AUREKA

BRINGING VICTORIA'S GOLD TO LIFE

AUREKA LIMITED
ACN 125 140 105
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 2.00pm AEDT

DATE: Friday 23 October 2026

PLACE: Virtual via online webinar

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

This Notice 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 Wednesday 21 October 2026 at 7.00pm AEDT.

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BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPROVAL TO ISSUE CONSIDERATION SHARES FOR THE ACQUISITION OF HIGH GRADE HOLDINGS PTY LTD

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 up to 53,333,334 *Shares to the HGH Shareholders (or their nominees) as part of the consideration for the Company's acquisition of 100% of the issued share capital of High Grade Holdings Pty Ltd (ACN 004 758 141), on the terms and conditions set out in the Explanatory Statement."*

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER TRANCHE 1 OF THE PLACEMENT

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, Shareholders ratify the issue of 20,934,313 Shares to Placement Participants on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER TRANCHE 1 OF THE PLACEMENT

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, Shareholders ratify the issue of 15,526,945 Shares to Placement Participants on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – APPROVAL TO ISSUE SHARES UNDER TRANCHE 2 OF THE PLACEMENT

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 10,625,000 Shares to Placement Participants (or their nominees) on the terms and conditions set out in the Explanatory Statement."

Dated: 24 September 2026

By order of the Board

Amy Monteith
Company Secretary

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 1 – Approval to issue Consideration Shares for the acquisition of High Grade Holdings Pty Ltd	HGH Shareholders (or their nominees) or any other 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 an associate of that person or those persons.
Resolution 2 – Ratification of prior issue of Shares under Tranche 1 of the Placement	Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 3 – Ratification of prior issue of Shares under Tranche 1 of the Placement	Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 4 – Approval to issue Shares under Tranche 2 of the Placement	Placement Participants (or their nominees) or any other 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 an associate of that person or those persons.

However, the Company need not disregard a vote cast in favour of the Resolution if it is cast 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 or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two 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.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary, Amy Monteith, at info@csbcorpservices.com.

EXPLANATORY STATEMENT

1. INTRODUCTION

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.

2. BACKGROUND TO THE ACQUISITION

2.1 Proposed acquisition of HGH

As announced on 7 September 2026, the Company has entered into the Share Sale Agreement with HGH and the Majority Shareholders, pursuant to which the Company has agreed to acquire 100% of the issued share capital of HGH, subject to the satisfaction or waiver of the conditions precedent under the Share Sale Agreement (**Acquisition**).

HGH is the parent company of Core Prospecting Pty Ltd and Vanning Resources Pty Ltd. Through those entities, HGH holds a package of Victorian gold assets, including the Fiddlers Creek mine and the Wedderburn milling facility, together with associated tenements, approvals and related assets. The Wedderburn milling facility is located approximately 45 kilometres from the Company's St Arnaud Comstock Project and is understood to have approval to receive and toll treat ore from third parties.

The Directors consider that the Acquisition is complementary to the Company's existing Victorian gold portfolio and is expected to provide the Company with potential operational, processing and development synergies. In particular, the Acquisition is expected to provide the Company with exposure to additional Victorian gold assets and processing infrastructure supporting the Company's broader strategy for its Victorian gold projects.

The Directors consider that the Acquisition has the potential to strengthen the Company's Victorian gold platform by combining the Company's existing exploration and development portfolio with HGH's small-scale mining, milling and operating capability. The Directors also consider that ownership of, or access to, processing infrastructure may provide the Company with greater flexibility in assessing development and processing pathways for its projects, including the Comstock Project.

The Company and Core Prospecting Pty Ltd have also developed an existing working relationship, including in relation to the Company's Victorian exploration activities and assessment of potential processing pathways for the Comstock Project. The Directors consider that this existing relationship, together with the complementary nature of the respective asset bases and technical capabilities, supports the strategic rationale for the Acquisition.

2.2 Consideration payable under the Share Sale Agreement

Under the Share Sale Agreement, the consideration payable by the Company includes:

(a) cash consideration of $2,500,000 in aggregate, together with reimbursement to the Majority Shareholders of the amount of any bond, surety or similar security in respect of the mining licences paid by them on or before Completion; and

(b) the issue of the Consideration Shares to the HGH Shareholders (or their nominees) so that the aggregate scrip consideration equals $6,400,000.

The maximum number of Shares for which approval is sought under Resolution 1 is 53,333,334 Shares (**Consideration Shares**). This maximum number has been calculated by reference to the aggregate scrip consideration of $6,400,000 and a deemed issue price of $0.12 per Consideration Share, being the number of Consideration Shares and deemed issue price specified in the Share Sale Agreement.

The Consideration Shares will be issued at a nil cash issue price. No funds will be raised from the issue of the Consideration Shares. The consideration received by the Company for the issue of the Consideration Shares will be the acquisition by the Company of 100% of the issued share capital of HGH.

2.3 Conditions precedent to Completion

Completion of the Acquisition is subject to the satisfaction or waiver of the conditions precedent under the Share Sale Agreement. Those conditions include, among other things:

(a) completion of confirmatory due diligence by the Company to its satisfaction;

(b) Shareholder approval for the transactions contemplated by the Share Sale Agreement, including approval for the issue of the Consideration Shares;

(c) receipt of all necessary regulatory and third-party approvals;

(d) release of registered security interests over the HGH shares to the Company's satisfaction;

(e) no material adverse change affecting HGH or the Company before Completion;

(f) each HGH Shareholder who is required to enter into a voluntary escrow deed having done so; and

(g) the Company having procured the appointment, with effect on (or, if agreed by the Majority Shareholders, before) Completion, of one person nominated by the Majority Shareholders as a non-executive director of the Company, on terms customary for a non-executive director of the Company.

The above is a summary of the key conditions precedent only and is not an exhaustive summary of all conditions or terms of the Share Sale Agreement.

2.4 Voluntary Escrow

Under the Share Sale Agreement, each HGH Shareholder who holds 10% or more of the issued share capital of HGH immediately before Completion must, as a condition of receiving Consideration Shares, enter into a voluntary escrow deed with the Company.

The voluntary escrow arrangements will apply to all Consideration Shares issued to that HGH Shareholder, or its nominee, for 12 months from the date of issue, unless the Company otherwise agrees in writing.

2.5 Performance Payments

The Share Sale Agreement also provides for potential Performance Payments of up to $2,000,000 in total, subject to the achievement of agreed milestones. The Performance Payments do not form part of the consideration for the Acquisition and are not the subject of Resolution 1. Resolution 1 does not approve the issue of any Shares that may be offered or issued in satisfaction of any Performance Payment.

If any Shares are proposed to be issued in satisfaction of any Performance Payment, the Company will comply with the Listing Rules and the Corporations Act at the relevant time.

2.6 Purpose of Resolution 1

Resolution 1 seeks Shareholder approval under Listing Rule 7.1 for the issue of up to 53,333,334 Consideration Shares to the HGH Shareholders, or their respective nominees, as part of the consideration for the Acquisition. The Company is seeking Shareholder approval because the Share Sale Agreement is conditional on Shareholder approval being obtained before the Consideration Shares are issued.

If Resolution 1 is approved, and the other conditions precedent under the Share Sale Agreement are satisfied or waived, the Company will be able to issue the Consideration Shares and proceed to Completion.

If Resolution 1 is not approved, the Company will not be able to issue the Consideration Shares and will not be able to complete the Acquisition on the current terms of the Share Sale Agreement unless alternative arrangements are agreed and any required regulatory or Shareholder approvals are obtained.

3. BACKGROUND TO PLACEMENT

3.1 Placement

As announced on 7 September 2026, the Company received firm commitments from unrelated existing Shareholders who are sophisticated or professional investors and other unrelated sophisticated or professional investors identified by the Directors (**Placement Participants**) to raise approximately $5.65 million (before costs), through a two-tranche placement of 47,086,258 Shares at an issue price of $0.12 per Share (**Placement**).

(a) Tranche 1

On 11 September 2026, the Company issued 36,461,258 Shares at an issue price of $0.12 per Share under tranche one of the Placement (**Tranche 1**) to the Placement Participants, comprising:

(i) 20,934,313 Shares issued under the Company's Listing Rule 7.1 placement capacity (being the subject of Resolution 2); and

(ii) 15,526,945 Shares issued under the Company's Listing Rule 7.1A placement capacity (being the subject of Resolution 3).

Resolutions 2 and 3 of this Notice seek Shareholder approval for the ratification of an aggregate of 36,461,258 Shares issued under Tranche 1 of the Placement.

(b) Tranche 2

The Company is proposing to issue the remaining 10,625,000 Shares to the Placement Participants (or their nominees) under tranche two of the Placement, subject to Shareholder approval of Resolution 4 (**Tranche 2**).

3.2 Use of funds

Proceeds raised under the Placement will be applied to:

(a) the $2.5m cash component of the Acquisition (refer to Section 2.2) above;

(b) the post-completion investment in HGH's mine and mill operations, including Fiddlers Creek and Wedderburn working capital, ramp-up and optimisation, and near-mine and general exploration drilling;

(c) rehabilitation bond requirements; and

(d) Comstock-related work and development, general exploration works on Aureka's projects including the flagship Irvine Project, and post-completion investment in the enlarged group.

4. RESOLUTION 1 – APPROVAL TO ISSUE CONSIDERATION SHARES FOR THE ACQUISITION OF HIGH GRADE HOLDINGS PTY LTD

4.1 General

As set out in Section 2 above, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 53,333,334 Consideration Shares to the HGH Shareholders (or their nominees) as part consideration for the Acquisition.

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 or agree to 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 period.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of the Consideration Shares and proceed with Completion of the Acquisition, subject to the satisfaction or waiver of the other conditions precedent under the Share Sale Agreement. In addition, the issue 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 this Resolution is not passed, the Company will not be able to proceed with the issue and will not be able to complete the Acquisition in accordance with the current terms of the Share Sale Agreement unless alternative arrangements are agreed and any required regulatory or Shareholder approvals are obtained. The Shareholder approval condition precedent under the Share Sale Agreement will not be satisfied, and the Share Sale Agreement may be terminated if the conditions precedent are not satisfied or waived by the relevant time under the Share Sale Agreement.

4.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Consideration Shares will be issued to the HGH Shareholders (or their nominees). The HGH Shareholders are the holders of shares in HGH whose HGH shares are to be acquired by the Company under the Share Sale Agreement. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 53,333,334 Consideration Shares. The maximum number of Consideration Shares has been calculated by reference to the aggregate scrip consideration of $6,400,000 and the deemed issue price of $0.12 per Consideration Share under the Share Sale Agreement.
Terms of Securities	The Consideration Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue. Certain Consideration Shares may be subject to voluntary escrow arrangements under the Share Sale Agreement. Under the Share Sale Agreement, each HGH Shareholder who holds 10% or more of the shares in HGH immediately before Completion must enter into a voluntary escrow deed with the Company in respect of all Consideration Shares issued to that HGH Shareholder (or its nominee) for 12 months from the date of issue, unless the Company otherwise agrees in writing.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Consideration Shares at Completion under the Share Sale Agreement. Completion is expected to occur five Business Days after the satisfaction or waiver of the conditions precedent under the Share Sale Agreement, or such other date as the parties agree in writing. In any event, the Company will not issue the Consideration Shares later than three months after the date of the Meeting, unless permitted by any ASX waiver or modification of the Listing Rules.
Price or other consideration the Company will receive for the Securities	The Consideration Shares will be issued for nil cash consideration, in consideration for the Acquisition. The Consideration Shares have a deemed issue price of $0.12 each.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligation to issue the scrip component of the consideration payable under the Share Sale Agreement and to facilitate Completion of the

REQUIRED INFORMATION	DETAILS
	Acquisition. No funds will be raised from the issue of the Consideration Shares.
Summary of material terms of agreement to issue	The Consideration Shares are being issued under the Share Sale Agreement. A summary of the Acquisition and the material terms of the Share Sale Agreement is set out in Section 2.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

5. RESOLUTIONS 2 AND 3 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1 AND 7.1A

5.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of the 36,461,258 Shares under Tranche 1 of the Placement.

20,934,313 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 2) and 15,526,945 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A. (being the subject of Resolution 3).

5.2 Listing Rules 7.1 and 7.1A

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 25 November 2025.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

5.3 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 is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

5.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

5.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Placement Participants, being existing Shareholders who are sophisticated or professional investors and other sophisticated or professional investors identified by the Directors in consultation with Harbury Advisors Pty Ltd. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	36,461,258 Shares were issued on the following basis: (a) 20,934,313 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 2); and (b) 15,526,945 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 3).
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	11 September 2026
Price or other consideration the Company received for the Securities	$0.12 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 3.2 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Tranche 1 Shares were issued pursuant to standard placement commitment letters under which each Placement Participant agreed to subscribe for a specified number of Shares at the issue price on the settlement date. Those letters contain no other material terms. The material terms of the issue are otherwise as set out in this table.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rules 7.1 or 7.1A.

6. RESOLUTION 4 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

6.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 10,625,000 Shares to Placement Participants (or their nominees) pursuant to Tranche 2 of the Placement.

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

6.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue 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 this Resolution is not passed, the Company will not be able to proceed with the issue. Consequently, the Company will not be able to complete Tranche 2 of the Placement in its entirety and raise the full $5.65 million (before costs).

6.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Placement Participants (or their nominees), being existing Shareholders who are sophisticated or professional investors and other sophisticated or professional investors identified by the Directors in consultation with Harbury Advisors Pty Ltd. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	10,625,000 Shares will be issued under Tranche 2 of the Placement.
Terms of Securities	The Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares under Tranche 2 of the Placement within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three 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).
Price or other consideration the Company will receive for the Securities	$0.12 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 3.2 for details of the proposed use of funds.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

GLOSSARY

$ means Australian dollars.

Acquisition has the meaning given to that term in Section 2.1.

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

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.

Company means Aureka Limited (ACN 125 140 105).

Completion means completion of the Acquisition under the Share Sale Agreement.

Consideration Shares means the Shares to be issued to the HGH Shareholders (or their nominees) as part of the consideration for the Acquisition, as described in Section 4.2.

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

Directors means the current directors of the Company.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of $300,000,000 or less.

Explanatory Statement means the explanatory statement accompanying the Notice.

HGH means High Grade Holdings Pty Ltd (ACN 004 758 141).

HGH Shareholders means the holders of shares in HGH whose HGH shares are to be acquired by the Company under the Share Sale Agreement.

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.

Majority Shareholders has the meaning given in the Share Sale Agreement.

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 means this notice of meeting including the Explanatory Statement and the Proxy Form.

Performance Payment means a performance payment payable under the Share Sale Agreement subject to the achievement of agreed milestones, as described in Section 2.5.

Placement has the meaning given to that term in Section 3.1.

Placement Participants has the meaning given to that term in Section 3.1.

Proxy Form means the proxy form accompanying the Notice.

Resolution means a resolution set out in the Notice.

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 or Securities means a Share.

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

Shareholder means a registered holder of a Share.

Share Sale Agreement means the share sale agreement between the Company, HGH and the Majority Shareholders in relation to the Acquisition dated 2 September 2026.

AUREKA

All Correspondence to:

	By Mail	Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001 Australia
	By Fax:	+61 2 9290 9655
	Online:	www.boardroomlimited.com.au
	By Phone:	(within Australia) 1300 737 760 (outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm (AEDT) on Wednesday 21 October 2026.**

TO APPOINT A PROXY ONLINE

STEP 1: VISIT https://www.votingonline.com.au/akaoctgm2026

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

BY SMARTPHONE

Scan QR Code using smartphone QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy, you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) return both forms together in the same envelope.

STEP 2: VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3: SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4: LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore **before 2:00pm (AEDT) on Wednesday 21 October 2026.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply-Paid Envelope or:

Online	https://www.votingonline.com.au/akaoctgm2026
By Fax	+ 61 2 9290 9655
By Mail	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
In Person	Boardroom Pty Limited Level 8, 210 George Street Sydney NSW 2000 Australia

Aureka Limited
ACN 125 140 105

☐ **Your Address**
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Aureka Limited** (Company) and entitled to attend and vote hereby appoint:

☐ the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **General Meeting** of the Company to be held **virtually at https://meetings.lumiconnect.com/300-707-342-996 on Friday 23 October 2026 at 2:00pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies **in favour** of each of the items of business.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Approval to Issue Consideration Shares for the Acquisition of High Grade Holdings Pty Ltd	☐	☐	☐
Resolution 2	Ratification of Prior Issue of Shares under Tranche 1 of the Placement	☐	☐	☐
Resolution 3	Ratification of Prior Issue of Shares under Tranche 1 of the Placement	☐	☐	☐
Resolution 4	Approval to Issue Shares under Tranche 2 of the Placement	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name…………………………………………….... Contact Daytime Telephone……………………….............................. Date / / 2026