



Notice of Annual General Meeting and Shareholder Letter

Ausgold Limited (ASX: AUC) (**Ausgold** or the **Company**) advises that its 2023 Annual General Meeting (**AGM**) will be held on Tuesday 28 November 2023 at 12.00 pm (AWST) at Level 1, 111 St Georges Terrace, Perth WA.

Please find attached the following documentation:

- Shareholder Letter
- Notice of Annual General Meeting; and
- Sample Voting Proxy Form

The above documents have been dispatched to Shareholders according to their communication preference.

On behalf of the Board,

DENIS RAKICH
Executive Director
Ausgold Limited

For further information please visit Ausgold's website or contact:

Matthew Greentree
Managing Director, Ausgold Limited
T: +61 (08) 9220 9890
E: investor@ausgoldlimited.com

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Read Corporate
T: +61(08) 9388-1474
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27 October 2023

Dear Shareholder,

AUSGOLD LIMITED – 2023 ANNUAL GENERAL MEETING

Ausgold Limited (ASX:AUC) (the ‘Company’) will be holding its Annual General Meeting on 28 November 2023 at 12.00pm AWST at Level 1, 111 St Georges Terrace, Perth WA 6000.

Notice of Meeting

In an effort to reduce our impact on the environment and in accordance with section 110D(1) of the *Corporations Act 2001 (Cth)*, the Company will not be dispatching physical copies of the Notice of Annual General Meeting and accompanying Explanatory Memorandum (**Notice**) to shareholders unless a shareholder has previously made a valid election to receive such documents in hard copy.

Instead, a copy of the Notice is available on the Company’s website at <https://ausgoldlimited.com> and has also been lodged on the Company’s ASX market announcements platform at www.asx.com.au (ASX:AUC).

If you have nominated an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Notice.

In order to receive electronic communications from the Company in the future, please update your shareholder details online at <https://investor.automic.com.au/#home> and log in with your unique shareholder identification number and postcode (or country for overseas residents).

This Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional advisor.

If you have difficulties obtaining a copy of the Notice, please contact the Company’s share registry, Automic on 1300 288 664 (within Australia) or +61 2 968 5414 (overseas).

Voting

Shareholders are encouraged to vote online at <https://investor.automic.com.au/#/loginsah> or by returning the proxy form attached to the Notice by 12.00pm AWST on Sunday 26 November 2023:

By email: meetings@automicgroup.com.au
By fax: +61 2 8583 3040
By post: Automic : GPO Box 5193, Sydney NSW 2001

All resolutions for the AGM will be decided via a poll. The poll will be conducted based on votes submitted by proxy, together with any votes cast at the AGM.

Yours sincerely
AUSGOLD LIMITED

DENIS RAKICH
Executive Director / Company Secretary



AUSGOLD LIMITED
ABN 67 140 164 496

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date: Tuesday, 28 November 2023

Time: 12.00pm AWST

Venue: Level 1
111 St Georges Terrace
Perth, WA 6000

A Proxy Form is enclosed or has otherwise been provided to you

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting please complete and return the Proxy Form in accordance with the specified directions.

These documents 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 prior to voting

AUSGOLD LIMITED

(ABN 67 140 164 496)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Ausgold Limited will be held at Level 1, 111 St Georges Terrace, Perth, Western Australia on Tuesday 28 November 2023 at 12.00pm (AWST) for the purpose of transacting the following business referred to in this Notice of Meeting.

The Company will update Shareholders if changing circumstances will impact the planning or arrangements for the Annual General Meeting by way of announcement on ASX and the details will also be made available on our website at www.ausgoldlimited.com.

AGENDA

FINANCIAL STATEMENTS

To receive, consider and discuss the Company's financial statements for the year ended 30 June 2023 and the reports of the directors and auditors on those statements, as set out in the Company's 2023 Annual Report.

RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR DENIS RAKICH

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

“That, for the purpose of ASX Listing Rule 14.4 and clause 58.1 of the Constitution, and for all other purposes, Mr Denis Rakich, a Director who retires by rotation and, being eligible, offers himself for re-election, is re-elected as a Director.”

RESOLUTION 2 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report contained in the 2023 Annual Report be adopted by shareholders.”

Note:

In accordance with section 250R(3) of the Corporations Act, this Resolution is advisory only and does not bind the directors of the Company.

Voting exclusion statement:

The Company will disregard any votes cast on Resolution 2 by, or on behalf of, any member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or any Closely Related Party of such a member.

However, the Company need not disregard a vote on this Resolution if:

- (a) it is cast by a person appointed as a proxy in accordance with a direction on the Proxy Form that specifies the way the proxy is to vote on the Resolution and it cast on behalf of a person who is entitled to vote; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the Chairman decides and expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you are a member of the Key Management Personnel of the Company or a Closely Related Party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

RESOLUTION 3 – RATIFICATION OF ALLOTMENT OF PLACEMENT SHARES TO UNRELATED PLACEEES

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

“That for the purpose of ASX Listing Rule 7.4 and all other purposes, the allotment on 13 April 2023 of a total of 30,658,038 Placement Shares (at an issue price of \$0.045 each) to unrelated placees on the terms described in the explanatory memorandum which accompanied the notice convening this meeting be and is hereby ratified”.

Voting exclusion statement:

The Company will disregard any votes cast in favour on this Resolution 3 by, or on behalf of, any individual who participated in the issue or is a counterparty to the agreement being approved (namely participants of the allotted shares) or an Associate of that person (or those persons).

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides provided that that person has ticked the relevant box on the Proxy form; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 4 – RATIFICATION OF ALLOTMENT OF PLACEMENT SHARES TO DUNDEE

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

“That for the purpose of ASX Listing Rule 7.4 and all other purposes, the allotment on 23 May 2023 of a total of 33,341,962 Placement Shares (at an issue price of \$0.045 each) to Dundee Resources Ltd on the terms described in the explanatory memorandum which accompanied the notice convening this meeting be and is hereby ratified”.

Voting exclusion statement:

The Company will disregard any votes cast in favour on this Resolution 4 by, or on behalf of Dundee Resources Ltd, or any individual who participated in the issue or is a counterparty to the agreement being approved or an Associate of that person (or those persons).

However, this does not apply to a vote cast in favour of Resolution 4 by:

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

- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides provided that that person has ticked the relevant box on the Proxy form; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 5 – APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

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

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

Voting exclusion statement:

As at the date of this Notice of Meeting the Company has no specific plans to issue Equity Securities pursuant to ASX Listing Rule 7.1A and therefore no voting exclusion applies to Resolution 5.

PROXIES

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

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

In accordance with section 250BA of the Corporations Act, the Company specifies the following information for the purposes of receipt of proxy appointments:

Registered Office: Ausgold Limited
Level 1, 307 Murray Street, Perth WA 6000

Facsimile Number: (08) 9220 9820

Postal Address: PO Box 7654, Cloisters Square, Perth WA 6850

Email: info@ausgoldlimited.com

Each member entitled to vote at the general meeting has the right to appoint a proxy to attend and vote at the meeting on his behalf. The member may specify the way in which the proxy is to vote on each Resolution or may allow the proxy to vote at his discretion. The instrument appointing the proxy must be received by the Company at the address specified above at least 48 hours before the time notified for the meeting (proxy forms can be lodged by facsimile and email).

In accordance with regulation 7.11.38 of the Corporations Regulations, the Company determines that shares held as at 4.00 pm (AWST) on Sunday 26 November 2023 will be taken, for the purposes of the general meeting, to be held by the persons who held them at that time.

By order of the Board

A handwritten signature in black ink, appearing to read 'Denis I Rakich', written in a cursive style.

DENIS I RAKICH
Executive Director

23 October 2023

AUSGOLD LIMITED
(ABN 67 140 164 496)

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of shareholders of Ausgold in connection with the business to be transacted at the Annual General Meeting of the Company to be held on Tuesday 28 November 2023 at 12.00pm (AWST).

At that meeting, shareholders will be asked to consider Resolutions:

- re-electing a director who retires by rotation;
- adopting the remuneration report;
- ratifying the allotment of Placement Shares; and
- approving an additional 10% placement facility.

The purpose of this Explanatory Memorandum is to provide information that the Board believes to be material to shareholders in deciding whether or not to pass those Resolutions. The Explanatory Memorandum explains the Resolutions and identifies the Board's reasons for putting them to shareholders. It should be read in conjunction with the accompanying Notice of Meeting.

2. FINANCIAL REPORTS

The first item of the Notice of Meeting deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2023, together with the reports of the directors and auditors on those statements. Shareholders should consider these documents and raise any matters of interest with the directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the auditor or the auditor's representative questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent audit report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor by the Company in relation to the conduct of the audit.

The Chair will also allow a reasonable opportunity for the auditor or their representative to answer any written questions submitted to the auditor under section 250PA of the Corporations Act.

3. RESOLUTIONS 1 – RE-ELECTION OF DIRECTOR

Background to Resolution

Mr Denis Rakich was last re-elected as a director of the Company at the Company's annual general meeting on 26 November 2021. Pursuant to clause 58.1 of the Constitution and Listing Rule 14.4, Mr Rakich retires by rotation and, being eligible, offers himself for re-election as a director.

Clause 58.1 of the Constitution provides at the close of each annual general meeting, one-third of the Directors must retire. Clause 58.2 of the Constitution provides that the directors to require by rotation at an annual general meeting are those directors who have been longest in office since their last election. Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

Mr Rakich is an Accountant and Company Secretary with over 30 years' experience in the management of public listed companies, he has extensive knowledge and experience within the mineral and petroleum production and exploration industries. Mr. Rakich is responsible for the legal, financial and corporate management of Ausgold Limited. He is a fellow of the CPA Australia and has served as a Director and Company Secretary on other ASX-listed companies within the resources sector.

Mr Rakich was appointed as a director of the Company on 31 January 2013. Mr Rakich is an executive director of the Company.

Board recommendation

Based on Mr Rakich's relevant experience and qualifications, the Board (other than Mr Rakich with respect to Resolution 1) recommends that Shareholders vote in favour of Resolution 1.

4. RESOLUTION 2 – ADOPTION OF REMUNERATION REPORT

Background

The Corporations Act includes disclosure requirements for a company whose shares are quoted on the ASX by requiring that the directors of the company include a remuneration report in the Company's annual report and that a non-binding resolution be put to shareholders each year to adopt that report.

Pursuant to section 250R(2) of the Corporations Act, the Company submits to Shareholders for consideration and adoption by way of a non-binding resolution, its remuneration report for the year ended 30 June 2023. The remuneration report, which is set out in the Company's Annual Report:

- outlines the Board's policy for determining the nature and amount of remuneration for directors and executives of the Company;
- discusses the relationship between the Board's remuneration policy and the Company's performance;
- details and explains any performance condition applicable to the remuneration of a director or executive;
- details the remuneration (including options and performance rights) of each director and executive of the Company for the year; and
- summarises the terms of any contract under which any director or executive is engaged, including the period of notice required to terminate the contract and any termination payments provided for under the contract.

The vote on Resolution 2 is advisory only and does not bind the directors or the Company, nor does it affect the remuneration paid or payable to the Company's directors or the executives. However, the Board will take the outcome of the Resolution into account when considering future remuneration policy.

If, at two consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report, and at the first of those annual general meetings a spill resolution was not put to vote, then the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of the votes cast by Shareholders on the Spill Resolution are voted in favour of the resolution, the Company must convene a general meeting (**Spill Meeting**) within 90 days of the second annual general meeting. All of the Directors who were in office when the Company's directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the Company, will need to stand for re-election at the Spill Meeting if they wish to continue as directors. Following the Spill Meeting those persons whose election or re-election as directors is approved will be the directors of the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2023.

A reasonable opportunity will be provided for discussion of the remuneration report at the Meeting.

Previous voting results

At the Company's 2022 Annual General Meeting on 14 October 2022, less than 25% of the total votes cast on the resolution to approve the remuneration report considered at that meeting were cast against the resolution. Accordingly, if at least 25% of the votes cast on this Resolution are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

Voting restrictions

A voting exclusion statement is included in the Notice of Meeting in respect of the advisory vote on Resolution 2.

Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

5. RESOLUTIONS 3 AND 4 – RATIFICATION OF ALLOTMENTS OF PLACEMENT SHARES

On 5 April 2023, the Company announced that it had received binding commitments from unrelated placees for a share placement to raise \$12 million (before costs), by the issue of a total of 266,666,667 Shares at a price of \$0.045 per new Share (**Placement Shares**).

The placement of the Placement Shares to the sophisticated and institutional shareholders (**Placement**) consisted of the issue of 266,666,667 Placement Shares, as follows:

- (a) 202,666,667 Placement Shares issued to unrelated placees (other than Dundee) under the Company's existing Listing Rule 7.1A capacity on 13 April 2023;
- (b) 30,658,038 Placement Shares issued to unrelated placees (other than Dundee) under the Company's Listing Rule 7.1 capacity on 13 April 2023; and
- (c) 33,341,962 Placement Shares issued under the Company's existing Listing Rule 7.1 capacity on 23 May 2023 to Dundee Resources Ltd (**Dundee**), following Dundee receiving FIRB approval to participate in the Placement in accordance with the *Foreign Acquisitions and Takeovers Act 1975* (Cth).

Also as announced on 5 April 2023, proceeds from the Placement will be used to fund resource expansion drilling and regional exploration, complete the Katanning Gold Project definitive feasibility study, a scoping study for increased Katanning Gold Project plant throughput/annual gold production, settle property acquisitions and for general and corporate purposes.

As noted above, the Company issued 30,658,038 Placement Shares on 13 April 2023 (to unrelated placees other than Dundee) and 33,341,962 Placement Shares on 23 May 2023 (to Dundee) pursuant to the Company's existing Listing Rule 7.1 capacity (ie, a total of 64,000,000 Placement Shares). The issue of the 64,000,000 Placement Shares raised \$2,880,000 (before costs). Accordingly, the Company seeks to ratify 64,000,000 Placement Shares issued, under Listing Rule 7.4. The ratification of the Placement Shares to unrelated placees other than Dundee is the subject of Resolution 3. The ratification of Placement Shares to Dundee is the subject of Resolution 4.

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

The Placement does not fall within any of these exceptions and, as they have not yet been approved by the Company's Shareholders, such issues effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date the Company issued the Placement Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without Shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issued under Listing Rule 7.1.

To this end, Resolutions 3 and 4 seek Shareholder approval to ratify the issue of a collective total of 64,000,000 Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 3 is passed, 30,658,038 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Placement Shares to unrelated placees other than Dundee. If Resolution 4 is passed, 33,341,962 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of those Placement Shares to Dundee.

If Resolution 3 is not passed, 30,658,038 Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of the Placement Shares to the unrelated placees other than Dundee. If Resolution 4 is not passed, 33,341,962 Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of the Placement Shares to Dundee.

Technical information required by ASX Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided in relation to Resolutions 3 and 4:

- (a) All the Placement Shares issued under the Placement were issued to sophisticated and professional investors and other investors qualifying under section 708 of the Corporations Act, each of which is an unrelated party of the Company. The placees (including Dundee) were selected following a bookbuild process by Argonaut Securities Pty Ltd and Euroz Hartleys Limited, in consultation with the Company. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that, other than Dundee (who is an existing substantial holder of the Company, who were issued 33,341,962 Placement Shares, being more than 1% of the issued

capital of the Company), no related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties were issued more than 1% of the issued capital of the Company.

- (b) The total number of Placement Shares issued under the Placement was 266,666,667 Placement Shares. As set out above, the Company is only seeking ratification of 64,000,000 Placement Shares issued under the Placement under Resolutions 3 and 4 (being 30,658,038 Placement Shares and 33,341,962 Placement Shares respectively).
- (c) The Placement Shares were fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Placement Shares the subject of Resolution 3 were issued on 13 April 2023. The Placement Shares the subject of Resolution 4 were issued on 23 May 2023.
- (e) The Placement Shares were issued at an issue price of \$0.045 per Placement Share. The total consideration received from, the Placement Shares the subject of Resolution 3 was \$1,379,611 and the Placement Shares the subject of Resolution 4 was \$1,500,388.
- (f) The purpose of the issue of the Placement Shares was to fund resource expansion drilling and regional exploration, complete the Katanning Gold Project definitive feasibility study, a scoping study for increased Katanning Gold Project plant throughput/annual gold production, settle property acquisitions and for general and corporate purposes.
- (g) The Placement was conducted on the basis detailed in the Company's announcement dated 5 April 2023, summarised above. There are no other material terms in relation to the issue.
- (h) A voting exclusion statement for Resolutions 3 and 4 is included in the Notice of Meeting.

Board Recommendation

The Board considers that the ratification of 64,000,000 of the Placement Shares is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months. Accordingly, the Board unanimously recommends that Shareholders vote in favour of Resolutions 3 and 4.

6. RESOLUTION 5 – APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

General

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

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

An ‘eligible entity’ means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 5 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval (the **Additional 10% Placement Facility**).

If Resolution 5 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Resolution 5 is a special resolution, accordingly at least 75% of votes cast by Shareholders eligible to vote at the Annual General Meeting must be in favour of Resolution 5 for it to be passed.

The number of Equity Securities which may be issued pursuant to the Additional 10% Placement Facility

Any Equity Securities issued under the Additional 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of this Notice of Meeting, has one quoted class of Equity Securities on issue, being Shares. As such, as at the date of this Notice of Meeting, the only class of Equity Securities that the Company may issue under Listing Rule 7.1A (if Resolution 5 is passed) is Shares.

As at the date of this Notice, the Company has 2,296,141,208 Shares on issue. Accordingly, if Shareholders approve Resolution 5, the Company will have the capacity to issue an additional approximately 229,614,120 Equity Securities in accordance with Listing Rule 7.1A. Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the Additional 10% Placement Facility is a moving calculation and will be based on the formula set out in Listing Rule 7.1A at the time of issue of the Equity Securities. The table below demonstrates various examples as to the number of Equity Securities that may be issued under the Additional 10% Placement Facility.

The exact number of Equity Securities that the Company would be able to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities according to the following formula:

(A x D) – E

Where:

- A is the number of Shares on issue 12 months immediately before the date of issue or agreement (the **Relevant Period**):
- (i) plus the number of Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exceptions 9, 16 or 17;
 - (ii) plus the number of Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2, exception 9 where:
 - (A) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - (B) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
 - (iii) plus the number of Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2, exception 16 where:
 - (A) the agreement was entered into before the commencement of the Relevant Period; or
 - (B) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
 - (iv) plus the number of Shares issued in the Relevant Period with approval under Listing Rule 7.1 or Listing Rule 7.4;
 - (v) plus the number of partly paid shares that became fully paid in the Relevant Period; and
 - (vi) less the number of Shares cancelled in the Relevant Period.

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

D is 10%.

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

Specific information required by Listing Rule 7.3A

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

(a) Issue Period

If Shareholders approve Resolution 5, the Company will have a mandate to issue Equity Securities under the Additional 10% Placement Facility under Listing Rule 7.1A from the date of the Annual General Meeting until the earlier of the following to occur:

- (i) the date that is 12 months after the date of this Annual General Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking) (the **Additional 10% Placement Period**).

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

(b) Minimum Issue Price

The Equity Securities to be issued will be in an existing class of quoted securities, being Shares, and will be issued for cash consideration at an issue price per Equity Security of not less than 75% of the volume weighted average market price for the Company's Equity Securities over the 15 Trading Days on which trades in the class were recorded immediately before:

- (i) the date on which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities (**Agreed Date**); or
- (ii) if the Equity Securities are not issued within 10 trading days of the Agreed Date, the date on which the Equity Securities are issued.

(c) Purpose of Issues

The Company intends to use any funds raised under the Additional 10% Placement Facility towards an acquisition of new assets (including expenses associated with such acquisition(s)), continued exploration on the Company's current tenements, advancement of the development of its Katanning Gold Project, or general working capital.

The Company will provide further information at the time of issue of any Equity Securities under the Additional 10% Placement Facility in compliance with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A.

(d) Dilution

If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Facility, existing Shareholders' voting power in the Company will be diluted as demonstrated in the table below. There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Facility.

The table shows:

- (i) examples of where variable "A" is at its current level and where variable "A" has decreased by 50% and increased by 100%;
- (ii) examples of where the issue price of ordinary securities is the current market price as at the date of this Notice of Meeting, being \$0.029 (current market price), and where the current market price is halved, and where it is doubled; and
- (iii) the dilutionary effect will always be 10% if the maximum number of Equity Securities that may be issued under the Additional 10% Placement Facility are issued.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.0145 50% decrease in Issue Price	\$0.029 Issue Price	\$0.058 100% increase in Issue Price
Current Variable A 2,296,141,208 Shares	Shares issued (10% Voting Dilution)	229,614,120 New Shares	229,614,120 New Shares	229,614,120 New Shares
	Funds raised	\$3,329,405	\$6,658,809	\$13,317,619
50% increase in current Variable A 3,444,211,812 Shares	Shares issued (10% Voting Dilution)	344,421,181 New Shares	344,421,181 New Shares	344,421,181 New Shares
	Funds raised	\$4,994,107	\$9,988,214	\$19,976,428
100% increase in current Variable A 4,592,282,416 Shares	Shares issued (10% Voting Dilution)	459,228,241 New Shares	459,228,241 New Shares	459,228,241 New Shares
	Funds raised	\$6,658,809	\$13,317,619	\$26,635,238

The table has been prepared on the following assumptions:

1. Variable A is 2,296,141,208 being the number of Shares on issue at the date of this Notice of Meeting.
2. The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility.
3. No Options are converted into Shares before the date of issue of the Equity Securities.
4. The Company has not issued any other Equity Securities using its placement capacity under Listing Rule 7.1 or 7.1A in the 12 months preceding this Notice of Meeting.
5. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
6. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting. Each Shareholder should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
8. The issue of Equity Securities under the Additional 10% Placement Facility consists only of Shares.
9. This table does not set out any dilution pursuant to ratification under Listing Rule 7.4.
10. The issue price is \$0.029, being the closing price of the Shares on ASX on 23 October 2023.

(e) Allocation Policy

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

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the Additional 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders or new investors who are not Related Parties of the Company or their associates.

If Resolution 5 is approved by Shareholders, the Company may issue Equity Securities under the Additional 10% Placement Facility during the 10% Placement Period, as and when the circumstances of the Company require.

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

The Company previously obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting held on 14 October 2022 (**Previous Approval**). The Company has previously issued Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the date of this Meeting. A total of 202,666,667 Equity Securities were issued in reliance of the Previous Approval, which represents 9.99% of the total number of Equity Securities on issue at the date of the Previous Approval (being the commencement of the 12 month period for which the Previous Approval applied).

The details of the issue of Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the date of this Meeting are set out in the table below.

Date of Issue	Number and Class of Equity Securities (and summary of terms, if any)	Names of recipients or basis on which recipients determined	Issue Price of Equity Securities and Discount to Market Price on the trading day prior to the Issue	Consideration
13 April 2023	202,666,667 Fully Paid Ordinary Shares	Institutional and sophisticated investors pursuant to the Placement, including Jupiter Asset Management (among others)	Issue price of \$0.045 per Placement Share As announced on 5 April 2023, the Placement Shares were issued at a 6.3% discount per Placement Share to the closing market price of \$0.048 on 31 March 2023 (being the last trading day prior to the Company's trading halt on 3 April 2023)	Funds raised were approximately \$9,120,000 (before costs) \$,634,000 of the funds raised have been used to pay the lead managers' placement commissions, to fund the ongoing definitive feasibility study and to settle a property acquisition deposit. Funds remaining as at the date of this Notice of Meeting are \$4,486,000. Proceeds from the Placement will be used to continue resource expansion drilling and regional exploration, complete the Katanning Gold Project definitive feasibility study, a scoping study for increased Katanning Gold Project plant throughput/annual gold production, settle property acquisitions and for general and corporate purposes.

Board recommendation

The Board believes that the Additional 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further Equity Securities representing up to 10% of the Company's share capital during the next 12 months. Accordingly, the Board unanimously recommends that Shareholders approve Resolution 5.

6. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the resolutions set out in the Notice of Meeting.

Attached to the Notice of Meeting is a Proxy Form for use by Shareholders. All Shareholders are invited and encouraged to attend the Annual General Meeting or, if they are unable to attend in person, to complete, sign and return the Proxy Form to the Company in accordance with the instructions contained in the Proxy Form and the Notice of Meeting. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Annual General Meeting in person.

7. GLOSSARY

Any term defined within the Explanatory memorandum (as indicated in bold within parentheses) has the meaning given therein and the following terms and abbreviations used in this Explanatory Memorandum have the following meanings:

\$	means Australian Dollars.
Annual General Meeting or Meeting	the annual general meeting of the Company to be held on Tuesday 28 November 2023.
Annual Report	means the annual report of the Company for the year ended 30 June 2023.
AWST	means Australian Western Standard Time.
ASIC	Australian Securities and Investments Commission.
Associate	has the meaning given to it by Division 2 of Part 1.2 of the Corporations Act.
ASX	ASX Limited (ACN 008 624 691).
ASX Listing Rules or Listing Rules	the Official Listing Rules of ASX, as amended from time to time.
Board	the board of directors of the Company.
Chair	the person appointed to chair the Meeting convened by the Notice.
Closely Related Party	means: (a) a spouse or child of the member; (b) a child of the member's spouse; (c) a dependent of the member or the member's spouse; (d) anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member, in the member's dealing with the entity; (e) a company the member controls; or (f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth).
Company or Ausgold	Ausgold Limited (ABN 67 140 164 496).
Constitution	means the Company's constitution.
Corporations Act	<i>Corporations Act 2001</i> (Cth) as amended from time to time.

Corporations Regulations	<i>Corporations Regulations 2001</i> (Cth) as amended from time to time.
Equity Securities	includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.
Explanatory Memorandum	the explanatory memorandum which accompanies and forms part of the Notice of Meeting.
Key Management Personnel	has the same meaning as in the accounting standards and, broadly, includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.
Notice of Meeting	the notice convening the Meeting which accompanies this Explanatory Memorandum.
Proxy Form	the proxy form which accompanies this Explanatory Memorandum.
Shares	fully paid ordinary shares in the Company.
Shareholder	a registered holder of a Share.

Proxy Voting Form

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

Your proxy voting instruction must be received by **12.00pm (AWST) on Sunday, 26 November 2023**, 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 KMP.

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://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> 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:

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