

BRV shareholders vote in favour of proposed Scheme

Big River Gold Ltd (ASX: BRV) (**BRV** or the **Company**) is pleased to announce that the requisite majorities of each class of shareholders (**BRV Shareholders**) today voted in favour of the proposed scheme of arrangement, pursuant to which Borborema LLC, an indirect wholly-owned subsidiary of Aura Minerals Inc. (TSX: ORA, B3: AURA33) (**Aura**), will acquire all of the shares in BRV (**BRV Shares**) (**Scheme**).

Results of the Scheme Meetings

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), BRV advises that the resolutions to approve the Scheme, as set out in the Notices of Meeting attached to BRV's scheme booklet registered by ASIC on 1 August 2022, were approved by the requisite majorities of General Shareholders (being all BRV Shareholders other than Dundee Resources Limited, the Relevant Shareholder) at the General Scheme Meeting and by the Relevant Shareholder at the Relevant Shareholder Scheme Meeting.

The voting results of the Scheme Meetings are included as Annexure A and B to this announcement.

In summary, at the General Scheme Meeting:

- **95.78%** of the total number of votes cast were in favour of the resolution; and
- **68.93%** of General Shareholders present and voting at the General Scheme Meeting (in person or by proxy, attorney or corporate representative) voted in favour of the resolution.

In relation to the Relevant Shareholder Scheme Meeting, the Relevant Shareholder voted all of its shares in favour of the resolution.

Next steps

BRV will now seek approval of the Scheme from the Supreme Court of Western Australia (**Court**) at the second Court hearing scheduled for Thursday, 8 September 2022 (**Second Court Hearing**).¹ Further details about the Second Court Hearing are included as Annexure C to this announcement.

If the Court approves the Scheme at the Second Court Hearing, BRV intends to lodge a copy of the orders of the Court with the Australian Securities and Investments Commission on Friday, 9 September

¹ The Scheme remains subject to certain conditions. The Second Court Hearing will only occur if all of the remaining conditions precedent to the Scheme (other than the Supreme Court of Western Australia's approval of the Scheme) have been satisfied or waived as at the date of the Second Court Hearing. Full details of the conditions precedent to the Scheme are set out in the Scheme Implementation Deed entered into between BRV and Aura, a summary of which is included in the Scheme Booklet and which is available on the ASX website at www2.asx.com.au and on BRV's website at www.bigrivergold.com.au.

2022 and the Scheme will become effective on that date. If this occurs, BRV Shares will be suspended from trading on ASX with effect from close of trading on Friday, 9 September 2022.

Scheme implementation is expected to occur on Tuesday, 20 September 2022, subject to the satisfaction or waiver of the remaining conditions precedent to the Scheme (including approval by the Court at the Second Court Hearing).

Scheme timetable

The key dates expected for the Scheme are set out below.

Event	Date
Second Court Date for approval of the Scheme	Thursday, 8 September 2022
Effective Date	Friday, 9 September 2022
Suspension of trading in BRV Shares	Close of trading on Friday, 9 September 2022
Scheme Record Date	5.00pm (AWST) on Tuesday, 13 September 2022
Implementation Date	Tuesday, 20 September 2022

*All times and dates in the above timetable are references to the time and date in Perth, Western Australia (AWST). All dates are indicative only and, among other things, are subject to the Court approval process, ASX approval and the satisfaction or, where applicable, waiver of the conditions set out in Section 1.7 of the Scheme Booklet. BRV reserves the right to vary the times and dates set out above. Any changes to the above timetable will be announced on ASX and notified on BRV's website at www.bigrivergold.com.au.

The Company will continue to update BRV Shareholders on any material developments as the timetable is implemented.



Andrew Richards
Executive Chairman

Released for and on behalf of the Independent Board Committee of Big River Gold Ltd

Annexure A

Relevant Shareholder Scheme Meeting - Voting Results

Poll Declaration

Big River Gold Limited

Relevant Shareholder Scheme Meeting

Friday, 02 September 2022



Automic

GPO Box 5193, Sydney, NSW 2001

P 1300 288 664 (aus) or +61 (0)2 9698 5414 (world)

F +61 (0)2 8583 3040 E hello@automic.com.au

ABN 27 152 260 814

In accordance with section 250L of the Corporations Act 2001, the following information confirms the results of the Poll completed at the Company meeting.

Resolution	Poll Results	
	VOTES	
	FOR	AGAINST
1 Scheme Resolution – Approval of Scheme - That under and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the member agrees to the arrangement proposed between Big River Gold Ltd (BRV) and the holders of its fully paid ordinary shares, designated the Scheme, as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting (with or without any alterations or conditions agreed or any alterations or conditions required by the Court) and the Independent Board Committee of BRV is authorised to implement the Scheme with any such alterations or conditions.	securities 42,500,000 (100.00%)	securities 0 (0.00%)
	holders 1 (100.00%)	holders 0 (0.00%)

ABSTAIN

securities

0

holders

0 (0.00%)

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Name

Loyd Godwin
Loyd GODWIN

Returning Officer



Disclosure of Proxy Votes

Big River Gold Limited

Relevant Shareholder Scheme Meeting

Friday, 02 September 2022



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In accordance with section 251AA of the Corporations Act 2001, the following information is provided in relation to resolutions put to members at the meeting.

Resolution	Decided by Show of Hands (S) or Poll (P)	Total Number of Proxy Votes exercisable by proxies validly appointed	Proxy Votes				Poll Results (if applicable)		
			FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION	FOR	AGAINST	ABSTAIN
1 Scheme Resolution – Approval of Scheme - That under and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the member agrees to the arrangement proposed between Big River Gold Ltd (BRV) and the holders of its fully paid ordinary shares, designated the Scheme, as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting (with or without any alterations or conditions agreed or any alterations or conditions required by the Court) and the Independent Board Committee of BRV is authorised to implement the Scheme with any such alterations or conditions.	P	42,500,000	42,500,000 100.00%	0 0.00%	0	0 0.00%	42,500,000 100.00%	0 0.00%	0



Annexure B

General Scheme Meeting - Voting Results

Poll Declaration

Big River Gold Limited

General Scheme Meeting

Friday, 02 September 2022



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ABN 27 152 260 814

In accordance with section 250L of the Corporations Act 2001, the following information confirms the results of the Poll completed at the Company meeting.

Poll Results		
Resolution	VOTES	
	FOR	AGAINST
1 Scheme Resolution – Approval of Scheme - That under and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the members agree to the arrangement proposed between Big River Gold Ltd (BRV) and the holders of its fully paid ordinary shares, designated the Scheme, as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting (with or without any alterations or conditions agreed or any alterations or conditions required by the Court) and the Independent Board Committee of BRV is authorised to implement the Scheme with any such alterations or conditions.	securities 118,023,222 (95.78%)	securities 5,204,877 (4.22%)
	holders 264 (68.93%)	holders 117 (30.55%)

ABSTAIN

securities

4,180

holders

2 (0.52%)

.....
Name

L Godwin
LOYD GODWIN

Returning Officer



Disclosure of Proxy Votes

Big River Gold Limited

General Scheme Meeting

Friday, 02 September 2022



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Resolution	Decided by Show of Hands (S) or Poll (P)	Total Number of Proxy Votes exercisable by proxies validly appointed	Proxy Votes				Poll Results (if applicable)		
			FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION	FOR	AGAINST	ABSTAIN
1 Scheme Resolution – Approval of Scheme - That under and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the members agree to the arrangement proposed between Big River Gold Ltd (BRV) and the holders of its fully paid ordinary shares, designated the Scheme, as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting (with or without any alterations or conditions agreed or any alterations or conditions required by the Court) and the Independent Board Committee of BRV is authorised to implement the Scheme with any such alterations or conditions.	P	123,103,099	117,795,714 95.69%	5,204,877 4.23%	4,180	102,508 0.08%	118,023,222 95.78%	5,204,877 4.22%	4,180



Annexure C

Notice of Court Hearing

Notice of hearing to approve scheme of arrangement under section 411 of the *Corporations Act 2001* (Cth)

TO all the creditors and members of Big River Gold Ltd (ACN 106 641 963) (**BRV**).

TAKE NOTICE that at 10:00am AWST on 8 September 2022, the Supreme Court of Western Australia at David Malcolm Justice Centre, 28 Barrack Street, Perth, Western Australia, will hear an application by BRV seeking the approval of a scheme of arrangement between BRV and its shareholders, if agreed to by a resolution to be considered by the meeting of shareholders of BRV, to be held at Level 4, 77 St Georges Terrace, Perth, Western Australia on 2 September 2022 at 9:30am AWST (in relation to the Relevant Shareholder, as that term is defined in the 'Scheme Booklet' registered with ASIC on or about 1 August 2022) and on 2 September 2022 at 10:00am AWST (in relation to the General Shareholders, as that term is defined in the Scheme Booklet) pursuant to the arrangements described in the notices convening the scheme meetings, see Appendix 3 and Appendix 4 of the Scheme Booklet.

If you wish to oppose the approval of the scheme of arrangement, you must file and serve on BRV a notice of appearance, in the prescribed form, together with any affidavit on which you wish to rely at the hearing. The notice of appearance and affidavit must be served on BRV at its address for service at least 1 day before the date fixed for the hearing of the application.

The address for service of BRV is c/o MinterEllison, Allendale Square, 77 St Georges Terrace, Perth Western Australia 6000 (Attention: Shaun McRobert).

A copy of the Scheme Booklet is available on BRV's website (<https://www.bigrivergold.com.au/scheme/>).

This notice is inserted by Big River Gold Ltd (ACN 106 641 963).