



**Aurumin Limited
ACN 639 427 099**

Notice of General Meeting

The General Meeting of the Company will be held as follows:

Time and date: 10.00am (AWST) on Friday, 9 June 2023

Location: Suite 1, 295 Rokeby Road, Subiaco, Western Australia

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from a suitably qualified professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Joint Company Secretary by telephone on (08) 6555 2950.

Shareholders are urged to attend or vote by lodging the Proxy Form

Aurumin Limited
ACN 639 427 099
(Company)

Notice of General Meeting

Notice is hereby given that a general meeting of Shareholders of Aurumin Limited will be held at Suite 1, 295 Rokeby Road, Subiaco, Western Australia on 9 June 2023 at 10.00am (AWST) (**Meeting**).

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 7 June 2023 at 10.00am (AWST).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

Resolution 1 – Ratification of issue of Options to Lazarus Corporate Finance Pty Ltd

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,000,000 Options to Lazarus Corporate Finance Pty Ltd, on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 – Ratification of issue of Shares pursuant to 2022 Placement

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 7,500,000 Shares to various institutional and sophisticated investors pursuant to the 2022 Placement, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Ratification of issue of Options pursuant to 2022 Placement

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 7,500,000 Options to various institutional and sophisticated investors pursuant to the 2022 Placement, on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Ratification of issue of Shares to Blackwater Resources Pty Ltd

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 250,000 Shares to Blackwater Resources Pty Ltd, on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Ratification of issue of Shares to Westar Resources Limited

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,000,000 Shares to Westar Resources Limited, on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 – Ratification of issue of Shares to Acuity Capital Investment Management Pty Ltd

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 8,300,000 Shares to Acuity Capital Investment Management Pty Ltd (as trustee for the Acuity Capital Holdings Trust), on the terms and conditions in the Explanatory Memorandum.'

Resolution 7 – Ratification of issue of Shares to Xavier Group Pty Ltd and LinQ Corporate Pty Ltd

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 995,330 Shares to Xavier Group Pty Ltd and LinQ Corporate Pty Ltd, on the terms and conditions in the Explanatory Memorandum.'

Resolution 8 – Ratification of issue of Shares pursuant to 2023 Placement

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 19,000,000 Shares to various sophisticated and professional investors pursuant to the 2023 Placement as follows:

- (a) 5,045,511 Shares under Listing Rule 7.1; and

(b) 13,954,489 Shares under Listing Rule 7.1A,

on the terms and conditions in the Explanatory Memorandum.'

Resolution 9 – Approval to issue New Options pursuant to 2023 Placement

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 19,000,000 New Options to various sophisticated and professional investors pursuant to the 2023 Placement, on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 10 – Approval to issue New Options to GBA Capital Pty Ltd

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 30,000,000 New Options to GBA Capital Pty Ltd (or its nominees), on the terms and conditions set out in the Explanatory Memorandum.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast:

- (a) **Resolution 1:** by or on behalf of Lazarus Corporate Finance Pty Ltd or any other person who participated in the issue, or any of their respective associates.
- (b) **Resolution 2:** by or on behalf of any person who participated in the issue of the Shares pursuant to the 2022 Placement, or any of their respective associates.
- (c) **Resolution 3:** by or on behalf of any person who participated in the issue of the Options pursuant to the 2022 Placement, or any of their respective associates.
- (d) **Resolution 4:** by or on behalf of Blackwater Resources Pty Ltd or any other person who participated in the issue, or any of their respective associates.
- (e) **Resolution 5:** by or on behalf of Westar Resources Limited or any other person who participated in the issue, or any of their respective associates.
- (f) **Resolution 6:** by or on behalf of Acuity Capital Investment Management Pty Ltd (as trustee for the Acuity Capital Holdings Trust) or any other person who participated in the issue, or any of their respective associates.
- (g) **Resolution 7:** by or on behalf of Xavier Group Pty Ltd and LinQ Corporate Pty Ltd or any other person who participated in the issue, or any of their respective associates.
- (h) **Resolution 8(a):** by or on behalf of any person who participated in the issue of the Shares pursuant to the 2023 Placement, or any of their respective associates.

- (i) **Resolution 8(b)**: by or on behalf of any person who participated in the issue of the Shares pursuant to the 2023 Placement, or any of their respective associates.
- (j) **Resolution 9**: by or on behalf of the participants in the 2023 Placement and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (k) **Resolution 10**: by or on behalf of GBA Capital Pty Ltd (or its nominees) and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

BY ORDER OF THE BOARD

Victor Goh

Joint Company Secretary

Aurumin Limited

Dated: 10 May 2023

Aurumin Limited
ACN 639 427 099
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Suite 1, 295 Rokeby Road, Subiaco, Western Australia on 9 June 2023 at 10.00am (AWST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 – Ratification of issue of Options to Lazarus Corporate Finance Pty Ltd
Section 4	Resolution 2 – Ratification of issue of Shares pursuant to 2022 Placement
Section 5	Resolution 3 – Ratification of issue of Options pursuant to 2022 Placement
Section 6	Resolution 4 – Ratification of issue of Shares to Blackwater Resources Pty Ltd
Section 7	Resolution 5 – Ratification of issue of Shares to Westar Resources Limited
Section 8	Resolution 6 – Ratification of issue of Shares to Acuity Capital Investment Management Pty Ltd
Section 9	Resolution 7 – Ratification of issue of Shares to Xavier Group Pty Ltd and LinQ Corporate Pty Ltd
Section 10	Resolution 8 – Ratification of issue of Shares pursuant to 2023 Placement
Section 11	Resolution 9 – Approval to issue New Options pursuant to 2023 Placement
Section 12	Resolution 10 – Approval to issue New Options to GBA Capital Pty Ltd

Schedule 1	Definitions
Schedule 2	Terms and Conditions of Options
Schedule 3	Terms and Conditions of the New Options

A Proxy Form is located at the end of the Explanatory Memorandum.

2. **Action to be taken by Shareholders**

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 **Voting in person**

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

2.2 **Voting by proxy**

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does

so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

2.3 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.4 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Joint Company Secretary at victor@sccperth.com.au by 7 June 2023.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Resolution 1 – Ratification of issue of Options to Lazarus Corporate Finance Pty Ltd

3.1 General

Pursuant to a prospectus dated 19 July 2022 (**Prospectus**), the Company undertook an entitlement offer, shortfall offer and quoted option offer (the **Offers**). The Prospectus also included a secondary offer of 2,000,000 Options to Lazarus Corporate Finance Pty Ltd (ACN 149 263 543) (**Lazarus**) (or its nominees) as partial consideration for underwriting services pursuant to the underwriting agreement dated 19 July 2022 (**2022 Underwriting Agreement**).

Pursuant to the 2022 Underwriting Agreement, the Company agreed to pay Lazarus on completion of the Offers:

- (a) a management fee of 2% of the gross proceeds received from the Offers;
- (b) an underwriting fee of 4% of the amount underwritten;

- (c) a selling fee of 6% of the gross proceeds received from the sale of all shortfall securities; and
- (d) 2,000,000 Options.

In addition to the fees, the Company agreed to pay and indemnify and keep indemnified Lazarus against and in relation to, all reasonable costs and expenses of and incidental to the Offers, including but not limited to:

- (a) the disbursements of Lazarus (including legal fees up to \$5,000);
- (b) accommodation and travelling expenses of Lazarus related to the Offers; and
- (c) all marketing and promotional expenditure related to the Offers,

provided that the written consent of the Company will be obtained prior to incurring any individual costs in excess of \$2,000.

On 24 August 2022, the Company issued 2,000,000 Options using the Company's placement capacity under Listing Rule 7.1.

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the Options.

3.2 **Listing Rules 7.1 and 7.4**

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

The issue of the relevant Options does not fit within any of the exceptions to Listing Rule 7.1, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the relevant Options.

Listing Rule 7.4 provides an exception to Listing Rules 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of Shareholders passing Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 1 is passed, 2,000,000 Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1 is not passed, 2,000,000 Options will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 2,000,000 Equity Securities for the 12 month period following the issue of the relevant Options.

3.3 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the relevant Options:

- (a) The Options were issued to Lazarus Corporate Finance Pty Ltd (ACN 149 263 543).
- (b) A total of 2,000,000 Options were issued with the Company's placement capacity permitted under Listing Rule 7.1.
- (c) The Options are exercisable at \$0.25 each and expire at 5:00pm (AWST) on 18 August 2024 and otherwise subject to the terms and conditions in Schedule 2.
- (d) The Options were issued on 24 August 2022.
- (e) The Options were issued for nil cash consideration.
- (f) The Options were issued as partial consideration for underwriting services pursuant to the 2022 Underwriting Agreement. There were no proceeds from the issue of the Options.
- (g) The material terms of the 2022 Underwriting Agreement are set out in Section 3.1 above.
- (h) A voting exclusion statement is included in the Notice.

3.4 **Additional information**

Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 1.

4. **Resolution 2 – Ratification of issue of Shares pursuant to 2022 Placement**

4.1 **General**

On 9 November 2022, the Company announced that it had secured commitments for a placement to raise approximately \$600,000 (before costs) (**2022 Placement**) by the issue of 7,500,000 Shares at \$0.08 per Shares to institutional and sophisticated investors, with one free-attaching quoted Option exercisable at \$0.25 each and expiring on 18 August 2024 for every one Share subscribed for under the Placement.

On 17 November 2022, the Company issued 7,500,000 Shares using the Company's placement capacity under Listing Rule 7.1.

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the relevant Shares.

4.2 **Listing Rules 7.1 and 7.4**

A summary of Listing Rules 7.1 and 7.4 is contained in Section 3.2 above.

The issue of the relevant Shares does not fit within any of the exceptions to Listing Rule 7.1, as it has not yet been approved by Shareholders, effectively uses up part of the Company's

15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the relevant Shares.

The effect of Shareholders passing Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 2 is passed, 7,500,000 Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 2 is not passed, 7,500,000 Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 7,500,000 Equity Securities for the 12 month period following the issue of the Shares.

4.3 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the relevant Shares:

- (a) The Shares were issued to sophisticated and institutional investors, none of whom is a related party or Material Investor of the Company. Lazarus acted as lead manager to the 2022 Placement. The participants in the 2022 Placement were identified through a bookbuild process, which involved Lazarus seeking expressions of interest to participate in the 2022 Placement from existing contacts of the Company and clients of Lazarus.
- (b) A total of 7,500,000 Shares were issued with the Company's placement capacity permitted under Listing Rule 7.1.
- (c) The Shares are fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Shares were issued on 17 November 2022.
- (e) The Shares were issued at \$0.08 per Share.
- (f) The Shares were issued for the purpose of raising \$600,000 (before costs). The proceeds from the issue of the Shares have been and are intended to be applied towards exploration at the Company's Sandstone Project and general working capital.
- (g) There are no other material terms to the agreement for the subscription of the Shares.
- (h) A voting exclusion statement is included in the Notice.

4.4 **Additional information**

Resolution 2 is an ordinary resolution.

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

5. **Resolution 3 – Ratification of issue of Options pursuant to 2022 Placement**

5.1 **General**

The background to the issue of the Options pursuant to the 2022 Placement is in Section 4.1 above.

On 19 December 2022, the Company issued 7,500,000 Options using the Company's placement capacity under Listing Rule 7.1.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the Options.

5.2 **Listing Rules 7.1 and 7.4**

A summary of Listing Rules 7.1 and 7.4 is contained in Section 3.2 above.

The issue of the relevant Options does not fit within any of the exceptions to Listing Rule 7.1, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the relevant Options.

The effect of Shareholders passing Resolution 3 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 3 is passed, 7,500,000 Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 3 is not passed, 7,500,000 Options will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 7,500,000 Equity Securities for the 12 month period following the issue of the Options.

5.3 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the relevant Options:

- (a) The Options were issued to the participants in the 2022 Placement (refer to Section 4.3(a) for further details).
- (b) A total of 7,500,000 Options were issued with the Company's placement capacity permitted under Listing Rule 7.1.
- (c) The Options are exercisable at \$0.25 each and expire at 5:00pm (AWST) on 18 August 2024, and otherwise subject to the terms and conditions in Schedule 2.
- (d) The Options were issued on 19 December 2022.

- (e) The Options were issued for nil cash consideration as they are free-attaching to the Shares subscribed for under the 2022 Placement. Accordingly, no funds were raised by their issued.
- (f) A summary of the intended use of funds raised from the 2022 Placement is in Section 4.3(f) above. No additional funds will be raised by the issue of the Options.
- (g) There are no other material terms to the agreement for the subscription of the Options.
- (h) A voting exclusion statement is included in the Notice.

5.4 **Additional information**

Resolution 3 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 3.

6. **Resolution 4 – Ratification of issue of Shares to Blackwater Resources Pty Ltd**

6.1 **General**

On 21 November 2022, Aurumin Mt Palmer Pty Ltd (ACN 610 758 355) (**Aurumin Mt Palmer**) (a wholly owned subsidiary of the Company) entered into an agreement with Blackwater Resources Pty Ltd (ACN 655 548 119) (**Blackwater**) (**Gold Rights Agreement**).

Pursuant to the Gold Rights Agreement:

- (a) Aurumin Mt Palmer agreed to:
 - (i) issue Blackwater 250,000 Shares; and
 - (ii) pay Blackwater \$27,500 in cash; and
- (b) Blackwater agreed to sell to Aurumin Mt Palmer, the gold rights in relation to exploration licence E77/2418 (**Gold Rights**) which it acquired pursuant to a gold rights deed (**Gold Rights Deed**) between Blackwater and Bullfinch Metals Pty Ltd (ACN 614 738 680) (**Bullfinch**).

The Gold Rights Agreement is currently the subject of a stamp duty assessment by the Office of State Revenue (**Assessment**). Shortly following the Assessment, the transfer will occur and the Gold Rights Agreement will complete.

Pursuant to the Gold Rights Deed (as assigned) Aurumin Mt Palmer is required to do all things necessary to keep E77/2418 in good standing. The Gold Rights Deed may be terminated by either party if the other party commits a material breach that is incapable of remedy or, if capable of remedy, is not so remedied within 30 days of receiving notice requiring the breach to be remedied.

The Gold Rights Agreement and Gold Rights Deed otherwise contains terms and conditions considered standard for an agreement of this nature.

On 24 November 2022, the Company issued 250,000 Shares using the Company's placement capacity under Listing Rule 7.1.

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the relevant Shares.

6.2 **Listing Rules 7.1 and 7.4**

A summary of Listing Rules 7.1 and 7.4 is contained in Section 3.2 above.

The issue of the relevant Shares does not fit within any of the exceptions to Listing Rule 7.1, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the relevant Shares.

The effect of Shareholders passing Resolution 4 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 4 is passed, 250,000 Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 4 is not passed, 250,000 Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 250,000 Equity Securities for the 12 month period following the issue of the relevant Shares.

6.3 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the relevant Shares:

- (a) The Shares were issued to Blackwater Resources Pty Ltd (ACN 655 548 119)
- (b) A total of 250,000 Shares were issued with the Company's placement capacity permitted under Listing Rule 7.1.
- (c) The Shares are fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Shares were issued on 24 November 2022.
- (e) The Shares were issued for nil cash consideration.
- (f) The Shares were issued for the purpose of acquiring the Gold Rights. There were no proceeds from the issue of the Shares.
- (g) The material terms to the agreement for the subscription of the Shares are set out in Section 6.1.
- (h) A voting exclusion statement is included in the Notice.

6.4 **Additional information**

Resolution 4 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 4.

7. **Resolution 5 – Ratification of issue of Shares to Westar Resources Limited**

7.1 **General**

On 24 November 2022, the Company announced that it had entered into a binding heads of agreement to acquire the highly prospective Birrigrin Mining Centre from Westar Resources Limited (ACN 635 895 082) (**Westar**) (**Acquisition Agreement**).

Pursuant to the Acquisition Agreement:

- (a) the Company agreed to issue Westar 2,000,000 Shares; and
- (b) Imperator Resources Pty Ltd (ACN 635 867 284) (a wholly owned subsidiary of Westar) agreed to transfer its 100% interest in mining lease 57/352 to Aurumin Gidgee Pty Ltd (ACN 656 865 066) (a wholly owned subsidiary of the Company).

The Acquisition Agreement has completed and the transfer has occurred.

The Acquisition Agreement otherwise contains terms and conditions considered standard for an agreement of this nature.

On 24 November 2022, the Company issued 2,000,000 Shares using the Company's placement capacity under Listing Rule 7.1.

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the relevant Shares.

7.2 **Listing Rules 7.1 and 7.4**

A summary of Listing Rules 7.1 and 7.4 is contained in Section 3.2 above.

The issue of the relevant Shares does not fit within any of the exceptions to Listing Rule 7.1, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the relevant Shares.

The effect of Shareholders passing Resolution 5 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 5 is passed, 2,000,000 Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 5 is not passed, 2,000,000 Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 2,000,000 Equity Securities for the 12 month period following the issue of the relevant Shares.

7.3 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the relevant Shares:

- (a) The Shares were issued to Westar Resources Limited (ACN 635 895 082).
- (b) A total of 2,000,000 Shares were issued with the Company's placement capacity permitted under Listing Rule 7.1.
- (c) The Shares are fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Shares were issued on 24 November 2022.
- (e) The Shares were issued for nil cash consideration.
- (f) The Shares were issued for the purpose of acquiring a 100% interest in mining lease 57/352. There were no proceeds from the issue of the Shares.
- (g) The material terms to the agreement for the subscription of the Shares are set out in Section 7.1.
- (h) A voting exclusion statement is included in the Notice.

7.4 **Additional information**

Resolution 5 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 5.

8. **Resolution 6 – Ratification of issue of Shares to Acuity Capital Investment Management Pty Ltd**

8.1 **General**

On 15 December 2022, the Company entered into an At-the Market Subscription Agreement (**ATM**) with Acuity Capital Investment Management Pty Ltd (ACN 132 459 093) (as trustee for the Acuity Capital Holdings Trust) (**Acuity Capital**). The ATM provides the Company with up to \$3,000,000 of standby equity capital (**ATM Facility Limit**) for a period of 38 months.

Under the terms of the ATM, the Company has sole discretion as to whether or not to utilise the ATM, the maximum number of Shares to be issued (which may equal a dollar value up to the ATM Remaining Facility Limit) (**Maximum Number of Subscription Shares**), the minimum issue price of shares and the timing of each subscription (**ATM Activation Period**) (if any). There are no requirements on the Company to utilise the ATM and it may terminate the ATM at any time, without cost or penalty. Neither Acuity Capital nor the ATM places any restrictions at any time on the Company raising capital through other methods.

If the Company does decide to utilise the ATM, the Company is able to set an issue price floor (at its sole discretion), with the final issue price being calculated as the greater of the nominated floor price set by the Company and a discount of no greater than 10% to a volume-weighted-average-price of Shares traded by Acuity Capital over a period of the Company's choosing (again at the sole discretion of the Company) (**Issue Price**).

Where the Company decides to utilise the ATM and issues a notice to Acuity Capital (**ATM Activation Notice**) setting out, amongst other things, the relevant parameters as noted above, Acuity Capital may, but is not obliged to, issue a subscription notice (**ATM Subscription Notice**) specifying, amongst other things, the number of Shares to be issued by the Company (**Subscription Shares**) which may be (at the sole election of Acuity Capital) any number of Subscription Shares:

- (a) up to but not exceeding the Maximum Number of Subscription Shares; or
- (b) which when multiplied by the Issue Price does not exceed the Company specified maximum dollar value of Shares to be issued by Company for the given ATM Activation Notice (**Maximum Activation Value**), provided that if no such maximum dollar value of Shares is specified then the given ATM Activation Notice is deemed to have specified an amount equal to the ATM Remaining Facility Limit,

but in each case, up to but not exceeding such number of Shares as are permitted to be issued without Shareholder approval under the Company's existing Listing Rule 7.1 and 7.1A placement capacity or, where the Company has obtained Shareholder approval to issue a specified number of Shares under the ATM in excess of that allowable under Listing Rules 7.1 and 7.1A, the number of Shares allowable in accordance with that approval.

Under the ATM, the Company agreed to issue the following to Acuity Capital for nil cash consideration:

- (a) 8,000,000 Shares as security for the obligations owed to Acuity Capital by the Company under the ATM, including any obligation arising over any Subscription Shares or obligation to issue Subscription Shares in accordance with an ATM Subscription Notice (**Collateral Shares**); and
- (b) 300,000 Shares as a fee to establish the ATM.

The Collateral Shares may only be used by Acuity Capital during an ATM Activation Period to hedge the obligations or potential obligations of Acuity Capital, including to subscribe for the Subscription Shares. Without limiting the below paragraph, the Company and Acuity Capital may agree that the Company's obligation to issue Subscription Shares in accordance with an ATM Subscription Notice may be satisfied by an equivalent number of Collateral Shares being retained by Acuity Capital at an issue price agreed between the Company and Acuity Capital.

Where the Company is not able or fails to issue Subscription Shares in accordance with an ATM Subscription Notice and Acuity Capital has made a payment in relation to that ATM Activation Notice, Acuity Capital may, though is not required to, retain that number of Collateral Shares as was required to be issued in accordance with that ATM Subscription Notice.

To the extent than any Collateral Shares have not been set off against the Company's obligation to deliver Subscription Shares in accordance with the above (**Remaining Collateral Shares**) at the ATM Maturity Date or the date of early termination of the ATM for any reason or the date that Acuity Capital suffers an 'insolvency event' (**Expiry Date**), one of the following alternatives will occur as agreed between the Company and Acuity Capital (failing agreement, the Company and Acuity Capital will proceed with the Buy Back (as defined below)):

- (a) the Company and Acuity Capital shall enter into a buy back agreement for the Company to buy back (and cancel) the Remaining Collateral Shares for no cash consideration (subject to Shareholder approval) (**Buy Back**);

- (b) Acuity Capital shall pay the Company an issue price for the Remaining Collateral Shares with such issue price and settlement date to be agreed by Acuity Capital and the Company; or
- (c) Acuity Capital shall transfer the Remaining Collateral Shares to a third party nominated by the Company without any consideration being due or payable to Acuity Capital.

If Shareholder approval is sought and not obtained for the Buy-Back, the Company and Acuity Capital will consult and agree which alternative course of action noted above will be taken.

On 15 December 2022, the Company issued 8,300,000 Shares using the Company's placement capacity under Listing Rule 7.1.

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the relevant Shares.

8.2 **Listing Rules 7.1 and 7.4**

A summary of Listing Rules 7.1 and 7.4 is contained in Section 3.2 above.

The issue of the relevant Shares does not fit within any of the exceptions to Listing Rule 7.1, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the relevant Shares.

The effect of Shareholders passing Resolution 6 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 6 is passed, 8,300,000 Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 6 is not passed, 8,300,000 Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 8,300,000 Equity Securities for the 12 month period following the issue of the relevant Shares.

8.3 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the relevant Shares:

- (a) The Shares were issued to Acuity Capital.
- (b) A total of 8,300,000 Shares were issued with the Company's placement capacity permitted under Listing Rule 7.1.
- (c) The Shares are fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Shares were issued on 15 December 2022.

- (e) The Shares were issued for nil cash consideration.
- (f) The Shares were issued for the purpose of obtaining up to \$3,000,000 of standby equity capital for a period of 38 months pursuant to the ATM. There are no proceeds from the issue of the Shares.
- (g) The material terms of the ATM are set out in Section 8.1 above.
- (h) A voting exclusion statement is included in the Notice.

8.4 **Additional information**

Resolution 6 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 6.

9. **Resolution 7 – Ratification of issue of Shares to Xavier Group Pty Ltd and LinQ Corporate Pty Ltd**

9.1 **General**

Pursuant to an agreement dated 21 December 2022 (**Corporate Advisor Agreement**) the Company engaged Xavier Group Pty Ltd (ACN 163 751 577) and LinQ Corporate Pty Ltd (ACN 112 935 725) (together, the **Corporate Advisors**) to provide corporate advisory services in relation to, amongst other things, strategic development, debt facilitation, transaction origination and fundraising. In addition, the Corporate Advisors will assist the Company to identify and directly introduce parties with a genuine interest in receiving a proposal from the Company or in making a commercial proposal to the Company (**Introduced Party**), and to introduce those potentially suitable corporate, development and funding opportunities to the Company (**Proposed Transaction(s)**).

Pursuant to the Corporate Advisor Agreement, the Company has agreed to pay the Corporate Advisors an aggregate of the following fees and retainer amounts (of which each of Xavier Group Pty Ltd and LinQ Corporate Pty Ltd are entitled to 50% each):

- (a) a monthly retainer (**Retainer**) for a minimum period of 4 months (**Term**), paid in such number of Shares equivalent to \$30,000 (**Retainer Fee**) (based on a 7-Day VWAP), or, at the election of the Company, \$20,000 cash.

Where the Retainer is paid by the Company in Shares, and:

- (i) the price of a Share subsequently falls based on the 30-Day VWAP (**Fallen Share Price**); or
- (ii) the Company completes an arm's length equity capital raise of at least \$5,000,000 at a price per Share lower than the 7-Day VWAP (**Capital Raise Share Price**),

the Retainer will be subject to a top up arrangement whereby, for the duration of the Term, the Company will be required to issue such number of additional Shares to the Corporate Advisors as the Corporate Advisors would have been entitled to had the Retainer Fee been determined utilising the Fallen Share Price or Capital Raise Share Price (as applicable).

If at any time the Company decides to pursue a Proposed Transaction or other transaction with an Introduced Party the parties agree to increase the monthly retainer to an amount agreed between the parties in good faith, having regard to the workload required.

- (b) a success fee of:
 - (i) an amount equal to 6% of any equity subscribed for in the Company by an Introduced Party or a Proposed Transaction (the Corporate Advisors may elect to take up to 50% of this fee in equity);
 - (ii) an amount equal to 3% of any debt available or advanced to the Company by an Introduced Party or a Proposed Transaction;
 - (iii) an amount equal to 2% of the restructured amount of any debt resizing or reprofiling or debt moratorium achieved with the Company's existing lenders; and
 - (iv) subject to a minimum fee of \$250,000, an amount equal to 3% of the total consideration payable in respect of any transactions with an Introduced Party or a Proposed Transaction in which the Company acquires or dispose of shares or a project or asset.

The Company also agreed to reimburse the Corporate Advisors for reasonable out of pocket expenses incurred by the Corporate Advisors (subject to prior authorisation for amounts exceeding \$2,000).

After the expiry of the Term, the Company may terminate the Corporate Advisor Agreement at any time by written notice. The Corporate Advisor Agreement will continue to apply to the extent that there remains any transactions or work ongoing which was undertaken prior to the Company giving notice of termination. The Term will extend automatically for so long as a Proposed Transaction remains on foot and may only be terminated by either party at the point where either party (acting reasonably) decides that the Proposed Transaction can no longer be completed by the Company. The Company will remain liable for and pay to the Corporate Advisors:

- (a) any fees and authorised out of pocket expenses incurred up until the date of that notice; and
- (b) success fees that would otherwise be payable if within twelve months after the date of that notice the Company enters into any Proposed Transaction with an Introduced Party or an equivalent transaction with an Introduced Party.

On 8 February 2023 and 3 March 2023, the Company issued an aggregate of 995,330 Shares to the Corporate Advisors using the Company's placement capacity under Listing Rule 7.1. The relevant Shares were issued in lieu of cash payment for outstanding invoices under the Corporate Advisor Agreement.

Resolution 7 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the relevant Shares.

9.2 **Listing Rules 7.1 and 7.4**

A summary of Listing Rules 7.1 and 7.4 is contained in Section 3.2 above.

The issue of the relevant Shares does not fit within any of the exceptions to Listing Rule 7.1, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the relevant Shares.

The effect of Shareholders passing Resolution 7 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 7 is passed, 995,330 Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 7 is not passed, 995,330 Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 478,088 Equity Securities for the 12 month period following the issue of the relevant Shares.

9.3 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the relevant Shares:

- (a) The Shares were issued to the Corporate Advisors in lieu of cash payment for outstanding invoices.
- (b) A total of 995,330 Shares were issued with the Company's placement capacity permitted under Listing Rule 7.1.
- (c) The Shares are fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) 478,088 Shares were issued on 8 February 2023 and 517,242 Shares were issued on 3 March 2023.
- (e) The Shares were issued for nil cash consideration.
- (f) The Shares were issued as consideration for the corporate advisory services provided by the Corporate Advisors pursuant to the Corporate Advisor Agreement. There were no proceeds from the issue of the Shares.
- (g) The material terms of the Corporate Advisor Agreement are set out in Section 9.1 above.
- (h) A voting exclusion statement is included in the Notice.

9.4 **Additional information**

Resolution 7 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 7.

10. **Resolution 8 – Ratification of issue of Shares pursuant to 2023 Placement**

10.1 **General**

On 9 March 2023, the Company announced that it had received firm commitments to raise approximately \$760,000 (before costs) by issuing 19,000,000 Shares at \$0.04 per Share to sophisticated and professional investors, with one free attaching quoted option exercisable at \$0.07 and expiring on 31 August 2024 (**New Option**) for every one Share subscribed for (**2023 Placement**).

As subsequently announced on 19 April 2023, the Company reduced the exercise price of the New Options to \$0.06.

On 21 March 2023, the Company issued 19,000,000 Shares using the Company's placement capacity under Listing Rules 7.1 and 7.1A as follows:

- (a) 5,045,511 Shares under Listing Rule 7.1; and
- (b) 13,954,489 Shares under Listing Rule 7.1A.

Resolution 8(a) and (b) seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the 19,000,000 Shares issued under the 2023 Placement.

10.2 **Listing Rules 7.1, 7.1A and 7.4**

A summary of Listing Rules 7.1 and 7.4 is contained in Section 3.2 above.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase its 15% placement capacity under Listing Rule 7.1 by an extra 10% to 25%. The Company obtained this approval at its 2022 annual general meeting.

The issue of the relevant Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacities under Listing Rules 7.1 and 7.1A. This reduces 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 of the relevant Shares.

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 and 7.1A.

The effect of Shareholders passing Resolution 8(a) and (b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and the 10% additional placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 8(a) is passed, 5,045,511 Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 8(b) is passed, 13,954,489 Shares will be excluded in calculating the Company's

10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 8(a) is not passed, 5,045,511 Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 5,045,511 Equity Securities for the 12 month period following the issue of those Shares.

If Resolution 8(b) is not passed, 13,954,489 Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 13,954,489 Equity Securities for the 12 month period following the issue of those Shares (and assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

10.3 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the relevant Shares:

- (a) The Shares were issued to sophisticated and professional investors, none of whom are a related party or Material Investor of the Company. GBA Capital Pty Ltd (ACN 643 039 123) (**GBA**) acted as lead manager to the 2023 Placement. The participants in the 2023 Placement were identified through a bookbuild process, which involved GBA seeking expressions of interest to participate in the 2023 Placement from new and existing contacts of the Company and clients of GBA.
- (b) A total of 19,000,000 Shares were issued as follows:
 - (i) 5,045,511 Shares under Listing Rule 7.1; and
 - (ii) 13,954,489 Shares under Listing Rule 7.1A, without the need for Shareholder approval.
- (c) The Shares are fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Shares were issued on 21 March 2023.
- (e) The Shares were issued at \$0.04 each.
- (f) The Shares were issued for the purpose of raising \$760,000 (before costs). The proceeds from the issue of the Shares have been and are intended to be applied towards exploration on the Company's projects, including the Company's wholly owned Sandstone Project, in partial reduction of the outstanding balance of the convertible note agreement to which the Company is party (refer ASX announcement dated 15 December 2021) and for general working capital.
- (g) There are no other material terms to the agreement for the subscription of the Shares.
- (h) A voting exclusion statement is included in the Notice.

10.4 **Additional information**

Resolution 8(a) and (b) are ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolution 8(a) and (b).

11. **Resolution 9 – Approval to issue New Options pursuant to 2023 Placement**

11.1 **General**

The background to the issue of the New Options pursuant to the 2023 Placement is in Section 10.1 above.

Resolution 9 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to approve the issue of 19,000,000 New Options pursuant to the 2023 Placement.

11.2 **Listing Rule 7.1**

A summary of Listing Rule 7.1 is contained in Section 3.2 above.

The issue of the relevant New Options does not fit within any of the exceptions to Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

The effect of Shareholders passing Resolution 9 will be to allow the Company to issue the relevant New Options during the period of 3 months following the Meeting, without using the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 9 is passed, the issue of 19,000,000 New Options pursuant to the 2023 Placement can proceed without using up any of the Company's 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 9 is not passed, the Company will not be able to proceed with the issue of the 19,000,000 New Options pursuant to the 2023 Placement.

11.3 **Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the relevant New Options:

- (a) The New Options will be issued to the participants in the 2023 Placement (refer to Section 10.3(a) for further details).
- (b) A maximum of 19,000,000 New Options will be issued to the participants in the 2023 Placement if Shareholders pass this Resolution 9.
- (c) The New Options are exercisable at \$0.06 each and expire on 31 August 2024.
- (d) The New Options are subject to the terms and conditions in Schedule 3.
- (e) The New Options will be issued no later than 3 months after the date of the Meeting.
- (f) The New Options are being issued as free attaching Options to the Shares subscribed for under the 2023 Placement. Accordingly, nil additional cash consideration will be payable by the 2023 Placement participants.

- (g) A summary of the intended use of funds raised from the 2023 Placement is in Section 10.3(f) above. No additional funds will be raised by the issue of the New Options.
- (h) There are no other material terms to the agreement for the subscription of the New Options.
- (i) A voting exclusion statement is included in the Notice.

11.4 **Additional information**

Resolution 9 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 9.

12. **Resolution 10 – Approval to issue New Options to GBA Capital Pty Ltd**

12.1 **General**

The background to the 2023 Placement is in Section 10.1 above.

On 19 April 2023, the Company announced an invitation to eligible Shareholders to participate in a non-renounceable, pro-rata offer to raise approximately \$3.0 million (before costs) on the basis of 1 Share for every 2 Shares held as at the record date at an issue price of \$0.03 per Share and 1 free attaching New Option for every 2 Shares subscribed for (**2023 Entitlement Offer**).

Eligible Shareholders who subscribe for their full entitlement under the 2023 Entitlement Offer are able to apply for Shares not subscribed for by other Shareholders pursuant to the Entitlement Offer at the same issue price as the Entitlement Offer (**2023 Top-Up Offer**), and will also be issued 1 free attaching New Option for every 2 Shares subscribed for under the 2023 Top-Up Offer.

The balance of any Securities not taken up under the 2023 Entitlement Offer and 2023 Top-Up Offer and not subscribed for by GBA pursuant to the 2023 Underwriting Agreement (defined below) (**Remaining Shortfall Securities**), are the subject of a separate offer to new investors which are not related to the Company and who are invited to apply for Remaining Shortfall Securities on the same terms as the 2023 Entitlement Offer and 2023 Top-Up Offer (**2023 Shortfall Offer**).

As part of the 2023 Entitlement Offer, 2023 Top-Up Offer and 2023 Placement, GBA agreed to act as:

- (a) lead manager to the 2023 Placement, pursuant to the terms of a lead manager engagement letter dated 4 March 2023 (**Placement Mandate**);
- (b) lead manager to the 2023 Entitlement Offer, pursuant to the terms of a lead manager engagement letter dated 11 April 2023 (**Entitlement Mandate**); and
- (c) partial underwriter to the 2023 Entitlement Offer and 2023 Top-Up Offer for up to \$2,200,000 (**Underwritten Amount**) being up to 73,333,333 Shares and 73,333,333 New Options, pursuant to the terms of an underwriting agreement dated 14 April 2023 (**2023 Underwriting Agreement**).

As partial consideration for lead manager services pursuant to the Placement Mandate, the Entitlement Mandate and underwriting services pursuant to the Underwriting Agreement, the

Company will, subject to Shareholder approval pursuant to Listing Rule 7.1, issue GBA (or its nominees) up to 30,000,000 New Options exercisable at \$0.06 each and expiring on 31 August 2024.

A summary of the material terms of the Placement Mandate, Entitlement Mandate and 2023 Underwriting Agreement is set out in Section 12.2 below.

For completeness, it is noted that the Company amended the terms of the 2023 Entitlement Offer and 2023 Underwriting Agreement initially announced to ASX on 9 March 2023 (refer ASX announcement dated 19 April 2023).

Resolution 10 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to approve the issue of up to 30,000,000 New Options to GBA (or its nominees).

12.2 **Summary of 2023 Underwriting Agreement, Placement Mandate and Entitlement Mandate**

(a) **2023 Underwriting Agreement**

The Company and GBA entered into the 2023 Underwriting Agreement whereby GBA was appointed as underwriter to the 2023 Entitlement Offer and 2023 Top-Up Offer. The Underwriter agreed to partially underwrite the 2023 Entitlement Offer and 2023 Top-Up Offer.

Pursuant to the 2023 Underwriting Agreement, the Company agreed to pay or satisfy the following fees to GBA:

- (i) pay:
 - (A) an underwriting fee of 6% (plus GST if applicable) of the Underwritten Amount which is actually taken up by GBA pursuant to the Underwriting Agreement; and
 - (B) a management fee of 6% (plus GST if applicable) of the gross proceeds of the 2023 Shortfall Offer; and
- (ii) subject to Shareholder approval pursuant to Listing Rule 7.1, allow GBA (or its nominees) to subscribe for 1 New Option for every New Option issued pursuant to the 2023 Entitlement Offer and 2023 Top-Up Offer, up to a maximum of 20,000,000 New Options (failing which the Company will pay GBA the cash equivalent of the same determined utilising a Black & Scholes valuation of the New Options).

In addition to the fees, the Company will pay and will indemnify and keep indemnified GBA against and in relation to, all costs and expenses of and incidental to the Entitlement Offer, including but not limited to:

- (i) the disbursements of GBA (including legal fees);
- (ii) accommodation and travelling expenses of GBA relating to the Entitlement Offer; and
- (iii) all marketing and promotional expenditure related to the Entitlement Offer,

provided that the aggregate of all costs and expenses referred to above does not exceed \$5,000 (without the prior written consent of the Company).

The 2023 Underwriting Agreement also contains a number of indemnities, representations and warranties from the Company to GBA that are considered standard for an agreement of this type.

(b) Placement Mandate

In consideration for GBA agreeing to act as lead manager to the 2023 Placement, the Company has agreed to satisfy the following consideration:

- (i) pay a placement capital raising fee of 7% (plus GST if applicable) of the gross proceeds under the 2023 Placement; and
- (ii) issue 5,000,000 New Options to GBA (or its nominees), subject to Shareholder approval pursuant to Listing Rule 7.1 (failing which the Company will pay GBA the cash equivalent of the same determined utilising a Black & Scholes valuation of the New Options).

Each of the New Options to be issued to GBA pursuant to the Placement Mandate will be issued on the same terms and conditions of the New Options being offered under the 2023 Placement. The Placement Mandate also contains a number of indemnities, representations and warranties from the Company to GBA that are considered standard for agreements of this type.

(c) Entitlement Mandate

In consideration for GBA agreeing to act as lead manager to the 2023 Entitlement Offer, the Company has agreed to satisfy the following consideration:

- (i) pay a corporate retainer fee of \$10,000 per month for a period of three months; and
- (ii) issue 5,000,000 New Options to GBA (or its nominees), subject to Shareholder approval pursuant to Listing Rule 7.1 (failing which the Company will pay GBA the cash equivalent of the same determined utilising a Black & Scholes valuation of the New Options).

Each of the New Options to be issued to GBA pursuant to the Entitlement Mandate will be issued on the same terms and conditions of the New Options being offered under the 2023 Entitlement Offer. The Entitlement Mandate also contains a number of indemnities, representations and warranties from the Company to GBA that are considered standard for agreements of this type.

12.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Section 3.2 above.

The issue of the relevant New Options does not fit within any of the exceptions to Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

The effect of Shareholders passing Resolution 10 will be to allow the Company to issue the relevant New Options during the period of 3 months following the Meeting, without using the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 10 is passed, the Company will be able to proceed with the issue of up to 30,000,000 New Options to GBA (or its nominees).

If Resolution 10 is not passed, the Company will not be able to proceed with the issue of up to 30,000,000 New Options and will pay GBA the cash equivalent of the same determined using a Black & Scholes valuation of the New Options that GBA is entitled to pursuant to the Placement Mandate, Entitlement Mandate and 2023 Underwriting Agreement.

12.4 **Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the relevant Options:

- (a) A maximum of 30,000,000 New Options will be issued to the Underwriter (or its nominees), none of whom is a related party of the Company. GBA is a Material Investor of the Company by virtue of being an advisor to the Company who will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.
- (b) The New Options are exercisable at \$0.06 each on or before 31 August 2024.
- (c) The New Options are subject to the terms and conditions in Schedule 3.
- (d) The New Options will be issued no later than 3 months after the date of the Meeting.
- (e) The New Options will be issued for nil cash consideration and no funds will be raised by their issue.
- (f) The New Options will be issued as partial consideration for services provided by GBA in accordance with the Placement Mandate, Entitlement Mandate and 2023 Underwriting Agreement. A summary of the material terms of these agreements are set out in Section 12.2 above.
- (g) A voting exclusion statement is included in the Notice.

12.5 **Additional information**

Resolution 10 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 10.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ or A\$	means Australian Dollars.
2022 Placement	has the meaning given in Section 4.1.
2022 Underwriting Agreement	has the meaning given in Section 4.1.
2023 Entitlement Offer	has the meaning given in Section 12.1.
2023 Placement	has the meaning given in Section 10.1.
2023 Shortfall Offer	has the meaning given in Section 12.1.
2023 Top-Up Offer	has the meaning given in Section 12.1.
2023 Underwriting Agreement	has the meaning given in Section 12.1.
7-Day VWAP	means the volume-weighted-average-price of Shares over the 7 trading days prior to the end of the month period of the invoice.
30-Day VWAP	means the rolling volume-weighted-average-price of Shares over 30 trading days during the Term.
Acquisition Agreement	has the meaning given in Section 7.1.
Acuity Capital	means Acuity Capital Investment Management Pty Ltd (ACN 132 459 093) (as trustee for the Acuity Capital Holdings Trust).
Assessment	has the meaning given in Section 6.1 or 7.1 (as applicable).
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
ATM	has the meaning given in Section 8.1.
ATM Maturity Date	means 31 January 2026. Where ATM Maturity Date is not a business day, the ATM Maturity Date will be the following business date.
ATM Remaining Facility Limit	means the dollar value amount equal to the ATM Facility Limit less the sum of the product of all Subscription Shares and Issue Prices in respect of each previous ATM Subscription Notice under the ATM (as those terms are defined in Section 8.1).
Aurumin Mt Palmer	means Aurumin Mt Palmer Pty Ltd (ACN 610 758 355).
AWST	means Australian Western Standard Time.

Blackwater	means Blackwater Resources Pty Ltd (ACN 655 548 119).
Board	means the board of Directors.
Bullfinch	means Bullfinch Metals Pty Ltd (ACN 614 738 680).
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Aurumin Limited (ACN 639 427 099).
Corporate Advisors	means Xavier Group Pty Ltd (ACN 163 751 577) and LinQ Corporate Pty (ACN 112 935 725).
Corporate Advisor Agreement	has the meaning given in Section 9.1.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company.
Entitlement Mandate	has the meaning given in Section 12.1.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
GBA	means GBA Capital Pty Ltd (ACN 643 039 123).
Gold Rights Agreement	has the meaning given in Section 6.1.
Introduced Party	has the meaning given in Section 9.1.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Lazarus	means Lazarus Corporate Finance Pty Ltd (ACN 149 263 543).
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: <ul style="list-style-type: none"> (a) a related party; (b) Key Management Personnel; (c) a substantial holder; (d) an advisor; or

(e) an associate of the above,
who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.

Meeting	has the meaning given in the introductory paragraph of the Notice.
New Option	means an Option on the terms and conditions in Schedule 3.
Notice	means this notice of general meeting.
Offers	has the meaning given in Section 3.1.
Option	means an option, giving the holder the right, but not an obligation, to acquire a Share at a predetermined price and at a specified time in the future.
Placement Mandate	has the meaning given in Section 12.1.
Proposed Transaction	has the meaning given in Section 9.1.
Prospectus	has the meaning given in Section 3.1.
Proxy Form	means the proxy form attached to the Notice.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Term	has the meaning given in Section 9.1(a).
Transfer	has the meaning given in Section 7.1.
VWAP	means the volume weighted average price of Shares traded on ASX.
Westar	means Westar Resources Limited (ACN 635 895 082).

Schedule 2 Terms and Conditions of Options

The terms and conditions of the Options (the subject of Resolution 1 and Resolution 3) are as follows:

- (a) **(Entitlement)**: Each Option gives the holder the right to subscribe for one Share.
- (b) **(Consideration)**: The Options were granted for nil additional cash consideration.
- (c) **(Expiry Date)**: The Options will expire at 5.00pm (WST) on 18 August 2024 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **(Exercise Price)**: the amount payable upon exercise of each Option is \$0.25 per Option (**Exercise Price**).
- (e) **(Exercise)**: A holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) an electronic funds transfer for the Exercise Price for the number of Options being exercised.
- (f) **(Exercise Notice)**: An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds. The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 10,000 must be exercised on each occasion.
- (g) **(Timing of issue of Shares on exercise)**: Within 5 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (h) **(Transferability)**:
 - (i) to the extent they are quoted on ASX's official list, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws, the Options will be freely transferable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws; and
 - (ii) to the extent they are not quoted on ASX's official list, the Options will not be transferable without the prior written approval of the Company.
- (i) **(Ranking of Shares)**: All Shares allotted upon the exercise of Options will upon allotment be fully paid and rank *pari passu* in all respects with other Shares.
- (j) **(Quotation)**: The Options are quoted.
- (k) **(Reconstruction)**: If at any time the issued capital of the Company is reconstructed, all rights of a holder of Options are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

- (l) **(Participating rights):** There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (m) **(Amendments):** An Option does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

Schedule 3 Terms and Conditions of New Options

The terms and conditions of the New Options (the subject of Resolution 9 and Resolution 10) (**Options**) are as follows:

- (a) (**Entitlement**): Each New Option gives the holder the right to subscribe for one Share.
- (b) (**Consideration**): The New Options will be granted for nil additional cash consideration.
- (c) (**Expiry Date**): The New Options will expire at 5.00pm (WST) on 31 August 2024 (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) (**Exercise Price**): The amount payable upon exercise of each New Option is \$0.06 per Option (**Exercise Price**).
- (e) (**Exercise**): A holder may exercise their New Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of New Options specifying the number of New Options being exercised; and
 - (ii) an electronic funds transfer for the Exercise Price for the number of New Options being exercised.
- (f) (**Exercise Notice**): An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds. The New Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 10,000 must be exercised on each occasion.
- (g) (**Timing of issue of Shares on exercise**): Within 5 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Exercise Notice.
- (h) (**Transferability**):
 - (i) to the extent they are quoted on ASX's official list, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws, the New Options will be freely transferable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws; and
 - (ii) to the extent they are not quoted on ASX's official list, the New Options will not be transferable without the prior written approval of the Company.
- (i) (**Ranking of Shares**): All Shares allotted upon the exercise of New Options will upon allotment be fully paid and rank *pari passu* in all respects with other Shares.
- (j) (**Quotation**):
 - (i) The Company will apply for quotation of the New Options on ASX. The Company will apply for quotation of all Shares allotted pursuant to the exercise of New Options on ASX within 5 Business Days after the date of


allotment of those Shares. However, the New Options will only be admitted to official quotation by ASX if the conditions for quotation of a new class of securities are satisfied (which include, amongst other things, there being a minimum of 100,000 New Options on issue, with at least 50 holders with a marketable parcel (within the meaning of the ASX Listing Rules)).

- (ii) If official quotation of the New Options is not granted by ASX in accordance with Section 1.1(j)(i) above, the New Options will not be quoted.
- (k) **(Reconstruction):** If at any time the issued capital of the Company is reconstructed, all rights of a holder of New Options are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (l) **(Participating rights):** There are no participating rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options without exercising the New Options.
- (m) **(Amendments):** A New Option does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the New Option can be exercised.



ABN 64 639 427 099

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Wednesday, 7th June 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 182165

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I N D

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Aurumin Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Aurumin Limited to be held at Suite 1, 295 Rokeby Road, Subiaco, WA 6008 on Friday, 9th June 2023 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Ratification of issue of Options to Lazarus Corporate Finance Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of issue of Shares pursuant to 2022 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of issue of Options pursuant to 2022 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of issue of Shares to Blackwater Resources Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of issue of Shares to Westar Resources Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of issue of Shares to Acuity Capital Investment Management Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Ratification of issue of Shares to Xavier Group Pty Ltd and LinQ Corporate Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8a	Ratification of issue of 5,045,511 Shares under Listing Rule 7.1 pursuant to 2023 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8b	Ratification of issue of 13,954,489 Shares under Listing Rule 7.1A pursuant to 2023 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval to issue New Options pursuant to 2023 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Approval to issue New Options to GBA Capital Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details (Optional)

Mobile Number <input type="text"/>	Email Address <input type="text"/>
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By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

