



Notice of General Meeting and Shareholder Letter

Ausgold Limited (ASX: AUC) (**Ausgold** or the **Company**) advises that a General Meeting (**Meeting**) will be held on Wednesday 24 July 2024 at 2.00 pm (AWST) at Level 1, 111 St Georges Terrace, Perth WA.

Please find attached the following documentation:

- Shareholder Letter
- Notice of 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
Company Secretary
Ausgold Limited

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

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T: +61 (08) 9220 9890
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26 June 2024

Dear Shareholder,

AUSGOLD LIMITED – GENERAL MEETING

Ausgold Limited (ASX:AUC) (the 'Company') will convene a General Meeting ('GM') on 24 July 2024 at 2.00pm 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 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 2.00pm AWST on Monday 22 July 2024:

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

Yours sincerely

Ausgold Limited

DENIS RAKICH

Company Secretary

Level 1, 307 Murray Street, Perth, WA 6000

T: +61 8 9220 9890

E: info@ausgoldlimited.com | W: www.ausgoldlimited.com

ABN: 67 140 164 496



AUSGOLD LIMITED
ABN 67 140 164 496

NOTICE OF GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date: 24 July 2024

Time: 2.00 pm AWST

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

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 GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of Ausgold Limited will be held at Level 1, 111 St Georges Terrace, Perth WA 6000 on Wednesday 24 July 2024 at 2.00 pm (AWST) to consider, and if thought fit, to pass the following Resolutions.

Defined terms used in this Notice and Explanatory Memorandum have the meaning given in the Glossary.

AGENDA

ORDINARY BUSINESS

RESOLUTION 1 – APPROVAL OF ISSUE OF SECOND TRANCHE SHARES

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

“That, for the purpose of ASX Listing Rule 7.1 and all other purposes, Shareholders approve the issue of 750,333,333 Shares at an issue price of \$0.03 per Share to sophisticated and professional investors on the terms described in the Explanatory Memorandum.”

Voting exclusion statement:

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of 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) (including the subscribers to the Second Tranche of the Placement) or an Associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (a) a person as 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 Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman 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.

RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE – FIRST TRANCHE SHARES (LISTING RULE 7.1)

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, Shareholders approve and ratify the issue on 14 June 2024 of a total of 236,400,000 Shares (at an issue price of \$0.03 each) under Listing Rule 7.1 to sophisticated and professional investors on the terms described in the Explanatory Memorandum.”

Voting exclusion statement:

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of any person who participated in the issue or is a counterparty to the agreement being approved (including the participants in the First Tranche of the Placement) or an Associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (a) a person as 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 Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman 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.

RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE – FIRST TRANCHE SHARES (LISTING RULE 7.1A)

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, Shareholders approve and ratify the issue on 14 June 2024 of a total of 229,600,000 Shares (at an issue price of \$0.03 each) under Listing Rule 7.1A to sophisticated and professional investors on the terms described in the Explanatory Memorandum.”

Voting exclusion statement:

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any person who participated in the issue or is a counterparty to the agreement being approved (including the participants in the First Tranche of the Placement) or an Associate of those persons.

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

- (a) a person as 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 Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman 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.

RESOLUTION 4 – APPROVAL OF ISSUE OF NEW SHARES TO JOHN DORWARD (DIRECTOR) OR HIS NOMINEE

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

“That, for the purpose of ASX Listing Rule 10.11 and all other purposes, Shareholders approve the issue of 33,333,334 Shares at an issue price of \$0.03 per Share to Mr John Dorward, Director, or his nominee, on the terms described in the Explanatory Memorandum.”

Voting exclusion statement:

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) (including Mr John Dorward) or an Associate of those persons.

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

- (a) a person as 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 Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman 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.

RESOLUTION 5 – APPROVAL OF ISSUE OF NEW SHARES TO RICHARD LOCKWOOD (FORMER DIRECTOR) OR HIS NOMINEE

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

“That, for the purpose of ASX Listing Rule 10.11 and all other purposes, Shareholders approve the issue of 17,000,000 Shares at an issue price of \$0.03 per Share to Mr Richard Lockwood, former Director, or his nominee on the terms described in the Explanatory Memorandum.”

Voting exclusion statement:

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) (including Mr Richard Lockwood) or an Associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (a) a person as 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 Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman 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.

RESOLUTION 6 – APPROVAL OF ISSUE OF LEAD MANAGER OPTIONS TO SCP OR THEIR NOMINEE

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 25,333,333 Options (each with an exercise price of \$0.04 and an expiry date of two years from their date of issue to SCP Resource Finance LP, or their nominee, such Options to be issued on the terms and conditions set out in the Explanatory Memorandum (including Schedule One to the Explanatory Memorandum).”

Voting exclusion statement:

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of 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) (including SCP Resource Finance LP) or an Associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 6 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 Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman; 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 7 – APPROVAL OF ISSUE OF LEAD MANAGER OPTIONS TO ARLINGTON OR THEIR NOMINEE

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 25,333,333 Options (each with an exercise price of \$0.04 and an expiry date of two years from their date of issue to Arlington Group, or their nominee, such Options to be issued on the terms and conditions set out in the Explanatory Memorandum (including Schedule One to the Explanatory Memorandum).”

Voting exclusion statement:

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of 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) (including Arlington Group) or an Associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 7 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 Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman 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.

RESOLUTION 8 – APPROVAL OF ISSUE OF LEAD MANAGER OPTIONS TO EUROZ HARTLEYS OR THEIR NOMINEE

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 12,666,667 Options (each with an exercise price of \$0.04 and an expiry date of two years from their date of issue to Euroz Hartleys Limited, or their nominee, such Options to be issued on the terms and conditions set out in the Explanatory Memorandum (including Schedule One to the Explanatory Memorandum).”

Voting exclusion statement:

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of 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) (including Euroz Hartleys Limited) or an Associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 8 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 Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman 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.

RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF WARRANTS TO SUBSCRIBERS OF LOAN NOTES

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, Shareholders approve and ratify the issue of 91,666,664 Warrants (each with an exercise price of \$0.03 and an expiry date of 30 May 2027) on 27 May 2024 to the subscribers of Loan Notes on the terms described in the Explanatory Memorandum (including Schedule Three to the Explanatory Memorandum).”

Voting exclusion statement:

The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (including the subscribers of the Loan Notes) or an Associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 9 by:

- (a) a person as 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 Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman 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.

RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE OF WARRANTS TO JOHN DORWARD IN CONNECTION WITH PRIOR SUBSCRIPTION FOR LOAN NOTES

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, Shareholders approve and ratify the issue of 8,333,335 Warrants (each with an exercise price of \$0.03 and an expiry date of 30 May 2027) to entities controlled by Mr John Dorward, Director, on the terms described in the Explanatory Memorandum (including Schedule Three to the Explanatory Memorandum).”

Voting exclusion statement:

The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (including the subscribers of the Loan Notes) or an Associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 10 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 Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman 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.

RESOLUTION 11 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO JOHN DORWARD (DIRECTOR) OR HIS NOMINEE

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 15,000,000 Tranche A Performance Rights and 15,000,000 Tranche B Performance Rights to Mr John Dorward, Director, or his nominee, such Performance Rights to be issued on the terms and conditions set out in the Explanatory Memorandum (including Schedule Two to the Explanatory Memorandum).”

Voting exclusion statement:

The Company will disregard any votes cast in favour on Resolution 11 by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the

issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) (including Mr John Dorward) or an Associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 11 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 Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman 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:
 - (iii) 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
 - (iv) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chairman of the Meeting and the appointment 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. Shareholders should note that the Chairman intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chairman to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

RESOLUTION 12 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MARK TURNER (DIRECTOR) OR HIS NOMINEE

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 15,000,000 Tranche A Performance Rights to Mr Mark Turner, Director, or his nominee, such Tranche A Performance Rights to be issued on the terms and conditions set out in the Explanatory Memorandum (including Schedule Two to the Explanatory Memorandum).”

Voting exclusion statement:

The Company will disregard any votes cast in favour on Resolution 12 by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) (including Mr Mark Turner) or an Associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 12 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 Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman 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.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chairman of the Meeting and the appointment 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. Shareholders should note that the Chairman intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chairman to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

RESOLUTION 13 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO ADRIAN GOLDSTONE (DIRECTOR) OR HIS NOMINEE

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 15,000,000 Tranche A Performance Rights to Mr Adrian Goldstone, Director, or his nominee, such Tranche A Performance Rights to be issued on the terms and conditions set out in the Explanatory Memorandum (including Schedule Two to the Explanatory Memorandum).”

Voting exclusion statement:

The Company will disregard any votes cast in favour on Resolution 13 by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) (including Mr Adrian Goldstone) or an Associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 13 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 Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman 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.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chairman of the Meeting and the appointment 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. Shareholders should note that the Chairman intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chairman to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

RESOLUTION 14 – APPROVAL OF ISSUE OF OPTIONS TO DENIS RAKICH (FORMER DIRECTOR) OR HIS NOMINEE

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 20,000,000 Options (each with an exercise price of \$0.04 and an expiry date of 15 July 2027) to Mr Denis Rakich, former Director, or his nominee, such Options to be issued on the terms and conditions set out in the Explanatory Memorandum (including Schedule One to the Explanatory Memorandum).”

Voting exclusion statement:

The Company will disregard any votes cast in favour on Resolution 14 by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) (including Mr Denis Rakich) or an Associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 14 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 Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman 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.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chairman of the Meeting and the appointment 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. Shareholders should note that the Chairman intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chairman to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

RESOLUTION 15 – APPROVE CONSOLIDATION OF SHARE CAPITAL

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

"That, for the purpose of Section 254H of the Corporations Act and the Company's Constitution and for all other purposes, with effect from the date this Resolution is passed, approval is given for the Company to consolidate its issued capital on the basis that:

- (a) the issued capital of the Company (inclusive of all the securities to be issued under the Resolutions in this Notice) be consolidated on the basis that every ten (10) fully paid ordinary Shares in the capital of the Company be consolidated into one fully paid ordinary Share;***
- (b) the Options on issue be adjusted in accordance with Listing Rule 7.22.1;***
- (c) the Performance Rights on issue be adjusted in accordance with Listing Rule 7.21; and***
- (d) where the number of Shares, Options or Performance Rights held by a member of the Company as a result of the consolidation effected by paragraph (a), (b) and (c) of this Resolution includes any fraction of a Share, Option or Performance Right (as applicable) that fraction be rounded down to the nearest whole number.***

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

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;
- 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).

In accordance with regulations 7.11.37 and 7.11.38 of the Corporations Regulations, the Company determines that shares held as at 5.00pm AWST on 22 July 2024 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



Denis I Rakich
Company Secretary

24 June 2024

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 General Meeting of the Company to be held on Wednesday 24 July 2024 at 2.00pm AWST.

At this Meeting, Shareholders will be asked to consider Resolutions:

- to approve the issue of Shares comprising the Second Tranche of the Placement;
- to ratify the Shares issued under the First Tranche of the Placement;
- to approve a Director and former Director's participation in the Placement;
- to approve the issue of Options to the Joint Lead Managers to the Placement;
- to ratify the issue of Warrants to the subscribers of the Loan Notes (including approving the issue of Warrants to a Director);
- to approve the issue of securities to Directors and an executive (who is a former Director); and
- to approve the consolidation of the Company's issued capital.

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 the resolutions. The Explanatory Memorandum explains the Resolutions and identifies the Board's reasons for putting the Resolutions to Shareholders. It should be read in conjunction with the accompanying Notice of Meeting.

2. BACKGROUND TO RESOLUTIONS 1 TO 8 (INCLUSIVE)

On 6 June 2024, the Company announced that it had received binding commitments from institutional and sophisticated investors for a share placement to raise a total of approximately \$38 million (before costs) (the **Placement**).

The Placement was structured in two tranches as follows:

- (a) the issue of 466,000,000 Shares at an issue price of \$0.03 each (**New Shares**) to institutional and sophisticated investors on 14 June 2024 (**First Tranche**), to raise approximately \$13,980,000 (before costs), consisting of:
 - (i) 236,400,00 New Shares issued under the Company's Listing Rule 7.1 capacity; and
 - (ii) 229,600,000 New Shares issued under the Company's Listing Rule 7.1A capacity,(together, **the First Tranche Shares**); and
- (b) subject to Shareholder approval under Resolutions 1, 4 and 5, the issue of 800,666,667 New Shares (**Second Tranche Shares**) to institutional and sophisticated investors (**Second Tranche**) to raise approximately \$24,020,000 (before costs), of which 100,000,000 New Shares will be

issued to existing substantial shareholder Dundee Corporation (**Dundee**), subject to the receipt of approvals required under the *Foreign Acquisitions and Takeovers Act 1975* (Cth) (**FIRB Approval**).

As at the date of this Notice of Meeting, the Company has not issued the Second Tranche Shares.

The Company confirms that Dundee has obtained the FIRB Approval.

As set out in the Company's ASX announcement dated 14 May 2024, the Company entered into a subscription agreement with Dundee, Arlington Group and nominees of SCP Resource Finance LP in relation to the issue of loan notes with a face value of \$3 million (the **Loan Notes**).

The Loan Notes were unsecured, had a maturity date of 20 August 2024 (or such later date agreed by the parties) and an interest rate of 12% per annum. Further details of the terms and conditions of the Loan Notes were set out in the Company's announcement of 14 May 2024.

Holders of Loan Notes with an aggregate face value of \$2.1 million have indicated a willingness to set off the outstanding principal owing under the Loan Notes against amounts payable in connection with their acquisition of Second Tranche Shares.

Proceeds from the Placement will primarily be used to underpin ongoing work programs at the Katanning Gold Project towards a Final Investment Decision (**FID**), including the completion of the Definitive Feasibility Study (**DFS**), settlement of freehold land acquisitions, continuation of regional exploration and the provision of working capital as well as to fund the redemption of unsecured loan notes issued by the Company.

Executive Chairman, Mr John Dorward, and former Director, Mr Richard Lockwood, have committed to participate in the Placement, subject to Shareholder approval under Resolutions 4 and 5, respectively.

SCP Resource Finance LP, Arlington Group and Euroz Hartleys Limited acted as joint lead managers to the Placement (together, the **Joint Lead Managers**). Under the terms of their mandate to manage the Placement, the Joint Lead Managers are entitled to receive Options, subject to Shareholder approval under Resolutions 6 to 8 (inclusive).

Refer to the Company's ASX announcement dated 6 June 2024 for further details of the Placement.

3. RESOLUTION 1 – APPROVAL OF ISSUE OF SECOND TRANCHE SHARES

BACKGROUND

As set out in section 2 above, the Company proposes, subject to obtaining approval, to issue the Second Tranche Shares to institutional and sophisticated investors. Accordingly, Resolution 1 seeks Shareholder approval for the purpose of Listing Rule 7.1 for the issue of the Second Tranche Shares.

LISTING RULE 7.1

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 Second Tranche Shares does not fall within any of these exceptions and, together with the issue of the First Tranche Shares, would exceed the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's shareholders under Listing Rule 7.1.

Resolution 1 seeks the required shareholder approval to issue the Second Tranche Shares to institutional and sophisticated investors under and for the purposes of Listing Rule 7.1.

TECHNICAL INFORMATION REQUIRED FOR THE PURPOSES OF LISTING RULE 14.1A

If Resolution 1 is passed, the Company will be able to issue the Second Tranche Shares to institutional and sophisticated investors.

In addition, the issue of the Second Tranche 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 issue the Second Tranche Shares, which will result in the Company being unable to:

- (a) complete the Second Tranche of the Placement and raise approximately \$24,020,000 (before costs); and
- (b) set-off outstanding principal amounts owed by the Company under Loan Notes which will require the Company to redeem such Loan Notes in accordance with their terms.

INFORMATION REQUIRED BY LISTING RULE 7.3

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

- (a) the Second Tranche Shares will be issued to institutional and sophisticated investors, all of whom are unrelated parties of the Company. The placees were selected following a bookbuild process by the Joint Lead Managers. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that, other than Dundee (who will be issued 100,000,000 Second Tranche Shares, being more than 1% of the issued capital of the Company) and Jupiter Asset Management (who was issued 233,333,334 Second Tranche 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 will be issued more than 1% of the issued capital of the Company under the Second Tranche of the Placement;
- (b) the maximum number of Second Tranche Shares to be issued is 750,333,333 Shares which are fully paid ordinary shares which will rank equally with all other Shares on issue;
- (c) the Second Tranche Shares will be issued as soon as possible following the passing of Resolution 1, but not later than 3 months after the date of the Meeting;
- (d) the Second Tranche Shares will be issued at a price of \$0.03 per Share and will raise a total of approximately \$23,410,000 (before costs), including up to \$2,100,000 of the Company's principal repayment obligations being set-off;
- (e) the purpose of the Placement is to raise capital to primarily be used to underpin ongoing work programs at the Katanning Gold Project towards a FID, including the completion of the DFS, settlement of freehold land acquisitions, continuation of regional exploration and the provision of working capital as well as to fund the redemption of unsecured loan notes issued by the Company;
- (f) the Second Tranche Shares are not being issued under an agreement, other than customary placement confirmation letters;
- (g) the Second Tranche Shares are not being issued under, or to fund, a reverse takeover; and
- (h) a voting exclusion statement for Resolution 1 is included in the Notice of Meeting.

BOARD RECOMMENDATION

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

4. RESOLUTIONS 2 AND 3 – RATIFICATION OF PRIOR ISSUES – FIRST TRANCHE SHARES

BACKGROUND

As set out in section 2 above, on 14 June 2024 the Company issued the First Tranche Shares including:

- (a) 236,400,000 New Shares under the Company's Listing Rule 7.1 capacity (ratification of which is sought under Resolution 2); and
- (b) 229,600,000 New Shares under the Company's Listing Rule 7.1A capacity (ratification of which is sought under Resolution 3),

at an issue price of \$0.03 per share to raise approximately \$13,980,000 (before costs).

Resolutions 2 and 3 seek shareholder ratification pursuant to Listing Rule 7.4 for the issue of the First Tranche Shares.

LISTING RULE 7.4

A summary of Listing Rule 7.1 is set out in section 3 above.

Under Listing Rule 7.1A, however, an eligible entity (which includes the Company) can seek approval from its members, by way of a special resolution passed at its annual general meeting, to have an additional placement capacity broadly equivalent to 10% of its fully paid ordinary issued capital.

The Company obtained approval to utilise the additional 10% placement capacity at the Annual General Meeting held on 28 November 2023.

The issue of the First Tranche Shares does not fall within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, the issue effectively uses up part of the placement capacity available under Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the issue date of the First Tranche 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 issues under Listing Rule 7.1.

To this end, Resolutions 2 and 3 seek Shareholder approval to ratify the issue of the First Tranche Shares under and for the purposes of Listing Rule 7.4.

The securities issued, for which approval and ratification is sought under Resolution 2 and 3, comprise approximately 20.29% of the Company's undiluted issued capital (based on the number of Shares on issue as at the date of this Notice).

TECHNICAL INFORMATION REQUIRED FOR THE PURPOSES OF LISTING RULE 14.1A

If Resolutions 2 and 3 are passed, the First Tranche 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 the First Tranche Shares.

If Resolutions 2 and 3 are not passed, the First Tranche 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 First Tranche Shares.

INFORMATION REQUIRED BY LISTING RULE 7.5

For the purposes of Listing Rule 7.5, the following information is provided in relation to Resolutions 2 and 3:

- (a) the First Tranche Shares were issued to institutional and sophisticated investors, all of whom are unrelated parties of the Company. The places were selected following a bookbuild process by the Joint Lead Managers. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that, other than Jupiter Asset Management (who was issued 102,696,837 First Tranche 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 under the First Tranche of the Placement; and
- (b) the Company issued 466,000,000 First Tranche Shares on the following basis:
 - (i) 236,400,000 New Shares under Listing Rule 7.1 (ratification of which is sought under Resolution 2); and
 - (ii) 229,600,000 New Shares under Listing Rule 7.1A (ratification of which is sought under Resolution 3);
- (c) the First Tranche Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares;
- (d) the Company issued the First Tranche Shares on 14 June 2024;
- (e) the First Tranche Shares were issued at a price of \$0.03 each, raising a total of approximately \$13,980,000 (before costs);
- (f) the purpose of the Placement was to raise capital to primarily be used to underpin ongoing work programs at the Katanning Gold Project towards a FID, including the completion of the DFS, settlement of freehold land acquisitions, continuation of regional exploration and the provision of working capital as well as to fund the redemption of unsecured loan notes issued by the Company;
- (g) the First Tranche Shares were not issued under an agreement, other than customary placement confirmation letters; and
- (h) voting exclusion statements for Resolutions 2 and 3 are included in the Notice of Meeting.

BOARD RECOMMENDATION

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 2 and 3.

5. RESOLUTIONS 4 AND 5 – APPROVAL TO ISSUE NEW SHARES TO DIRECTOR AND FORMER DIRECTOR

BACKGROUND

As set out in section 2 above, Executive Chairman, Mr John Dorward, and former Director, Mr Richard Lockwood, have committed to participate in the Placement, having agreed to subscribe, subject to Shareholder approval, for an aggregate of 50,333,334 New Shares under the Placement, with an aggregate value of approximately \$1,510,000.02 (before costs). Accordingly, Resolutions 4 and 5 seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of:

- (a) 33,333,334 New Shares to Mr John Dorward (Director) (or his nominee) to raise up to \$1,000,000.02 (before costs) under Resolution 4; and
- (b) 17,000,000 New Shares to Mr Richard Lockwood (former Director) (or his nominee) to raise up to \$510,000 (before costs) under Resolution 5.

CHAPTER 2E OF THE CORPORATIONS ACT

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the requirement in section 208 of the Corporations Act to obtain Shareholder approval; or
- (b) shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, Mr John Dorward is a related party of the Company by virtue of being a Director, and Richard Lockwood is a related party of the Company by virtue of him having previously being a Director of the Company within the previous six months.

Resolutions 4 and 5 relate to the proposed issue of New Shares to Mr John Dorward and Mr Richard Lockwood, respectively, which constitutes a financial benefit that would, but for the application of one of the exceptions set out in sections 210 to 216 of the Corporations Act, require Shareholder approval for the purposes of section 208 of the Corporations Act.

The Board (excluding Mr John Dorward in respect of Resolution 4) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Mr John Dorward and Mr Richard Lockwood's participation in the Placement because the New Shares will be issued to them on the same terms as New Shares issued to the other investors unrelated to the Company under the Placement and as such the giving of the financial benefits is on arm's length terms and the exception in section 210 of the Corporations Act applies.

LISTING RULE 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company must not issue or agree to issue equity securities to:

- (a) a related party (Listing Rule 10.11.1);

- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a Director to the Board pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relationship with the Company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its Shareholders.

The proposed issue of New Shares to Mr John Dorward and Mr Richard Lockwood under the Placement falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 4 and 5 seek Shareholder approval for the purposes of Listing Rule 10.11 and for all other purposes to allow Mr John Dorward and Mr Richard Lockwood (or their nominees) to be issued up to a total of 50,333,334 New Shares under the Placement in addition to the New Shares issued to unrelated parties, as detailed above. Mr John Dorward and Mr Richard Lockwood's participation in the Placement will be on the same terms as the Placement made to the unrelated parties.

TECHNICAL INFORMATION REQUIRED FOR THE PURPOSES OF LISTING RULE 14.1A

If Resolutions 4 and 5 are passed, the Company will be able to proceed with the issue of up to a total of 50,333,334 New Shares to Mr John Dorward and Mr Richard Lockwood (or their nominees) and the Company will raise up to approximately \$1,510,000.02 (before costs) from the issue of those New Shares.

If Resolutions 4 and 5 are not passed, the Company will not be able to proceed with the issue of New Shares to Mr John Dorward and Mr Richard Lockwood (or their nominees) and the Company will not raise up to approximately \$1,510,000.02 (before costs) from the issue of those New Shares.

INFORMATION REQUIRED BY LISTING RULE 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 4 and 5:

- (a) the New Shares will be issued to Mr John Dorward, Director, and Mr Richard Lockwood, former Director, or their nominees, as noted above;
- (b) Mr John Dorward is a related party of the Company by virtue of being a Director, and Mr Richard Lockwood is a related party of the Company by virtue of him having previously being a Director of the Company within the previous six months, and therefore both parties fall under Listing Rule 10.11.1;
- (c) the maximum number of New Shares that will be issued to Mr John Dorward and Mr Richard Lockwood (or their nominees) is 50,333,334 New Shares, comprising:
 - (i) 33,333,334 New Shares to Mr John Dorward (or his nominee) to raise up to \$1,000,000.02 (before costs) under Resolution 4 (inclusive of \$250,000 of the Company's principal repayment obligations under Loan Notes held by entities controlled by Mr John Dorward being set-off); and

-
- (ii) 17,000,000 New Shares to Mr Richard Lockwood (or his nominee) to raise up to \$510,000 (before costs) under Resolution 5.
 - (d) the New Shares to be issued under Resolutions 4 and 5 are fully paid ordinary shares in the Company;
 - (e) the New Shares to be issued under Resolutions 4 and 5 will be issued on a date which will be no later than 1 month after the date of this Meeting;
 - (f) the New Shares will be issued at an issue price of \$0.03 each, being the same price as the Shares issued to unrelated parties under the Placement;
 - (g) the purpose of the Placement was to raise capital to primarily be used to underpin ongoing work programs at the Katanning Gold Project towards a FID, including the completion of the DFS, settlement of freehold land acquisitions, continuation of regional exploration and the provision of working capital as well as to fund the redemption of unsecured loan notes issued by the Company; and
 - (h) the issue of the New Shares to the Mr John Dorward is not intended to remunerate or incentivise Mr John Dorward; and
 - (i) voting exclusion statements for Resolutions 4 and 5 are included in the Notice of Meeting.

BOARD RECOMMENDATION

The Directors (excluding John Dorward in respect of Resolution 4) recommend that Shareholders vote in favour of Resolutions 4 and 5.

6. RESOLUTIONS 6 TO 8 – APPROVAL OF ISSUE OF LEAD MANAGER OPTIONS TO JOINT LEAD MANAGERS

BACKGROUND

As set out in section 2 above, SCP Resource Finance LP, Arlington Group and Euroz Hartleys Limited are entitled under the terms of their mandate to receive 25,333,333, 25,333,333 and 12,666,667 Options (each with an exercise price of \$0.04 and an expiry date of two years from their date of issue), respectively, on the terms and conditions in Schedule One (**Lead Manager Options**) as part consideration for their services.

Under Resolutions 6 to 8 (inclusive) the Company is seeking Shareholder approval for the purpose of Listing Rule 7.1 for the issue of the Lead Manager Options to the Joint Lead Managers (or their nominees).

LISTING RULE 7.1

A summary of Listing Rule 7.1 is set out in section 3 above.

The issue of the Lead Manager Options does not fall within any of these exceptions and, together with the issue of First Tranche Shares, would exceed the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolutions 6 to 8 (inclusive) seek the required Shareholder approval to Lead Manager Options to the Joint Lead Managers (or their nominees) under and for the purposes of Listing Rule 7.1.

TECHNICAL INFORMATION REQUIRED FOR THE PURPOSES OF LISTING RULE 14.1A

If Resolutions 6 to 8 (inclusive) are passed, the Company will be able to issue the Lead Manager Options to the Joint Lead Managers (or their nominees).

In addition, the issue of the Lead Manager Options 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 Resolutions 6 to 8 (inclusive) are not passed, the Company will not be able to issue the Lead Manager Options to the Joint Lead Managers (or their nominees), which will result in the Company being unable to fulfil the commercial terms of its mandate with the Joint Lead Managers in full and may require the Company to renegotiate the terms of the mandate with the Joint Lead Managers, which may include the payment of additional cash fees, which would reduce the Company's cash reserves.

INFORMATION REQUIRED BY ASX LISTING RULE 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolutions 6 to 8 (inclusive):

- (a) the Lead Manager Options will be issued to:
 - (i) SCP Resource Finance LP;
 - (ii) Arlington Group; and
 - (iii) Euroz Hartleys Limited,or their nominees, none of whom are a related party of the Company;
- (b) the maximum number of Lead Manager Options to be issued is 63,333,333 Lead Manager Options, comprising:
 - (i) 25,333,333 Lead Manager Options to SCP Resource Finance LP (or its nominee) under Resolution 6;
 - (ii) 25,333,333 Lead Manager Options to Arlington Group (or its nominee) under Resolution 7; and
 - (iii) 12,666,667 Lead Manager Options to Euroz Hartleys Limited (or its nominee under Resolution 8;
- (c) the Lead Manager Options will be issued as soon as possible following the passing of Resolutions 6 to 8 (inclusive), but not later than 3 months after the date of the Meeting;
- (d) the terms and conditions of the Lead Manager Options are set out in Schedule One;
- (e) the Lead Manager Options will be issued at a price of \$0.0001 each, raising a total of approximately \$6,333 in aggregate (before costs). If all of the Lead Manager Options are exercised prior to their expiry, the Company will raise up to approximately \$2,533,333 on receipt of payment of the exercise price for all the Lead Manager Options and anticipates it will use those funds for working capital purposes as required at that time;
- (f) the Lead Manager Options are to be issued as part consideration for the services provided by the Joint Lead Managers managing the Placement;

- (g) the Company is party to a mandate agreement with the Joint Lead Managers, under which they agreed to act as Lead Managers to the Placement. Under the mandate agreement, the Company agreed to pay the Joint Lead Managers (subject to exclusions for funds raised from certain identified investors):
- (i) aggregate fees of 5% of the total funds raised under the Placement, comprising a management fee of 2% of the total funds raised under the Placement and a selling fee of 3% of the funds raised by the under the Placement; and
 - (ii) a success fee of an additional 1% of the funds raised under the Placement, payable at the Company's discretion which the Board has resolved to pay.

The Company also agreed to issue the Lead Manager Options to the Joint Lead Managers with such options issued for a subscription price of \$0.0001 per option, exercisable at \$0.04, expiring on the date that is two years from their date of issue (these being the Lead Manager Options the subject of Resolutions 6 to 8 (inclusive));

- (h) the Lead Manager Options are not being issued under, or to fund, a reverse takeover; and
- (i) voting exclusion statements for Resolutions 6 to 8 (inclusive) are included in the Notice of Meeting.

BOARD RECOMMENDATION

The Board supports the proposed issue of options to the Joint Lead Managers and recommends that Shareholders vote in favour of Resolutions 6 to 8 (inclusive).

7. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF WARRANTS TO SUBSCRIBERS OF LOAN NOTES

BACKGROUND

As set out in the Company's ASX announcement dated 14 May 2024, the Company entered into a subscription agreement with Dundee, Arlington Group and nominees of SCP Resource Finance LP in relation to the issue of loan notes with a face value of \$3 million (the **Loan Notes**). This included Loan Notes with a face value of \$250,000 which were issued to entities controlled by Mr John Dorward, prior to him agreeing to become a Director of the Company (refer to section 8 below for further details).

The Loan Notes were unsecured, had a maturity date of 20 August 2024 (or such later date agreed by the parties) and an interest rate of 12% per annum. Further details of the terms and conditions of the Loan Notes were set out in the Company's announcement of 14 May 2024.

In connection with the issue of Loan Notes, the Company agreed to issue a total of 99,999,999 warrants to Dundee, Arlington Group and the nominees of SCP Resource Finance LP (the **Warrants**), including 8,333,335 Warrants to entities controlled by Mr John Dorward. Each Warrant entitles the holder to purchase one Share at an exercise price of \$0.03 and has an expiry date of 30 May 2027. Further details of the terms and conditions of the Warrants are set out in Schedule Three of this Notice.

The Company issued 99,999,999 Warrants to Dundee, Arlington Group and the nominees of SCP Resource Finance LP on 27 May 2024 under the Company's Listing Rule 7.1 capacity, including 8,333,335 Warrants to entities controlled by Mr John Dorward.

Resolution 9 seek shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 91,666,664 Warrants (excluding the 8,333,335 Warrants to entities controlled by Mr John Dorward for which ratification is separately sought under Resolution 10).

LISTING RULE 7.4

A summary of Listing Rule 7.1 is set out in section 3 above.

The issue of the Warrants does not fall within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, the issue effectively uses up part of the placement capacity available under Listing Rules 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rules 7.1 for the 12 month period following the issue date of the Warrants.

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 issues under Listing Rule 7.1.

To this end, Resolution 9 seeks Shareholder approval to ratify the issue of the Warrants under and for the purposes of Listing Rule 7.4.

The securities issued, for which approval and ratification is sought under Resolution 9, comprise approximately 3.32% of the Company's undiluted issued capital (based on the number of Shares on issue as at the date of this Notice).

TECHNICAL INFORMATION REQUIRED FOR THE PURPOSES OF LISTING RULE 14.1A

If Resolution 9 is passed, the Warrants 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 the Warrants.

If Resolution 9 is not passed, the Warrants 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 Warrants.

INFORMATION REQUIRED BY LISTING RULE 7.5

For the purposes of Listing Rule 7.5, the following information is provided in relation to Resolution 9:

- (a) the Warrants were issued to Dundee, Arlington Group and the nominees of SCP Resource Finance LP (other than Mr John Dorward), all of whom are unrelated parties of the Company; and
- (b) the Company issued 91,666,664 Warrants under Listing Rule 7.1 (ratification of which is sought under Resolution 9).
- (c) the Warrants each have an exercise price of \$0.03 and expire on 30 May 2027. The terms and conditions of the Warrants are set out in Schedule Three. The Shares issued on exercise of the Warrants will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue;
- (d) the Company issued the Warrants on 27 May 2024;
- (e) the Warrants were issued at a nil issue price as the Warrants in connection with the issue of the Loan Notes;

- (f) the purpose of the issue of the Warrants was provide funding through the Loan Notes to allow the Company to conduct resource development and feasibility studies, advance regional exploration activities, commence a reverse circulation drilling program and for general working capital purposes;
- (g) the Warrants were issued under a subscription agreement, details of which are summarised in the Background to Resolution 8 in this section 7 above, and in Company's ASX announcement dated 14 May 2024; and
- (h) a voting exclusion statement for Resolution 9 is included in the Notice of Meeting.

BOARD RECOMMENDATION

The Directors unanimously recommend that Shareholders vote in favour of Resolution 9.

8. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE OF WARRANTS TO JOHN DORWARD APPROVAL OF ISSUE OF WARRANTS TO JOHN DORWARD (DIRECTOR) IN CONNECTION WITH PRIOR SUBSCRIPTION FOR LOAN NOTES

BACKGROUND

As set out in section 7 above, on 14 May 2024 the Company secured agreements to issue the Loan Notes to Dundee, Arlington Group and the nominees of SCP Resource Finance LP. This included Loan Notes with a face value of \$250,000 to be issued to entities controlled by Executive Chairman, John Dorward, which agreement was secured prior to him becoming a Director of the Company. At the time of agreeing to be issued the Loan Notes, Mr John Dorward had not yet agreed to become a Director of the Company and his appointment had not been finalised.

After the Company had agreed to issue the Loan Notes and the Warrants, the Company engaged in discussions with institutional investors in connection with a fundraising that ultimately became the Placement. In connection with such discussions, the Company resolved to refresh the Board and agreed to appoint Mr John Dorward as Executive Chairman on 19 May 2024.

In connection with the issue of Loan Notes, 8,333,335 Warrants were subsequently issued to entities controlled by Mr John Dorward on 27 May 2024, along with the Warrants issued to the other unrelated subscribers of Loan Notes (as set out in section 7 above).

The Warrants issued to the entities controlled by Mr John Dorward were issued on the same terms as Warrants issued to the other subscribers of the Loan Notes who are unrelated to the Company.

Accordingly, given the proximity of the agreement to issue Warrants to entities connected Mr John Dorward with his appointment as a Director and in the interests of good corporate governance, the Company is now seeking to separately ratify the issue of Warrants to entities connected Mr John Dorward under Resolution 10 the purposes of Listing Rule 7.4 and for all other purposes.

The Company and Mr Dorward have agreed that s, the holders will not deal with the Warrants (including exercising them) prior to the date of the Meeting.

LISTING RULE 7.4

A summary of Listing Rule 7.1 is set out in section 3 above.

The issue of the Warrants to entities connected Mr John Dorward does not fall within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, the issue effectively uses up part of the placement capacity available under Listing Rules 7.1, reducing the Company's

capacity to issue further equity securities without Shareholder approval under Listing Rules 7.1 for the 12 month period following the issue date of the Warrants.

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 issues under Listing Rule 7.1.

To this end, Resolution 9 seeks Shareholder approval to ratify the issue of the Warrants under and for the purposes of Listing Rule 7.4.

The securities issued, for which approval and ratification is sought under Resolution 10, comprise approximately 0.30% of the Company's undiluted issued capital (based on the number of Shares on issue as at the date of this Notice).

TECHNICAL INFORMATION REQUIRED FOR THE PURPOSES OF LISTING RULE 14.1A

If Resolution 10 is passed, the Warrants 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 the Warrants.

If Resolution 10 is not passed, the Warrants 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 Warrants.

INFORMATION REQUIRED BY LISTING RULE 7.5

For the purposes of Listing Rule 7.5, the following information is provided in relation to Resolution 9:

- (a) the Warrants were issued to Resident Lounge Pty Ltd ACN 659 982 715 atf Chocolate Frog Trust and Gumnut Pty Ltd atf The Maple Trust, being entities controlled by Mr John Dorward, Director, as noted above;
- (b) the Company issued 8,333,335 Warrants under Listing Rule 7.1 (ratification of which is sought under Resolution 10);
- (c) the Warrants each have an exercise price of \$0.03 and expire on 30 May 2027. The terms and conditions of the Warrants are set out in Schedule Three. The Shares issued on exercise of the Warrants will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue;
- (d) the Company issued the Warrants on 27 May 2024;
- (e) the Warrants were issued at a nil issue price as the Warrants in connection with the issue of the Loan Notes;
- (f) the purpose of the issue of the Warrants was provide funding through the Loan Notes to allow the Company to conduct resource development and feasibility studies, advance regional exploration activities, commence a reverse circulation drilling program and for general working capital purposes;

- (g) the Warrants were issued under a subscription agreement, details of which are summarised in the Background to Resolution 8 in this section 7 above, and in Company's ASX announcement dated 14 May 2024; and
- (h) a voting exclusion statement for Resolution 10 is included in the Notice of Meeting.

9. RESOLUTIONS 11 – 13 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO DIRECTORS (OR THEIR NOMINEES)

BACKGROUND

Subject to Shareholder approval under Resolutions 11 – 13 (inclusive), the Company proposes to grant a total of up to 60,000,000 Performance Rights on the terms detailed in Schedule Two (**Performance Rights**) to the Company's Executive Chairman, Mr John Dorward and Non-executive Directors, Mr Adrian Goldstone and Mr Mark Turner (or their respective nominee(s) (together, the **Participating Directors**).

The grant of Performance Rights encourages the Participating Directors to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through Share ownership. Under the Company's current circumstances, the Directors consider that the incentives intended for the Participating Directors represented by the grant of these Performance Rights are a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

The number of Performance Rights to be granted to the Participating Directors has been determined based upon a consideration of:

- (a) the remuneration of the Directors;
- (b) the extensive experience and reputation of the Participating Directors within the mining exploration industry;
- (c) the current price of Shares;
- (d) the Directors' wish to ensure that the remuneration offered is competitive with market standards or/and practice. The Directors have considered the proposed number of Performance Rights to be granted and will ensure that the Participating Directors' overall remuneration is in line with market practice;
- (e) attracting and retaining suitably qualified non-executive directors; and
- (f) incentives to attract and ensure continuity of service of Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights upon the terms proposed.

The Performance Rights will be subject to the terms detailed in Schedule Two, with each having an expiry date of 3 years from the date of their issue and will be granted in two tranches that will vest subject to the satisfaction of the vesting conditions set out below:

Tranche	Vesting Conditions
Tranche A Performance Rights	One third (33.33%) of Tranche A Performance Rights will vest after each of the 12, 24 and 36 month anniversary of the issue date of the Tranche A Performance Rights, respectively, subject to the holder remaining with the Company.
Tranche B Performance Rights	Tranche B Performance Rights will vest as follows: <ul style="list-style-type: none"> (i) one third (33.33%) will vest upon the receipt of ministerial approval to develop the Katanning Gold Project; (ii) one third (33.33%) will vest upon the Katanning Gold Project reaching funded Final Investment Decision status; and (iii) one third (33.33%) will vest upon the publication of a mineral resource reported in accordance with JORC 2012 at a satellite project of not less than 250,000 ounces of gold.

In the event of a Change of Control (defined in Schedule Two), all Performance Rights will automatically vest with immediate effect as if all the above vesting conditions had been satisfied.

CHAPTER 2E OF THE CORPORATIONS ACT

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefits falls within one of the nominated exceptions to the provision; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, each of the Participating Directors is a related party of the Company by virtue of either being Directors or having been Directors in the last six months.

Shareholder approval is not being sought for the purposes of section 208 of the Corporations Act on the basis that the benefits are considered by the Board (in the absence of Mr John Dorward, Mr Adrian Goldstone and Mr Mark Turner regarding each of their respective Resolutions) to constitute reasonable remuneration and therefore, the exception in section 211 of the Corporations Act applies to each of Resolutions 11 to 13 (inclusive). Section 211 of the Corporations Act provides that Shareholder approval is not required for the purposes of section 208 of the Corporations Act in circumstances where the benefit constitutes remuneration which would be reasonable given the Company's and the related party's circumstances.

INFORMATION REQUIREMENTS – LISTING RULES 10.11 AND 10.13

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company must not issue or agree to issue Equity Securities to:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company (Listing Rule 10.11.2);

- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a Director to the Board pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an Associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relationship with the Company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its Shareholders.

The proposed grant of Performance Rights to the Participating Directors pursuant to Resolutions 11 to 13 (inclusive) falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under and for the purposes of Listing Rule 10.11.

If Resolutions 11 to 13 (inclusive) are passed, the Company will be able to proceed with the issue and grant Performance Rights to the Participating Directors as noted above.

If Resolutions 11 to 13 (inclusive) are not passed, the Company will not be able to proceed with the issue and will not grant Performance Rights to the Participating Directors and the Company may need to consider alternative ways to remunerate the Participating Directors, including by the payment of cash.

The following further information is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) the Performance Rights will be granted to Mr John Dorward, Mr Adrian Goldstone, Mr Mark Turner or their nominees, as noted above;
- (b) Mr John Dorward, Mr Adrian Goldstone and Mr Mark Turner all fall under Listing Rule 10.11.1 as they are related parties of the Company by virtue of being Directors;
- (c) up to an aggregate of 30,000,000 Tranche A Performance Rights and 30,000,000 Tranche B Performance Rights will be granted to the Participating Directors as follows:
 - (i) up to 15,000,000 Tranche A Performance Rights and 15,000,000 Tranche B Performance Rights will be granted to Mr John Dorward (or his nominee) under Resolution 11;
 - (ii) up to 15,000,000 Tranche A Performance Rights will be granted to Mr Mark Turner (or his nominee) under Resolution 12;
 - (iii) up to 15,000,000 Tranche A Performance Rights will be granted to Mr Adrian Goldstone (or his nominee) under Resolution 13;
- (d) the material terms and conditions of the Tranche A Performance Rights and Tranche B Performance Rights are set out in Schedule Two to this Explanatory Memorandum;
- (e) the Performance Rights will be granted on a date which will be no later than 1 month after the date of this Meeting;
- (f) the Performance Rights will be granted for no cash consideration;
- (g) no funds will be raised from the grant of the Performance Rights;

- (h) the Participating Directors are all Directors and the grants the subject of Resolutions 11 to 13 (inclusive) are intended to remunerate or incentivise each of them, whose current total remuneration packages are set out below:

Participating Director	Remuneration		
	Base Salary (inclusive of superannuation)	Share based payments*	Total Salary and Fees
Mr John Dorward	\$400,000	\$1,050,000	\$1,450,000
Mr Mark Turner	\$60,000	\$525,000	\$585,000
Mr Adrian Goldstone	\$60,000	\$525,000	\$585,000

*Being the valuation prescribed to the Performance Rights, as detailed below.

- (i) Nexia Perth Corporate Finance Pty Ltd has provided the Company with an independent valuation of the Performance Rights, being the share price of the Company on the valuation date of 14 June 2024 (being \$0.035).

Accordingly, the total value of the Performance Rights to be issued to each of the Participating Directors is as follows:

Participating Director	Value
Mr John Dorward	\$1,050,000
Mr Mark Turner	\$525,000
Mr Adrian Goldstone	\$525,000

- (j) the Performance Rights to be granted to Mr John Dorward will be issued under his employment agreement, the material terms of which were summarised in the Company's announcement dated 20 May 2024 as set out below:

- (i) Position – Executive Chairman
- (ii) Term – Ongoing with no fixed term, commencing on 20 May 2024;
- (iii) Fixed remuneration - \$400,000 per annum (inclusive of superannuation contribution);
- (iv) One time incentive – Issue of 15,000,000 Tranche A Performance Rights and 15,000,000 Tranche B Performance Rights, subject to shareholder approval; and
- (v) Termination – With 12 months' notice by the Company, 6 months' notice by Mr Dorward and without notice in the case of misconduct.

The Performance Rights to be granted to Mr Adrian Goldstone and Mr Mark Turner are not issued under any agreement.

- (k) voting exclusion statements apply to Resolutions 11 to 13 (inclusive) as set out in the Notice of Meeting.

If approval is given for the grant of the Shares under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

DIRECTORS' RECOMMENDATION

Each of the Participating Directors abstains from making a recommendation to Shareholders in relation to Resolutions 11, 12 and 13 respectively in view of their personal interest in the outcome of those Resolutions but recommends that Shareholders vote in favour of those Resolutions in the outcome of which they respectively do not have a personal interest.

The Board is not aware of any other information that would reasonably be required by the Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass 11 to 13 (inclusive).

10. RESOLUTION 14 – APPROVAL OF ISSUE OF OPTIONS TO DENIS RAKICH (FORMER DIRECTOR) OR HIS NOMINEE

Subject to Shareholder approval under Resolution 14, the Company proposes to grant a total of 20,000,000 Options on the terms detailed in Schedule One (**Executive Options**) to Mr Denis Rakich in recognition of his extensive service as an executive Director of the Company since 2013.

The Executive Options will be subject to the terms detailed in Schedule One, having an expiry date of 15 July 2027 and will vest subject to the satisfaction of the vesting conditions set out below:

Tranche	Vesting Conditions
Executive Options	The Company obtaining satisfactory land access rights to facilitate the development of the Company's Katanning Gold Project.

Under the Company's current circumstances, the Directors consider that the grant of Executive Options represents a cost effective way for the Company to remunerate and incentivise Mr Denis Rakich, as opposed to cash remuneration.

The number of Executive Options to be granted to Mr Denis Rakich has been determined based upon a consideration of:

- (a) the remuneration of Mr Rakich;
- (b) the extensive experience and reputation of Mr Rakich within the mining exploration industry;
- (c) the current price of Shares;
- (d) the Directors' wish to ensure that the remuneration offered is competitive with market standards or/and practice; and
- (e) incentives to attract and ensure continuity of service of executives who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Executive Options upon the terms proposed.

CHAPTER 2E OF THE CORPORATIONS ACT

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (c) the giving of the financial benefits falls within one of the nominated exceptions to the provision; or

- (d) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, Mr Denis Rakich is a related party of the Company by virtue of having been a Director in the last six months.

Shareholder approval is not being sought for the purposes of section 208 of the Corporations Act on the basis that the benefit is considered by the Board to constitute reasonable remuneration and therefore, the exception in section 211 of the Corporations Act applies to Resolution 14. Section 211 of the Corporations Act provides that Shareholder approval is not required for the purposes of section 208 of the Corporations Act in circumstances where the benefit constitutes remuneration which would be reasonable given the Company's and the related party's circumstances.

INFORMATION REQUIREMENTS – LISTING RULES 10.11 AND 10.13

A summary of Listing Rule 10.11 is set out in section 8 above.

The proposed grant of Executive Options to Mr Denis Rakich pursuant to Resolution 13 falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under and for the purposes of Listing Rule 10.11.

If Resolution 14 is passed, the Company will be able to proceed with the issue and grant Executive Options to Mr Denis Rakich as noted above.

If Resolution 14 is not passed, the Company will not be able to proceed with the issue and will not grant Performance Rights to Mr Denis Rakich and the Company may need to consider alternative ways to remunerate Mr Denis Rakich, including by the payment of cash.

The following further information is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) the Executive will be granted to Mr Denis Rakich, or his nominees, as noted above;
- (b) Mr Denis Rakich falls under Listing Rule 10.11.1 as he is related party of the Company by virtue of being a Director within the last 6 months;
- (c) 20,000,000 Executive Options will be granted to Mr Denis Rakich under Resolution 14;
- (d) the material terms and conditions of the Executive Options are set out in Schedule One to this Explanatory Memorandum;
- (e) the Shares issued on exercise of the Executive Options will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue;
- (f) the Executive Options will be granted on a date which will be no later than 1 month after the date of this Meeting;
- (g) the Executive Options will be granted for no cash consideration;
- (h) no funds will be raised from the grant of the Executive Options. If all of the Executive Options are exercised prior to their expiry, the Company will raise up to approximately \$800,000 on receipt of payment of the exercise price for all the Executive Options and anticipates it will use those funds for working capital purposes as required at that time;
- (i) Mr Denis Rakich is a former Director of the Company and the grant the subject of Resolution 14 is intended to remunerate him, whose current total remuneration package is set out below:

Remuneration		
Base Salary (inclusive of superannuation)	Share based payments*	Total Salary and Fees
\$355,000	\$340,000	\$695,000

*Being the valuation prescribed to the Executive Options, as detailed below.

- (j) Nexia Perth Corporate Finance Pty Ltd has provided the Company with an independent valuation of the Executive Options, a summary table of assumptions and performance right valuation is set out below:

Item	Executive Options
Underlying share price as at the valuation date	\$0.035
Exercise price	\$0.04
Valuation date	14 June 2024
Remaining performance period (years)	3.08 years
Volatility	75%
Dividend yield	nil
Risk free rate	3.74
Valuation per Right	\$0.0170

Accordingly, the total value of the Executive Options to be issued Mr Denis Rakich is \$340,000.

- (l) the Executive Options to be granted to Mr Denis Rakich will be issued under his employment agreement, the material terms of which are set out below:
- (i) Position – Company Secretary and Commercial Manager
 - (ii) Term – Ongoing with no fixed term;
 - (iii) Fixed remuneration - \$355,000 per annum (inclusive of superannuation contribution);
 - (iv) One time incentive – Issue of 20,000,000 Executive Options, subject to shareholder approval; and
 - (v) Termination – With 3 months’ notice by the Company or Mr Rakich and without notice in the case of misconduct.
- (k) A voting exclusion statement applies to Resolution 14 as set out in the Notice of Meeting.

If approval is given for the grant of the Options under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

DIRECTORS’ RECOMMENDATION

The Directors unanimously recommend that Shareholders vote in favour of Resolution 13.

11. RESOLUTION 15 – CONSOLIDATION OF CAPITAL

BACKGROUND

This Resolution seeks Shareholder approval to consolidate the Company's issued capital by consolidating (ie converting) every ten existing Shares into one new Share (**Consolidation**) for the purposes of section 254H of the Corporations Act, the Company's Constitution and for all other purposes. The Consolidation is proposed by the Company in order to reduce the number of Shares on issue and expect to result in a more appropriate and effective capital structure for the Company and a share price which is anticipated to be more appealing to a wider range of investors.

Section 254H(1) of the Corporations Act provides that a company may, by resolution passed in general meeting, convert all or any of its shares into a larger or smaller number of shares.

Listing Rule 7.20 provides that where an entity proposes to reorganise its capital, it must tell Equity Security holders:

- (a) the effect of the proposal on the number of Securities and the amount unpaid (if any) on the Securities;
- (b) the proposed treatment of any fractional entitlements; and
- (c) the proposed treatment of any Convertible Securities on issue.

With the exception of this section 11 of the Explanatory Memorandum, all other references in this Notice (including the Explanatory Memorandum and Schedules) to Shares or Options, exercise prices or similar, are on a pre-Consolidation basis.

In compliance with the information requirements of Listing Rule 7.20, Shareholders are advised of the following information.

As at the date of this Notice, the Company has 2,762,141,208 Shares on issue and is seeking approval to issue a further 800,666,667 Shares pursuant to Resolutions 1, 4 and 5.

Accordingly, if Resolutions 1, 4, 5 and 15 are passed, the number of Shares on issue will be reduced from 3,562,807,875 to approximately 356,280,788 (subject to rounding).

As at the effective date of the Consolidation (in accordance with the timetable below), the Company will have the following Options on issue (assuming Resolutions 6 to 8 (inclusive) and Resolution 14 are passed):

Number	Exercise Price	Expiry Date
99,999,999	\$0.03	30 May 2027
35,000,000	\$0.06	31 March 2025
500,000	\$0.08	31 December 2025
4,000,000	\$0.06	30 June 2024
3,000,000	\$0.08	30 June 2024
63,333,333 ¹	\$0.04	Two years after issue date
20,000,000 ²	\$0.04	15 July 2027

Notes:

1. The Company is seeking approval under Resolutions 6 – 8 to issue these Options.
2. The Company is seeking approval under Resolution 14 to issue these Options.

If this Resolution is passed, the number of the existing Options on issue and their respective exercise prices will be reorganised in accordance with Listing Rule 7.22.1 as set out below, so that the total number of Options on issue will be as follows:

Number	Exercise Price	Expiry Date
9,999,999	\$0.30	30 May 2027
3,500,000	\$0.60	31 March 2025
50,000	\$0.80	31 December 2025
400,000	\$0.60	30 June 2024
300,000	\$0.80	30 June 2024
6,333,333	\$0.40	Two years after issue date
2,000,000	\$0.40	15 July 2027

As at the effective date of the Consolidation (in accordance with the timetable below), the Company will have the following Performance Rights on issue (assuming Resolutions 11 to 13 are passed):

Number	Expiry Date
29,700,000	31 October 2024
8,000,000	31 October 2025
60,000,000 ¹	3 years after issue date

Notes:

1. The Company is seeking approval under Resolutions 11 - 13 to issue these Performance Rights.

If Resolutions 11 to 13 (inclusive) and 15 are passed, the number of the existing Performance Rights on issue and their respective exercise prices will be reorganised in accordance with Listing Rule 7.22.1 as set out below, so that the total number of Performance Rights on issue will be as follows:

Number	Expiry Date
2,970,000	31 October 2024
800,000	31 October 2025
6,000,000	3 years after issue date

IMPLEMENTATION OF CONSOLIDATION

If this Resolution is passed, every ten existing Shares will be consolidated into one Share.

As the Consolidation applies equally to all Shareholders, individual holdings will be reduced in the same ratio as the total number of the Company's Shares (subject only to rounding). It follows that the Consolidation will have no material effect on the percentage interest of each individual Shareholder in the Company.

Similarly, the aggregate value of each Shareholder's holding (and the Company's market capitalisation) should not materially change – other than minor changes as a result of rounding – as a result of the

Consolidation alone (and assuming no other market movements occur). The Consolidation will not result in any change to the substantive rights and obligations of existing Shareholders.

HOLDING STATEMENTS

As from the effective date of the Consolidation (in accordance with the timetable below), all holding statements for Shares and holding statements for Options will cease to have any effect except as evidence of entitlement to a certain number of post Consolidation Shares and Options.

After the Consolidation becomes effective, the Company will issue a notice to Shareholders and Option holders advising them of the number of Shares and Options held by each Shareholder and Option holder (as the case may be) both before and after the Consolidation. The Company will arrange for new holding statements and Option holding statements to be issued to Shareholders and Option holders, who are encouraged to check their holdings prior to disposal or exercise (as the case may be).

OPTIONS

Listing Rule 7.22.1 requires that if a company consolidates its capital, the number of options it has on issue must be consolidated in the same ratio as the shares and their exercise prices be amended in inverse proportion to that ratio. The expiry dates of options do not change.

Accordingly, if this Resolution is passed, every ten existing Options on issue will be consolidated into one Option and the current exercise price of each Option will be multiplied by ten to obtain the new exercise price post-Consolidation.

The tables above set out the Company's existing Options, their exercise prices and expiry dates, on both a pre and post Consolidation basis.

FRACTIONAL ENTITLEMENTS

The Consolidation will result in any Shareholder and Option holder whose existing holding is not a multiple of 10 receiving a fraction of a Share or Option (as applicable). These fractional entitlements will be rounded up as part of the Consolidation, so that the consolidated holding will be rounded up to the nearest whole number. If the Company reasonably believes that a Shareholder or Option holder has been a party to the division of a shareholding or option holding in an attempt to obtain an advantage from this treatment of fractions, the Company may take appropriate action, having regard to the Company's Constitution and the Listing Rules. In particular, the Company reserves the right to disregard the division of the Shareholder or Option holder for the purposes of dealing with fractions so as to round up any fraction to the nearest whole number of Shares or Options that would have been received but for the division.

CAPITAL STRUCTURE OF THE COMPANY

Assuming the Company's capital structure as at the date of this Notice remains the same until the date of the Meeting, the Company's capital structure before and after the Consolidation is and will be as follows (subject to rounding):

	Pre-Consolidation	Post-Consolidation
Shares	3,562,807,875	356,280,788
Options	225,833,332	22,583,332
Performance Rights	97,700,000	9,770,000

TAX IMPLICATIONS FOR SHAREHOLDERS

Shareholders and Option holders are encouraged to seek professional advice in relation to any tax implications which may arise as a result of the Consolidation. Neither the Company nor any of its officers, employees or advisors assumes any liability or responsibility for advising Shareholders and Optionholders about the tax consequences for them from the proposed Consolidation.

TIMING OF CONSOLIDATION

The consolidation will take effect in accordance with the following proposed reorganisation timetable:

Date	Event
24 July 2024	Shareholder approval.
2 August 2024	Effective Date.
5 August 2024	Last day for trading in pre-organized securities.
6 August 2024	Trading commences in the reorganized securities on a deferred settlement basis.
7 August 2024	Record Date – last day for Company to register transfers on a pre-Consolidation basis.
8 August 2024	First day for the Company to update its register and to send a notice to each security holder reflecting the change to the number of securities they hold.
14 August 2024	Last day for the Company to update its register and to send a notice to each security holder reflecting the change to the number of securities they hold. Deferred settlement market ends.

BOARD RECOMMENDATION

The Board supports the proposed Consolidation and recommends that Shareholders vote in favour of Resolution 15.

12. 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 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. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

GLOSSARY

The following terms and abbreviations used in this Explanatory Memorandum have the following meanings:

\$	Australian dollars.
Accounting Standards	has the meaning given to that term in the Corporations Act.
Act or Corporations Act	the <i>Corporations Act 2001</i> (Cth).
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.
AWST	Australian Western Standard Time.
Board	the board of directors of the Company.
Business Day	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.
Chairman	the person appointed to chair the Meeting convened by the Notice. has the meaning given to that term in Schedule Two.
Change of Control	has the meaning given to that term in the Corporations Act.
Closely Related Party	has the meaning given to that term in the Corporations Act.
Company or Ausgold	Ausgold Limited (ABN 67 140 164 496).
Consolidation	has the meaning given to that term in section 11 of the Explanatory Memorandum.
Constitution	means the Company's constitution.
Corporations Regulations	Corporations Regulations 2001 (Cth) as amended from time to time.
DFS	has the meaning given to that term in section 2 of the Explanatory Memorandum.
Dundee	Dundee Corporation.
Equity Securities	has the meaning given in the Listing Rules.
Executive Options	has the meaning given to that term in section 10 of the Explanatory Memorandum.
Explanatory Memorandum	the explanatory memorandum which accompanies and forms part of the Notice of Meeting.

FID	has the meaning given to that term in section 2 of the Explanatory Memorandum.
First Tranche	has the meaning given to that term in section 2 of the Explanatory Memorandum.
First Tranche Shares	has the meaning given to that term in section 2 of the Explanatory Memorandum.
General Meeting or Meeting	the general meeting of the Company to be held on Wednesday, 24 July 2024.
Joint Lead Managers	has the meaning given to that term in section 2 of the Explanatory Memorandum.
JORC 2012	the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.
Key Management Personnel	has the meaning given to that term in the Accounting Standards.
Lead Manager Options	has the meaning given to that term in section 2 of the Explanatory Memorandum.
New Shares	has the meaning given to that term in section 2 of the Explanatory Memorandum.
Notice of Meeting	the notice convening the GM which accompanies this Explanatory Memorandum.
Option	an option to acquire a Share.
Optionholder	a registered holder of an Option.
Participating Directors	has the meaning given to that term in section 8 of the Explanatory Memorandum
Placement	has the meaning given to that term in section 2 of the Explanatory Memorandum.
Proxy Form	the proxy form which accompanies this Explanatory Memorandum.
Restricted Voter	Key Management Personnel and their Closely Related Parties as at the date of the Meeting.
Second Tranche	has the meaning given to that term in section 2 of the Explanatory Memorandum.
Second Tranche Shares	has the meaning given to that term in section 2 of the Explanatory Memorandum.
Shares	fully paid ordinary shares in the Company.
Shareholder	a registered holder of a Share.

Tranche A Performance Right

a performance right on the terms set out in Schedule 2 with the vesting condition attributed to Tranche A Performance Rights.

Tranche B Performance Right

a performance right on the terms set out in Schedule 2 with the vesting condition attributed to Tranche B Performance Rights.

SCHEDULE ONE – TERMS AND CONDITIONS OF OPTIONS

- (a) Each Option shall confer the right to subscribe for one fully paid ordinary share in the capital of Ausgold Limited (the **Company**) (**Share**).
- (b) Subject to paragraph (j), the exercise price for each Option (**Exercise Price**, as applicable) is as follows:
 - (i) in respect of Lead Manager Options, \$0.04; and
 - (ii) in respect of Executive Options, \$0.04.
- (c) The Options will expire as follows (**Expiry Date**, as applicable):
 - (iii) in respect of Lead Manager Options, at 5:00pm (AWST) on two years from their date of issue; and
 - (iv) in respect of Executive Options, at 5:00pm (AWST) on 15 July 2027.

Any Options that have not been validly exercised before the Expiry Date will lapse.

- (d) Subject to paragraph (o), the Executive Options will vest and can be exercised upon satisfaction of the relevant condition as set out below (the **Vesting Condition**):

Tranche	Vesting Conditions
Executive Options	The Company obtaining satisfactory land access rights to facilitate the development of the Company's Katanning Gold Project.

- (e) A holding statement will be issued for the Options. On the reverse side of the holding statement there will be endorsed a statement of the rights of the Option holder and a notice that is to be completed when exercising the Options (**Exercise Notice**). If there is more than one Option comprised in this holding statement and prior to the Expiry Date those Options are exercised in part, the Company will issue another holding statement for the balance of the Options held and not yet exercised.
- (f) Subject to paragraphs (c), (d) and (m) the Options are exercisable at any time before the Expiry Date by the delivery to the registered office of the Company of the Exercise Notice and payment of the Exercise Price in cleared funds. The Exercise Notice and cleared funds must be received before the Expiry Date. The Options may be exercised in whole or in part. If the Options are exercised in part each Exercise Notice must be for not less than 1,000 Shares and in multiples of 1,000 Shares.
- (g) After an Option is validly exercised, the Company must as soon as possible following receipt of the Exercise Notice and receipt of cleared funds equal to the subscription monies due:
 - (i) issue the Shares;
 - (ii) if required, give the Australian Securities Exchange a notice that complies with section 708A(5)(e) of the *Corporations Act 2001* (Cth) (the **Corporations Act**), or, if the Company is unable to issue such a notice, lodge with the Australian Securities and Investments Commission a prospectus prepared in accordance with the Corporations Act and do all things necessary to

satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX by no later than five business days after the date of exercise of the Option. There are no participating rights or entitlements inherent in the Options and holders of the Options will not be entitled to participate in any new issues of capital that may be offered to shareholders during the currency of the Options.
- (h) There are no participating rights or entitlements inherent in the Options and holders of the Options will not be entitled to participate in any new issues of capital that may be offered to shareholders during the currency of the Options.
- (i) Subject to paragraph (c) and (m), Option holders have the right to exercise their Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company, made during the currency of the Options.
- (j) In the event of a reorganisation of the issued capital of the Company, the Options will be reorganised in accordance with the Listing Rules of the Australian Securities Exchange, but in all other respects, the terms of exercise will remain unchanged.
- (k) The:
 - (i) Lead Manager Options are only transferable with the prior written consent of the Company;
 - (ii) Executive Options are transferable.
- (l) There is no right to change the exercise price of Options nor the number of underlying Shares over which the Options can be exercised, if the Company completes a bonus or pro-rata issue.
- (m) Application will not be made for official quotation of the Options on the Australian Securities Exchange.
- (n) The exercise of the Options by an Option holder is subject at all times to the Corporations Act.
- (o) The Executive Options will automatically vest with immediate effect on the date on which a Change of Control (defined below) has occurred, or the Board resolves that, in the reasonable opinion of the Board, a Change of Control will or is likely to occur. **“Change of Control”** means:
 - (i) the Company announces that its Shareholders have at a Court convened meeting of Shareholders voted in favour (by requisite majorities) of a proposed scheme of arrangement and the Court has (by order) approved the scheme of arrangement;
 - (ii) a takeover bid has been announced and been declared unconditional, and the person(s) making the takeover bid has a relevant interest (as defined in the Corporations Act) in 50.1% or more of the Shares on issue;
 - (iii) a person obtains voting power in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring the voting power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board; or

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- (iv) any person acquires a relevant interest (as defined in the Corporations Act) in 50.1% or more of the Shares on issue by any other means.

SCHEDULE TWO – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

- (a) Each Performance Right entitles the holder to subscribe for and be issued one fully paid ordinary share in the capital of Ausgold Limited (the **Company**) (**Share**).
- (b) The Performance Rights are to be issued for no consideration.
- (c) The exercise price of a Performance Right is nil.
- (d) The Performance Rights will expire at 5.00pm (AWST) on the date that is 3 years from the date of their issue (**Expiry Date**).
- (e) Subject to paragraph (h), the Performance Rights will vest and can be exercised upon satisfaction of the relevant condition as set out below (together, the **Vesting Conditions**):

Tranche	Vesting Conditions
Tranche A Performance Rights	One third (33.33%) of Tranche A Performance Rights will vest after each of the 12, 24 and 36 month anniversary of the issue date of the Tranche A Performance Rights, respectively, subject to the holder remaining with the Company.
Tranche B Performance Rights	Tranche B Performance Rights will vest as follows: <ul style="list-style-type: none"> (i) one third (33.33%) will vest upon the receipt of ministerial approval to develop the Katanning Gold Project; (ii) one third (33.33%) will vest upon the Katanning Gold Project reaching funded Final Investment Decision status; and (iii) one third (33.33%) will vest upon the publication of a mineral resource reported in accordance with JORC 2012 at a satellite project of not less than 250,000 ounces of gold.

- (f) The Performance Rights are only transferable with the prior written consent of the Company.
- (g) The Performance Rights will not be quoted on ASX.
- (h) The Performance Rights will automatically vest with immediate effect on the date on which a Change of Control (defined below) has occurred, or the Board resolves that, in the reasonable opinion of the Board, a Change of Control will or is likely to occur. **“Change of Control”** means:
 - (v) the Company announces that its Shareholders have at a Court convened meeting of Shareholders voted in favour (by requisite majorities) of a proposed scheme of arrangement and the Court has (by order) approved the scheme of arrangement;
 - (vi) a takeover bid has been announced and been declared unconditional, and the person(s) making the takeover bid has a relevant interest (as defined in the Corporations Act) in 50.1% or more of the Shares on issue;
 - (vii) a person obtains voting power in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring the voting

power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board; or

- (viii) any person acquires a relevant interest (as defined in the Corporations Act) in 50.1% or more of the Shares on issue by any other means.
- (i) The Performance Rights may be exercised, in whole or in part (in multiples of no less than 100,000 Performance Rights (or where the holder holds less than 100,000 that lesser amount)), at any time after vesting and on or before they lapse under paragraph (l) by lodging with the Company a notice of exercise in the form provided by the Company (**Exercise Notice**) which states the intention to exercise all or a specified number of vested Performance Rights. An exercise of only some Performance Rights shall not affect the rights of the holder to the balance of the Performance Rights held by the holder. An Exercise Notice, once lodged with the Company, is irrevocable and by giving the Exercise Notice, the holder agrees:
 - (i) to subscribe for that number of Shares equivalent to the number of Performance Rights exercised under the Exercise Notice; and
 - (ii) to become a member of the Company and be bound by the Company's constitution on the issue of Shares.
- (j) Within five business days of receipt of a valid Exercise Notice, the Company will issue fully paid ordinary Shares ranking pari passu with the then issued ordinary shares and deliver or arrange delivery of a statement of shareholdings with a holders' identification number.
- (k) The Company will apply for listing on the ASX of the resultant Shares of the Company issued upon the exercise of any Performance Rights.
- (l) The Performance Rights will lapse on the earlier of:
 - (i) the Expiry Date;
 - (ii) if the Performance Rights are unvested, the date on which the Board has determined (in its absolute discretion) that it has become apparent that one of the Vesting Conditions cannot be satisfied; or
 - (iii) if the Performance Rights are unvested, the date on which the holder ceases to be employed or hold office (as appropriate) unless the Board has determined (in its absolute discretion) that the Performance Rights should not lapse. [
- (m) The Performance Rights do not confer any right to vote at general meetings of the Company's shareholders, except as required by law.
- (n) There are no participating rights or entitlements inherent in the Performance Rights and the holder will not be entitled to participate in new issues of capital that may be offered to shareholders during the currency of the Performance Right before valid vesting and exercise.
- (o) The Performance Rights do not confer any right to participate in the surplus profit or assets of the Company upon a winding up.

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- (p) Subject to all applicable laws and vesting of the Performance Rights, the holder has the right to exercise their Performance Rights prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company made during the currency of the Performance Rights.
- (q) In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the Performance Rights will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
- (r) If there is a bonus share issue (**Bonus Issue**) to the holders of Shares, the number of Shares over which a Performance Right is exercisable will be increased by the number of Shares which the holder would have received if the Performance Right had been exercised before the record date for the Bonus Issue (**Bonus Shares**). The Bonus Shares must be paid up by the Company out of the profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank pari passu in all respects with the other shares of that class on issue at the date of issue of the Bonus Shares.
- (s) The Performance Rights will not give any right to participate in dividends until Shares are allotted pursuant to the valid vesting and exercise of the relevant Performance Rights.
- (t) The exercise of Performance Rights by the holder is subject at all times to the Corporations Act.

SCHEDULE THREE – TERMS AND CONDITIONS OF WARRANTS

The terms and conditions of the Warrants are:

- (a) **(Entitlement)** Each Warrant entitles the holder to subscribe for one Share upon exercise of the Warrant.
- (b) **(Exercise Price)** Subject to paragraphs (j) and (l) below, the amount payable upon exercise of each Warrant is \$0.03 (**Exercise Price**).
- (c) **(Expiry Date)** The Warrants will expire at 5:00pm AWST on 30 May 2027 (**Expiry Date**). A Warrant not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **(Quotation)** The Issuer will not apply for quotation of the Warrants on the ASX.
- (e) **(Transferability)** The Warrants are not capable of being transferred, sold, mortgaged, charged, hedged or made subject to any margin lending arrangement or otherwise disposed of or dealt with or encumbered in any way, and the Warrants will lapse immediately if any such thing purports to occur.
- (f) **(Participation in new issues)** A Warrant holder is not entitled to participate in any new issue of securities to existing Shareholders unless the Warrant holder has exercised its Warrants before the record date for determining entitlements to the new issue of securities and participates as a result of holding Shares.
- (g) **(Exercise Notice)** The Warrants are exercisable at any time prior to the Expiry Date by the delivery to the registered office of the Issuer of a duly completed exercise notice (**Exercise Notice**) stating the number of Warrants being exercised, together with payment of the aggregate Exercise Price for the Warrants being exercised.

An exercise is only effective when the Issuer has received the duly completed Exercise Notice and the full amount of the Exercise Price for each Warrant being exercised in cleared funds. An exercise of only some Warrants shall not affect the rights of the Warrant holder to the balance of the Warrants held by the Warrant holder.
- (h) **(Timing of issue of Shares on exercise)** Within five Business Days after the later of the following receipt of an Exercise Notice given in accordance with these terms and conditions and payment of the applicable Exercise Price for each Warrant being exercised, the Issuer will issue the number of Shares required under these terms and conditions in respect of the number of New Warrants specified in the Exercise Notice, and apply for the quotation of those Shares.
- (i) **(Ranking of Shares)** The Shares allotted upon the exercise of Warrants shall rank, from the date of allotment, equally with the then existing ordinary shares of the Issuer in all respects.
- (j) **(Adjustments for reorganisation)** In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Issuer, the Warrants will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.

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- (k) **(Adjustments for bonus issues of Shares)** If there is a bonus share issue (Bonus Issue) to the holders of Shares, the number of Shares over which a Warrant is exercisable will be increased by the number of Shares which the Warrant holder would have received if the Warrant had been exercised before the record date for the Bonus Issue (Bonus Shares). The Bonus Shares must be paid up by the Issuer out of the profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank pari passu in all respects with the other shares of that class on issue at the date of issue of the Bonus Shares.
- (l) **(Adjustment for rights issue)** If there is a pro rata issue (other than a Bonus Issue) to the holders of Shares during the currency of, and prior to the exercise of any Warrants, the Exercise Price of a Warrant will be reduced according to the formula provided for in the Listing Rules (whether or not the Issuer is listed on the ASX at the time).
- (m) **(Dividend rights)** The Warrants will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Warrants.
- (n) **(Voting rights)** A Warrant does not entitle the holder to vote on any resolutions proposed at a general meeting of the Issuer, subject to any voting rights provided under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.

Your proxy voting instruction must be received by **02.00pm (AWST) on Monday, 22 July 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

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