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ASX

16 October 2026

NOTICE OF ANNUAL GENERAL MEETING & PROXY FORM

Aeris Resources Limited (ASX: AIS) (Company or Aeris) advises that an Annual General Meeting (Meeting) of shareholders of Aeris to be held at 10:00 (AEST) on 19 November 2026. The meeting will be held in-person at HopgoodGanim Lawyers, 360 Queen Street, Brisbane, QLD 4000.

A copy of a letter mailed to shareholders who have elected to receive documents in hard copy, along with a copy of the Notice of Meeting and Proxy Form, is attached below.

As permitted by the Corporations Act 2001 (Cth) and the Company's Constitution, the Company will not be dispatching physical copies of the Notice of Meeting to all shareholders. Instead, the Notice of Meeting and accompanying explanatory memorandum is being made available to shareholders electronically and can be viewed and downloaded at the following links:

https://www.aerisresources.com.au/investor-centre/or https://www.asx.com.au/

If you have any questions about the AGM or Notice of Meeting, please contact the Share Registry on 1300 288 664 (for callers within Australia) or +61 2 9698 5414 (for overseas callers).

This announcement is authorised for lodgement by:
Andre Labuschagne
Executive Chairman

ENDS

Investor enquiries: Stefan Edelman, General Manager Corporate Development
investorrelations@aerisresources.com.au

Follow Aeris Resources: Subscribe to email announcements and join our Investor Hub to stay up to date and connect to Aeris leaders.

About Aeris
Aeris Resources Limited (ASX:AIS) is an Australian mid-tier copper and gold producer. Aeris owns and operates two producing assets, Tritton Copper Operations (NSW) and Cracow Gold Operations (Qld), along with a strong pipeline of growth projects and a highly prospective exploration portfolio. Its experienced board and management have significant corporate and technical expertise to drive an efficient operating model. Aeris continues to investigate strategic mergers and acquisitions to build value for its stakeholders. Find out more at www.aerisresources.com.au and follow Aeris on LinkedIn.

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Notice of Annual General Meeting and Explanatory Memorandum

Aeris Resources Limited ACN 147 131 977

Date of Meeting:	Thursday, 19 November 2026
Time of Meeting:	10:00am (AEST)
Place of Meeting:	HopgoodGanim Lawyers Level 10, 360 Queen Street, Brisbane City QLD 4000

This Notice of Annual General Meeting and Explanatory Memorandum should be read in their 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.

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Notice of Annual General Meeting

Dear Shareholder

Enclosed is a notice of an Annual General Meeting (**Meeting**) of shareholders of Aeris Resources Limited (**Company** or **Aeris**) to be held at 10:00am (AEST) on Thursday, 19 November 2026.

The meeting will be held in-person at HopgoodGanim Lawyers, Level 10, 360 Queen Street, Qld 4000. In accordance with the *Corporations Act 2001* (Cth) and the Company's Constitution, the Company will not be dispatching physical copies of the Notice of Meeting to shareholders unless the shareholder has made a valid election to receive documents in hard copy.

Resolutions
Shareholder approval will be sought for the resolutions set out in the table below.

The Board notes that Mr Stephen Mayne an external candidate who is not endorsed by the Board has nominated himself for election as a Director. His election is the subject of resolution 4. The Board recommends that shareholders **against** resolution 4. Further information is provided in the explanatory notes to the Notice of AGM.

The Board's recommendations in relation to each resolution are set out below:

Resolution	Description	Board Recommendation
1	The adoption of the Remuneration Report for the year ended 30 June 2026.	**For**
2	The re-election of Mr Michele Muscillo as Director of the Company.	**For**
3	The election of Dr Carmen Letton as Director of the Company.	**For**
4	The election of non-Board endorsed nominee Director of the Company.	**Against**

Attending the Meeting in-person

Shareholders can attend the Meeting in-person at HopgoodGanim Lawyers, Level 10, 360 Queen Street, Qld 4000.

Voting in-person at the Meeting

Shareholders that attend the Meeting in-person, will be able to register and vote at the Meeting by attending HopgoodGanim Lawyers, Level 10, 360 Queen Street, Brisbane Qld 4000.

Shareholders who wish to participate in the Meeting in-person and who wish to vote on the day of the meeting can find further instructions on how to do so in the Notice of Meeting.

Voting by Proxy

Alternatively, Shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

Online	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the **Online Proxy Lodgement Guide** at https://www.automicgroup.com.au/virtual-agms/

By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Shareholder proxy voting instructions must be received by 10am (AEST) on Tuesday, 17 November 2026, being no 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.

In addition to the enclosed Proxy Form, the Proxy Form is available for download from the Automic investor portal and a sample version also available on the Company's website at - https://www.aerisresources.com.au/investor-centre/#asx-announcements

Each Resolution considered at the Meeting will be decided on a poll.

Questions in relation to the Resolutions can be submitted in writing to the Company in advance of the Meeting by emailing the Company Secretary at investorrelations@aerisresources.com.au by 10:00am (AEST) on Friday, 13 November 2026.

If you have any queries regarding the Meeting or require a hard copy of the Notice of Annual General Meeting, please contact your stockbroker, accountant, other independent professional adviser or the Company's Share Registry, Automic Registry Services on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia) at any time between 9.00am to 5.00pm (AEST) Monday to Friday, up to the date of the Meeting.

Shareholders are encouraged to monitor the Company's website for any further updates in relation to the arrangements for the Meeting. The Company looks forward to your attendance and participation at the Meeting.

Your continued support is greatly appreciated.

Yours sincerely

Andre Labuschagne
Executive Chairman

Aeris Resources Limited

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Notice of Annual General Meeting

Notice is given that an Annual General Meeting of Shareholders of Aeris Resources Limited ACN 147 131 977 will be held:

Date of Meeting: Thursday, 19 November 2026

Time of Meeting: 10:00 am (AEST)

Place of Meeting: HopgoodGanim Lawyers
Level 10, 360 Queen Street
Brisbane Qld 4000

Your vote is important

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

Terms used in this Notice of Meeting are defined in section 5 of the accompanying Explanatory Memorandum.

The Explanatory Memorandum and the Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting.

Agenda

The agenda for the meeting is as follows:

Ordinary Business

Financial Report

To receive and consider the Company's Annual Report, consisting of the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Cash Flows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2026.

No voting is required for this item.

1. Resolution 1 – Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2026 (as set out in the Directors' Report) is adopted".

Note:
The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting Restriction pursuant to sections 250R(4) and 250R(5) of the Corporations Act
A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

(a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report;
a Closely Related Party of such a member.

However, the above persons may cast a vote on Resolution 1 if:

(a) the person does so as a proxy; and

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(b) the vote is not cast on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and either:

(1) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or

(2) the voter is the chair of the meeting and the appointment of the chair as proxy:

(A) does not specify the way the proxy is to vote on the resolution; and

(B) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

Voting Intentions of Chair
Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolution the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act.

Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying Explanatory Memorandum.

2. Resolution 2 – Re-election of Mr Michele Muscillo as a Director of the Company (Board Endorsed)

To consider and, if thought fit, pass the following resolution, with or without amendment, as an Ordinary Resolution of the Company:

"That Mr Michele Muscillo, a Director who retires by rotation in accordance with Rule 28.6(a) of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director of the Company, be re-elected as a Director of the Company, with effect from the end of the Meeting."

3. Resolution 3 – Election of Dr Carmen Letton as a Director of the Company (Board Endorsed)

To consider and, if thought fit, pass the following resolution, with or without amendment, as an Ordinary Resolution of the Company:

"That Dr Carmen Letton, a Director appointed as an additional Director and holding office until the next general meeting of the Company after her appointment in accordance with 28.2(b) of the Company's Constitution and ASX Listing Rule 14.4, be re-elected as a Director of the Company, with effect from the end of the Meeting."

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4. Resolution 4 - Election of non-Board endorsed nominee as a Director of the Company (Non-Board Endorsed)

To consider and, if thought fit, pass the following resolution, with or without amendment, as an Ordinary Resolution of the Company:

"That Mr Stephen Mayne, having been nominated by a shareholder and consented to act as a director of the Company, be appointed as a director of the Company at the conclusion of the Meeting."

General Business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

Notes:

(a) Terms used in this Notice of Meeting are defined in the "Interpretation" section of the accompanying Explanatory Memorandum.

(b) A detailed summary of the Resolutions is contained within the Explanatory Memorandum.

All resolutions at this Meeting will be voted on by poll and Shareholders who are entitled to vote may vote either prior to the Meeting by appointing a proxy or by poll during the Meeting.

By order of the Board

Dane Van Heerden
Chief Financial Officer and Company Secretary
Aeris Resources Limited

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Explanatory Memorandum

This Explanatory Memorandum is provided to shareholders of Aeris Resources Limited ACN 147 131 977 (**Company**) in connection with the business to be considered at the Annual General Meeting of Shareholders to be held at Hopgood Ganim Lawyers, Level 10, 360 Queen Street, Qld 4000. The Notice of Meeting, which is also enclosed, sets out details of proposals concerning the Resolutions to be put to Shareholders.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the Resolutions. The Company's Notice of Annual General Meeting and this Explanatory Memorandum should be read in their entirety and in conjunction with each other.

Subject to the abstentions noted below, the Directors unanimously recommend that Shareholders vote in favour of all Resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution.

The Directors recommend that Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Resolution 1, relating to the Remuneration Report, is an advisory resolution and does not bind the Directors or the Company. Resolutions 2, 3 and 4 are ordinary resolutions, which require that a simple majority of votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the Resolutions.

Terms used in this Explanatory Memorandum are defined in Section 5.

1. Consider the Company's Annual Report

The Company's Annual Report (comprising the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Cash Flows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2026) was released to ASX Limited on 27 August 2026.

The Company's Annual Report is placed before the Shareholders for discussion.

No voting is required for this item.

2. Resolution 1 - Remuneration Report

2.1 Remuneration Report

In accordance with sections 250R(2) and 250R(3) of the Corporations Act, the Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory Resolution.

The Remuneration Report is set out in the Directors' Report section of the Annual Report for the period ending 30 June 2026.

The Remuneration Report:

- explains the Board's policies and processes for determining the nature and amount of remuneration of executive Directors and senior executives of the Company;

- explains the relationship between Company performance and remuneration policy;
- sets out remuneration details for each Director and the most highly remunerated senior executives of the Company;
- details and explains any performance conditions applicable to the remuneration of executive Directors and senior executives of the Company; and
- sets out the details of security-based compensation for the Directors.

A reasonable opportunity will be provided for the Shareholders to ask questions about, or make comments on, the Remuneration Report at the Meeting.

2.2 Directors' recommendation

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 1. In accordance with section 250R(3) of the Corporations Act, a vote on this Resolution is advisory only and does not bind the Directors or the Company.

2.3 Voting restrictions on Key Management Personnel and their Closely Related Parties and their proxies

Members of the Key Management Personnel and their Closely Related Parties (**Restricted Voters**) and proxies of Restricted Voters are restricted from voting on a resolution which is connected directly or indirectly with the remuneration of a member of the Key Management Personnel (**Voting Restriction**).

Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity. The Company will disregard any votes cast in favour of the Resolution by any restricted voters.

The Voting Restriction applies to Resolution 1. However, it does not apply where:

- the member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a Restricted Voter) as a proxy where the appointment specifies the way the proxy is to vote on the resolution; or
- the Chair is appointed in writing (by a Shareholder who is not a Restricted Voter) as a proxy where the appointment does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the resolutions the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change their voting intention on any resolution, in which case an ASX announcement will be made.

The Proxy Form attached to this Notice has been prepared on this basis.

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3. Resolution 2 – Re-election of Mr Michele Muscillo as a Director of the Company (Board Endorsed)

3.1 Background

Under Listing Rule 14.4 and Rule 28.6(a) of the Company's Constitution, a Director (other than the Managing Director) shall not continue in office for a period in excess of three consecutive years or until the third annual general meeting following the Director's appointment, whichever is longer, without submitting to re-election.

Mr Muscillo was last re-elected as a Director of the Company at the AGM held on 27 November 2024.

Accordingly, Mr Muscillo retires by rotation in accordance with the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election as a director. If Resolution 2 is passed, Mr Muscillo will be re-elected as a director and if it is not passed, Mr Muscillo will not be re-elected.

3.2 Mr Muscillo's qualifications and experience

Mr Muscillo is a Partner specialising in corporate law with HopgoodGanim Lawyers. Mr Muscillo is an admitted solicitor whose practice focuses almost exclusively on mergers and acquisitions and capital raising. He has acted on a variety of corporate transactions, including initial public offerings, takeovers and acquisitions. Mr Muscillo holds a Bachelor of Laws from Queensland University of Technology (QUT) and was a recipient of the QUT University Medal.

Mr Muscillo previously served as a Non-Executive Director of Xanadu Mines Limited (ASX/TSX: XAM), Mako Gold Limited (ASX: MKG) and Cardinal Resources (ASX/TSX: CDV). He has extensive experience in mergers and acquisitions and capital markets transactions, including the negotiation of significant commercial contracts and agreements.

Mr Muscillo is Chairman of the Audit and Risk Committee and a member of both the Remuneration and Nomination Committee and the Sustainability Committee.

Recommendation

The Directors (with Mr Muscillo abstaining) recommend that you vote in favour of this Ordinary Resolution.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the resolutions the subject of this Meeting, including this Resolution 2, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change their voting intention on any resolution, in which case an ASX announcement will be made.

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4. Resolution 3 – Election of Dr Carmen Letton as a Director of the Company (Board Endorsed)

4.1 Background

Rule 28.2(b) of the Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Dr Letton was appointed as an additional Director of the Company on 13 July 2026 and has since served as a Director of the Company.

Under this Resolution, Dr Letton seeks election as a Director of the Company at this AGM. If Resolution 3 is passed, Dr Letton will be elected as a director and if it is not passed, Dr Letton will not be elected.

4.2 Dr Letton's qualifications and experience

Dr Letton is a mining engineer and mineral economist with more than 35 years of international mining experience spanning the Americas, Australia, Asia, Europe and Africa. She holds a PhD in Mineral Economics from the University of Queensland and a Bachelor of Engineering (Mining) (Honours) from the Western Australian School of Mines, Kalgoorlie.

Throughout her career, Dr Letton has held senior leadership roles spanning mining operations, business improvement and development, operational optimisation and sustainable mining with expertise in strategic direction setting. She brings extensive technical expertise in both open pit and underground mining operations, with experience in multiple commodities and at all stages of the asset development lifecycle.

Dr Letton previously held senior executive positions with Anglo American, BHP Billiton, Rio Tinto, Newmont, Newcrest Mining and Kimberley Diamonds. At Anglo American she was responsible for resource development planning and long-term asset strategy across the Group's global portfolio. She has also served as a Non-Executive Director of Gold Fields Limited, Endeavour Mining Corporation, Technology Metals Australia, Magnetite Mines and CanaGold Resources.

Dr Letton is a member of the Sustainability Committee, the Remuneration and Nomination Committee and the Audit and Risk Committee.

Recommendation

The Directors (with Dr Letton abstaining) recommend that you vote in favour of this Ordinary Resolution.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the resolutions the subject of this Meeting, including this Resolution 3, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change their voting intention on any resolution, in which case an ASX announcement will be made.

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5. Resolution 4 - Election of Non-Board endorsed nominee as a Director of the Company (Non-Board Endorsed)

The Company received a notice of intention from Mr Stephen Mayne in accordance with rule 28.1 of the Company's constitution and ASX Listing Rule 14.3 as a shareholder, nominating himself for the position of director at the Annual General Meeting. At the time of the notice, Mr Mayne held 1,076 shares, which represents approximately 0.000001% of the current issued share capital of the Company.

The Board has considered Mr Mayne's nomination and the information provided by him. Mr Mayne has consented to act as a Director and has provided the following biography.

The Company has not independently verified this information.

Statement from Mr Mayne

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

Mr Mayne nominated for the Aeris Resources Ltd board out of concern that it has once again chosen to run a physical AGM in Brisbane, which makes it difficult for interstate or overseas shareholders to participate. The company is capitalised at around $750m and has approximately 10,000 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. There wasn't even a webcast of last year's AGM and no recording is available on the company's website. Mr Mayne is also concerned that Aeris Resources does not have a majority of independent directors with its small 4-man board. There should be at least one female non-executive director and an independent chair. Executive chair Andre Labuschagne participates in executive style remuneration schemes and Robert Millner AO was incorrectly classified as an independent director in the 2025 annual report when he is the long-serving chair of Soul Pattinson, our largest shareholder with 31.3%. Mr Millner also has a disappointing record of not offering hybrid AGMs at the various companies where he serves on the board. Mr Mayne believes electing him to the board will increase the prospect of these governance issues being addressed

Recommendation

The Directors unanimously recommend that Shareholders vote AGAINST Resolution 4.

The Board has carefully considered Mr Mayne's nomination and acknowledges his experience as a commentator on corporate governance and shareholder matters. However, the Board considers that Mr Mayne's experience and expertise do not align with the principal skills and industry experience currently required by the Company. The Board believes that maintaining a mix of Directors with significant mining, operational, financial, project development and governance experience is critical to supporting the Company's strategic objectives and creating long-term value for Shareholders. The Board is satisfied that its current composition provides an appropriate balance of skills, experience, independence and diversity and does not consider that Mr Mayne's appointment would strengthen the Board's capability.

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The Board also notes that aspects of the justification provided for Mr Mayne's nomination did not accurately reflect the Company's current Board composition. In particular, the reference to a '4-man board' and the absence of a female non-executive Director did not take account of the appointment of Dr Carmen Letton as a non-executive Director on 13 July 2026 nor the resignation of Mr Robert Millner from the Board on 1 December 2025. The Board has also considered Mr Mayne's comments regarding the AGM. All shareholders can vote and submit questions in advance of the AGM including those unable to attend in person. The Board considers that this format is appropriate and enables the orderly conduct of the AGM.

6. Interpretation

The following terms used in the Notice of Meeting and the Explanatory Memorandum are defined as follows:

$ means Australia dollars, unless otherwise stated.

Annual Report means the report compiled by the Company for the financial year ended 30 June 2026, consisting of the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Cash Flows and notes to and forming part of the accounts for the Company and its controlled entities.

ASX means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange (as applicable).

Chair means the person chairing the Meeting.

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

(a) a spouse or child of the member; or

(b) a child of the member's spouse; or

(c) a dependant of the member or of the member's spouse; or

(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 dealings with the entity; or

(e) a company the member controls; or

(f) a person prescribed by the regulations for the purposes of this paragraph.

Company means Aeris Resources Limited ACN 147 131 977.

Constitution means the constitution of the Company from time to time.

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

Directors or **Board** means the board of directors of the Company from time to time.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Key Management Personnel has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

Listing Rules means the official listing rules of the ASX as amended from time to time.

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Meeting or **AGM** means the Annual General Meeting to be held on 19 November 2026 as convened by the accompanying Notice of Meeting.

Notice of Meeting or **Notice** means the notice of meeting giving notice to Shareholders of the Meeting, and accompanying this Explanatory Memorandum.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

Proxy Form means the proxy form included with, or made available by the Share Registry in respect of this Notice.

Remuneration Report means the report set out in the Directors' Report section of the Annual Report for the period ending 30 June 2026, which is submitted to Shareholders for consideration and adoption in accordance with the Corporations Act, as described in section 2 of the Explanatory Memorandum.

Resolution means a resolution to be proposed at the Meeting.

Shareholder means a holder of Shares in the Company.

Shares means fully paid ordinary shares in the Company from time to time.

Share Registry or **Automic** means Automic Pty Ltd.

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Voting at the Meeting

The Company has adopted the following approach for voting at the Meeting:

1. Shareholders participating in the Meeting in-person will be able to vote at the Meeting by attending HopgoodGanim Lawyers, Level 10, 360 Queen Street, Brisbane Qld 4000.

2. A detailed guide on how appoint a proxy to vote on your behalf is set out below.

Voting by Proxy

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a Shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the Shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a Shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the Corporations Act 2001 (Cth). The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the Corporations Act.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) **must be deposited at, posted to, or sent to the Share Registry, Automic Pty Ltd, in the manner set out in the table below not less than 48 hours before the time for holding the meeting,** or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

In addition to the above, shareholder and proxyholder participation (as relevant) is possible by shareholders completing and lodging the Proxy Form using one of the following methods:

Online	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the **Online Proxy Lodgement Guide** at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

A proxy form is **attached** to this Notice.

Explanatory Memorandum

In addition to the enclosed Proxy Form, the Proxy Form is available for download from the Automic investor portal and a sample version also available on the Company's website at - https://www.aerisresources.com.au/investor-centre/#asx-announcements

Discussion will take place on all resolutions to be considered at the Meeting. Shareholders will have a reasonable opportunity to ask questions in respect of the resolutions put forward at the Meeting during the Meeting either in-person or via the online platform.

Signing instructions

You must sign the proxy form as follows in the spaces provided:

Individual:	Where the holding is in one name, the Holder must sign.
Joint Holding:	Where the holding is in more than one name, all of the security holders should sign.
Power of Attorney:	To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Corporate Representative

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under section 250D of the Corporations Act 2001 (Cth). If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Voting entitlement

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 7.00pm (Sydney time) on Tuesday, 17 November 2026.

Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register is counted.

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Proxy Voting Form

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

Aeris Resources Limited | ABN 30 147 131 977

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Your proxy voting instruction must be received by **10:00am (AEST) on Tuesday, 17 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 that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://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)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Aeris Resources Limited, to be held at **10:00am (AEST) on Thursday, 19 November 2026 at HopgoodGanim Lawyers Level 10, 360 Queen Street, Brisbane City QLD 4000** 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 Resolutions 1-3 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 Resolutions 1, 2 and 3 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 2 and 3 are 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	Remuneration Report			
2	Re-election of Mr Michele Muscillo as a Director of the Company (Board Endorsed)			
3	Election of Dr Carmen Letton as a Director of the Company (Board Endorsed)			
4	Election of Mr Stephen Mayne as a Director of the Company (Non-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 – Signatures and contact details

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

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

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

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