GoldArc

ASX Announcement 4 September 2026

Grant of Waiver of ASX Listing Rule 7.3.4

GoldArc Resources Limited (ASX:GA8) ('GoldArc' or 'the Company') refers to its ASX announcement dated 6 August 2026 regarding the Company's entry into a binding sale and purchase agreement (**SPA**) with Regener8 Resources NL (ASX: R8R) (**Regener8**) for the acquisition of 100% of Regener8's interest in the Niagara West and North tenement package in the Kookynie Goldfields of Western Australia (the **Acquisition**).

The total consideration payable by GoldArc to Regener8 under the SPA comprises:

(a) A$1,500,000 worth of fully paid ordinary shares in GA8 (**Consideration Shares**) at a deemed issue price of A$0.07 per share, subject to voluntary escrow for 6 months from completion; and

(b) two tranches of contingent consideration (A$500,000 each), payable in cash or shares at GA8's election, contingent on GA8 announcing a JORC Mineral Resource Estimate on the tenements within 5 years from completion as follows:

   i. Tranche 1: 100,000 ounces (inferred or higher) at ≥1.5 g/t Au (**Tranche 1 Milestone**); and

   ii. Tranche 2: 250,000 ounces (inferred or higher) at ≥1.5 g/t Au (**Tranche 2 Milestone**).

If GA8 elects to satisfy the payment of the contingent consideration in shares (**Contingent Consideration Shares**), the number of shares to be issued will equal A$500,000 divided by the 5-day VWAP prior to satisfaction of the relevant milestone, subject to a floor price of A$0.055 per share. Each milestone is also deemed satisfied if GA8 commences Commercial Production (as defined in the 6 August 2026 announcement) on any of the tenements within 5 years from completion.

The Company intends to seek shareholder approval under ASX Listing Rule 7.1 at a general meeting of GA8's shareholders to be held on 16 October 2026 (the **General Meeting**) for the issue of the Consideration Shares and Contingent Consideration Shares to Regener8 (and/or its nominees). The parties have agreed to vary the SPA such that the General Meeting will be held on 16 October 2026 and the conditions precedent end date under the SPA is 30 October 2026.

ASX Listing Rule (**Listing Rule**) 7.3.4 requires that, where shareholder approval is sought for an issue of securities under Listing Rule 7.1, the relevant notice of meeting must state that the securities the subject of the approval will be issued no later than 3 months after the date of the meeting (or such longer period as ASX allows).

The Company applied to ASX for a waiver of Listing Rule 7.3.4 (**Waiver**) to permit the Company in its notice of general meeting to seek shareholder approval for the issue of the Contingent Consideration Shares not to state that the securities will be issued no later than 3 months after the General Meeting.

ASX:GA8

GoldArc Resources

goldarcres.com.au

104 Colin Street
West Perth WA 6005

+61 8 9420 8208

GoldArc

Waiver Decision

GoldArc is pleased to advise that, pursuant to Listing Rule 18.1, ASX has granted the Waiver permitting the Contingent Consideration Shares to be issued within 5 years from the date of shareholder approval. Specifically, ASX has provided the following decision in respect of the Waiver:

1. *Based solely on the information provided, ASX Limited ('ASX') grants GoldArc Resources Limited (the 'Entity') a waiver from Listing Rule 7.3.4 to the extent necessary to permit the Entity in its notice of meeting ('Notice') seeking shareholder approval for the issue of up to $1,000,000 worth of shares to Regener8 Resources NL ('Seller') (equivalent to a maximum of 18,181,818 shares) upon the Entity reporting a JORC compliant resource of inferred material (or higher) of at least 100,000oz and 250,000oz at 1.5g/t Au for the Niagara West and North tenement package ('Contingent Consideration Shares'), not to state the securities will be issued no later than 3 months from the date of the shareholder meeting, on the following conditions:*

   1.1 *the Entity releases an announcement to the market that discloses the nature and effect of the waiver and the Entity's reasons for seeking the waiver. The announcement must be released no later than the next business day after ASX communicates to the Entity that the waiver has been granted, except when the waiver relates to a confidential and incomplete proposal or negotiation. If the waiver relates to a confidential and incomplete proposal or negotiation, disclosure must be made when the matter ceases to be confidential or incomplete. ASX may direct the announcement to be made at another time.*

   1.2 *the Contingent Consideration Shares are to be issued upon achievement of the applicable performance milestones, and in any event, by no later than 5 years from the date of receipt of shareholder approval;*

   1.3 *the material terms of the Contingent Consideration Shares are fully and clearly set out in the Notice, including the relevant performance milestones for the issue of the Contingent Consideration Shares;*

   1.4 *details regarding the potential dilutive effect of the Contingent Consideration Shares on the Entity's capital structure is included in the Notice to ASX's satisfaction;*

   1.5 *the terms of the waiver are clearly disclosed in the Notice to ASX's satisfaction;*

   1.6 *if any of the performance milestones are achieved, the achievement of that milestone and the basis on which the Entity's directors determined that the milestone has been achieved is announced to the market, together with the number of Contingent Consideration Shares issued; and*

   1.7 *for any annual reporting period during which any Contingent Consideration Shares have been issued or any of them remain to be issued, the Entity's annual report sets out the number of Contingent Consideration Shares issued in that annual reporting period, the number of Contingent Consideration Shares that remain to be issued and the basis on which the Contingent Consideration Shares may be issued.*

2. *ASX has considered Listing Rule 7.3.4 only and makes no statement as to the Entity's compliance with other Listing Rules.*

ASX:GA8

GoldArc Resources

goldarcres.com.au

104 Colin Street
West Perth WA 6005

+61 8 9420 8208

GoldArc

Nature and Effect of the Waiver

The Contingent Consideration Shares may be issued following satisfaction of the Tranche 1 Milestone or the Tranche 2 Milestone (or deemed satisfaction upon the commencement of Commercial Production) at any time within 5 years from completion. As this may be more than 3 months after the date of the General Meeting, it is inconsistent with Listing Rule 7.3.4 (as set out above).

The effect of the Waiver is to allow GA8 to issue the Contingent Consideration Shares upon satisfaction of the relevant milestones within 5 years from the date of shareholder approval, without needing to comply with the 3-month period in Listing Rule 7.3.4.

Reasons for Seeking the Waiver

The reasons for which the Company sought and obtained the Waiver include the following:

(a) Under the SPA, the Contingent Consideration Shares may be issued following satisfaction of the Tranche 1 Milestone or the Tranche 2 Milestone (or deemed satisfaction upon the commencement of Commercial Production). As this may be more than 3 months after the date of shareholder approval at the General Meeting, it is inconsistent with Listing Rule 7.3.4 (as set out above). Accordingly, the Waiver was sought by the Company so that the Contingent Consideration Shares could be issued by the Company beyond the 3-month period in Listing Rule 7.3.4 and upon satisfaction of the relevant milestones within 5 years from the date of shareholder approval.

(b) The Contingent Consideration Shares are linked to genuine commercial milestones rather than arbitrary time-based tranches. This structure incentivises GA8 to create value on the tenements being acquired before any additional equity dilution occurs. The consideration structure is appropriate for GA8, the Acquisition and the terms of the SPA generally, and is justified by the specific commercial terms of the Acquisition.

(c) Shareholders will have the opportunity to approve the issue of the Contingent Consideration Shares under Listing Rule 7.1 and the notice of meeting will include information to assist shareholders to decide whether to vote in favour of the relevant resolutions (including a summary of the SPA, the milestones, the VWAP pricing formula and the maximum number of Contingent Consideration Shares that may be issued and the resulting dilutionary effect).

(d) If the Waiver was not granted, GA8 would need to seek fresh shareholder approval ahead of each milestone event or pay the contingent consideration in cash. The grant of the Waiver avoids the complexity and cost of further general meetings and repeated approvals solely to accommodate timing, preserves GA8's cash reserves, and maintains transparency through the disclosure described above.

(e) The Waiver period is commensurate with the 5-year period during which the Tranche 1 Milestone, the Tranche 2 Milestone or the commencement of Commercial Production may occur following completion. It is not excessive or indefinite in the circumstances and is consistent with the periods for prior waivers of Listing Rule 7.3.4 granted by ASX.

(f) Milestone-contingent consideration is a well-established commercial structure in Australian resources M&A, and the circumstances in which the Contingent Consideration Shares may be issued are not expected to change materially from those prevailing at the time of the General Meeting. If they do, GA8 will make an announcement to ASX accordingly.

ASX:GA8

GoldArc Resources

goldarcres.com.au

104 Colin Street
West Perth WA 6005

+61 8 9420 8208

(g) Accordingly, the Company does not consider that issuing the Contingent Consideration Shares outside the 3-month period contemplated by Listing Rule 7.3.4 is inconsistent with the objectives of the Listing Rules and considers the timing acceptable given the commercial terms of the Acquisition.

This announcement is authorised for release to the market by the Board of Directors of GoldArc Resources Limited.

- ENDS -

Investors
Paul Stephen
Managing Director
GoldArc Resources Limited
info@goldarcres.com.au

Investor Relations
Madeline Howson
Investor Relations
Discovir Investor Relations
madeline@discovir.com.au

Forward Looking Statements Disclaimer

This announcement contains forward-looking statements. Forward looking statements are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to differ materially from those expressed or implied. Readers are cautioned not to place undue reliance on forward-looking statements. Except as required by law, the Company assumes no obligation to update such statements.