

10 January 2025

GENERAL MEETING – NOTICE AND PROXY FORM

Dear Shareholder

Notice is given that a meeting of shareholders of Avira Resources Limited (ASX: **AVW**) (the **Company**) will be held as follows:

Time: 10:00 am (WST)
Date: 12 February 2025
Place: Level 4, 88 William Street, Perth WA 6000

(Meeting).

As permitted by the Corporations Act 2001 (Cth), the Company will not be despatching hard copies of the Notice of Meeting (**Notice**) unless the shareholder has made a valid election to receive documents in hard copy. Instead, the Notice and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically.

For those shareholders who have provided an email address and elected to receive electronic communications from the Company, an email has been sent to the nominated email address with a link to an electronic copy of the Meeting Materials and the proxy form/voting instruction form.

For those shareholders who have not made such an election, you can access the Meeting Materials online at the Company's website:

<https://www.aviraresourcesltd.com.au/announcements>

or at the Company's ASX Announcement Platform website:

<https://www.asx.com.au/markets/trade-our-cash-market/announcements.avw>

If you would like to receive electronic communications from the Company in the future, please update your communication preferences online at:

<https://www-au.computershare.com/investor/#Home?cc=au>

and log-in with your unique shareholder identification number and postcode (or country for overseas residents).

Shareholders are encouraged to vote online or by returning the proxy form. Instructions on completing this process including the final date for proxy voting instructions to be received are set out on the form.

Yours sincerely
Rhys Waldon
Company Secretary

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AVIRA RESOURCES LIMITED
ACN 131 715 645
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am WST
DATE: 12 February 2025
PLACE: Level 4, 88 William Street, Perth WA 6000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm Sydney time on 10 February 2025.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – CONSOLIDATION OF CAPITAL

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

“That, pursuant to section 254H of the Corporations Act, clause 10.1(b) of the Constitution, Listing Rules 7.20 and 7.22.1 and for all other purposes, all Securities be consolidated at a ratio of 20:1 and where this Consolidation results in a fraction of a Security being held, the Company be authorised to round that fraction up to the nearest whole Security.”

2. RESOLUTION 2 – ISSUE OF OPTIONS – OPTIONS OFFER

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

“That, subject to and conditional upon the passing of Resolution 1, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the issue of up to 48,435,500 Options (or up to 968,710,000 Options on a pre-Consolidation basis) on the terms and conditions set out in the Explanatory Statement.”

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

3. RESOLUTION 3 – PARTICIPATION OF A RELATED PARTY IN THE OPTIONS OFFER

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

“That, subject to and conditional upon the passing of Resolutions 1 and 2, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 3,000,000 Options (or up to 60,000,000 Options on a pre-Consolidation basis) to the James Robinson Entities (or their nominees) on the terms and conditions set out in the Explanatory Statement.”

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

4. RESOLUTION 4 – ISSUE OF SHARES AND OPTIONS – PLACEMENT AUTHORITY

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the issue of up to 2,061,210,000 Shares (or 103,060,500 Shares on a post-Consolidation basis), together with up to 1,030,605,000 Options (or 51,530,250 Options on a post-Consolidation basis), on the terms and conditions set out in the Explanatory Statement.”

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

Voting Exclusion Statements

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

Resolution 2 – Issue of Options – Options Offer	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any associates of those persons.
Resolution 3 – Participation of a Related Party in the Options Offer	James Robinson Entities (or their 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 holder of ordinary securities in the Company), or any associates of those persons.
Resolution 4 – Issue of Shares and Options – Placement Authority	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any associates of those persons.

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

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9463 2463.

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EXPLANATORY STATEMENT

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

1. BACKGROUND TO RESOLUTIONS

1.1 Consolidation

Resolution 1 seeks Shareholder approval for the Company to undertake a consolidation of capital on a 20:1 basis (**Consolidation**).

The purpose of the Consolidation is to implement a more appropriate capital structure for the Company going forward. If Resolution 1 is passed, the effect on the capital structure of the Company is set out in Section 2.5.

The Company intends to implement the Consolidation prior to the issue of Securities proposed by Resolutions 2 to 4.

1.2 Options Offer

The Company's AVWOA class of quoted Options (**AVWOA Options**) expired on 31 December 2024 (**Expiry Date**).

As announced on 30 December 2024, subject to Shareholder approval, the Company is proposing to issue, on a post-Consolidation basis, up to 48,435,500 Options (968,710,000 Options on a pre-Consolidation basis) exercisable at \$0.015 and expiring on 30 June 2027 and otherwise on the terms and conditions set out in Schedule 1 (**Options**) (**Options Offer**) with all holders of the AVWOA Options as at the Expiry Date with a registered address in Australia or New Zealand (**Eligible Participants**) having priority to apply under the Options Offer on the basis of 1 Option (on a post-Consolidation basis) for every 20 AVWOA Options held by Eligible Participants on the Expiry Date at an issue price of \$0.001 per Option (**Priority Offer**).

To the extent that the Priority Offer is not fully subscribed by Eligible Participants, it is proposed that remaining Options will be placed to unrelated parties of the Company (who are not persons listed in Listing Rule 10.11) (**Unrelated Parties**) at the discretion of the Directors.

The number of Options to be offered includes an aggregate of 3,000,000 Options on a post-Consolidation basis (60,000,000 Options on a pre-Consolidation basis) to be issued to the James Robinson Entities, being entities controlled by James Robinson, a Director, who are Eligible Participants (**Related Parties**).

Resolution 2 seeks Shareholder approval for the Options being offered under the Options Offer. Resolution 3 seeks Shareholder approval for the Options to be issued to the Related Parties. The maximum number of Options to be issued under Resolutions 2 and 3 are 48,435,500 (on a post-Consolidation basis). To the extent Options are issued under Resolution 3 this would reduce the number issued under Resolution 2.

The purpose of the issue of the Options is to enable the holders of the previous AVWOA Options to continue to participate in the ongoing development of the Company.

The Company anticipates lodging a prospectus with ASIC in relation to the Options Offer prior the date of the Meeting.

1.3 Placement Authority

Resolution 4 seeks Shareholder approval for the Company to be authorised to undertake a placement of up to 2,061,210,000 Shares (or 103,060,500 Shares on a post-Consolidation basis), together with up to 1,030,605,000 Options (or 51,530,250 Options on a post-Consolidation basis) (**Placement**).

At a minimum issue price of \$0.01 per Share (on a post-Consolidation basis), the Company would be able to raise a minimum of \$1,030,605 from the Placement before costs (assuming full subscription).

2. RESOLUTION 1 – CONSOLIDATION OF CAPITAL

2.1 Legal and regulatory requirements

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

The Listing Rules also require that the number of options on issue be consolidated in the same ratio as the ordinary capital and the exercise price amended in inverse proportion to that ratio.

As at the Disclosure Date, the Company has on issue 402,500,000 Options, which will be consolidated and amended as set out in Section 2.5.

2.2 Fractional entitlements

Not all Security Holders will hold that number of Shares or Options (as the case may be) which can be evenly divided by 20. Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole Security.

2.3 Taxation

It is not considered that any taxation implications will exist for Security Holders arising from the Consolidation. However, Security Holders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, nor its advisers, accept any responsibility for the individual taxation implications arising from the Consolidation.

2.4 Holding statements

From the effective date of the Consolidation, all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities.

It is the responsibility of each Security Holder to check the number of Securities held prior to disposal, exercise or conversion (as the case may be).

2.5 Effect on capital structure

The effect which the Consolidation will have on the Company's capital structure is set out in the table below (subject to the rounding of individual fractional holdings).

SHARES	Pre-Consolidation	Post-Consolidation
On issue at the Disclosure Date	2,938,790,000	146,939,500
Maximum to be issued under the Placement Authority (Resolution 4)	2,061,210,000	103,060,500
Total	5,000,000,000	250,000,000
OPTIONS	Pre-Consolidation	Post-Consolidation
On issue at the Disclosure Date ¹	402,500,000	20,125,000
Maximum to be issued under the Options Offer (Resolution 2 and 3) ²	968,710,000	48,435,500
Maximum to be issued under the Placement Authority (Resolution 4) ²	1,030,605,000	51,530,250
Total	2,401,815,000	120,090,750

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Notes:

1. Exercise Price: \$0.003 (pre-Consolidation) / \$0.06 (post-Consolidation) and Expiry Date: 30 June 2027. The full terms and conditions of the Options are disclosed in the Notice of Meeting released to ASX on 22 May 2024.
2. Refer to Schedule 1 for the terms and conditions of these Options:

2.6 Directors Recommendation

The Directors recommend Shareholders vote in favour of Resolution 1.

2.7 Indicative timetable

If Resolution 1 is passed, the Consolidation will take effect in accordance with the following timetable (as set out in Appendix 7A (paragraph 7) of the Listing Rules):

EVENT	DATE
Effective date of Consolidation (being the date Shareholder approval is obtained)	12 February 2025
Last day for pre-Consolidation trading.	13 February 2025
Post-Consolidation trading starts on a deferred settlement basis.	14 February 2025
Record Date Last day for Company to register transfers on a pre-Consolidation basis.	17 February 2025
First day for Company to update its register and to send holding statements to Security Holders reflecting the change in the number of Securities they hold.	18 February 2025
Last day for Company to update its register and to send holding statements to Security Holders reflecting the change in the number of Securities they hold. Deferred settlement market ends	24 February 2025

If Resolution 1 is not passed, the Consolidation will not take effect so there will be no change to the quantity of Securities on issue or the exercise price of the existing Options. In addition, the Company will not be able to proceed with the issue of Options under the Options Offer contemplated by Resolution 2 and 3.

3. RESOLUTION 2 - ISSUE OF OPTIONS – OPTIONS OFFER**3.1 General**

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue up to 48,435,500 Options on a post-Consolidation basis (or 968,710,000 on a pre-Consolidation basis) under the Options Offer.

3.2 Listing Rule 7.1

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

The proposed issue of the Options under the Options Offer does not fit within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1.

3.3 Technical information required by Listing Rule 14.1A

Subject to the passing of Resolution 1, if Resolution 2 is passed, the Company will be able to proceed with the issue of the Options under the Options Offer. In addition, the issue of these Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Options under the Options Offer and no eligible holders of AVWOA Options will be issued any Options in replacement for their previous AVWOA Options.

Resolution 2 is conditional on Resolution 1 also being passed. Therefore, if Resolution 1 is not passed, the Company will not be able to proceed with the issue of Options under the Options Offer contemplated by Resolution 2.

3.4 Directors Recommendation

The Directors recommend Shareholders vote in favour of all Resolution 2.

3.5 Technical 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 Resolution 2:

- (a) the Options will be issued to the Eligible Participants (other than the Related Parties, the subject of Resolution 3) or Unrelated Parties;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be a Material Person issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Options to be issued to participants of the Options Offer is 48,435,500 on a post-Consolidation basis (or 968,710,000 on a pre-Consolidation basis). To the extent Options are issued under Resolution 3 this would reduce the number issued under Resolution 2.;
- (d) the terms and conditions of the Options (on a post-Consolidation basis) are set out in Schedule 1;
- (e) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (f) the issue price of the Options will be \$0.001 on a post-Consolidation basis (or \$0.00005 per Option on a pre-Consolidation basis). The Company will not receive any other consideration in respect of the issue of the Options (other than in respect of funds received on exercise of these Options);
- (g) the purpose of the issue of the Options is to enable the Unrelated Parties to continue to participate in the ongoing development of the Company and raise approximately \$48,435 to be applied towards costs of the Options Offer and then general working capital of the Company;
- (h) the Options are not being issued under an agreement;
- (i) the Options are not being issued under, or to fund, a reverse takeover; and
- (j) a voting exclusion statement is included in the Notice.

4. RESOLUTION 3 – PARTICIPATION OF A RELATED PARTY IN THE OPTIONS OFFER

4.1 General

As set out in Section 1.2, the Company has agreed, subject to obtaining Shareholder approval, to issue an aggregate of 3,000,000 Options on a post-Consolidation basis (or 60,000,000 Options on a pre-Consolidation basis) to the Related Parties under the Options Offer on the terms and conditions set out below.

Resolution 3 seeks Shareholder approval for the issue of the Options to the Related Parties.

4.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members 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.

The issue of Options to the Related Parties under the Options Offer constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being an entity controlled by a Director.

In respect of Resolution 3, the Directors (other than Mr Robinson who has a material personal interest in Resolution 3) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 3 because the Options issued to the Related Parties (or their nominees) will be issued on the same terms as the Options issued to the Unrelated Parties under the Options Offer and as such, the giving of the financial benefit is on arm's length terms.

4.3 Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

The issue of Options to the Related Parties under the Options Offer falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 3 seeks the required Shareholder approval for the issue of the Options to the Related Parties under and for the purposes of Listing Rule 10.11.

4.4 Technical information required by Listing Rule 14.1A

Subject to the passing of Resolutions 1 and 2, if Resolution 3 is passed, the Company will be able to proceed with the issue of the Options to the Related Parties within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Options to the Related Parties (because approval is being obtained under Listing Rule 10.11), the issue of the Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Options to the Related Parties and the Related Parties will not be issued any Options in replacement for their previous AVWOA Options.

Resolution 3 is conditional on Resolutions 1 and 2 also being passed. Therefore, if either or both of Resolutions 1 and 2 are not passed, the Company will not be able to proceed with the issue of Options to the Related Parties under Resolution 3.

4.5 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 3:

- (a) the Options will be issued to the Related Parties who fall within the category set out in Listing Rule 10.11.1 by virtue of being entities controlled by a Director;
- (b) the maximum number of Options to be issued to the Related Parties, being the nature of the financial benefit proposed to be given, is 3,000,000 Options on a post-Consolidation basis (or 60,000,000 Options on a pre-Consolidation basis);
- (c) the terms and conditions of the Options are on the same terms as the Options to be issued under the Options Offer and are set out in Schedule 1;
- (d) the Options to be issued to the Related Parties will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Options to the Related Parties will occur on the same date;
- (e) the issue price of the New Options to be issued to the Related Parties will be \$0.001 per Option on a post-Consolidation basis (or \$0.00005 per Option on a pre-Consolidation basis). The Company will not receive any other consideration in respect of the issue of the Options to be issued to the Related Parties (other than in respect of funds received on exercise of these Options);
- (f) the purpose of the issue of the Options to be issued to the Related Parties is to allow the Related Parties to participate in the Priority Offer on the same terms as Unrelated Parties and raise approximately \$3,000 to be applied towards costs of the Options Offer and general working capital of the Company;
- (g) the issue of the Options to the Related Parties is not intended to remunerate or incentivise the Related Parties;
- (h) the Options are not being issued to the Related Parties under an agreement; and
- (i) a voting exclusion statement is included in the Notice.

5. RESOLUTION 4 – ISSUE OF SHARES AND OPTIONS – PLACEMENT AUTHORITY

5.1 General

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue Shares and Options pursuant to a Placement. Further information about the Placement is set out in Section 1.3.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out at Section 3.2.

The authority being sought under Resolution 4 for the issue of Shares and Options under the Placement does not fit within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1.

5.3 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of Shares and Options under the Placement. In addition, the issue of these Shares and Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Shares and Options under the Placement but would be able to issue a lesser number

of Equity Securities without prior Shareholder approval using its placement capacity under Listing Rule 7.1.

5.4 Technical 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 Resolution 4:

- (a) the persons to whom the Shares and Options will be issued have not yet been identified but will be unrelated parties of the Company (who are not persons listed in Listing Rule 10.11) and are likely to be professional and sophisticated investors identified through a bookbuild process by seeking expressions of interest to participate in the Placement at the discretion of the Directors and with the involvement of a lead manager or broker should one be appointed by the Company. As at the Disclosure Date, there is no agreement with a Material Person to be issued more than 1% of the issued capital of the Company from participation in the Placement;
- (b) the maximum number of Shares and Options to be issued to participants of the Placement is 2,061,210,000 Shares (or 103,060,500 Shares on a post-Consolidation basis), together with up to 1,030,605,000 Options (or 51,530,250 Options on a post-Consolidation basis);
- (c) the Shares to be issued will be issued on the same terms and conditions as existing Shares in the capital of the Company. The terms and conditions of the Options (on a post-Consolidation basis) are set out in Schedule 1;
- (d) the Shares and Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares and Options will occur on the same date;
- (e) the issue price of the Shares will be a minimum of \$0.01 on a post-Consolidation basis (or \$0.0005 per Share on a pre-Consolidation basis). The Options will be issued for nil cash consideration on the basis of up to one Option for every two Shares issued;
- (f) the purpose of the issue of the Shares and Options is to raise up to \$1,030,605 (assuming the issue price is \$0.01 per Share). The Company proposes to apply these funds towards costs of the Placement and general working capital of the Company, including any further exploration activities on the Company's assets and project evaluation costs for any additional acquisition opportunities;
- (g) as at the Disclosure Date there are no agreements in relation to the issue of the Shares and Options. However, it is likely the Company will enter into customary placement agreements with participants of the Placement once identified;
- (h) the Shares and Options are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in the Notice.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Avira Resources Limited (ACN 131 715 645).

Consolidation means the consolidation of capital of the Company contemplated by Resolution 1.

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Disclosure Date means 2 January 2025.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

James Robinson Entities means Sabreline Pty Ltd <JPR Investment A/C> and JKR Super Pty Ltd <JPR Super Fund A/C>.

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 Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Placement has the meaning given in Section 1.3.

Proxy Form means the proxy form accompanying the Notice.

Related Parties has the meaning given in Section 1.2.

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

Section means a section of the Explanatory Statement.

Security Holders means a registered holder of an Equity Security.

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

Shareholder means a registered holder of a Share.

Unrelated Parties has the meaning given in Section 1.2.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.015 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 June 2027 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds, and where the aggregate Exercise Price payment is a fraction of a cent, rounded up to the nearest whole cent (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation 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.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



AVIRA RESOURCES
LIMITED

ABN 38 131 715 645

AVW

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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 Monday, 10 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: 999999

SRN/HIN: I999999999

PIN: 99999

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.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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 9999999999

I ND

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 Avira Resources 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 Avira Resources Limited to be held at Level 4, 88 William Street, Perth, WA 6000 on Wednesday, 12 February 2025 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 Consolidation of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Issue of Options – Options Offer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Participation of a Related Party in the Options Offer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Issue of Shares and Options – Placement Authority	<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

