary on +61 (8) 6559 1792 or by email at mp@miradorcorporate.com if they have any queries in relation to the Meeting arrangements.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform and on the Company's website at: https://www.aurumres.com.au/asx-announcements/.

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Annual General Meeting of Aurum Resources Limited (ACN 650 477 286) (**Company**) will be held at Unit 5, 8 Clive Street, West Perth WA 6005 on Tuesday, 10 November 2026 commencing at 9:00am (AWST).

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 11:00am (AWST) on 8 November 2026.

VOTING IN PERSON

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

VOTING BY PROXY

Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chair as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice. Instructions for lodging proxies are set out above.

To vote by proxy, please register online via the QR code or link provided above or complete and sign the enclosed Proxy Form and return in accordance with the instructions set out on the Proxy Form. Your proxy voting instructions must be received by 9:00am (AWST) on Sunday, 8 November 2026.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;

- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution or is otherwise required under section 250JA of the Corporations Act; and
- either of the following applies:
    - the proxy is not recorded as attending the meeting; or
    - the proxy does not vote on the resolution,

the Chair is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

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NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the Shareholders of Aurum Resources Limited (ACN 650 477 286) (**Company**) will be held at Unit 5, 8 Clive Street, West Perth WA 6005, commencing at 9:00am (AWST) on Tuesday, 10 November 2026 to consider, and if thought fit, to pass the Resolutions set out below.

Terms used in this Notice of Annual General Meeting and accompanying Explanatory Statement are defined in the glossary to this document.

The Explanatory Statement which accompanies and forms part of this Notice of Annual General Meeting describes the matters to be considered at the Annual General Meeting.

The business to be considered at the Annual General Meeting is set out below.

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS – YEAR ENDED 30 JUNE 2026

To receive and consider the Annual Financial Report, the Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2026.

Note: There is no requirement for Shareholders to approve these reports.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

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, the Company adopts the annual Remuneration Report as set out in the Directors' Report for the financial year ended 30 June 2026 on the terms set out in the Explanatory Statement accompanying this Notice of Annual General Meeting."*

Please note that in accordance with section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – TROY FLANNERY

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

> *"That, Mr Troy Flannery, who retires as a director of the Company, pursuant to clause 14.2 of the Constitution, and Listing Rule 14.5, and being eligible, offers himself for re-election, is re-elected as a director of the Company."*

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – RICHARD SIMPSON

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 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Richard Simpson, Non-Executive Chairman who was appointed casually on 2 February 2026, retires, and being eligible, is elected as a director of the Company."*

5. RESOLUTION 4 – RATIFICATION OF PLACEMENT – LISTING RULE 7.1

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

> *"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 53,874,580 Shares issued as part of the Placement on the terms and*

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conditions set out in the Explanatory Statement accompanying this Notice of Annual General Meeting."

6. RESOLUTION 5 – RATIFICATION OF PLACEMENT – LISTING RULE 7.1A

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 41,580,000 Shares issued as part of the Placement on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Annual General Meeting."

7. RESOLUTION 6 – APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of Annual General Meeting."

8. RESOLUTION 7 – INCREASE IN NUMBER OF SECURITIES TO BE ISSUED UNDER LONG-TERM 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, Shareholder approval is given for the Company to increase the number of Equity Securities proposed to be issued under the employee incentive scheme known as the "Aurum Resources Limited Long-Term Incentive Plan" (**Plan**), to 62,061,372 on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Annual General Meeting."*

9. RESOLUTION 8 – PROPOSED ELECTION OF DIRECTOR – STEPHEN MAYNE

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 14.3 of the Company's Constitution and for all other purposes, Stephen Mayne, is elected as a director of the Company."

The Directors **do not** support the election of Mr Mayne as a non-executive director of the Company. Please see section 8 of the Explanatory Statement for further information.

VOTING PROHIBITIONS AND EXCLUSION STATEMENTS

Resolution 1: voting prohibition

In accordance with sections 250BD and 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel whose remuneration is included in the Remuneration Report or a Closely Related Party of a member of the Key Management Personnel.

However, a person described above may cast a vote on this Resolution if:

(a) the person does so as proxy appointed in writing and the proxy appointment specifies how the proxy is to vote on this Resolution; or

(b) the person is the Chair voting as proxy and the proxy appointment 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.

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Resolutions 4 and 5: voting exclusion statement

The Company will disregard any votes cast in favour of Resolutions 4 and 5 by or on behalf of any person who participated in the issue, or an Associate of those persons. However, this does not apply to a vote cast in favour of the relevant Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way;

(b) the Chair acting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6: voting exclusion statement

As at the date of dispatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement is not required by Listing Rule 7.3A.7.

Resolution 7: voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of any person who is eligible to participate in the Plan and any Associate of those persons.

The above voting exclusion does not apply to a vote cast in favour of Resolution 7 by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;

(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.

****

Dated: 9 October 2026

By order of the Board

Mauro Piccini
Company Secretary

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting of the Company to be held on Tuesday, 10 November 2026 at Unit 5, 8 Clive Street, West Perth WA 6005 commencing at 9:00am (AWST).

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement are defined in the glossary to this document.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Annual General Meeting, please contact the Company Secretary, your accountant, solicitor, stockbroker or other professional adviser before voting.

The Explanatory Statement includes the following information to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions:

Section 1	Financial Statements and Reports - year ended 30 June 2026
Section 2	Resolution 1 – Remuneration Report
Section 3	Resolution 2 – Re-election of Director – Troy Flannery
Section 4	Resolution 3 – Re-election of Director – Richard Simpson
Section 5	Resolutions 4 and 5 – Ratification of Placement
Section 6	Resolution 6 – Approval of additional 10% Placement Facility
Section 7	Resolution 7 – Increase in Number of Securities to be issued under Long-Term Incentive Plan
Section 8	Resolution 8 – Proposed election of Director – Stephen Mayne
Schedule 1	Glossary
Schedule 2	Summary of Terms of Long-Term Incentive Plan
Schedule 3	Information provided by Stephen Mayne

A Proxy Form is located at the end of the Explanatory Statement.

1. AGENDA ITEM 1 - FINANCIAL STATEMENTS AND REPORTS – YEAR ENDED 30 JUNE 2026

The Corporations Act requires the annual financial report, directors' report and the auditor's report (**Annual Financial Statements**) be received and considered at the Annual General Meeting.

The Annual Financial Statements for the year ended 30 June 2026 are tabled for the information of Shareholders. A copy of the Annual Financial Statements can be accessed online at https://www.aurumres.com.au/company-reports/. Alternatively, a hard copy will be made available on request.

There is no requirement for Shareholders to approve these reports and no vote will be taken on the Annual Financial Statements.

However, time will be allowed during the Annual General Meeting for consideration by Shareholders of the Annual Financial Statements.

The Company's auditor, RSM Australia Partners, will be present at the Annual General Meeting and Shareholders will have the opportunity to ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies, and the independence of the auditor.

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In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

(a) the preparation and content of the auditor's report;

(b) the conduct of the audit;

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

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days prior to the Meeting, being 9:00am (AWST) on Tuesday, 3 November 2026 to the Company Secretary by email to:mp@miradorcorporate.com.

2. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

2.1 Background

Pursuant to section 250R(2) of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of a non-binding resolution, its remuneration report for the financial year ended 30 June 2026 (**Remuneration Report**). The Remuneration Report is a distinct section of the annual directors' report (**Directors' Report**) which deals with the remuneration of Directors, executives and senior managers of the Company.

More particularly, the Remuneration Report can be found within the Directors' Report in the Company's annual financial report for the year ended 30 June 2026 (**Annual Financial Report**). The Annual Financial Report is available on the Company's website at https://www.aurumres.com.au/company-reports/.

By way of summary, the Remuneration Report:

(a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;

(b) addresses the relationship between the Company's remuneration policy and the Company's performance; and

(c) sets out the remuneration details for each Director and executive officer named in the Remuneration Report for the financial year ended 30 June 2026.

The remuneration levels for Directors, executives and senior managers are competitively set to attract and retain appropriate Directors and Key Management Personnel.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

2.2 Regulatory Requirements

The Corporations Act provides that this Resolution need only be an advisory vote of Shareholders and does not bind the Directors.

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

(a) if, at a subsequent annual general meeting (**Later Annual General Meeting**), at least 25% of the votes cast on a resolution that the remuneration report be adopted are against the adoption of that remuneration report;

(b) at the immediately preceding annual general meeting (**Earlier Annual General Meeting**), at least 25% of the votes cast on a resolution that the remuneration report be adopted were against the adoption of that remuneration report; and

(c) a resolution was not put to the vote at the Earlier Annual General Meeting under an earlier application of section 250V of the Corporations Act,

then the Company must put to vote at the Later Annual General Meeting a resolution, requiring Shareholders to vote on whether the Company must hold another general meeting (**Spill Meeting**) to consider the appointment of all of the Directors at the time the Directors' Report was approved by the

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Board who must stand for re-appointment (other than the Managing Director) (**Spill Resolution**). The Spill Resolution may be passed as an ordinary resolution.

If the Spill Resolution is passed, the Spill Meeting must be held within 90 days after the Spill Resolution is passed. All of the Company's Directors who were Directors at the time when the resolution to make the Directors' Report was passed (excluding the Managing Director of the Company who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected to the office) cease to hold office immediately before the end of the Spill Meeting and may stand for re-election at the Spill Meeting.

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that general meeting were less than 25%. Accordingly, a Spill Resolution will not be put to Shareholders at this Annual General Meeting even if 25% or more of the votes cast in respect of the Remuneration Report are against the adoption of the Remuneration Report.

2.3 Board Recommendation

The Board unanimously recommends Shareholders vote in favour of Resolution 1.

The Chair intends to vote all available undirected proxies in favour of Resolution 1.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – TROY FLANNERY

3.1 Background

Listing Rule 14.5 requires that there be an election of directors at each annual general meeting of the Company.

Clause 14.2 of the Constitution requires that:

(a) at each annual general meeting of the Company, one third of the directors (rounded up in case of doubt), must retire from office (excluding a director appointed as a casual vacancy that only holds office until the next annual general meeting or the Managing Director) and may seek re-election at the annual general meeting;

(b) consistent with Listing Rule 14.4, no director except a Managing Director may hold office for a period in excess of 3 years, or past the third annual general meeting following the director's appointment, whichever is longer; and

(c) the directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

Mr Troy Flannery has served as a Director since 25 May 2021 and was last re-elected on 6 November 2024, making him the longest Director in office since his last re-election (excluding the Managing Director and any Director appointed as a casual vacancy). Accordingly, Mr Troy Flannery retires as a Director and seeks re-election from Shareholders.

Further details about Mr Troy Flannery are set out in the Company's 2026 Annual Financial Report and on the Company's website at https://www.aurumres.com.au/board-of-directors/.

3.2 Technical Information required by Listing Rule 14.1A

If Resolution 2 is passed, Mr Troy Flannery will be re-elected as a Director.

If Resolution 2 is not passed, Mr Troy Flannery will not be re-elected as a Director and will retire at the conclusion of the Annual General Meeting.

3.3 Board Recommendation

The Board (other than Mr Troy Flannery) unanimously recommends that Shareholders vote in favour of Resolution 2.

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4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – RICHARD SIMPSON

4.1 Background

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.

Mr Richard Simpson, having been appointed as Non-Executive Chairman by the other Directors on 2 February 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 Richard Simpson is set out below.

4.2 Qualifications and other material directorships

Mr Richard Simpson is currently the Non-Executive Chairman of the Company, having commenced in this role on 2 February 2026. Mr Simpson has over 40 years of experience across mergers and acquisitions, capital markets, corporate advisory and executive management, gained through senior roles with Australian and international investment banks and a number of non-executive directorships for state government agencies and industry bodies.

Mr Simpson is currently a Non-Executive Director of Euroz Hartleys Limited (ASX: EZL) and a founding board member of the Western Australian Parks Foundation. Previous directorships include at Euroz Hartleys Limited and Hartleys Limited (Executive Director; Director, Managing Director and/or Executive Chairman), Botanic Gardens & Parks Authority (Chairman), and State Emergency Management Committee (Member).

Mr Simpson commenced his career as a petroleum engineer, before joining the Natural Resources team at NM Rothschild & Sons in London, and later Salomon Brothers Inc. (now Citigroup) in Sydney and Melbourne. He returned to Perth in 1994 to join Hartleys' corporate finance team, advising numerous mining, oil and gas, and infrastructure clients. He led the management buy-out of Hartleys Limited from ASX-listed HP JDV Limited in 2003 and the subsequent merger with ASX-listed Euroz Limited in 2020. Mr Simpson holds a Bachelor of Applied Science (Hons) from Curtin University, a Master of Business Administration from the University of Western Australia and is a Member of the Australian Institute of Company Directors.

4.3 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, Mr Simpson will be elected to the Board as non-executive director of the Company and will continue to serve as Chairman of the Board.

If Resolution 3 is not passed, Mr Simpson will not continue in his role as a non-executive director of the Company and will no longer serve as Chairman. 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.

4.4 Board recommendation

The Board (other than Mr Richard Simpson) unanimously recommends that Shareholders vote in favour of Resolution 3.

5. RESOLUTIONS 4 AND 5 – RATIFICATION OF PLACEMENT

5.1 Background

On 23 September 2026, the Company announced a placement to existing and new institutional investors located in Australia and overseas to raise $52.5 million by way of the issue of approximately 95.45 million Shares at an issue price of $0.55 each (before costs) (**Placement**)[1].

[1] See ASX release titled "A$52.5m firm commitments to accelerate Boundiali development" dated 23 September 2026 for further information.

The proceeds of the Placement are intended to be applied towards:

- early procurement of long lead items for the Boundiali Gold Project processing plant;
- construction of the Boundiali Gold Project site access road;
- acquisition of land for the processing plant and tailings storage facility;
- exploration drilling; and
- working capital and costs of the Placement.

The Placement was conducted using the Company's capacity under Listing Rule 7.1 and Listing Rule 7.1A.

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of 53,874,580 Shares under the Placement that were issued using the Company's capacity under Listing Rule 7.1 (**7.1 Placement Shares**).

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of 41,580,000 Shares under the Placement that were issued using the Company's capacity under Listing Rule 7.1A (**7.1A Placement Shares,** together with the 7.1 Placement Shares, the **Placement Shares**).

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5.2 Regulatory requirements

Listing Rules 7.1 and 7.1A provide that, a company must not, subject to specified exceptions in Listing Rule 7.2, issue or agree to issue more Equity Securities during any 12-month period than that amount which represents 25% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period (being 15% under Listing Rule 7.1 and 10% under Listing Rule 7.1A).

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

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of Equity Securities (that was made without Shareholder approval) after it has been made or agreed to be made. If Shareholders approve the issue under Listing Rule 7.4 and provided the issue did not breach Listing Rule 7.1 or 7.1A (as applicable), the issue is taken to have been approved under Listing Rule 7.1 or 7.1A (as applicable) and so does not reduce the Company's capacity to issue further Equity Securities without Shareholder approval under the relevant rule.

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

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

Accordingly, Resolution 4 seeks Shareholder ratification for the issue of the 7.1 Placement Shares pursuant to Listing Rule 7.4. Resolution 5 seeks Shareholder ratification for the issue of the 7.1A Placement Shares pursuant to Listing Rule 7.4.

If Resolution 4 is passed, the issue of the 7.1 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the 7.1 Placement Shares.

If Resolution 4 is not passed, the issue of the 7.1 Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue of the 7.1 Placement Shares.

If Resolution 5 is passed, the issue of the 7.1A Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the 7.1A Placement Shares.

If Resolution 5 is not passed, the issue of the 7.1A Placement Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue of the 7.1A Placement Shares.

5.3 Technical information required by Listing Rule 7.5

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

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

The Placement Shares were issued to sophisticated and professional investors that were introduced to the Company by the advisers to the Placement and also parties known to the Company, including existing Shareholders.

Other than Perseus Mining Limited (**Perseus**), none of the subscribers for the Placement Shares were Material Investors in the Company.

None of the subscribers were related parties of the Company.

(b) **The number and class of securities issued or agreed to issue**

A total of 53,874,580 Placement Shares were issued using the Company's capacity under Listing Rule 7.1. The ratification of these Placement Shares is the subject of Resolution 4.

A further 41,580,000 Placement Shares were issued using the Company's capacity under Listing Rule 7.1A. The ratification of these Placement Shares is the subject of Resolution 5.

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

The Placement Shares were all fully paid ordinary shares in the Company, issued on the same terms and conditions as the Company's existing Shares.

(d) **Issue date**

The Placement Shares were issued on 30 September 2026.

(e) **Issue price**

The issue price was $0.55 per Placement Share.

(f) **Purpose of the issue**

The proceeds of the Placement are intended to be applied towards:

- early procurement of long lead items for the Boundiali Gold Project processing plant;
- construction of the Boundiali Gold Project site access road;
- acquisition of land for the processing plant and tailings storage facility;
- exploration drilling; and
- working capital and costs of the Placement.

The Board reserves the right to vary the allocation of funds between these activities as circumstances warrant, having regard to exploration results, project priorities and market conditions.

(g) **Relevant agreement**

Canaccord acted as Global Co-Ordinator, Joint Lead Manager and Joint Bookrunner and Bell Potter acted as Joint Lead Manager and Joint Bookrunner and Stifel acted as Co-Lead Manager to the Placement. The Company will pay in aggregate 5% of funds raised from the Placement to Canaccord, Bell Potter and Stifel.

There was no formal agreement between the Company and the Placement participants.

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(h) **Voting exclusion statement**

A voting exclusion statement for Resolutions 4 and 5 is included in the Notice of Meeting preceding this Explanatory Statement.

5.4 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolutions 4 and 5.

6. RESOLUTION 6 – APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

6.1 Background

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

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**Additional 10% Placement Facility**).

An "eligible entity" for the purposes of Listing Rule 7.1A means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of $300 million or less. The Company is an eligible entity as at the date of this Notice and is expected to be an eligible entity as at the time of the Annual General Meeting.

Resolution 6 seeks Shareholder approval by way of special resolution for the Company to have the Additional 10% Placement Facility provided for in Listing Rule 7.1A and to issue Equity Securities using the Additional 10% Placement Facility without Shareholder approval.

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at the Annual General Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Company is seeking a mandate to issue securities under the Additional 10% Placement Facility to enable the Company to pursue its growth strategy with the flexibility to act quickly as potential business opportunities arise.

The exact number of Equity Securities that the Company may issue under the Additional 10% Placement Facility will be determined in accordance with the following formula:

(A x D) – E

Where:

A the number of fully paid ordinary securities on issue at the commencement of the relevant period,

(i) plus, the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

(ii) plus, the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

(A) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

(B) the issue of, or agreement to issue the convertible securities was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or Listing Rule 7.4;

(iii) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

(A) the agreement was entered into before the commencement of the relevant period; or

(B) the agreement or issue was approved, or taken under these rules to have been approved under Listing Rule 7.1 or Listing Rule 7.4;

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(iv) plus, the number of any other fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.1A;

(v) plus, the number of partly paid ordinary securities that became fully paid in the relevant period; and

(vi) less the number of fully paid ordinary securities cancelled in the relevant period.

Note that variable "A" has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

"**relevant period**" means the 12-month period immediately preceding the date of the issue or agreement.

If Resolution 6 is passed, the Company will be able to issue Equity Securities under the Additional 10% Placement Facility up to a combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 6 is not passed, the Company will not be able to access the Additional 10% Placement Facility to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

6.2 Regulatory Requirements

In compliance with the information requirements of Listing Rule 7.3A, Shareholders are advised of the following information:

(a) **Issue Period**

If Shareholders approve this Resolution, the Company will have a mandate to issue Equity Securities under the Additional 10% Placement Facility under Listing Rule 7.1A from the date of the Annual General Meeting until the earlier of the following to occur:

(i) the date that is 12 months after the date of the Annual General Meeting;

(ii) the time and date of the Company's next annual general meeting; and

(iii) the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(**Additional 10% Placement Period**).

The Company will only issue Equity Securities under the Additional 10% Placement Facility during the Additional 10% Placement Period.

(b) **Minimum Issue Price**

Equity Securities issued under the Additional 10% Placement Facility must be in the same class as an existing class of quoted Equity Securities of the Company and issued for cash consideration. As at the date of this Notice of Annual General Meeting, the Company has on issue two classes of quoted Equity Securities, being Shares and options (ASX:AUEO).

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient; or

(ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph 6.2(b)(i) above, the date on which the Equity Securities are issued.

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(c) **Purpose of Issues**

The Company may seek to issue the Equity Securities under the Additional 10% Placement Facility to raise funds in connection with the following purposes:

(i) acquisitions of new assets or investments (including expenses associated with such acquisitions);

(ii) continued exploration and feasibility study expenditure on the Company's current assets; and/or

(iii) general working capital.

The Company will provide further information at the time of issue of any Equity Securities under the Additional 10% Placement Facility in compliance with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.3.

(d) **Dilution**

As at the date of this Notice of Annual General Meeting, the Company has 511,261,586 Shares on issue. Accordingly, if Shareholders approve this Resolution, the Company will have the capacity to issue approximately 51,126,158 Equity Securities under the Additional 10% Placement Facility in accordance with Listing Rule 7.1A.

If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Facility, existing Shareholders' voting power in the Company will be diluted as shown in the table below to the extent Shareholders do not receive any Shares under such issues.

There is a risk that:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice of Annual General Meeting.

The below table also shows:

(i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 or Listing Rule 10.11 that are approved at a Shareholders' meeting; and

(ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Number of Shares on issue (Variable "A" in Listing Rule 7.1A.2)		**Dilution**		
		$0.255 **50% decrease in Issue Price**	$0.510 **Issue Price**	$0.765 **50% increase in Issue Price**
Current Variable A 511,261,586 **Shares**	10% voting dilution	51,126,158 **Shares**	51,126,158 **Shares**	51,126,158 **Shares**
	Funds raised	**$13,037,170.29**	**$26,074,340.58**	**$39,111,510.87**

50% increase in current Variable A 766,892,379 **Shares**	10% voting dilution	76,689,237 **Shares**	76,689,237 **Shares**	76,689,237 **Shares**
	Funds raised	**$19,555,755.44**	**$39,111,510.87**	**$58,667,266.31**
100% increase in current Variable A 1,022,523,172 **Shares**	10% voting dilution	102,252,317 **Shares**	102,252,317 **Shares**	102,252,317 **Shares**
	Funds raised	**$26,074,340.84**	**$52,148,681.67**	**$78,223,022.51**

The table has been prepared on the following assumptions:

1. Variable A is 511,261,586 being the number of ordinary securities on issue at the date of this Notice of Annual General Meeting.
2. The issue price is $0.51, being the closing price of the Shares on ASX on 30 September 2026.
3. The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility.
4. No options or other convertibles are exercised into Shares before the date of issue of the Equity Securities.
5. Details on Shares issued using its placement capacity under Listing Rule 7.1A in the 12 months preceding this Notice of Annual General Meeting are set out in section 6.2(f) below.
6. 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%.
7. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
8. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) **Allocation Policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Placement Facility. The identity of the persons to whom Equity Securities will be issued will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issue, a placement and a pro rata offer and an offer under securities purchase plan or other issues in which existing security holders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) the financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

The persons to whom Equity Securities will be issued under the Additional 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders and/or new Shareholders.

The persons to whom Equity Securities will be issued under the Additional 10% Placement Facility will not include related parties of the Company.

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(f) **Previous issues of Equity Securities under Listing Rule 7.1A**

The Company obtained Shareholder approval for an additional 10% placement facility under Listing Rule 7.1A at the 2025 annual general meeting on 27 November 2025.

In the 12 months preceding this Notice of Annual General Meeting, the Company has issued 72.98m Shares under Listing Rule 7.1A which represents 21.23% of the Shares on issue as at the commencement of that 12 month period. These Shares were issued as follows:

(i) on 27 March 2026, the Company issued 31.4m Shares under Listing Rule 7.1A (**March 7.1A Issue**) as part of a broader placement to raise $28.8m (before costs)[2]. The March 7.1A Issue was subsequently ratified by Shareholders on 9 June 2026[3]; and

(ii) on 30 September 2026, the Company issued 41.58m Shares under Listing Rule 7.1A (**September 7.1A Issue**) as part of the Placement[4].

Details on each of the March 7.1A Issue and the September 7.1A Issue are set out below.

March 7.1A Issue

A table setting out the details of the issue as required by Listing Rule 7.3A.6 is set out below:

Issue date	27 March 2026
Names of persons to whom the Equity Securities were issued or the basis on which those persons were determined	The Shares were issued to Perseus and existing unrelated Aurum shareholders. Perseus is considered a Material Investor, holding 10.6% of Aurum Shares on an undiluted basis.
Number and class of securities issued	31,400,000 Shares under Listing Rule 7.1A.
Issue price	$0.60 per Share. A 1.5% discount to the five-day VWAP of $0.609 for the period from 12 March 2026 to 18 March 2026 and an 11.5% discount to the 15-day VWAP (being $0.678) for the period 26 February 2026 to 18 March 2026.
Funds raised	The March 7.1A Issue raised $18.84m. It was part of a broader placement undertaken by the Company that raised a total of $28.8m (before costs)[5]. The balance of the placement was raised using the Company's capacity under Listing Rule 7.1.
Use of funds	The funds raised from the March 7.1A Issue (together with the broader placement of $28.8m, before costs) will be applied towards : • the Boundiali Gold Project (including resource definition and exploration drilling program, delivery of a definitive feasibility study and mining exploitation licence approvals);

[2] See ASX release titled "Aurum raises $28.8m via strategic placement" dated 23 March 2026.
[3] See ASX release titled "Notice of General Meeting" dated 8 May 2026.
[4] See ASX release titled "A$52.5m firm commitments to accelerate Boundiali development" dated 23 September 2026.
[5] See ASX release titled "Aurum raises $28.8m via strategic placement" dated 23 March 2026.

	• the Napié Gold Project (continuing the diamond drilling program and building an exploration camp); • drilling fleet expansion through the purchase of two additional drilling rigs; and • general working capital[6]. Of the amount raised approximately $10m has been spent to date. The balance of the funds raised will be used towards the items outlined above.

September 7.1A Issue

A table setting out the details of the issue as required by Listing Rule 7.3A.6 is set out below:

Issue date	30 September 2026
Names of persons to whom the Equity Securities were issued or the basis on which those persons were determined	The Shares were issued to existing and new institutional investors located in Australia and overseas. Other than Perseus, none of the subscribers for the Placement Shares were Material Investors in the Company.
Number and class of securities issued	41,580,000 Shares under Listing Rule 7.1A.
Issue price	$0.55 per Share. A 0.00% discount to the five-day VWAP of $0.55 for the period from 14 September 2026 to 18 September 2026 and a 3.13% discount to the 15-day VWAP (being $0.5678) for the period 31 August 2026 to 18 September 2026.
Funds raised	The Placement raised a total of $52.5m (before costs) of which the September 7.1A Issue (under Listing Rule 7.1A) raised $22.869m. The balance of the Placement was raised using the Company's capacity under Listing Rule 7.1.[7]
Use of funds	The funds raised from the Placement (including the September 7.1A Issue), together with the Company's existing cash, will be spent on the Boundiali Gold Project for equipment procurement for the processing plant, road construction, land acquisition, exploration drilling and working capital and Placement costs[8]. The funds raised from the Placement have not as yet been expended.

(g) **Voting exclusion statement**

There is no voting exclusion statement for this Resolution.

At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities using the Additional 10% Placement Facility.

[6] See ASX release titled "Notice of General Meeting" dated 8 May 2026.
[7] Please see section 5 for further information.
[8] Please see section 5.3(f) above for further information.

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Accordingly, the proposed persons to whom any Equity Securities may be issued to under the Additional 10% Placement Facility are not yet known or identified. No existing Shareholder's votes will therefore be excluded from voting on Resolution 6.

6.3 Board Recommendation

The Board believes that the Additional 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further Equity Securities representing up to 10% of the Company's share capital during the next 12 months. Accordingly, the Board unanimously recommends that Shareholders vote in favour of Resolution 6.

7. RESOLUTION 7 – INCREASE IN NUMBER OF SECURITIES TO BE ISSUED UNDER LONG-TERM INCENTIVE PLAN

7.1 Background

At the Company's annual general meeting held on 27 November 2025, the Company obtained Shareholder approval to adopt the "*Aurum Resources Limited Long-Term Incentive Plan*" (**Plan**) for the purposes of Listing Rule 7.2 Exception 13(b).

The effect of Shareholder approval was that the Company was able to issue a maximum of 15,209,392 securities under the Plan (**Incentive Securities**) to eligible participants (**Eligible Persons**) over a period of three years from the date of that meeting without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12-month period under Listing Rule 7.1.

The Board now seeks Shareholder approval for the purposes of Listing Rule 7.2 Exception 13(b) to increase the number of Incentive Securities that can be issued under the Plan from 15,209,392 (**Existing Cap**) to 62,061,372 (**Revised Cap**).

7.2 Regulatory Requirements

Listing Rule 7.1 provides that, unless an exception applies, a company must not, without prior approval of shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves, or when aggregated with the Equity Securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12-month period.

Listing Rule 7.2 Exception 13(b) sets out an exception to Listing Rule 7.1. It provides that issues of securities under an employee incentive scheme are not included in a company's 15% limit under Listing Rule 7.1, if within three years before the date of issue, shareholders have approved the issue of securities thereunder as an exception to Listing Rule 7.1.

It is a requirement under Listing Rule 7.2 Exception 13(b) that the Company place a cap on the number of securities that may be issued under the Plan. At the 2025 annual general meeting, the Existing Cap was approved by Shareholders. In the intervening period, the Company has issued a total of 15,200,000 Incentive Securities under the Plan and now seeks Shareholder approval to adopt the Revised Cap.

Accordingly, Resolution 7 seeks approval from Shareholders to approve the Revised Cap and to permit the Company to issue Incentive Securities under the Plan up to the Revised Cap for a period to 27 November 2028 (being three years from the original date of adoption of the Plan), as an exception to Listing Rule 7.1.

If Resolution 7 is passed, the Company will be able to issue Incentive Securities up to the Revised Cap under the Plan to Eligible Persons without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12-month period under Listing Rule 7.1.

If Resolution 7 is not passed, the Company will be limited to the Existing Cap and the issue of any Incentive Securities above the Existing Cap will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Incentive Securities. Accordingly, to the extent of any issue of Incentive Securities above the Existing Cap, the Company will not be able to utilise the exception to Listing Rule 7.1 that is provided in Listing Rule 7.2 Exception 13(b).

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For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Incentive 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 Shareholder approval should be obtained. To the extent that Shareholder approval is received and these issues are made under Listing Rule 10.14, they will not be counted towards the Company's cap under Listing Rule 7.2 Exception 13(b).

7.3 Technical information required by Listing Rule 7.2 Exception 13(b)

The following information is provided to Shareholders for the purpose of Listing Rule 7.2 Exception 13(b):

(a) **Summary of Plan**

A summary of the terms of the Plan is set out in Schedule 2. The Plan was last approved by Shareholders on 27 November 2025.

(b) **Previous issues of securities under the Plan**

Since the Company obtained approval under Listing Rule 7.2 Exception 13(b) for the Plan in November 2025 it has issued 3,850,000 Equity Securities under the Plan, including unlisted options, performance rights and shares issued on vesting of performance rights.

(c) **Maximum number of Equity Securities**

The maximum number of Equity Securities proposed to be issued under the Revised Cap is 62,061,372. This number is not intended to be a prediction of the actual number of Equity Securities to be issued by the Company, simply a ceiling for the purposes of Listing Rule 7.2 Exception 13(b).

The maximum number of Equity Securities proposed to be issued under the Plan may be further increased with Shareholder approval. Any issues of Equity Securities issued outside of the maximum number of Equity Securities, and issued without Shareholder approval, will be issued using the Company's existing placement capacity under Listing Rule 7.1.

(d) **Voting exclusion statement**

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

7.4 Board Recommendation

The Board recommends Shareholders vote in favour of Resolution 7.

8. RESOLUTION 8 - PROPOSED ELECTION OF DIRECTOR - STEPHEN MAYNE

The Directors recommend that Shareholders vote AGAINST this Resolution.

8.1 Regulatory Requirements

Under clause 14.3 of the Constitution, a person may propose his or her nomination as a director of the Company if, at least 30 days before the date of the general meeting, they leave at the registered office of the Company a notice in writing duly signed by the nominee giving his or her consent to the nomination and signifying his or her candidature for the position.

The Company has received a nomination from Mr Stephen Mayne, a non-Board endorsed candidate, in accordance with clause 14.3 of the Constitution. Resolution 8 deals with the proposed appointment of Mr Mayne as a non-executive director of the Company.

Mr Mayne's nomination was unsolicited and is not endorsed by the Board. It is well known that as a self-described activist investor, Mr Mayne has routinely nominated himself, unsuccessfully, to act as a director on many listed company boards historically.

8.2 Details on Mr Mayne

Details on Mr Mayne are set out in Schedule 3.

The information and biography provided by Mr Mayne has not been verified by the Company.

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In his nomination, Mr Mayne raised concerns about the Company holding physical only shareholder meetings and the Company managing sophisticated and institutional placements for listed companies without a share purchase plan offering for retail shareholder participation.

8.3 Voting Consequences

If Resolution 8 is passed, Mr Mayne will be elected as a Director from the conclusion of the Meeting.

If Resolution 8 is not passed, Mr Mayne will not be elected as a Director.

8.4 Board Recommendation

The Board has assessed Mr Mayne's nomination, including his stated skills and experience in the context of the current composition of the Board and against the skills matrix in the Company's Corporate Governance Statement.

Based on the information available, in the Board's view:

(a) Mr Mayne has nominated himself as a proposed non-executive director of the Company. The nomination of Mr Mayne was not instigated by the Company as it believes the existing Board already has the necessary skill sets required for the Board;

(b) Mr Mayne's skills and experience are not complementary to the current Board, and he does not hold the necessary experience to perform as an effective director on the board of a Company which operates a complex gold exploration and development business;

(c) the Board considers that the skills and experience of Mr Mayne are adequately covered by the existing members of the Board. Accordingly, Mr Mayne would not add to the effectiveness of the Board;

(d) the Board considers that the current size, composition and skills of the Board is appropriate for the Company given its size and stage of development; and

(e) it is not in the best interests of the Company and its shareholders that Mr Mayne be elected as a non-executive director.

The Board unanimously recommends that Shareholders vote against Resolution 8

The Chair intends to vote all available undirected proxies against Resolution 8.

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SCHEDULE 1 - GLOSSARY

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

7.1 Placement Shares	has the meaning given in section 5.1 of the Explanatory Statement;
7.1A Placement Shares	has the meaning given in section 5.1 of the Explanatory Statement;
Additional 10% Placement Facility	has the meaning in section 6.1 of the Explanatory Statement;
Additional 10% Placement Period	has the meaning in section 6.2(a) of the Explanatory Statement;
Annual Financial Report	the Company's annual financial report for the year ended 30 June 2026;
Annual Financial Statements	means the Annual Financial Report, Directors' Report and the Auditor's Report;
Associate	has the meaning given to that term in the Listing Rules;
ASX	ASX Limited or the securities market operated by ASX Limited, as the context requires;
AWST	Australian Western Standard Time;
Bell Potter	Bell Potter Securities Limited ACN 006 390 772 AFSL 243480;
Board	board of Directors;
Boundiali Gold Project	means the Company's Boundiali Gold Project in Côte d'Ivoire;
Canaccord	Canaccord Genuity (Australia) Limited ACN 075 071 466 AFSL 234666;
Chair	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 a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act;
Company	Aurum Resources Limited (ACN 650 477 286);
Constitution	constitution of the Company;

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Corporations Act	*Corporations Act 2001* (Cth);
Director	director of the Company;
Directors' Report	the directors' report for the financial year ended 30 June 2026;
Earlier Annual General Meeting	has the meaning in section 2.2(b) of the Explanatory Statement;
Eligible Persons	has the meaning in section 7.1 of the Explanatory Statement;
Equity Securities	has the meaning given to that term in the Listing Rules;
Existing Cap	has the meaning in section 7.1 of the Explanatory Statement;
Explanatory Statement	the explanatory statement that accompanies this Notice of Annual General Meeting;
Incentive Securities	has the meaning in section 7.1 of the Explanatory Statement;
Key Management Personnel	has the meaning given in section 9 of the Corporations Act;
Later Annual General Meeting	has the meaning in section 2.2(a) of the Explanatory Statement;
Listing Rules	means the listing rules of the ASX;
March 7.1A Issue	31.4m Shares issued using the Company's capacity under Listing Rule 7.1A as part of a broader placement of $28.8m announced by the Company to ASX on 23 March 2026;
Material Investor	ASX consider the following to be material investors with respect to the Company: (a) a related party of the Company; (b) a member of the Company's Key Management Personnel; (c) a substantial holder in the Company; (d) an adviser to the Company; or (e) an associate of any of the above, where such person or entity is being issued more than 1% of the Company's current issued capital;
Meeting or **Annual General Meeting**	the annual general meeting of the Company's Shareholders convened by this Notice of Annual General Meeting;
Notice of Annual General Meeting or **Notice**	this notice of Annual General Meeting;
Perseus	Perseus Mining Limited ACN 106 808 986;

Placement	the placement by the Company to raise $52.5 million by way of the issue of approximately 95.45 million Shares at an issue price of $0.55 each (before costs) announced by the Company to ASX on 23 September 2026;
Placement Shares	the 7.1 Placement Shares and 7.1A Placement Shares;
Plan	has the meaning in section 7.1 of the Explanatory Statement;
Proxy Form	the proxy form accompanying this Notice of Annual General Meeting;
Remuneration Report	the Company's remuneration report for the financial year ended 30 June 2026;
Resolution	resolution contained in this Notice of Annual General Meeting;
Revised Cap	has the meaning in section 7.1 of the Explanatory Statement;
Schedule	schedule to this Notice of Annual General Meeting;
September 7.1A Issue	41,580,000 Shares issued as part of the Placement using the Company's capacity under Listing Rule 7.1A;
Share	fully paid ordinary share in the capital of the Company;
Shareholder	holder of a Share in the Company;
Spill Meeting	has the meaning in section 2.2 of the Explanatory Statement;
Spill Resolution	has the meaning in section 2.2 of the Explanatory Statement;
Stifel	Stifel Nicolaus Europe Limited; and
VWAP	volume weighted average price.

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SCHEDULE 2 – SUMMARY OF TERMS OF LONG-TERM INCENTIVE PLAN

The material terms of the Plan, under which eligible persons may be granted performance rights or options (**Awards**) are summarised below:

(a) (**Eligibility**): The Board may, in its absolute discretion, invite an "Eligible Person" to participate in the Plan. An "Eligible Person" 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 entity that is a body corporate and has been determined by the Board to be eligible to participate in the Plan from time to time.

(b) (**Offer**): Following determination that an Eligible Person may participate in the Plan, the Board may make an offer to that person by an offer letter setting out the terms of the offer and any conditions which may apply to the offer or the Awards (**Offer Letter**).

(c) (**Issue cap**): Unless the Company is unlisted or the Company constitution provides otherwise, the Company must not make an offer of Awards for monetary consideration under the Plan, where the total number of Shares to be issued upon conversion of Awards issued under the Plan, when aggregated with the number of Shares that may be issued and have been issued as a result of offers made under the Plan, at any time during the previous three year period, would exceed 5% of the total number of Shares on issue at the date of the offer.

The Plan does not contain an issue cap on the number of Awards that may be issued for no monetary consideration.

(d) (**Disclosure**): All offers of Awards under the Plan for no monetary consideration are made pursuant to Division 1A of Part 7.12 of the Corporations Act and accordingly the Company will not issue a disclosure document for such an offer.

If the Company makes an offer to issue Awards under the Plan for monetary consideration, the Company will comply with the disclosure requirements in Division 1A of Part 7.12 of the Corporations Act.

(e) (**Nature of Awards**): Each option or performance right entitles the holder, to subscribe for, or be transferred, one Share. Any Shares acquired pursuant to the exercise of an Award will rank equally with all existing Shares from the date of acquisition.

(f) (**Vesting**) Awards may be subject to exercise conditions, performance hurdles or vesting conditions (**Conditions**). These Conditions must be specified in the Offer Letter to Eligible Persons. In the event that a takeover bid for the Company is declared unconditional, there is a change of control event (as defined in the Plan), then the Board may determine that:

(i) all or a percentage of unvested Awards will vest and become exercisable; and

(ii) any Shares issued or transferred to a holder under the Plan that have restrictions (on their disposal, the granting of any security interests in or over, or otherwise on dealing with), will be free from any restrictions on disposal.

(g) (**Exercise Period**): The period during which a vested Award may be exercised will commence when all Conditions have been satisfied, waived by the Board, or are deemed to have been satisfied under the rules of the Plan and the Company has issued a vesting notification to the holder, and ends on the Expiry Date (as defined at (j)(iv) below).

(h) (**Disposal restrictions**): Awards granted under the Plan may not be assigned, transferred, novated, encumbered with a security interest (such as a mortgage, charge, pledge, lien, encumbrance or other third party interest of any nature) over them, or otherwise disposed of by a holder, other than to a nominated party (such as an immediate family member, trustee of a trust or company) in accordance with the Plan, unless:

(i) the prior consent of the Board is obtained; or

(ii) such assignment or transfer occurs by force of law upon the death of a holder to the holder's legal personal representative.

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(i) (**Cashless exercise**): Option holders may, at their election, elect to pay the exercise price for an option by setting off the exercise price against the number of Shares which they are entitled to receive upon exercise of the option (**Cashless Exercise Facility**). By using the Cashless Exercise Facility, the option holder will receive Shares to the value of the surplus after the exercise price has been set off.

If an option holder elects to use the Cashless Exercise Facility, the option holder will only be issued that number of Shares (rounded down to the nearest whole number) as are equal to the value of the difference between the exercise price otherwise payable for the options and the then market value of the Shares at the time of exercise (determined as the volume weighted average price on ASX over the five trading days prior to providing a notice of exercise).

(j) (**Lapse**): Unvested Awards will generally lapse on the earlier of:

(i) where a holder of Awards is a "Bad Leaver" (as that term is defined in the Plan), the cessation of employment, engagement or office of the holder;

(ii) the day the Board makes a determination that all unvested Awards of the holder will lapse because, in the opinion of the Board the holder has acted fraudulently or dishonestly, or is in material breach of his or her duties or obligations to the Company;

(iii) if any applicable Conditions are not achieved by the relevant time;

(iv) if the Board determines that any applicable Conditions have not been met and cannot be met prior to the date that is 5 years from the grant date of an Award or any other date determined by the Board and as specified in the Offer (**Expiry Date**); or

(v) the Expiry Date.

Where a holder becomes a "Bad Leaver" (as that term is defined in the Plan), all Awards, unvested or vested, will lapse on the date of the cessation of employment, engagement or office of that holder.

Where a holder of Awards ceases to be employed or engaged by the Company and is not a "Bad Leaver" (as that term is defined in the Plan):

(i) where the Awards have vested, they will remain exercisable until the Awards lapse in accordance with the Plan; or

(ii) if the Awards have not vested, the holder will be entitled to retain all unvested Awards which will remain exercisable subject to the satisfaction of any applicable Conditions until the relevant Expiry Date.

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SCHEDULE 3 – PROPOSED ELECTION OF DIRECTOR – STEPHEN MAYNE

The following information has been provided to the Company by Mr Mayne. The Company makes no comment and takes no responsibility for the information set out below:

Stephen Mayne, 57. BCom (Melb). GAICD. Stephen is a Walkley Award-winning business journalist and Australia's best known retail shareholder advocate. He was the founder of www.crikey.com.au, publishes the corporate governance website www.maynereport.com, writes regular columns for *The Intelligent Investor* and co-hosts *The Money Café* podcast with Alan Kohler. His governance experience includes almost 8 years as a City of Manningham councillor in Melbourne's eastern suburbs, a 4 year term (2012-2016) as a City of Melbourne councillor where he chaired the Finance and Governance committee, almost 5 years on the Australian Shareholders' Association board and asking questions at more than 1,400 ASX listed company AGMs and EGMs since 1998.

Stephen nominated for the Aurum Resources board out of concern that it has once again chosen to run a physical AGM in Perth, which makes it difficult for interstate or overseas shareholders to participate. The company is capitalised at more than $200m and has around 1600 shareholders. It should be offering hybrid AGMs with both a physical location and the ability for shareholders to vote and ask questions live online during proceedings, as many other ASX-listed companies now do. Mr Mayne is also concerned that Aurum Resources is a repeat offender when it comes to doing selective institutional placements without offering retail shareholders an opportunity to participate on the same terms through a Share Purchase Plan (SPP). In March 2026 it did a $28.8m placement at 60c with no SPP and then in September 2026 it followed up with a $52.5m placement at 50c[9], again with no SPP. Mr Mayne believes Aurum should offer retail shareholders a standalone uncapped make-good SPP at a reasonable discount to the prevailing price and that electing Stephen to the board will reduce the prospect of such poor treatment being repeated in the future. Contact Stephen by email at Stephen@maynereport.com of via www.maynereport.com.

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[9] Please note that this statement is incorrect. The relevant placement occurred at an issue price of 55 cents per share, not 50 cents as stated by Mr Mayne.

aurum resources

Proxy Voting Form

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

Aurum Resources Limited | ABN 17 650 477 286

Your proxy voting instruction must be received by **9:00am (AWST) on Sunday, 08 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://portal.automic.com.au/investor/home or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

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

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SAMPLE

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Aurum Resources Limited, to be held at **9:00am (AWST) on Tuesday, 10 November 2026 at Unit 5, 8 Clive Street, West Perth WA 6005** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

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

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)			
2	RE-ELECTION OF DIRECTOR – TROY FLANNERY			
3	RE-ELECTION OF DIRECTOR – RICHARD SIMPSON			
4	RATIFICATION OF PLACEMENT – LISTING RULE 7.1			
5	RATIFICATION OF PLACEMENT – LISTING RULE 7.1A			
6	APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY			
7	INCREASE IN NUMBER OF SECURITIES TO BE ISSUED UNDER LONG TERM INCENTIVE PLAN			
8	PROPOSED ELECTION OF DIRECTOR – STEPHEN DYNE (BOARD ENDORSED)			

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

STEP 3 – Signature and contact details

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

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

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

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