

Relevant Shareholder Scheme Meeting – Chairman's Address

Big River Gold Ltd (ASX: BRV) (**BRV** or the **Company**) refers to the proposed scheme of arrangement, pursuant to which Borborema LLC, an indirect wholly-owned subsidiary of Aura Minerals Inc. (TSX: ORA, B3: AURA33) (**Aura**), will acquire all of the shares in BRV (**BRV Shares**) (**Scheme**).

In accordance with ASX Listing Rule 3.13.3, the Chairman's address to be made at today's 9.30am (AWST) meeting of the Relevant Shareholder of BRV, being Dundee Resources Limited, is attached to this announcement.

A separate meeting of all BRV shareholders (other than the Relevant Shareholder) will be held after the Relevant Shareholder Scheme Meeting, commencing at 10.00am today (AWST).



Andrew Richards
Executive Chairman

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

BIG RIVER GOLD LTD

ACN 106 641 963

2 September 2022 at 9:30am (AWST)

RELEVANT SHAREHOLDER SCHEME MEETING

CHAIR'S ADDRESS

WELCOME

A very good morning everyone.

My name is Shaun McRobert.

I am a partner at law firm MinterEllison, legal counsel to Big River Gold Ltd (ASX: BRV) (**BRV** or **Company**) for the scheme of arrangement being considered today, and I have been appointed by the Court as the Chair of today's meeting.

This meeting has been convened pursuant to an order of the Supreme Court of Western Australia on Wednesday the 29th of July, 2022.

Before we begin, I acknowledge the traditional custodians of this land, the Whadjuk people of the Noongar nation, and pay our respects to their elders, past, present, and emerging.

Secondly, I ask that you kindly ensure your mobile phone is turned off or switched to silent. Could I also please ask that you register your attendance with the Automic staff at reception if you have not already done so. Thank you.

As it is now just after 9.30 am in Perth, and I understand a quorum is present, I declare the Relevant Shareholder Scheme Meeting open.

The formal business of today's meeting is for the Relevant Shareholder to consider and, if thought fit, approve the proposed scheme of arrangement between Big River Gold Ltd and BRV Shareholders, under which Aura Minerals Inc. will acquire all of the issued shares in BRV.

INTRODUCTIONS

I wish to introduce the BRV Board:

- Executive Chairman, Mr Andrew Richards;

- Technical Director, Mr Beau Nicholls; and
- Attending via Webex are Non-Executive Directors, Mr John Cathcart and Mr Adrian Goldstone.

Also present today is Company Secretary, Mr Andrew Beigel.

The Independent Board Committee formed to consider the proposed Scheme is comprised of Mr Richards, Mr Cathcart and Mr Nicholls.

I welcome Loyd Godwin from Automic, whom I appoint as the Returning Officer of this meeting and who will determine the results of the poll. The poll results will be communicated before the end of this meeting and released to the ASX today as soon as practicable after the meeting.

RELEVANT SHAREHOLDER NOTICE OF MEETING

The formal business of today's meeting is to consider the Scheme Resolution as set out in the Relevant Shareholder Notice of Meeting, which was dispatched to shareholders on 4 August 2022 as per the Court's orders of 29 July 2022.

If there are no objections, I will take the Relevant Shareholder Notice of Meeting as read.

SCHEME RESOLUTION – APPROVAL OF SCHEME

The Scheme Resolution is as follows:

*"That under and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the member agrees to the arrangement proposed between Big River Gold Ltd (BRV) and the holders of its fully paid ordinary shares, designated the **Scheme**, as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting (with or without any alterations or conditions agreed or any alterations or conditions required by the Court) and the Independent Board Committee of BRV is authorised to implement the Scheme with any such alterations or conditions."*

To pass at this Scheme Meeting, the Scheme Resolution must be agreed to by:

- firstly, a majority in number (i.e. more than 50%) of BRV Shareholders present and voting (either in person, by proxy, attorney or body corporate representative) at this meeting; and
- secondly, at least 75% of the total number of votes cast on the resolution by BRV Shareholders present and voting (either in person, by proxy, attorney or body corporate representative) at this meeting.

For clarity, these majorities are satisfied at this Scheme Meeting if the Relevant Shareholder votes in favour of the Scheme.

PROXIES

As indicated in the Scheme Booklet, the deadline for lodgement of proxy forms was 9.30am (AWST) for the Relevant Shareholder on Wednesday, 31 August 2022. Valid proxies have been received and recorded.

The Relevant Shareholder has nominated myself, as Chair, as their proxy and have voted 100% of their shares in favour of the Scheme Resolution.