



7 June 2022

ASX Limited

Company Announcements Platform

## 2022 Share Purchase Plan

As announced on 31 May 2022, OzAurum Resources Limited ACN 643 244 544 (ASX:OZM) (**OzAurum** or **Company**) is pleased to offer its existing eligible shareholders the opportunity to participate in OzAurum's fully underwritten share purchase plan (**SPP**) by applying for up to \$30,000 worth of fully paid ordinary shares in the capital of the Company (**New Shares**). A copy of OzAurum's SPP offer booklet has been dispatched to all eligible shareholders today.

The SPP will be underwritten to \$2 million by Canaccord Genuity (Australia) Limited ACN 075 071 466 which is acting as Lead Manager and Underwriter to the SPP.

Under the SPP, eligible shareholders may subscribe for up to \$30,000 worth of New Shares without paying brokerage or other transaction costs. Participation in the SPP is open to all Eligible Shareholders (as that term is defined in the SPP offer booklet) who held shares in OzAurum at 7:00pm on 30 May 2022 (**Record Date**).

The issue price of \$0.16 per New Share under the SPP represents a discount of 17.9% to the last closing price on 27 May 2022 (being \$0.195 per Share) and a 20.0% discount to the volume weighted average price of Shares traded during the five ASX trading days prior to 30 May 2022.

Full details and the terms and conditions of the SPP are included in the SPP offer booklet that is attached to this announcement.

The indicative timetable for the SPP is set out below and OzAurum may, at its discretion, vary any of the following dates (other than the Record Date) by making an announcement to ASX:

Timetable	
Record Date	7.00pm (AEST), 30 May 2022
Offer opens ( <b>Opening Date</b> )	9.00am (AEST), 7 June 2022
Offer closes ( <b>Closing Date</b> )	5.00pm (AEST), 23 June 2022

<b>Timetable</b>	
SPP Shortfall and Top-up Placement (if any) settled	29 June 2022
Issue of New Shares ( <b>Issue Date</b> )	30 June 2022
Commencement of trading of New Shares on the ASX ( <b>Trading Date</b> )	1 July 2022
Despatch of holding statements	1 July 2022

\*The above timetable is indicative only. OzAurum reserves the right, in its discretion, to vary any dates in the timetable (other than the Record Date) without prior notice.

OzAurum has determined to raise a maximum of \$2 million through the SPP. In the event that OzAurum receives applications for New Shares under the SPP that exceed \$2 million in aggregate, OzAurum reserves the right to scale-back applications in its absolute discretion. In the event of a scale-back, applicants may be allocated New Shares to a value which is less than the parcel for which they applied. When determining the amount (if any) by which to scale-back an application for New Shares, OzAurum may take into account a number of factors including the size of an applicant's shareholding, the extent to which the applicant has sold or bought additional OzAurum shares after the Record Date and the date on which the relevant application under the SPP was made.

A copy of the SPP Booklet is enclosed with this announcement. Shareholders' personalised Application Form can be accessed online at <https://investor.automic.com.au>

If any shareholder requires further information about the SPP or how to apply for New Shares, please contact the Company's registry, Automic Group, on 1300 288 664 (within Australia) or +61 2 9698 5414 (Overseas) between 8:30am and 5:00pm (AEST).

This announcement was authorised by the full Board of OzAurum Resources Limited.

#### **For Further Information please contact;**

Andrew Pumphrey  
**Managing Director + CEO**  
+61 419 965 976

#### **About OzAurum**

OzAurum Resources Ltd (ASX: OZM) is a Western Australian gold explorer with advanced gold projects located 130 km north east of Kalgoorlie. The Company's objective to make a significant gold discovery that can be brought into production.

For more information on OzAurum Resources Ltd and to subscribe to our regular updates, please visit our website at [www.ozaurumresources.com](http://www.ozaurumresources.com) or contact our Kalgoorlie office via email on [info@ozaurumresources.com](mailto:info@ozaurumresources.com).



# **OzAurum Resources Limited**

**ACN 643 244 544**

## **2022 Share Purchase Plan Offer Booklet**

This is an important document and requires your immediate attention.

Each Eligible Shareholder has the opportunity to participate in OzAurum's fully underwritten SPP by applying for up to \$30,000 worth of fully paid ordinary shares in the capital of OzAurum at an issue price of \$0.16 per New Share without incurring brokerage or other transaction costs.

Shares issued by OzAurum under the SPP will rank equally with existing OzAurum ordinary shares.

This document provides details of OzAurum's SPP and explains how Eligible Shareholders can participate in the SPP.

**NOT FOR DISTRIBUTION TO THE UNITED STATES NEWS WIRE SERVICES OR FOR  
DISSEMINATION IN THE UNITED STATES OF AMERICA.**

# OzAurum Resources Limited ACN 643 244 544

## Share Purchase Plan

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As announced to the market through ASX on 31 May 2022, each Eligible Shareholder has the opportunity to participate in the fully underwritten SPP by applying for up to \$30,000 worth of fully paid ordinary shares in the capital of OzAurum Resources Limited ACN 643 244 544 (ASX:OZM) (**OzAurum**) (**New Shares**) without incurring brokerage or transaction costs.

OzAurum expects that New Shares issued under the SPP will be issued on 30 June 2022 and will commence quotation on ASX on 1 July 2022. New Shares will rank equally with, and will carry the same voting rights and other entitlements as, existing Shares on issue.

Further details of the SPP are set out in the attached documents.

If you participate in the SPP, you are accepting the risk that the market price of the Shares may change between the date on which you make your application and the date on which New Shares are allotted. Accordingly, OzAurum recommends that you seek independent advice from your financial or other professional advisors regarding your participation in the SPP.

### Timetable\*

The offer of New Shares under the SPP will be conducted in accordance with the following timetable:

Timetable	
Record Date	7.00pm (AEST), 30 May 2022
Offer opens ( <b>Opening Date</b> )	9.00am (AEST), 7 June 2022
Offer closes ( <b>Closing Date</b> )	5.00pm (AEST), 23 June 2022
SPP Shortfall and Top-up Placement (if any) settled	29 June 2022
Issue of New Shares ( <b>Issue Date</b> )	30 June 2022
Commencement of trading of New Shares on the ASX ( <b>Trading Date</b> )	1 July 2022
Despatch of holding statements	1 July 2022

\*The above timetable is indicative only. OzAurum reserves the right, in its discretion, to vary any dates in the timetable (other than the Record Date) without prior notice.

### Defined terms

Defined terms and abbreviations used in this Booklet are set out in the Glossary in clause 19 of the Terms and Conditions.

## Important Notice

This Share Purchase Plan Booklet offers Eligible Shareholders the opportunity to subscribe for up to \$30,000 worth of fully paid, ordinary shares in OzAurum Resources Limited (ACN 643 244 544) (**OzAurum**) under a share purchase plan (**SPP**).

This Booklet does not provide financial advice nor does it take the individual investment objectives, financial situation or needs of any investor into account. You should read this Booklet in its entirety and seek independent financial and taxation advice before making a decision to participate in the SPP.

The offer of New Shares under the SPP is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (ASIC Instrument)*. The ASIC Instrument grants relief from the requirement for OzAurum to provide a prospectus in relation to the SPP.

This Booklet is not a product disclosure statement or a prospectus under the Corporations Act.

The SPP was announced to the market through ASX on 31 May 2022. OzAurum reserves the right to scale-back applications in its absolute discretion. In the event of a scale-back, applicants may be allocated New Shares to a value which is less than the parcel for which they applied. Further details regarding OzAurum's scale-back policy is set out in clause 10 of the SPP Terms and Conditions.

The laws of some countries prohibit or make impracticable participation in the SPP by certain overseas Shareholders. OzAurum has determined that it is not practical to permit Shareholders who are not resident in Australia or New Zealand to participate in the SPP. Accordingly, Shareholders who are **not** resident in Australia or New Zealand will **not** be able to participate in the SPP. The SPP does not constitute an offer of New Shares for sale in any other jurisdictions.

### New Zealand

The New Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021* (New Zealand).

This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conducts Act 2013* (New Zealand). This Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

### United States

This Booklet may not be released or distributed in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 (**US Securities Act**) or the securities laws of any state or other jurisdiction of the United States. The New Shares may not be offered, sold or otherwise transferred in the United States except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and the applicable securities laws of any state or other jurisdiction in the United States.

## CHAIRMAN'S LETTER

7 June 2022

Dear OzAurum Shareholder

On behalf of the Board of Directors of OzAurum, I am pleased to offer Eligible Shareholders an opportunity to participate in OzAurum's share purchase plan (**SPP**), which was announced to the market through ASX on 31 May 2022.

Under the SPP, Eligible Shareholders have the opportunity to subscribe for up to \$30,000 of fully paid, ordinary shares in OzAurum (**New Shares**) at an issue price of \$0.16 per New Share (**SPP Issue Price**), without incurring any brokerage costs or other transactions costs.

The SPP Issue Price represents a discount of 17.9% to the last closing price on 27 May 2022 (being \$0.195 per Share) and a 20.0% discount to the volume weighted average price of Shares traded during the five ASX trading days prior to 30 May 2022.

In addition, upon completion of the SPP and subject to OzAurum's remaining available placement capacity pursuant to ASX Listing Rules 7.1 and 7.1A, OzAurum may, in consultation with Canaccord Genuity (Australia) Limited ACN 075 071 466 (**Underwriter**), undertake a separate placement of Shares to raise up to a further \$1 million (before costs) from sophisticated and professional investors (**Top-Up Placement**). The Top-Up Placement (if any) will be conducted by the Underwriter as lead manager to the Top-Up Placement. The Top-Up Placement is not underwritten.

### Use of proceeds

Proceeds from the SPP and Top-Up Placement (if any) will be used to provide working capital to follow-up the recent virgin gold discovery at the Demag Zone discovery at OzAurum's Mulgabbie North Project, to continue RC drill testing of AC saprolite gold anomalies and extensions at the Ben and James Prospects, expand exploration at the high-grade Patricia Gold Project, and to fund OzAurum's general working capital. Exploration will include up to 20,000m of RC drilling, 10,000m of AC drilling and 3,000m of diamond drilling.

### Details of the offer under the SPP

The SPP is fully underwritten by the Underwriter to the value of \$2 million (**Underwritten Amount**) and the total amount to be raised under the SPP is subject to a cap of \$2 million. Further details regarding the terms of the Underwriting are set out in clause 14 of the SPP Terms and Conditions.

In the event that OzAurum receives applications for New Shares under the SPP that exceed \$2 million in aggregate, OzAurum reserves the right to Scale-back applications in its absolute discretion. In the event of a Scale-back, you may be allocated New Shares to a value which is less than the parcel for which you applied and the difference will be refunded to you without interest. When determining the amount (if any) by which to Scale-back an application for New Shares under the SPP, **OzAurum may take into account a number of factors including the size of an applicant's shareholding, the extent to which the applicant has sold or bought additional Shares after the Record Date** and the date on which the relevant application under the SPP was made. Eligible Shareholders are therefore encouraged to submit their applications early.

The New Shares issued under the SPP will rank equally with the existing Shares that are quoted on ASX. Participation in the SPP is optional and is open to Eligible Shareholders, being holders of fully paid ordinary OzAurum shares as at 7:00pm (AEST) on 30 May 2022 with a registered address in Australia or New Zealand and who meet certain other conditions set out in this Booklet.

Your right to participate in the SPP is not transferrable.

## **How to apply**

If you are an Eligible Shareholder and wish to participate in the SPP, you may apply to subscribe for New Shares with a minimum application amount of \$2,000 and any additional New Shares in increments of \$1,000, with a maximum application amount of \$30,000.

You can apply for New Shares by completing your personalised Application Form and making payment directly by BPAY® or Electronic Funds Transfer. Your personalised Application Form can be accessed online at <https://investor.automic.com.au>. Once successfully logged in, click on 'Documents and Statements', then category 'Other Documents', to locate your personalised Application Form.

Your application and payment must be received by 5.00pm (AEST) on 23 June 2022 (**Closing Date**).

## **Important information**

The offer of New Shares under the SPP is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* which grants relief from the requirement to issue a disclosure document for the SPP.

The terms and conditions of the offer of New Shares under the SPP are set out in this Booklet. The Board of OzAurum encourages you to read this Booklet in its entirety and seek independent professional advice before deciding whether to participate in the SPP.

If you require further information about the SPP or how to apply, please contact the Registry, Automic Group, on 1300 288 664 (within Australia) or +61 2 9698 5414 (Overseas) between 8:30am and 5:00pm (AEST).

On behalf of the Board of Directors, I thank you for your continued support of OzAurum and invite you to participate in the SPP.

## **Jeffrey Williams**

Chairman

OzAurum Resources Limited

## Important Notice:

You should read these Terms and Conditions carefully as you will be bound by them if you participate in the SPP.

If you participate in the SPP by making an application for New Shares, you are accepting the risk that the market price of Shares may change between the date of the Offer, the date you apply for New Shares and the date on which New Shares may be issued to you. The value of the New Shares that you apply for, over time, is likely to rise and fall. Importantly, there is a risk that during the period between when you apply for New Shares and when the New Shares are issued to you, you may be able to buy Shares on the ASX at a lower price than the SPP Issue Price. After the issue of the New Shares to you, the value of these New Shares will fluctuate over time and there is no guarantee that their value will not fall below the SPP Issue Price.

### 1. Eligible Shareholders

1.1 Subject to clauses 1.2 to 1.4, you are entitled to participate in the share purchase plan (**SPP**), if you:

- (a) were registered on the Register as a Shareholder at 7.00pm (AEST) on 30 May 2022 (**Record Date**);
- (b) have a registered address on the Record Date in Australia, New Zealand; and
- (c) if your registered address is in New Zealand, continue to hold Shares from the Record Date to the Opening Date, (**Eligible Shareholder**).

1.2 Eligible Shareholders who hold Shares as a “custodian” (as defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*) (**Custodian**) may participate in the SPP on behalf of one or more persons whom the Custodian holds Shares on behalf of (**Custodian Beneficiaries**), provided the conditions set out in clause 4 are met.

1.3 Shareholders who hold Shares on behalf of persons who reside outside Australia, New Zealand, including those who are “US persons” as defined in Regulation S under the *US Securities Act of 1933*, as amended (**US Securities Act**) (**US Persons**) or who act for the account or benefit of a US Person, are not entitled to participate in the SPP.

1.4 If you are a joint holder of Shares, you are taken to be a single registered holder of Shares for the purposes of determining whether you are an Eligible Shareholder and joint holders are entitled to participate in the SPP in respect of that single holding only.

### 2. Offer

2.1 OzAurum offers each Eligible Shareholder the opportunity to subscribe for up to \$30,000 worth of fully paid ordinary shares in OzAurum (**New Shares**) under the SPP, subject to and in accordance with these Terms and Conditions.

2.2 Participation in the SPP is optional. The Offer is non-renounceable which means Eligible Shareholders cannot transfer their right to subscribe for New Shares to another person or entity.

2.3 The Offer to each Eligible Shareholder (whether as a Custodian or on its own account) is made on these same Terms and Conditions.

2.4 All references to \$ or dollars in this Booklet are references to Australian dollars unless otherwise indicated.

### 3. Joint holders

3.1 If you receive more than one Offer due to multiple registered holdings, you may apply for New Shares by way of different Application Forms, but you may not apply for New Shares with an aggregate value of more than \$30,000.

### 4. Custodians

4.1 If a Custodian applies for New Shares on behalf of a Custodian Beneficiary, OzAurum will not issue New Shares under the SPP unless the Custodian certifies the following in writing to OzAurum:

- (a) either or both of the following:

- (i) that the Custodian holds the Shares on behalf of one or more persons that are not custodians (**Participating Beneficiaries**); or
- (ii) that another custodian (**Downstream Custodian**) holds beneficial interests in Shares on behalf of a Participating Beneficiary, and the Custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another custodian, on the Record Date and that each Participating Beneficiary has subsequently instructed the following persons to apply for New Shares under the SPP on their behalf:

- (i) where sub-paragraph 4.1(a)(i) applies – the Custodian; and
- (ii) where sub-paragraph 4.1(a)(ii) applies – the Downstream Custodian,

- (b) the number of Participating Beneficiaries;
- (c) the name and address of each Participating Beneficiary, and that each Participating Beneficiary’s address is located in Australia, New Zealand;
- (d) in respect of each Participating Beneficiary:
  - (i) where sub-paragraph 4.1 (a)(i) applies – the number of Shares that the Custodian holds on their behalf; and
  - (ii) where sub-paragraph 4.1 (a)(ii) applies – the number of Shares to which the beneficial interests relate;
- (e) in respect of each Participating Beneficiary:
  - (i) where sub-paragraph 4.1 (a)(i) applies – the number or the dollar amount of New Shares they instructed the Custodian to apply for on their behalf; and
  - (ii) where sub-paragraph 4.1 (a)(ii) applies – the number or the dollar amount of New Shares they instructed the Downstream Custodian to apply for on their behalf;
- (f) there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$30,000:
  - (i) the New Shares applied for by the Custodian under the SPP in accordance with the instructions referred to in sub-paragraph 4.1(e); and
  - (ii) any other Shares issued to the Custodian in the 12 months before the application as a result of an instruction given by them to the Custodian or the Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the SPP;
- (g) that a copy of this Booklet was given to each Participating Beneficiary; and
- (h) where sub-paragraph 4.1(a)(ii) applies – the name and address of each Custodian who holds beneficial interests in the Shares held by the Custodian in relation to each Participating Beneficiary,

(**Custodian Certificate**).

4.2 If you require a Custodian Certificate or require further information about the Custodian application process, you



should contact the Registry. The completed copy of the Custodian Certificate must be emailed to [custodialcertificates@automicgroup.com.au](mailto:custodialcertificates@automicgroup.com.au).

**4.3** Applications received from Custodians must be accompanied by a duly completed and signed Custodian Certificate.

**4.4** If you hold Shares as a trustee or nominee for another person, but are not a Custodian, you cannot participate for beneficiaries in the manner described above. In this case, clause 3 applies.

## **5. Applying for New Shares**

**5.1** If you are an Eligible Shareholder and wish to participate in the SPP, you may subscribe for New Shares with a minimum application amount of \$2,000 and any additional New Shares in increments of \$1,000, with a maximum application amount of \$30,000. If you do not wish to participate in the SPP, you may disregard this Booklet.

**5.2** You can apply for New Shares by:

(a) completing your personalised Application Form. Your personalised Application Form can be accessed online at <https://investor.automic.com.au>. Once successfully logged in, click on 'Documents and Statements', then category 'Other Documents', to locate your personalised Application Form.

(b) making payment via BPAY® (recommended option) or Electronic Funds Transfer. You can only make a payment via BPAY® if you are the holder of an account with an Australian institution that supports BPAY® transactions; or Electronic Funds Transfer if you are a holder of an account that supports Electronic Funds Transfer transactions to an Australian bank account.

**5.3** If you make a BPAY® or Electronic Funds Transfer payment, you do not need to return the Application Form but are taken to have made the declarations on the Application Form. You must quote your CRN or unique Payment Reference, which is on the Application Form, and your CRN or unique Payment Reference will process your payment to your entitlement. Please ensure you make a payment for the exact amount of the New Share parcel for which you wish to subscribe. If you make a BPAY® or Electronic Funds Transfer payment and do not provide the exact amount, you will, subject to the Terms & Conditions, be deemed to have applied for such New Shares for which you have paid. You should also be aware of your financial institution's cut-off time. It is your responsibility to ensure funds are submitted correctly by the Closing Date. Your online application and payment must be received by the Registry by 5.00pm (AEST) on 23 June 2022 (**Closing Date**). The time of your application will be the time at which the Registry has received your BPAY® or Electronic Funds Transfer payment. If you submit an online application in the 24 hours before the Offer closes you must ensure that your BPAY® or Electronic Funds Transfer payment is processed by your bank so that your application monies are received before 5:00PM (AEST) on the Closing Date. If your payment is not received by this time, your application will be treated as a late application and may not be processed.

**5.4** Eligible Shareholders who receive more than one Offer (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for New Shares but may not apply for New Shares with an aggregate value of more than \$30,000.

**5.5** OzAurum may either accept or reject your application for New Shares at its absolute discretion. OzAurum may reject your application in the following circumstances (among others):

- (a) your Application Form is incorrectly completed, incomplete or otherwise determined by OzAurum to be invalid;
- (b) your BPAY® or Electronic Funds Transfer payment is not received by the Closing Date or is otherwise incomplete or invalid. Late payments will be refunded (without interest);
- (c) If you fail to quote your BPAY® CRN or Electronic Funds Transfer Unique Payment Reference correctly. Your payment will not be reconciled, and the Registry will not be able to allocate or refund your payment until you contact them.
- (d) OzAurum believes that you are applying either directly or indirectly (such as through a trust) to buy more than an aggregate of \$30,000 of New Shares;
- (e) OzAurum believes that you and one or more other registered holders of the same or similar name or address are applying to buy more than an aggregate of \$30,000 of New Shares;
- (f) OzAurum believes you are not an Eligible Shareholder (subject to compliance with any applicable ASIC or ASX requirements); or
- (g) your name is not recorded in the Register on the Record Date.

**5.6** If your BPAY® or Electronic Funds Transfer payment is for:

- (a) an amount less than \$2,000, OzAurum may, at its discretion, reject your application for New Shares and refund your application money in full (without interest); or
- (b) an amount greater than \$2,000 that is not equal to one of the designated amounts, OzAurum may, at its discretion:
  - (i) reject your application for New Shares and refund your application money in full (without interest); or
  - (ii) treat your application as if you had applied for the next lowest parcel of New Shares and refund the excess application money to you (without interest).

## **6. Issue price of New Shares under the SPP**

**6.1** The SPP Issue Price represents a discount of 20.0% to the volume weighted average price of Shares traded during the five ASX trading days prior to and including the Record Date.

**6.2** The current Share price can be obtained from ASX and is listed in the financial and business section of major daily newspapers circulating in Australia.

**6.3** You agree to pay the SPP Issue Price per New Share for the number of New Shares that are allocated to you in accordance with these Terms and Conditions.

## **7. Number of New Shares to be issued**

**7.1** If you apply for New Shares, you will apply for a certain value, rather than a certain number of New Shares. If your application is accepted, OzAurum will divide the value of your application monies by the SPP Issue Price (as specified in clause 6) in order to determine the number of New Shares which, subject to Scale-back, will be issued to you.

**7.2** If this calculation produces a fraction number, the number of New Shares you are issued will be rounded down to the nearest whole number of New Shares (refer to clause 10 for information on rounding in the event of a Scale-back).

## **8. The New Shares**

**8.1** New Shares will be issued on the Issue Date.

**8.2** New Shares issued under the SPP will rank equally in all respects with existing Shares quoted on ASX, with the same voting rights, distribution rights and other entitlements from issue.

8.3 OzAurum will apply for the New Shares issued under the SPP to be quoted on ASX.

## 9. Costs of participation

9.1 No brokerage or other transaction costs will apply to the application for, and issue of, New Shares under the SPP.

## 10. Scale-back

10.1 If the total of the application monies under the SPP is greater than \$2 million, the Board reserves the right to reject or scale back any application for Shares under the SPP in whole or in part in its absolute discretion (**Scale-back**). When determining the amount (if any) by which to Scale-back an application for Shares under the SPP, OzAurum may take into account a number of factors, including the size of an applicant's shareholding, the extent to which Eligible Shareholders have sold or bought additional Shares after the Record Date and the date on which the relevant application under the SPP was made. Eligible Shareholders are therefore encouraged to submit their Applications early.

10.2 If a Scale-back occurs, you may receive less than the parcel of New Shares for which you have applied.

10.3 If a Scale-back produces a fractional number of Shares when applied to your issue of New Shares, the number of New Shares you will be allocated will be rounded down to the nearest whole number of New Shares.

10.4 If there is a Scale-back, your application monies may be greater than the value of the New Shares you will be issued. In such event, the excess application monies will be refunded to you without interest by direct credit (to your nominated account as recorded on the Register) or cheque as soon as practicable.

## 11. Risks

11.1 There is a risk that the market price of Shares may change between the date of the Offer, the date you apply for New Shares and the issue of New Shares to you. Accordingly, the value of the New Shares that you apply for, over time, is likely to rise and fall. Importantly, there is a risk that during the period between when you apply for New Shares and when the New Shares are issued to you, you may be able to buy Shares on ASX at a lower price than the SPP Issue Price. After the issue of the New Shares to you, the value of these New Shares will fluctuate over time and there is no guarantee that their value will not fall below the SPP Issue Price.

11.2 This Booklet is not a prospectus and has not been lodged with ASIC. This Booklet does not contain the types of disclosure required to be contained in a prospectus. You must rely on previous disclosures made by OzAurum to ASX and ought to consult your professional financial and tax advisers before making a decision to participate in the SPP.

## 12. Effect of applying for New Shares

12.1 By submitting an application for New Shares under the SPP:

- (a) you acknowledge that you have read, understood and irrevocably and unconditionally agree to these Terms and Conditions and the application in full and you agree not to do any act or thing which would be contrary to the spirit, intention or purpose of the SPP;
- (b) you acknowledge that you are an Eligible Shareholder and confirm that you are lawfully permitted to participate in the SPP;
- (c) you acknowledge that you do not reside outside Australia, New Zealand, or within the United States and you are not acting for the account or benefit of a person in the United States;
- (d) if you have a registered address in New Zealand, you

warrant that you continued to hold Shares from the Record Date to the Opening Date;

- (e) you certify that the total of the application price for the following does not exceed \$30,000:
  - (i) the New Shares the subject of your application;
  - (ii) any other New Shares or any Shares that you acquired under any arrangement similar to the SPP in the 12 months before the date of your application;
  - (iii) any other New Shares which you have instructed a custodian to acquire on your behalf under the SPP; and
  - (iv) any other Shares issued to a custodian under an arrangement similar to the SPP in the 12 months before the date of your application under the SPP as a result of an instruction given by you to the custodian or another custodian and which resulted in you holding beneficial interests in such Shares, even though you may have received more than one Offer or received Offers in more than one capacity;
- (f) if you are a Custodian and are applying on behalf of a Custodian Beneficiary on whose behalf you hold Shares, you acknowledge and agree that:
  - (i) you are a Custodian as that term is defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*;
  - (ii) you held Shares on behalf of the Custodian Beneficiary as at the Record Date who has instructed you to apply for New Shares on their behalf under the SPP and that the Custodian Beneficiary has been given a copy of this Booklet;
  - (iii) you are not applying for New Shares on behalf of any Custodian Beneficiary with an aggregate application amount of more than \$30,000 under the SPP;
  - (iv) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
- (g) you acknowledge your application is irrevocable and unconditional;
- (h) you declare that all details and statements in your Application Form are true and complete and not misleading;
- (i) you authorise OzAurum to correct minor errors in your Application Form and to complete the Application Form by inserting any missing minor details;
- (j) you acknowledge that OzAurum may at any time determine that your Application Form is valid, in accordance with this Booklet, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (k) you acknowledge that no interest will be paid on any application monies held pending the issuance of the New Shares or subsequently returned to you for any reason;
- (l) you accept that OzAurum at its absolute discretion can make reductions in issuance of New Shares under a Scale-back;
- (m) you acknowledge that OzAurum is not liable for any exercise of its discretions referred to in this Booklet;
- (n) you accept the risk associated with any refund that may be dispatched to you by cheque to your

address or by direct credit to your nominated bank account as shown on the Register;

- (o) you acknowledge that the New Shares have not, and will not be, registered under the US Securities Act or the securities law of any state or other jurisdiction of the United States and accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
- (p) you agree not to send any materials relating to the SPP to any person in the United States or that is or is acting for the account or benefit of a US Person;
- (q) if you are acting as a trustee, nominee or Custodian, each beneficial Shareholder on whose behalf you are participating is resident in Australia or New Zealand and you have not sent this Booklet or any materials relating to the SPP outside Australia and New Zealand;
- (r) you agree to be bound by the constitution of OzAurum;
- (s) you acknowledge that neither OzAurum nor the Registry has provided you with investment advice or financial product advice, and that neither has any obligation to provide this advice, concerning your decision to apply for and buy New Shares, and that this Booklet has been prepared without taking into account the objectives, financial situation or needs of individuals; and
- (t) you are aware, and accept the risk, that the market price of Shares may change including (without limitation) between the date of the Offer, the date you apply for New Shares and the issue of New Shares to you (and accordingly the value of New Shares applied for, over time, is likely to rise and fall) and you accept the risk that during the period between when you apply for New Shares and when the New Shares are issued to you, you may be able to buy Shares on ASX at a lower price than the SPP Issue Price.

### 13. Timetable

13.1 Subject to clause 13.2:

- (a) (**Record Date**) the Offer is made to all persons registered as holders of Shares at 7.00pm (AEST) on 30 May 2022 whose address in the Register was in Australia or New Zealand;
- (b) (**Opening Date**) the Offer opens at 9:00am (AEST) on 7 June 2022;
- (c) (**Closing Date**) the Offer closes at 5.00pm (AEST) on 23 June 2022;
- (d) (**Issue Date**) OzAurum proposes to issue the New Shares on 30 June 2022;
- (e) (**Trading Date**) OzAurum expects trading on ASX of the New Shares issued under the SPP to commence on 1 July 2022; and
- (f) (**Despatch Date**) the date on which transaction confirmations are sent to Shareholders and, if applicable, a direct credit deposit to your nominated account is made, or refund cheque is despatched, as a result of any Scale-back being applied to your application, is expected to be 1 July 2022.

13.2 OzAurum may vary any of the above dates in clause 13.1 (other than the Record Date) at its absolute discretion (even if the Offer has been opened, or BPAY® and Electronic Funds Transfer payments have been received) without prior notice.

### 14. Underwriting

14.1 The SPP is fully underwritten by Canaccord Genuity (Australia) Limited ACN 075 071 466 (**Underwriter**) to

the value of \$2 million (**Underwritten Amount**). In the event that OzAurum does not raise the Underwritten Amount from Eligible Shareholders under the SPP, then the resultant shortfall between the amount raised and the Underwritten Amount will, subject to the terms of the underwriting agreement between OzAurum and the Underwriter, be placed to nominees of the Underwriter in consultation with OzAurum.

14.2 The underwriting agreement between the Underwriter and OzAurum contains customary conditions, warranties and undertakings and is subject to various customary termination events exercisable by either party.

14.3 In addition, upon completion of the SPP and subject to OzAurum's remaining available placement capacity pursuant to ASX Listing Rules 7.1 and 7.1A, OzAurum may, in consultation with the Underwriter, undertake a separate placement of Shares to raise up to a further \$1 million (before costs) from institutional and professional investors (**Top-Up Placement**). The Top-Up Placement (if any) will be conducted by the Underwriter as lead manager to the Top-Up Placement. The Top-Up Placement is not underwritten.

14.4 The Underwriter will be paid:

- (a) an underwriting fee of 4% of the total gross amount raised under the SPP;
- (b) a selling fee of 4% on total gross amount raised in the Top-Up Placement (if any); and
- (c) a management fee of 2% on the total gross amount raised under the SPP and the Top-Up Placement (if any).

### 15. Legislative instrument compliance

A registered holder of Shares will be ineligible to participate in the SPP if their participation would be in breach of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.

### 16. Dispute resolution, waiver, withdrawal, suspension, and termination

16.1 OzAurum may settle, in any manner it deems appropriate, any difficulties, anomalies, or disputes which may arise in connection with the operation of the SPP and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.

16.2 OzAurum reserves its right to waive strict compliance with any provisions of this Booklet and to amend or vary these Terms and Conditions set out in this Booklet and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all Eligible Shareholders even where OzAurum does not notify you of that event.

16.3 If the SPP is withdrawn or terminated, all application monies will be refunded. No interest will be paid on any money refunded to you.

### 17. Privacy

17.1 OzAurum and the Registry are bound by the *Privacy Act 1988* (Cth) in relation to the collection, use and disclosure of any personal information about you. Chapter 2C of the Corporations Act requires information about you as a Shareholder (including your name, address and details of the Shares you hold) to be included in the public register of OzAurum. This information must continue to be included in the public register if you cease to be a Shareholder.

17.2 OzAurum and the Registry may collect personal information to process your application, implement the SPP and administer your Shareholding. The personal

information contained in the Register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to Shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.

- 17.3 Your personal information may be disclosed to joint investors, the Registry, to securities brokers, to third party service providers, including print and mail service providers, technology providers and professional advisers, to related entities of OzAurum and its agents and contractors, and to ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.
- 17.4 The Registry's privacy policy is available on its website: <https://www.automicgroup.com.au/privacy-policy/> OzAurum's privacy policy is available on its website: <https://ozaurumresources.com/privacy-policy/>. Each privacy policy contains information about how you may seek access to, and correction of, your personal information and also contains information about how you can complain about a breach of the Privacy Act and how such a complaint will be dealt with.

## 18. Governing Law

This Booklet and the Offer are governed by the laws in force in New South Wales. Any dispute arising out of or in connection with the Terms and Conditions, or the Offer, will be determined by the courts of New South Wales. By accepting this Offer, you agree to submit to the exclusive jurisdiction of the courts in New South Wales.

## 19. Glossary

The following definitions apply throughout this Booklet unless the context requires otherwise. A reference to a clause is a reference to a clause in these Terms and Conditions.

**AEST** means Australian Eastern Standard Time.

**Application Form** means your personalised application form, which can be accessed online at <https://investor.automic.com.au>.

**ASIC** means Australian Securities and Investments Commission.

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

**Booklet** means this booklet, which sets out the details and terms and conditions of the SPP.

**Closing Date** means 5.00pm (AEST), 23 June 2022 (or such other date as OzAurum determines, in its absolute discretion).

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

**Custodian** means a custodian as defined in paragraph 4 of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.

**Custodian Beneficiaries** has the meaning given in clause 1.2.

**Custodian Certificate** has the meaning given in clause 4.

**Director** means a director of OzAurum.

**Downstream Custodian** has the meaning given in clause 4.1.

**Eligible Shareholder** has the meaning given in clause 1.1.

**Electronic Funds Transfer** means any payment by a method of electronic funds transfer other than BPAY®.

**Issue Date** means 30 June 2022 (or such other date as OzAurum determines, in its absolute discretion).

**New Shares** means the Shares to be issued under the SPP.

**Offer** means the offer in clause 2.1.

**Opening Date** 9.00am (AEST), 7 June 2022.

**OzAurum** means OzAurum Resources Limited (ACN 643 244 544).

**Participating Beneficiaries** has the meaning given in clause 4.1.

**Record Date** means 7.00pm (AEST) on 30 May 2022.

**Register** means the register of Shareholders.

**Registry** means Automic Pty Ltd ACN 152 260 814 (trading as Automic Group).

**Scale-back** has the meaning given in clause 10.1.

**Share** means a fully paid ordinary share in OzAurum.

**Shareholder** means a registered holder of Shares.

**Shareholding** means a holding of Shares.

**SPP** means the fully underwritten share purchase plan offer made to Eligible Shareholders under this Booklet.

**SPP Issue Price** means an issue price of \$0.16 per New Share.

**SPP Shortfall** means the difference between the Underwritten Amount and the amount raised from Eligible Shareholders under the SPP.

**Terms and Conditions** or **SPP Terms and Conditions** means the terms and conditions of the SPP set out in this Booklet.

**Top-Up Placement** has the meaning given in clause 14.3.

**Trading Date** means 1 July 2022 (or such other date as OzAurum determines, in its absolute discretion).

**Underwritten Amount** means \$2 million.

**US Person** has the meaning given in clause 1.3.