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**AURUM RESOURCES LIMITED**  
**ACN 650 477 286**  
**NOTICE OF GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 9:00am (WST)

**DATE:** 15 December 2023

**PLACE:** Level 2, 23 Railway Road, Subiaco WA 6008

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

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 04:00pm (WST) on 13 December 2023.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. RESOLUTION 1 – APPROVAL TO ISSUE CONSIDERATION SHARES

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 25,387,880 Shares on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement applies to this Resolution. Please see below.

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#### 2. RESOLUTION 2 – APPOINTMENT OF DIRECTOR – DR CAIGEN WANG

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

*"That, for the purpose of clause 14.3 of the Constitution, and for all other purposes, Dr Caigen Wang, having consented to act as a director of the Company, be appointed as a director of the Company with effect on and from Settlement."*

## Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

### Resolution 1 – Approval to issue Consideration Shares

A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the PlusOr Vendors) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution 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; 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.

## Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

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

Shareholders and their proxies should be aware that:

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

## Voting in person

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

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Automic Pty Ltd will need to verify your identity. You can register from 08:30am (WST) on the day of the Meeting.

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

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. BACKGROUND TO THE RESOLUTION

#### 1.1 Background to the Acquisition

As announced on 13 November 2023, the Company has entered into an acquisition agreement (**Acquisition Agreement**) to acquire 100% of the issued share capital of PlusOr Global Pty Ltd (ACN 670 031 268) (**PlusOr**), held by the shareholders of PlusOr listed in Schedule 1 (**PlusOr Vendors**) (**Acquisition**).

The Company confirms that the PlusOr Vendors are not related parties of the Company or parties to whom ASX Listing Rule 10.1 applies.

Under the terms of the Acquisition Agreement, the Company has agreed to issue the PlusOr Vendors 25,387,880 Shares, in proportion to their respective interests in PlusOr (**Respective Proportions**) (**Consideration Shares**). The issue of the Consideration Shares is subject to Shareholder approval pursuant to Resolution 1.

Upon settlement of the Acquisition (**Settlement**), Dr Caigen Wang will be appointed as a Non-executive Director of the Company. The appointment of Dr Caigen Wang is subject to Shareholder approval pursuant to Resolution 2.

A summary of the material terms of the Acquisition Agreement is set out in Schedule 2.

#### 1.2 Background to PlusOr

PlusOr has the right pursuant to two separate agreements to earn an interest in exploration permits PR-0893 and PR-0808 comprising the Boundiali Gold Project, which is located within the very prospective Boundiali greenstone belt in Cote d'Ivoire. In addition, the Company will acquire assets held by PlusOr including two man-portable hydraulic diamond drilling rigs plus consumables for 10,000m diamond drilling needs. Further details with respect to the assets of PlusOr are set out in the Company's announcement dated 13 November 2023.

The Board considers that the Acquisition has the potential to add significant value to the Company's current activities.

#### 1.3 Capital Structure

The anticipated effect of the Acquisition on the capital structure of the Company is as follows:

	Shares	Options
Current issued capital	36,499,999	8,965,975
Consideration Shares	25,387,880	Nil
<b>Total</b>	<b>61,887,879</b>	<b>8,965,975</b>

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## **2. RESOLUTION 1 – APPROVAL TO ISSUE CONSIDERATION SHARES**

### **2.1 General**

As set out in Section 1.1, the Company has entered into the Acquisition Agreement to acquire 100% of the issued share capital of PlusOr from the PlusOr Vendors.

In consideration for the Acquisition, the Company has agreed to issue 25,387,880 Consideration Shares to the PlusOr Vendors in their Respective Proportions.

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 shares it had on issue at the start of that period.

The proposed issue of the Consideration Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### **2.2 Technical information required by Listing Rule 14.1A**

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Consideration Shares. In addition, the issue of the Consideration Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the Consideration Shares and the Company will be unable to satisfy the conditions to the Acquisition Agreement.

Resolution 1 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Consideration Shares.

### **2.3 Technical information required by Listing Rule 7.1**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 1:

- (a) the Consideration Shares will be issued to the PlusOr Vendors set out in Schedule 1;
- (b) the maximum number of Consideration Shares to be issued is 25,387,880. The Consideration Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Consideration Shares will occur on the same date;
- (d) the Consideration Shares will be issued at a nil issue price, in consideration for the Acquisition;
- (e) the purpose of the issue of the Consideration Shares is to satisfy the Company's obligations under the Acquisition Agreement;

- (f) the Consideration Shares are being issued to the PlusOr Vendors under the Acquisition Agreement. A summary of the material terms of the Acquisition Agreement is set out in Schedule 2; and
- (g) the Consideration Shares are not being issued under, or to fund, a reverse takeover.

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### **3. RESOLUTION 2 – APPOINTMENT OF DIRECTOR – DR CAIGEN WANG**

#### **3.1 General**

The Constitution provides that the Company may elect a person as a director by resolution passed in general meeting. Pursuant to clause 14.3 of the Constitution and subject to Settlement, Dr Caigen Wang seeks election as directors from Shareholders.

#### **3.2 Qualifications and other material directorships**

Dr Wang has a successful track record in generating returns for shareholders and “discovery-to-mine” execution as evidenced by the founding of Tietto Minerals Limited (ASX:TIE) in 2010 following a long career as a mining engineer, mining academic and mine manager in Australia, Canada and China. Earlier in his career, Dr Wang spent 7 years as a lecturer and associate professor at the China University of Mining and Technology.

During his time as founder at Tietto, Dr Wang led the Company's ASX listing as an explorer at a valuation of circa \$30 million to its current market capitalisation of circa \$600 million reflecting it being Africa's newest gold producer with gold production forecast of over 200,000 oz per annum at its Abujar Gold Mine in Côte D'Ivoire.

In addition, Dr Wang was previously CEO of Ishine Resources, an ASX-listed explorer with multiple Australian exploration projects. He also held senior positions as a mining engineer for St Barbara, BHP, Hunan Westralian and Sons of Gwalia and is currently a non-executive director of Aldoro Resources Ltd (ASX:ARN).

Dr Wang holds a Bachelor, Master and PhD in Mining Engineering and is a fellow of AusIMM.

#### **3.3 Independence**

On completion of the Acquisition, Dr Caigen Wang will hold voting power of approximately 10.18% in the Company (on an undiluted basis). If elected, the Board considers Dr Wang will be a non-independent Director given this shareholding.

#### **3.4 Other material information**

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Dr Caigen Wang.

Dr Caigen Wang has confirmed that he considers he will have sufficient time to fulfil his responsibilities as a Non-Executive Director of the Company and does not

consider that any other commitment will interfere with his availability to perform his duties as a Non-Executive Director of the Company.

### **3.5 Board recommendation**

The Board considers that Dr Wang's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the election of Dr Caigen Wang and recommends that Shareholders vote in favour of Resolution 2.

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## GLOSSARY

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**\$** means Australian dollars.

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

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Company** means Aurum Resources Limited (ACN 650 477 286).

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

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**General Meeting** or **Meeting** means the meeting convened by the Notice.

**Listing Rules** means the Listing Rules of ASX.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

**Share** means a fully paid ordinary share in the capital of the Company.

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

**WST** means Western Standard Time as observed in Perth, Western Australia.



## SCHEDULE 1 – PLUSOR VENDORS

PlusOr Vendor	Number of PlusOr Shares held	Respective Proportion Consideration Shares
Multiple Resources Pty Ltd	5,000,000	5,000,000
Mark Strizek	2,840,000	2,840,000
CTC Sharing Pty Ltd	6,000,000	6,000,000
Jian Zhao	6,000,000	6,000,000
Caigen Wang*	2,543,216	1,305,458
Yao N'kanza	290,664	290,664
Yaya Ouattara	400,000	400,000
Yao Germain N'Goran	80,000	80,000
Jia Li	384,000	384,000
Ibrahima Coulibaly	400,000	400,000
Shirely Ma	1,000,000	1,000,000
Huizhen Wu	450,000	450,000
DS Resources*	-	1,237,758
<b>Total</b>	<b>25,387,880</b>	<b>25,387,880</b>

\* Mr Wang has agreed to allocate 1,237,758 Consideration Shares to DS Resources in satisfaction of PlusOr's obligations under a joint venture agreement between PlusOr and DS Resources.

## SCHEDULE 2 – SUMMARY OF THE ACQUISITION AGREEMENT

The material terms and conditions of the Acquisition Agreement are set out below.

<b>Consideration</b>	In consideration for the Acquisition, and subject to the terms and conditions of the Acquisition Agreement, the Company agreed to issue the Plusor Vendors 25,387,880 Consideration Shares, in their Respective Proportions.
<b>Conditions Precedent</b>	<p>Settlement is conditional upon the satisfaction (or waiver) of the following Conditions Precedent on or before 19 December 2023:</p> <ul style="list-style-type: none"><li>(a) completion of financial, legal and technical due diligence on PlusOr by the Company to its sole satisfaction;</li><li>(b) the Company receiving Shareholder approval for the purposes of ASX Listing Rule 7.1, item 7 of section 611 of the Corporations Act (to the extent required) and for all other purposes for Settlement to occur (including the issue of the Consideration Shares); and</li><li>(c) the Company obtaining all necessary regulatory, shareholder and third party approvals to allow the Company to lawfully complete the Acquisition,</li></ul> <p>(together, the <b>Conditions Precedent</b>).</p>
<b>Board Changes</b>	Dr. Caigen Wang will be appointed as a non-executive director of the Company at settlement of the Acquisition.
<b>Settlement</b>	Settlement will occur on that date which is five (5) business days (as defined pursuant to the ASX Listing Rules, <b>Business Days</b> ) after the satisfaction (or waiver) of the Conditions Precedent.

The Acquisition Agreement otherwise contains terms and conditions standard for an agreement of its nature, including representations and warranties.

# 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 **09.00am (AWST) on Wednesday, 13 December 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.**



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