

9 January 2025

ASX:AUN



Dear Shareholder,

General Meeting - Notice and Proxy Form

Notice is given that a General Meeting (**Meeting**) of Shareholders of Aurumin Limited (ACN 639 427 099) (**Company**) will be held as follows:

Time and date: 9:00 am (Perth time) on Thursday, 6th February 2025

Location: Suite 1, 295 Rokeby Road, Subiaco Western Australia 6008

As permitted by the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has made a valid election to receive documents in hard copy.

Instead the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded at the following link:

<https://aurumin.com.au/investors/asx-announcements/>

For those shareholders that have not elected to receive notices by email, a copy of your personalised Proxy Form is enclosed for your convenience. Please complete and return the attached Proxy Form to the Company's share registry, Computershare, using any of the following methods:

Online:	at www.investorvote.com.au
By mail:	Share Registry- Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
By fax:	1800 783 447 (within Australia) +613 9473 2555 (outside Australia)
By mobile:	Scan the QR Code on your Proxy Form and follow the prompts
Custodian voting:	For Intermediary Online subscribers only (custodians) please visit www.intermediar online.com to submit your voting intentions.

Your proxy voting instruction must be received by 9:00 am (Perth time) on Tuesday, 4 February 2025, being not later than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the scheduled Meeting. The Company strongly encourages all shareholders to submit their personalised Proxy Form as instructed prior to the Meeting.

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

If you have difficulties obtaining a copy of the Meeting Materials please contact the Company's share registry, Computershare, on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

Authorised for release by:

Victor Goh
Company Secretary

aurumin.com.au



Aurumin Limited
ACN 639 427 099

Notice of General Meeting

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

Time and date: 9:00am (AWST) on 6 February 2025

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 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 the general meeting of Shareholders of Aurumin Limited will be held at Suite 1, 295 Rokeby Road, Subiaco, Western Australia on **9:00am at 6 February 2025 (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 at **9:00am (AWST) on 4 February 2025**.

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 prior issue of the Tranche 1 Placement Shares

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

'That approval and ratification be given to the issue and allotment by the Company of 36,300,000 Tranche 1 Placement Shares under Listing Rule 7.1 at the price of A\$0.055 each, as issued and allotted on 6 December 2024 and as described in the Explanatory Memorandum, and that such approval and ratification be given for the purpose of Listing Rule 7.4 and for all other purposes.'

Resolution 2 – Approval to issue Tranche 2 Placement Shares to Mr Daniel Raihani

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

'That approval be given to the issue and allotment by the Company of 2,000,000 Tranche 2 Placement Shares at the price of \$0.055 each to Mr Daniel Raihani (Managing Director of the Company) or his nominee, as described in the Explanatory Memorandum, and that such approval be given for the purpose of Listing Rule 10.11 and for all other purposes.'

Resolution 3 – Approval to issue Tranche 2 Placement Shares to Mr John Ingram

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

'That approval be given to the issue and allotment by the Company of 200,000 Tranche 2 Placement Shares at the price of \$0.055 each to Mr John Ingram (Non-Executive Director of the Company) or his

nominee, as described in the Explanatory Memorandum, and that such approval be given for the purpose of Listing Rule 10.11 and for all other purposes.'

Resolution 4 – Approval to issue Tranche 2 Placement Shares to Mr Piers Lewis

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

'That approval be given to the issue and allotment by the Company of 500,000 Placement Shares at the price of \$0.055 each to Mr Piers Lewis (Non-Executive Chairman of the Company) or his nominee, as described in the Explanatory Memorandum, and that such approval be given for the purpose of Listing Rule 10.11 and for all other purposes.'

Resolution 5 – Approval to issue Tranche 2 Placement Shares to Mr Ben Broom

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

'That approval be given to the issue and allotment by the Company of 1,000,000 Tranche 2 Placement Shares at the price of \$0.055 each to Mr Ben Broom (Non-Executive Director of the Company) or his nominee, as described in the Explanatory Memorandum, and that such approval be given for the purpose of Listing Rule 10.11 and for all other purposes.'

Resolution 6 – Approval of the selective buy-back of the Collateral Shares from Acuity Capital

To consider and, if thought fit, to pass with or without amendment, as a **special resolution**:

'That, pursuant to and in accordance with section 257D of the Corporations Act and for all other purposes, Shareholders approve the Company's selective buy-back and cancellation of 8,000,000 Collateral Shares for nil cash consideration currently held by Acuity Capital on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast by or on behalf of:

- (a) Resolution 1: any person who participated in the issue of the Placement Shares or any of their associates;
- (b) Resolution 2: Mr Daniel Raihani (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (c) Resolution 3: Mr John Ingram (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (d) Resolution 4: Mr Piers Lewis (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates; and

- (e) Resolution 5: Mr Ben Broom (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a Shareholder), or any of their respective 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.

Voting Prohibition

In accordance with section 257D(1)(a) of the Corporations Act, a vote in favour of Resolution 6 must not be cast by any person whose Shares are proposed to be bought back (including Acuity Capital), or by their associates.

BY ORDER OF THE BOARD

Victor Goh
Company Secretary
Aurumin Limited
Dated: 9 January 2025

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 **9:00am at 6 February 2024 (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 prior issue of the Tranche 1 Placement Shares
Section 4	Resolutions 2, 3, 4 and 5 – Approval to issue Tranche 2 Placement Shares
Section 5	Resolution 6 – Approval of the selective buy-back of the Collateral Shares from Acuity Capital
Schedule 1	Definitions

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.

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.

3. Resolution 1 – Ratification of prior issue of the Tranche 1 Placement Shares

3.1 Background to Placement

As announced on 3 December 2024, the Company received firm commitments to raise \$2,200,000 (before costs) through a placement of 40,000,000 Shares at an issue price of \$0.055 per Share (**Placement**).

On 6 December 2024, 36,300,000 Shares were issued under the Company's available placement capacity pursuant to Listing Rule 7.1 (**Tranche 1**, and the Shares issued under Tranche 1 being the **Tranche 1 Placement Shares**).

Resolution 1 seeks the approval of Shareholders to ratify the issue of the Tranche 1 Placement Shares, pursuant to the Company's placement capacity under ASX Listing Rule 7.1.

Subject to Shareholder approval under Listing Rule 10.11, the subject of Resolution 2 - Resolution 5 (inclusive), a further 3,700,000 Shares will be issued to the Directors as follows (**Tranche 2**, and the Shares issued under Tranche 2 being **Tranche 2 Placement Shares**).

Tranche 2 Placement Participants	Proceeds of commitment	Number of Tranche 2 Placement Shares to be issued
Daniel Raihani	\$110,000	2,000,000
John Ingram	\$11,000	200,000
Piers Lewis	\$27,500	500,000
Ben Broom	\$55,000	1,000,000
Total	\$203,500	3,700,000

Proceeds from the Placement will be used to fund exploration and project development activities across Aurumin's highly prospective tenure (refer to the Company's announcement on 9 December 2024 titled 'Drilling to Commence at Sandstone Gold Projects' for further information) and for general working capital.

The Company engaged the services of Fiftyone Capital Pty Ltd (ACN 651 230 232) and Vs Capital Investments Pty Ltd (ACN 130 424 681) (together, the **JLMs**) to lead manage the issue of the Shares under the Placement. The Company has paid the JLMs a fee of \$119,790 (being 6% of the amount raised under the Placement).

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 Tranche 1 Placement Shares did not fit within any of the exceptions to Listing Rules 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the 15% limit under Listing Rules 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12 month period following the issue of the Tranche 1 Placement Shares.

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

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

To this end, Resolution 1 seeks Shareholder approval to the issue of the Tranche 1 Placement Shares under and for the purposes of Listing Rule 7.4.

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

In the event that Resolution 1 is not passed, the Tranche 1 Placement Shares will be included in the Company's 15% limit under Listing Rule 7.1 (to the extent set out in Section 3.1), effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval over the 12 month period following the issue of those Tranche 1 Placement Shares.

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

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Tranche 1 Placement Shares:

- (a) the Tranche 1 Placement Shares were issued to sophisticated and professional investors to whom a disclosure document does not need to be provided under the Corporations Act, none of whom is a related party of the Company (**Tranche 1**

Placement Participants). The JLMs acted as joint lead managers to the Placement. The Tranche 1 Placement Participants are existing contacts of the Company (including existing Shareholders) and clients of the JLMs. The JLMs identified investors through a bookbuild process, which involved the JLMs seeking expressions of interest to participate in the Placement from non-related parties of the Company. Other than Patronus Resources Limited (ACN 150 597 541), who became a substantial shareholder of the Company as a result of the issue of the Tranche 1 Placement Shares, the Tranche 1 Placement Participants are not considered to be Material Investors.

- (b) a total of 36,300,000 Tranche 1 Placement Shares were issued on 6 December 2024, within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval;
- (c) the Tranche 1 Placement 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 Tranche 1 Placement Shares were issued at \$0.055 per Share;
- (e) the proceeds from the issue of the Tranche 1 Placement Shares are intended to be used as described in Section 3.1;
- (f) there are no other material terms to the agreements for the issue of the Tranche 1 Placement Shares; and
- (g) a voting exclusion statement is included in the Notice.

3.4 **Board recommendation**

Resolution 1 is an ordinary resolution.

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

4. **Resolutions 2, 3, 4 and 5 – Approval to issue Tranche 2 Placement Shares**

4.1 **General**

The Directors each wish to participate in the Placement, subject to Shareholder approval being obtained.

Refer to section 3.1 for background to the Placement and issue of the Tranche 2 Placement Shares.

4.2 **Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its shareholders:

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

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

Daniel Raihani, John Ingram, Piers Lewis and Ben Broom are related parties of the Company by virtue of being Directors. The proposed issue of Tranche 2 Placement Shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires Shareholder approval under Listing Rule 10.11.

As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required. Accordingly, the issue of Tranche 2 Placement Shares will not be included under the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

Resolutions 2, 3, 4 and 5 each seeks the required Shareholder approval to the issue under and for the purposes of Listing Rule 10.11.

If Resolutions 2, 3, 4 and 5 are passed, the Company will proceed with the issue of 3,700,000 Tranche 2 Placement Shares to the Directors as set out in Section 3.1. Approval under Listing Rule 10.11 means that Shareholder approval is not required under Listing Rule 7.1 and the issue will not reduce the Company's 15% placement capacity under Listing Rule 7.1

If Resolutions 2, 3, 4 or 5 are not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares. The result of this is that the Company will not be able to raise the funds corresponding to the issue of applicable Tranche 2 Placement Shares, and as a result, there will be a reduction of this amount from the Company's anticipated working capital following completion of the Placement.

4.3 **Specific information required by Listing Rule 10.13**

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 2, 3, 4 and 5:

- (a) the persons to whom Tranche 2 Placement Shares will be issued, and the number of Tranche 2 Placement Shares to be issued, is set out in section 3.1 above;
- (b) as Directors, Daniel Raihani, John Ingram, Piers Lewis and Ben Broom each are a related party of the Company and subject to Listing Rule 10.11.1. Any nominee entity of a Director will be an "associate" of that Director and subject to Listing Rule 10.11.4;
- (c) the maximum number of Tranche 2 Placement Shares to be issued to the Tranche 2 Party Participants is 3,700,000 in the proportions set out in section 3.1 above;
- (d) the Tranche 2 Placement Shares proposed to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares on issue;

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- (e) the Tranche 2 Placement Shares will be issued no later than one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is intended that allotment will occur as soon as practicable after the Meeting;
 - (f) the issue price will be A\$0.055 per Tranche 2 Placement Share, being the same issue price as all other Shares issued under the Placement;
 - (g) the proceeds from the issue of the Tranche 1 Placement Shares are intended to be used as described in Section 3.1;
 - (h) the proposed issue of the Tranche 2 Placement Shares are not intended to remunerate or incentivise any Director;
 - (i) there are no other material terms to the agreements for the issue of the Tranche 2 Shares; and
 - (j) a voting exclusion statement is included in the Notice.

4.4 **Chapter 2E of the Corporations Act**

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

4.5 Tranche 2 will result in the issue of Shares which constitutes giving a financial benefit and Daniel Raihani, John Ingram, Piers Lewis and Ben Broom are related parties of the Company by virtue of being Directors.

The Board, other than:

- (a) Daniel Raihani in respect of Resolution 2;
- (b) John Ingram in respect of Resolution 3;
- (c) Piers Lewis in respect of Resolution 4; and
- (d) Ben Broom in respect of Resolution 5,

(who have a material personal interest) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Tranche 2 Placement Shares because the Shares will be issued to the Directors on the same terms as Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

4.6 **Board recommendation**

Resolutions 2, 3, 4 and 5 are ordinary resolutions.

The Board (with Daniel Raihani abstaining) recommends that Shareholders vote in favour of Resolution 2.

The Board (with John Ingram abstaining) recommends that Shareholders vote in favour of Resolution 3.

The Board (with Piers Lewis abstaining) recommends that Shareholders vote in favour of Resolution 4.

The Board (with Ben Broom abstaining) recommends that Shareholders vote in favour of Resolution 5.

5. **Resolution 6 – Approval of the selective buy-back of the Collateral Shares from Acuity Capital**

5.1 **General**

On 15 December 2022, the Company announced it had entered into an 'At-the-Market Subscription Agreement' with Acuity Capital Investment Management Pty Ltd (**Acuity Capital**) (**ATM Subscription Agreement**).

This announcement included the details of the At-the-Market Subscription Agreement, including the issue of 8,000,000 Shares to Acuity Capital (**Collateral Shares**) as security against the Company's obligations pursuant to the ATM Subscription Agreement, as well as the potential buy back and cancellation of the Collateral Shares issued to Acuity Capital upon early termination of maturity of the of the ATM Subscription Agreement.

As announced by the Company on 17 December 2024, the Company has terminated the ATM Subscription Agreement prior to the maturity date, without any cost to the Company, and has entered into an agreement with Acuity Capital (**Buy-Back Agreement**) under which the Company will, subject to Shareholders passing this Resolution 6, buy-back all of the Collateral Shares from Acuity Capital for nil cash (or other) consideration (**Selective Buy-Back**).

A summary of the terms and conditions of the Buy-Back Agreement is set out below in Section 5.2.

5.2 **Summary of Buy-Back Agreement**

The material terms of the Buy-Back Agreement is set out below:

- (a) subject to Shareholder approval of Resolution 6, pursuant to section 257A of the Corporations Act, Acuity Capital agrees to transfer all of the Collateral Shares and the Company has agreed to receive all of the Collateral Shares, for nil consideration;
- (b) the Selective Buy-Back will occur 5 Business Days after Shareholders approve Resolution 6; and
- (c) on completion of the Selective Buy-Back, the Collateral Shares will be cancelled pursuant to section 257H of the Corporations Act.

The Buy-Back Agreement otherwise contains provisions considered standard for an agreement of its nature.

5.3 Corporations Act requirements

Section 257A of the Corporations Act provides that a company may buy back its own shares if:

- (a) the buy-back does not materially prejudice the company's ability to pay its creditors; and
- (b) the company follows the procedures in Division 2 of Part 2.J.1 of the Corporations Act.

Section 257D sets out the procedure for a selective buy-back of shares and requires that the terms of an agreement for a selective buy-back be approved before it is entered into by either a:

- (a) special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by any person whose shares are proposed to be bought back or by their associates; or
- (b) unanimous resolution approved by all ordinary shareholders,

or the agreement must be conditional upon such approval.

A special resolution must be passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Section 257D(2) of the Corporations Act requires the Company to include a statement setting out all the information known to the Company that is material to the decision on how to vote on the resolution. However, the Company does not have to disclose information if it would be unreasonable to require the Company to do so because the Company had previously disclosed the information to its members.

Section 257H(3) of the Corporations Act provides that on or immediately after the transfer of the Shares bought back is registered, the Shares are to be cancelled.

The Directors believe that the Selective Buy-Back will not negatively affect the solvency of the Company and will not materially prejudice its ability to pay its creditors.

5.4 ASIC Disclosure Requirements

ASIC Regulatory Guide 110 sets out what ASIC expects a company to provide when disclosing such information to shareholders with a notice of meeting. This information is set out below.

- (a) The Company has 498,560,144 Shares on issue at the date of this Notice.
- (b) The number and percentage of Shares to be bought back are 8,000,000 Shares representing approximately 1.604% of the Shares on issue at the date of this Notice.
- (c) The terms of the Selective Buy-Back are set out above in Section 5.2.
- (d) There is no offer price for the Selective Buy-Back as no consideration will be payable by the Company for the Collateral Shares.
- (e) The reason for the Selective Buy-Back is to facilitate the return of collateral issued to Acuity Capital under the ATM Subscription Agreement as described in Section 5.1. The ATM Subscription Agreement was originally entered into to provide standby equity capital for the Company however the Company terminated the ATM Subscription Deed without using the placement facility made available under it.

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- (f) No Directors will participate in the Selective Buy-Back.
 - (g) There will be no financial effect of the Selective Buy-Back on the Company.
 - (h) As there will be no consideration payable for the Collateral Shares, the Company does not require a source of funds to effect the Selective Buy-Back.
 - (i) The Directors believe the advantages of the Selective Buy-Back are that it reduces the total shareholdings of the Company for no cost, benefitting all of the remaining Shareholders.
 - (j) The Directors believe that there are no disadvantages of the Selective Buy-Back.
 - (k) The Selective Buy-Back is not expected to have any effect on the control of the Company.
 - (l) The last market sale price as of the date of this Notice is \$0.067 per Share.

5.5 **Consequences of Selective Buy-Back**

If the Selective Buy-Back is not approved by Shareholders, the Company and Acuity Capital are required by the ATM Subscription Agreement to consult and agree regarding an alternative course of action to facilitate return of the collateral within seven business days of the date of the Meeting.

5.6 **Other material information**

The Board is not aware of any other material information that has not been disclosed to Shareholders.

5.7 **Board recommendation**

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

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

Schedule 1 Definitions

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

\$ or A\$	means Australian Dollars.
Acuity Capital	means Acuity Capital Investment Management Pty Ltd (ACN 132 459 093) as trustee for the Acuity Capital Holdings Trust.
ASIC	means the Australian Securities and Investments Commission.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
ATM Subscription Agreement	has the meaning given in Section 5.1.
AWST	means Australian Western Standard Time.
Board	means the board of Directors.
Buy-Back Agreement	has the meaning given in Section 5.1.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Collateral Shares	has the meaning given in Section 5.1.
Company	means Aurumin Limited (ACN 639 427 099).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
JLMs	has the meaning given in Section 3.1.
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.
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: (a) a related party;

- (b) Key Management Personnel;
- (c) a substantial Shareholder;
- (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.
Notice	means this notice of general meeting.
Placement	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).
Selective Buy-Back	has the meaning given in Section 5.1.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Tranche 1	has the meaning given in Section 3.1.
Tranche 1 Placement Participants	has the meaning given in Section 3.3.
Tranche 1 Placement Shares	has the meaning given in Section 3.1.
Tranche 2	has the meaning given in Section 3.1.
Tranche 2 Placement Participants	means the persons included in the table set out in Section 3.1, being Daniel Raihani, John Ingram, Piers Lewis and Ben Broom.
Tranche 2 Placement Shares	has the meaning given in Section 3.1.



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 **9:00am (AWST) on Tuesday, 4 February 2025.**

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: 184644

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.

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 Thursday, 6 February 2025 at 9:00am (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 prior issue of the Tranche 1 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval to issue Tranche 2 Placement Shares to Mr Daniel Raihani	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval to issue Tranche 2 Placement Shares to Mr John Ingram	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval to issue Tranche 2 Placement Shares to Mr Piers Lewis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval to issue Tranche 2 Placement Shares to Mr Ben Broom	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval of the selective buy-back of the Collateral Shares from Acuity Capital	<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 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

