

6 January 2026

Diane Djotaroeno  
ASX Listings Compliance  
39 Martin Place  
Sydney NSW 2000

By email

Dear Diane

Augustus Mineral Limited (**ASX: AUG**) (**Augustus** or the **Company**) refers to the ASX Aware Query letter dated 12 December 2025 and ASX email dated 22 December 2025 (**Aware Query**).

The Company provides the following comments in response to the Aware Query:

1. **Did AUG despatch any supplementary meeting materials (including an updated proxy form) to shareholders in relation to the proposed election of the New Director at the Meeting?**

No.

2. **If the answer to question 1 is 'yes', please advise when the supplementary materials were despatched to shareholders and if (and when) they were released on MAP.**

N/A.

3. **If the answer to question 1 is 'no', please explain why supplementary meeting materials were not despatched to shareholders or released on MAP in relation to the proposed election of the New Director at the Meeting. In responding to this question, please comment specifically on why AUG did not provide security holders with a proxy form including the proposed election of the New Director prior to the Meeting.**

On 14 November 2025, the date of the New Director's appointment, the Company released an announcement setting out the information required under ASX Listing Rule 3.16.4, including the New Director's qualifications and experience (**New Director Announcement**). Given that the New Director Announcement included the New Director's qualifications, experience, and ASX Listing Rule 3.16.4 information, no supplementary information was considered necessary. Further, Section 250R of the Corporations Act 2001 (*Cth*) (**Act**) provides that the business of an AGM may include the election of directors, even if not referred to in the notice of meeting.

Proxy form instructions must be received by the Company's share registry no later than 48 hours before the AGM. Given that the New Director was appointed 2 business days before the AGM, it was not feasible to dispatch any revised proxy form.

#### Registered Address

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#### Corporate

**Brian Rodan**  
*Executive Chairman*

**Darren Holden**  
*Non-Executive Director*

**Graeme Smith**  
*Non-Executive Director*

**Richard Jordinson**  
*Non-Executive Director*

**Sebastian Andre**  
*Company Secretary*

4. Does AUG consider that all material information in its possession relevant to a shareholder's decision whether or not to elect the New Director at the Meeting had been disclosed to the market before the Meeting? Please explain the basis of AUG's view.

Yes. Refer to the New Director Announcement.

5. Did the election of the New Director at the Meeting comply with the provisions of clause 15.3 of AUG's Constitution?

N/A. Clause 15.3 does not apply because there was no shareholder nomination or director election process initiated under that clause. The New Director was not nominated for election as prescribed by clause 15.3 of the AUG Constitution. Rather, the New Director was appointed by the current Company directors as an addition to the board under clause 15.4. In accordance with AUG Constitution, section 201H(3) of the Act, and Listing Rule 14.4, the New Director holds office only until the next annual general meeting. Furthermore, Section 250R of the Act stipulates that the business conducted at an annual general meeting may include the election of directors, irrespective of whether such business is specified in the notice of meeting.

Accordingly, the resolution to elect the New Director (**Resolution 9**) was presented to shareholders in compliance with all relevant rules and regulations.

6. If the answer to question 5 is 'yes', please advise the basis upon which AUG considers the election of the New Director complied with the provisions of clause 15.3 of AUG's Constitution.

N/A.

7. If the answer to question 5 is 'no', please explain why AUG did not comply with the provisions of clause 15.3 of AUG's Constitution.

N/A.

8. Did the Executive Chair cast the Executive Chair Shares in favour of the election of the New Director at the Meeting?

Yes. However, the Company does not consider this to be a relevant question given that the Executive Chair is not precluded from voting on the resolution and was not the only shareholder that voted for the re-election of the New Director. If the Executive Chair abstained from voting on this resolution, the resolution to elect the New Director would have still passed on the basis that all other votes on that resolution were cast in favour. The Company refers to the announcement dated 18 November 2025 where all information required under the ASX Listing Rule 3.13.2 and section 251AA of the Act has been disclosed.

9. If the Executive Chair cast the Executive Chair Shares in favour of the election of the New Director, does AUG consider that the resolution to elect the New Director would have been passed at the Meeting if the Executive Chair's votes were disregarded? Please provide the basis of AUG's view.

Refer to the answer to Question 8.

10. Please explain why no proxy votes were cast at the Meeting on the resolution to elect the New Director.

No proxy votes were received. Refer to the answer to question 3 above further details.

- 11. Did AUG comply with its corporate governance policies (as outlined in its 2025 Corporate Governance Statement – see paragraph G above) in relation to the appointment and subsequent election of the New Director, respectively?**

Yes.

- 12. If the answer to any part of question 11 is ‘yes’, please advise how AUG considers that it complied with its corporate governance policies in relation to the appointment and election of the New Director, respectively.**

Refer to the Company answers to questions 3 and 4 above with respect to the information provided to security holders. The Company completed appropriate checks before appointing the New Director.

- 13. If the answer to any part of question 11 is ‘no’, please explain why AUG did not comply with its corporate governance policies in relation to the appointment and election of the New Director, respectively, and provide details of the non-compliance.**

Refer to the Company’s answer to question 12 above.

- 14. Noting the requirements in Listing Rule 14.2.1 for a proxy form to provide for security holders to vote for, against or abstain on each resolution, does AUG consider that the proxy form accompanying the Notice of Meeting complied with Listing Rule 14.2.1? Please provide the basis of AUG’s view.**

Yes. The notice of meeting and proxy form were dispatched on or about 20 October 2025 and complied with Listing Rule 14.2.1.

Resolution 9 was put to shareholders in accordance with section 250R of the Act and clause 15.4 of the AUG Constitution.

Refer to the Company’s answer to question 3 for further details in respect to proxy voting.

- 15. Noting the requirements of Listing Rule 14.4, please explain why AUG proceeded with the New Director Appointment shortly before the Meeting (and after the release of the Notice of Meeting and accompanying proxy form)?**

Listing Rule 14.4, together with section 201H(3) of the Act, formed the basis for including Resolution 9 in the agenda of the Meeting. The inclusion of this resolution was necessary to ensure adherence to the relevant legal and regulatory requirements governing director appointments.

The Company proceeded with the appointment of the New Director within a timeframe that was mutually agreed upon by both parties. This appointment occurred shortly before the scheduled Meeting. The decision to act promptly was motivated by the Company’s view that any delay could jeopardise the opportunity to secure a highly experienced industry expert for the board.

The Company confirms that no material resolutions were passed between the date of the New Director’s appointment and the date of the Meeting.

- 16. Please confirm that AUG is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.**

Confirmed.

**17. Please confirm that AUG's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of AUG with delegated authority from the board to respond to ASX on disclosure matters.**

Confirmed.

For further information contact:

Sebastian Andre  
Company Secretary  
[admin@augustusminerals.com.au](mailto:admin@augustusminerals.com.au)

12 December 2025

Mr Sebastian Andre  
Company Secretary  
Augustus Minerals Limited

By email

Dear Mr Andre

**Augustus Minerals Limited ('AUG'): ASX Query Letter**

ASX refers to the following:

- A. AUG's announcement titled 'Notice of Annual General Meeting/Proxy Form' released on the ASX Market Announcements Platform ('MAP') on 20 October 2025 ('Notice of Meeting') for the annual general meeting to be held on 18 November 2025 ('Meeting'), where the only proposed resolution relating to the election or re-election of directors is Resolution 2 (titled 'Re-election of Director – Brian Rodan').
- B. AUG's announcement titled 'Director Appointment' released on MAP on 14 November 2025 disclosing the appointment of Mr Richard Jordinson (the 'New Director') as a non-executive director of AUG effective immediately.
- C. AUG's announcement titled 'Results of Meeting' released on MAP on 18 November 2025 which disclosed that resolution 9 titled 'Additional Resolution: Election of Director – Richard Jordinson' was added to the meeting agenda pursuant to section 250R of the Corporations Act, and that:
  - 1.1 shareholders holding 56,550,000 shares voted in favour of the election of Mr Richard Jordinson as a director (on a poll);
  - 1.2 no proxy votes were cast on the resolution (for or against); and
  - 1.3 no votes were cast against the resolution (on a poll).
- D. It appears that no supplementary meeting materials (including an updated proxy form) were despatched to shareholders or released on MAP in relation to the proposed election of the New Director at the Meeting.
- E. AUG's announcement titled 'Annual report to shareholders' released on MAP on 26 September 2025 disclosing that AUG has 206,359,473 fully paid ordinary shares on issue and that the executive chair Mr Brian Rodan ('Executive Chair') holds 55,150,000 shares ('Executive Chair Shares').
- F. AUG's Constitution adopted on 5 April 2023 ('Constitution') and released on MAP on 23 May 2023 which states the following (inter alia) in relation to the election of directors (under clause 15.3 titled 'Election of directors') "Notice of every candidature for election as a Director shall be given to each Shareholder with or as part of the notice of the meeting at which the election is to take place." (emphasis added).
- G. AUG's Corporate Governance Statement approved on 6 September 2025 and released on MAP on 26 September 2025 which states the following in relation to recommendation 1.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* (fourth edition) (emphasis added):
  - (a) *The Company has guidelines for the appointment and selection of the Board and senior executives in its Corporate Governance Plan. The Company's Nomination Committee Charter (in the Company's Corporate Governance Plan) requires the Nomination Committee (or, in its absence, the Board) to ensure appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate)) are undertaken before appointing a person, or putting forward to security holders a candidate for election, as a*

*Director. In the event of an unsatisfactory check, a Director is required to submit their resignation.*

- (b) *Under the Nomination Committee Charter, all material information relevant to a decision on whether or not to elect or re-elect a Director must be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director.*

H. ASX Listing Rule 14.2.1 which states:

14.2 A notice of meeting must include a proxy form which satisfies the following rules.

14.2.1 The proxy form must, in respect of each resolution, provide for the \*security holder to direct the proxy:

- to vote for the resolution;
- to vote against the resolution; or
- to abstain from voting on the resolution.

I. ASX Listing Rule 14.4, which (among other things) provides that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

#### **Request for information**

Having regard to the above, ASX asks AUG to respond separately to each of the following questions:

1. Did AUG despatch any supplementary meeting materials (including an updated proxy form) to shareholders in relation to the proposed election of the New Director at the Meeting?
2. If the answer to question 1 is 'yes', please advise when the supplementary materials were despatched to shareholders and if (and when) they were released on MAP.
3. If the answer to question 1 is 'no', please explain why supplementary meeting materials were not despatched to shareholders or released on MAP in relation to the proposed election of the New Director at the Meeting. In responding to this question, please comment specifically on why AUG did not provide security holders with a proxy form including the proposed election of the New Director prior to the Meeting.
4. Does AUG consider that all material information in its possession relevant to a shareholder's decision whether or not to elect the New Director at the Meeting had been disclosed to the market before the Meeting? Please explain the basis of AUG's view.
5. Did the election of the New Director at the Meeting comply with the provisions of clause 15.3 of AUG's Constitution?
6. If the answer to question 5 is 'yes', please advise the basis upon which AUG considers the election of the New Director complied with the provisions of clause 15.3 of AUG's Constitution.
7. If the answer to question 5 is 'no', please explain why AUG did not comply with the provisions of clause 15.3 of AUG's Constitution.
8. Did the Executive Chair cast the Executive Chair Shares in favour of the election of the New Director at the Meeting?
9. If the Executive Chair cast the Executive Chair Shares in favour of the election of the New Director, does AUG consider that the resolution to elect the New Director would have been passed at the Meeting if the Executive Chair's votes were disregarded? Please provide the basis of AUG's view.

10. Please explain why no proxy votes were cast at the Meeting on the resolution to elect the New Director.
11. Did AUG comply with its corporate governance policies (as outlined in its 2025 Corporate Governance Statement – see paragraph G above) in relation to the appointment and subsequent election of the New Director, respectively?
12. If the answer to any part of question 11 is 'yes', please advise how AUG considers that it complied with its corporate governance policies in relation to the appointment and election of the New Director, respectively.
13. If the answer to any part of question 11 is 'no', please explain why AUG did not comply with its corporate governance policies in relation to the appointment and election of the New Director, respectively, and provide details of the non-compliance.
14. Noting the requirements in Listing Rule 14.2.1 for a proxy form to provide for security holders to vote for, against or abstain on each resolution, does AUG consider that the proxy form accompanying the Notice of Meeting complied with Listing Rule 14.2.1? Please provide the basis of AUG's view.
15. Noting the requirements of Listing Rule 14.4, please explain why AUG proceeded with the New Director Appointment shortly before the Meeting (and after the release of the Notice of Meeting and accompanying proxy form)?
16. Please confirm that AUG is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
17. Please confirm that AUG's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of AUG with delegated authority from the board to respond to ASX on disclosure matters.

#### **When and where to send your response**

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **3:00 PM AWST Wednesday, 17 December 2025**.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, AUG's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out above and may require AUG to request a trading halt immediately if trading in AUG's securities is not already halted or suspended.

Your response should be sent by e-mail to **ListingsCompliancePerth@asx.com.au**. It should not be sent directly to the ASX Market Announcements Office. This is to allow us to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

#### **Suspension**

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in AUG's securities under Listing Rule 17.3.

#### **Listing Rules 3.1 and 3.1A**

In responding to this letter, you should have regard to AUG's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that AUG's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

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**Release of correspondence between ASX and entity**

We reserve the right to release all or any part of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A. The usual course is for the correspondence to be released to the market.

Kind regards

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ASX Compliance