



**OzAurum Resources Ltd  
(ACN 643 244 544)**

## **Notice of General Meeting**

**General Meeting of Shareholders to be held at  
Unit 1, 15 Williams Street, Kalgoorlie, Western Australia  
at 11.00am (AWST) on 15 April 2026.**

**Important**

This 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 their professional adviser prior to voting.

## Notice of General Meeting

Notice is given that a General Meeting of Shareholders of OzAurum Resources Ltd (ACN 643 244 544) (**Company**) will be held at Unit 1, 15 Williams Street, Kalgoorlie, Western Australia at 11.00am (AWST) on Wednesday, 15 April 2026.

### Business

#### 1. Resolutions 1(a) and 1(b) – Ratification of prior issue of Placement Shares

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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 7.4, and for all other purposes, approval is given for the Company to ratify the prior issue of:*

*(a) 34,000,000 Placement Shares under Listing Rule 7.1; and*

*(b) 22,900,000 Placement Shares under Listing Rule 7.1A,*

*at an issue price of \$0.072 per Placement Share to raise up to \$4,096,800 (before costs) to Exempt Investors (and/or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting exclusion statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- Forrestania Resources Limited; or
- an Associate of Forrestania Resources Limited.

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

- Forrestania Resources Limited as proxy or attorney for a person who is entitled to vote on these Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on these Resolutions, in accordance with a direction given to the Chair to vote on these Resolutions as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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 these Resolutions; and
  - the holder votes on these Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

#### 2. Resolution 2 – Approval of issue of Shares to VM Drilling Pty Ltd

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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 Company to issue VM Drilling Pty Ltd (and/or their nominee(s)) up to 4,100,000 Shares at an issue price \$0.11 per Share on the terms and conditions set out in the Explanatory Statement.”*

**Voting exclusion statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- VM Drilling Pty Ltd (and/or their Nominees); or
- an Associate of VM Drilling Pty Ltd.

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

- VM Drilling Pty Ltd as proxy or attorney for a person who is entitled to vote on these Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on these Resolutions, in accordance with a direction given to the Chair to vote on these Resolutions as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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 these Resolutions; and
  - the holder votes on these Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

**3. Other business**

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In accordance with section 250S(1) of the Corporations Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the General Meeting.

**By order of the Board**



**Stephen Hewitt-Dutton**  
Company Secretary  
OzAurum Resources Ltd

4 March 2026

## Explanatory Statement

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### Important information

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted, and the Resolutions to be considered, at the Company's General Meeting. The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice.

This Explanatory Statement should be read in conjunction with the Resolutions set out in this Notice. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

### Interpretation

Capitalised terms which are not otherwise defined in this Notice have the meanings given to those terms under the Definitions section of this Notice.

References to "\$" and "A\$" in this Notice are references to Australian currency unless otherwise stated. References to time in this Notice relate to the time in Perth, Western Australia.

### Voting exclusion statements

Certain voting restrictions apply to the Resolutions as detailed beneath the applicable Resolutions in this Notice.

### Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two (2) 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. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the General Meeting or handed in at the General Meeting when registering as a corporate representative.

To vote by proxy, please complete and sign the Proxy Form enclosed and return in accordance with the instructions on the Proxy Form so that it is received by no later than 11.00am (AWST) on Monday 13 April 2026. Proxy Forms received later than this time will be invalid.

### Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at 11.00am (AWST) on 13 April 2026. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the General Meeting.

## Regulatory Information

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### 1. Resolution 1 – Ratification of prior issue of Placement Shares

#### 1.1. Background

On 30 January 2026 the Company announced that it had entered into a Term Sheet with Forrestania Resources Limited (ACN 647 899 698) (“**Forrestania**”) to raise a total of \$4,096,800 (before costs). The Placement was completed on 2 February 2026 and a total of 56,900,000 Placement Shares were issued under the Company’s placement capacity under Listing Rules 7.1 and 7.1A.

Resolution 1 seeks Shareholder approval to ratify the issue of 56,900,000 Shares (**Placement Shares**) pursuant to Listing Rule 7.4, previously issued to Forrestania, and Exempt Investor, on 2 February 2026, under the Company’s placement capacity pursuant to Listing Rules 7.1 and 7.1A.

The Company issued the Placement Shares to Forrestania on 2 February 2026, with 34,000,000 Placement Shares issued under Listing Rule 7.1 and 22,900,000 Placement Shares issued under Listing Rule 7.1A.

#### 1.2. Listing Rules 7.1 and 7.1A

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 a 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue equity securities comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting on 27 November 2025.

The issue of the Placement Shares does not fall within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company’s Shareholders, it effectively uses up the 15% limit in Listing Rule 7.1 and the Company’s 10% placement capacity under Listing Rule 7.1A. This reduces the Company’s capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and under Listing Rule 7.1A for the 12 months following the date of issue of the Placement Shares.

#### 1.3. Listing Rule 7.4

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 has been 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 that rule.

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 and Listing Rule 7.1A.

If Resolutions 1(a) and (b) are passed, the issue of the Placement Shares will be excluded in calculating the Company’s 15% limit in Listing Rule 7.1 and the Company’s 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue of the Placement Shares.

If Resolutions 1(a) and (b) are not passed, the issue of the Placement Shares will be included in calculating the Company’s 15% limit in Listing Rule 7.1 and the Company’s 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue of the Placement Shares.

#### 1.4. Listing Rule 7.5

Listing Rule 7.5 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolutions 1(a) and (b) for the purposes of Listing Rule 7.4:

**(a) Names of the persons to whom the entity will issue the securities (if known) or basis upon which those persons will be identified or selected**

Forrestania Resources Limited.

**(b) Maximum number of securities the entity issued**

A total of 56,900,000 Placement Shares were issued on 2 February 2026 with 34,000,000 Placement Shares issued under Listing Rule 7.1 (Resolution 1(a)) and 22,900,000 Placement Shares issued under Listing Rule 7.1(a) (Resolution 1(b)).

**(c) Terms of the securities**

The Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with existing Shares on issue.

**(d) Date by which the entity issued the securities**

The Placement Shares were issued on 2 February 2026.

**(e) Issue price of the securities**

The Placement Shares were issued at \$0.072 per Placement Share.

**(f) Purpose of the issue and the intended use of the funds raised**

The purpose of the issue of the Placement Shares is to raise \$4,096,800 (before costs). Funds raised from the Placement have been, or are to be used, towards:

- Advancing heap leach feasibility and development studies at the James Stage 1 Open Pit;
- Supporting early mine development activities at Mulgabbie North;
- Continued exploration upside across the broader project area; and
- General working capital.

**(g) If the securities will be issued under an agreement, a summary of the material terms of the agreement**

The Company entered into Placement Term Sheet with Forrestania which contained the details of the placement, terms, conditions and warranties considered customary for agreements of that nature.

**(h) Voting Exclusion Statement**

Refer to the Voting Exclusion Statement beneath the applicable Resolution in the Notice.

## **1.5. Listing Rule 14.1A**

Listing Rule 14.1A provides that a notice of meeting which contains a resolution approval of security holders under the Listing Rules must summarise the relevant Listing Rule (see summary of Listing Rule 7.4 above) and what will happen if security holders give, or do not give, that approval.

If Resolutions 1(a) and (b) are passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% limit for the purposes of Listing Rule 7.1 and the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue of the Placement Shares.

If Resolutions 1(a) and (b) are not passed, the issue of the Placement Shares will be included in calculating the Company's 15% limit for the purposes of Listing Rule 7.1 and the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue of the Placement Shares.

## **1.6. Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 1(a) and (b). The Chair intends to exercise all available proxies in favour of Resolutions 1(a) and (b).

## **2. Resolution 2 – Approval of issue Shares to VM Drilling Pty Ltd**

### **5.1. Background**

Resolution 2 seeks Shareholder approval for the issue of up to 4,100,000 Shares pursuant to Listing Rule 7.1 to VM Drilling Pty Ltd (ACN 715 822 855) ("**VM Drilling**") (and/or their nominee(s)). The Company has engaged VM Drilling to undertake a drilling program at its Mulgabbie North Gold Project. VM Drilling have agreed to accept up to 4,100,000 Shares in payment of their invoices for the drilling program. The shares are to be issued at an issue price of \$0.11 per Share. If a balance remains outstanding following the issue of all 4,100,000 Shares, it will be settled by the Company in cash.

### **5.2. Listing Rules 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 a 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Shares does not fall within any of the exceptions to Listing Rule 7.1 and the Company does not have sufficient placement capacity remaining under Listing Rule 7.1 to accommodate the issue. The Company therefore requires the approval of Shareholders under Listing Rule 7.1 for the issue of the Shares.

### **5.3. Information required by Listing Rule 7.3**

Listing Rule 7.3 requires that the following information be provided to Shareholders in relation to obtaining approval of Resolution 2 for the purposes of Listing Rule 7.1:

**(a) Names of the persons to whom the entity will issue the securities (if known) or basis upon which those persons will be identified or selected**

The Shares will be issued to VM Drilling Pty Ltd (and/or their nominee(s)).

**(b) Maximum number of securities the entity is to issue**

4,100,000 Shares.

**(c) Date by which the entity will issue the securities**

The Shares will be issued shortly after the Meeting, and in any event, within three (3) months of the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

**(d) Issue price of the securities**

The Shares will be issued at an issue price equal to \$0.11 per Share.

**(e) Terms of the securities**

The Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with existing Shares on issue.

**(f) Purpose and intended use of the funds raised**

No funds will be raised through the issue of the Shares. The Company will, however, preserve its existing cash reserves through not having to settle payment for the services in cash. The purpose of the issue of the Shares is to pay for the drilling services provided by VM Drilling.

**(g) If the securities will be issued under an agreement, a summary of the material terms of the agreement**

The Company has engaged VM Drilling to complete a drilling program under terms and conditions customary for engagements of this nature other than the payment for the services provided through the issue of OzAurum Shares as detailed in this Notice.

**(i) Voting Exclusion Statement**

Refer to the Voting Exclusion Statement beneath the applicable Resolution in the Notice.

**5.4. Listing Rule 14.1A**

If Resolution 2 is passed, the issue of the Shares will be able to proceed and the Shares will be excluded in calculating the Company's 15% limit for the purposes of Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue of the Shares.

If Resolution 2 is not passed, the issue of the Shares will not be able to proceed and the Shares will not be issued. OzAurum will be required to fund payment for the drilling services from existing cash reserves.

**5.5. Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2. The Chair intends to exercise all available proxies in favour of Resolution 2.

## Glossary

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In this Notice and Explanatory Statement, the following terms have the following meanings:

**Annexure** an annexure to the Explanatory Statement.

**ASIC** the Australian Securities and Investments Commission.

**Associate** has the meaning set out in sections 11 to 17 of the Corporations Act, as applicable and as applied in accordance with the note to Listing Rule 14.11.

**ASX** means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

**AWST** means Australian Western Standard Time, being the time in Perth, Western Australia.

**Board** means the board of Directors.

**Chairman** or **Chair** means the chair of the General Meeting.

**Company** or **OzAurum** means OzAurum Resources Ltd (ACN 643 244 544).

**Constitution** means the constitution of the Company.

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

**Director** means a director of the Company.

**Equity Securities** has the meaning given in the Listing Rules.

**Exempt Investor** means a sophisticated and/or professional investor or otherwise exempt investor to whom securities may be offered by the Company without disclosure under section 708 of the Corporations Act.

**Explanatory Statement** means the explanatory statement incorporated in the Notice.

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

**Key Management Personnel** means the key management personnel of the Company as defined in the Corporations Act and Australian Accounting Standards Board accounting standard 124, broadly including those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

**Listing Rules** means the ASX Listing Rules published and distributed by ASX.

**Notice** means this notice of general meeting incorporating the Explanatory Statement.

**Placement** has the meaning given in section 1.1.

**Placement Participants** means the parties subscribing for Shares under the Placement Agreement.

**Placement Shares** means the 56,900,000 Shares issued to Forrestania Resources Limited under the Placement.

**Proxy Form** means the proxy form attached to this Notice.

**Related Parties** has the meaning given in Chapter 19 of the Listing Rules.

**Resolution** means a resolution contained in this Notice.

**Section** means a section contained in the Explanatory Statement.

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

**Shareholder** means a holder of a Share.

**Trading Day** has the meaning given in Chapter 19 of the Listing Rules.

**Voting Exclusion Statement** means a voting exclusion statement as required by ASX Listing Rule 14.11.

Your proxy voting instruction must be received by **11:00am (AWST) on Monday, 13 April 2026**, 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.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

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#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

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