

21 October 2022
ASX Market Release

General Meeting Materials

Auric Mining Limited (ASX: **AWJ**) (**Auric** or the **Company**) is pleased to advise that the Company will hold a General Meeting on Thursday 24 November 2022 at 11.00am (AEDT) at the offices of Level 6, 111 Collins Street, Melbourne, VIC 3000. The Company attaches the materials which will be sent to Shareholders today:

- Notice of General Meeting
- Proxy Form

As per the Company's announcements released earlier today, and on 29 September 2022 relating to the Private Placement and the Share Purchase Plan (**SPP**), the Company will offer eligible Shareholders the opportunity to participate in a SPP. The items to be tabled at the General Meeting are in relation to securities to be issued under the Private Placement, SPP and related matters.

Tamara Barr
Company Secretary
Auric Mining Limited

This announcement has been approved for release by the Board.

For further information please contact:

Tamara Barr
Company Secretary
tbarr@auricmining.com.au

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AURIC MINING LIMITED
ACN 635 470 843
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00am (AEDT)

DATE: 24 November 2022

PLACE: Level 6, 111 Collins Street, Melbourne, VIC 3000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 11:00am (AEDT) on 22 November 2022.



BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1

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 6,821,583 Shares to Placement Participants on the terms and conditions set out in the Explanatory Statement.”

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

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1A

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 8,875,641 Shares to Placement Participants on the terms and conditions set out in the Explanatory Statement.”

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

3. RESOLUTION 3 – RATIFICATION OF ISSUE OF PLACEMENT OPTIONS – LISTING RULE 7.1

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 7,848,612 Options to Placement Participants on the terms and conditions set out in the Explanatory Statement.”

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

4. RESOLUTION 4 – APPROVAL TO ISSUE SPP OPTIONS

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 8,680,555 Options, being free attaching Options for every two SPP Shares subscribed for and issued to SPP Participants under the SPP (assuming full oversubscription), on the terms and conditions set out in the Explanatory Statement.”

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

5. RESOLUTION 5 – AMENDMENT TO CONSTITUTION

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to amend its Constitution in the manner described in the Explanatory Statement.”

Dated: 21 October 2022

By order of the Board



**Tamara Barr
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 – Ratification of prior issue of Placement Shares – Listing Rule 7.1	A person who participated in the issue or is a counterparty to the agreement being approved (namely, the Placement Participants) or an associate of that person or those persons.
Resolution 2 – Ratification of prior issue of Placement Shares – Listing Rule 7.1A	A person who participated in the issue or is a counterparty to the agreement being approved (namely, the Placement Participants) or an associate of that person or those persons.
Resolution 3 – Ratification of prior issue of Placement Options – Listing Rule 7.1	A person who participated in the issue or is a counterparty to the agreement being approved (namely, the Placement Participants) or an associate of that person or those persons.
Resolution 4 - Approval to issue SPP Options	A 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) (namely, the SPP Participants or an associate of that person (or those persons)).

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

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

You may still attend the meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the meeting. If you do not bring your Proxy Form with you, you can still attend the meeting but representatives from Computershare will need to verify your identity.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 4 22 266 570.

EXPLANATORY STATEMENT

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

1. BACKGROUND TO RESOLUTIONS

1.1 Placement

On 29 September 2022, the Company announced that it had received firm commitments to raise \$1,130,200 (before costs) under a placement to unrelated professional and sophisticated investors through the issue of 15,697,224 Shares at an issue price of \$0.072 per Share (**Placement Shares**) (**Placement**). The Company has agreed, subject to obtaining Shareholder approval, to issue participants in the Placement (**Placement Participants**), one free attaching Option for every two Placement Shares subscribed for and issued under the Placement (being, 7,848,612 Options) (**Placement Options**).

The Placement Options are exercisable at \$0.15 each, on or before 31 March 2024. The full terms and conditions of the Placement Options are set out in Schedule 1.

On 6 October 2022, the Company issued 6,821,583 Placement Shares pursuant to the Company's existing placement capacity under Listing Rule 7.1 and 8,875,641 Placement Shares pursuant to the Company's existing placement capacity under Listing Rule 7.1A. Accordingly, the Company is seeking Shareholder approval to ratify the issues of Placement Shares pursuant to Listing Rule 7.4 under Resolution 1 and Resolution 2.

In addition, the Company is seeking Shareholder approval for the issue of the Placement Options under Listing Rule 7.1 to the Placement Participants pursuant to Resolution 3.

1.2 Share Purchase Plan

In order to provide Eligible Shareholders (defined below) with the ability to participate in the Company's capital raising activities, the Company is offering eligible shareholders with a registered address in Australia or New Zealand (each an **Eligible Shareholder**) an opportunity to subscribe for new Shares (**SPP Shares**) by way of a share purchase plan to raise up to a further \$750,000, with the ability to accept oversubscriptions of up to a further \$500,000 (**SPP** or **Share Purchase Plan**).

Under the SPP, Eligible Shareholders who were recorded as holders of Shares at 5.00pm (AEST) on 28 September 2022 (the **SPP Record Date**) may apply for SPP Shares up to the value of \$30,000 at an issue price of \$0.072 each (being the same issue price as the Shares issued under the Placement) and may be issued up to 17,361,111 SPP Shares, assuming the full oversubscription is raised. In addition, and subject to Shareholder approval, Eligible Shareholders who participate in the SPP will also be issued one Option for every two SPP Shares subscribed for and issued (being, up to 8,680,555 Options assuming the full oversubscription is raised) (**SPP Options**). The SPP Options will be issued on the same terms as the Placement Options. The full terms and conditions of the SPP Options are set out in Schedule 1. The SPP Options and the SPP Shares are together referred to as the **SPP Securities**.

The issue of the SPP Options is subject to Shareholder approval being obtained pursuant to Resolution 4. If Shareholder approval is not granted, the issue of the SPP Options under the SPP will not proceed.

The Company has obtained a waiver from ASX Listing Rule 10.11 to allow the Directors of the Company (or their respective nominees) to participate in the SPP and be issued SPP Options without prior Shareholder approval under that Listing Rule, on the basis that the Directors are participating on the same terms as unrelated party Eligible Shareholders (the issue is equal and considered fair) and subject to Shareholder approval being obtained pursuant to Resolution 4.

Whilst the Company intends to raise \$750,000 under the SPP, the Company reserves the right to either accept additional applications of up to a further \$500,000 subject to Shareholder demand and compliance with the ASX Listing Rules or scale back applications.

In addition, the Company notes that the SPP will not be underwritten and any shortfall from the SPP will be placed at the discretion of the Directors, subject to the Company's available placement capacity. Where the shortfall exceeds the Company's available placement capacity, the shortfall will only be placed if Shareholder approval is obtained.

The Company has chosen to make the issue of the SPP Options subject to Shareholder approval to allow Eligible Shareholders the opportunity to participate in the SPP at the same price as the Placement.

Further detail regarding the SPP will be set out in a prospectus to be lodged with the ASIC in October 2022 (**Prospectus**). The Company notes that the offer of the Placement Options and the SPP Securities will be made pursuant to the Prospectus.

1.3 Lead Manager

Finexia Securities Limited (ACN 608 667 778) (AFSL 485 760) (**Finexia**) was engaged as lead manager to the Placement and the SPP (**Lead Manager**). Finexia provided lead manager services to the Company with the assistance of Lazarus Capital (Vic) Pty Ltd (ACN 652 917 532) (**Lazarus**). In consideration for its services to the Company, Finexia has received a cash fee of 6% (plus GST) of the total amount raised under the Placement and will receive a cash fee of 1% (plus GST) of the total amount raised under the SPP.

1.4 Use of Funds

The funds raised under the Placement and SPP are intended to be applied towards:

- (a) the exploration of the Widgiemooltha Gold Project, Chalice West Project, Spargoville Project;
- (b) development of the Jeffreys Find Project;
- (c) covering the cost of raising funds; and
- (d) additional working capital.

Please refer to the Prospectus for further detail regarding the use of funds raised under the Placement and SPP.

1.5 Indicative Timetable

Event	Date
Record Date for SPP	5.00pm (AEST) on 28 September 2022
Announcement of Placement and SPP and lodge Appendix 3B with ASX (prior to commencement of trading)	29 September 2022
Issue of Shares under the Placement, and lodge Appendix 2A and Cleansing Notice with ASX	6 October 2022
Lodgement of Prospectus for issue of Placement Options and SPP Securities	21 October 2022
Opening date of offers under Prospectus (including SPP)	21 October 2022
General Meeting held to approve issue of Placement Options and SPP Options	24 November 2022
Closing Date of offers under Prospectus (including SPP)	24 November 2022
Announcement of results of SPP	25 November 2022
Issue of SPP Securities and Placement Options under the Prospectus, lodgement of Appendix 2A for SPP Securities and Placement	29 November 2022
Quotation of SPP Securities and Placement Options on ASX	30 November 2022

**The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Date of the SPP, close the SPP early or extend the date of issue of the Placement Options and/or the SPP Securities without notice.*

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF SHARES - LISTING RULES 7.1 AND 7.1A

2.1 General

As set out in Section 1 above, on 6 October 2022, the Company issued 15,697,224 Placement Shares at an issue price of \$0.072 per Placement Share to the Placement Participants under the Placement to raise \$1,130,200 (before costs).

6,821,583 Placement Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 1) and 8,875,641 Placement Shares were issued pursuant to the Company's 7.1A mandate (being, the subject of Resolution 2) which was approved by Shareholders at the annual general meeting held on 27 May 2022.

2.2 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 any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

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 approval to increase its limit to 25% at the annual general meeting held on 27 May 2022.

The issue of the Placement Shares 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 issue of the Placement Shares.

2.3 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 of the Placement Shares.

Resolutions 1 and 2 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

2.4 Technical information required by Listing Rule 14.1A

If Resolutions 1 and 2 are passed, the Placement Shares 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 issue of the Placement Shares.

If Resolutions 1 and 2 are not passed, the Placement Shares 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 issue of the Placement Shares.

2.5 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 1 and 2:

- (a) the Placement Shares were issued to professional and sophisticated investors who are clients of the Lead Manager. The recipients were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company;

- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
- (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company (other than Aaron Muller (and associated entities), a substantial holder of the Company, who was issued 1,000,000 Shares and holds an interest of 7.22% in the Company post completion of the Placement), advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company, other than:
 - (A) Riya Investments Pty Ltd, who was issued 1,380,556 Shares and will be issued 690,278 Placement Options, being 1.22% of Shares on issue as at the date of this Notice;
 - (B) MGL Corp Pty Ltd, who was issued 1,402,778 Shares and will be issued 701,389 Placement Options, being 1.24% of Shares on issue as at the date of this Notice; and
 - (C) Altor Capital Management Pty Ltd, who was issued 1,388,890 Shares and will be issued 694,445 Options, being 1.22% of Shares on issue as at the date of this Notice;
- (c) 15,697,224 Placement Shares were issued on the following basis:
- (i) 6,821,583 Placement Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 1); and
 - (ii) 8,875,641 Placement Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2);
- (d) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Placement Shares were issued on 6 October 2022;
- (f) the issue price was \$0.072 per Placement Share under both the issue of Shares pursuant to Listing Rule 7.1 and Listing Rule 7.1A. The Company has not and will not receive any other consideration for the issue of the Placement Shares;
- (g) the purpose of the issue of the Placement Shares was to raise \$1,130,200 (before costs) which the Company intends to apply on the basis set out in Section 1.3; and
- (h) the Placement Shares were not issued under an agreement.

3. RESOLUTION 3 – RATIFICATION OF ISSUE OF PLACEMENT OPTIONS – LISTING RULE 7.1

3.1 General

As set out in Section 1, the Company will issue the Placement Options (being, 7,848,612 Options) under Listing Rule 7.1. The Placement Options will be exercisable at \$0.15 each, on or before 31 March 2024. The full terms and conditions of the Placement Options are set out in Schedule 1.

As summarised in Section 2.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

The issue of the Placement Options will 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 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Placement Options.

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 of the Placement Options.

Resolution 3 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Options.

3.2 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Placement Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Options.

If Resolution 3 is not passed, the Placement Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Options.

3.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 3:

- (a) the Placement Options will be issued to professional and sophisticated investors who are clients of the Lead Manager. The recipients were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company;

- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
- (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company (other than Aaron Muller (and associated entities), a substantial holder of the Company, who was issued 1,000,000 Shares and holds an interest of 7.22% in the Company post completion of the Placement), advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company, other than:
 - (A) Riya Investments Pty Ltd, who was issued 1,380,556 Shares and will be issued 690,278 Placement Options, being 1.22% of Shares on issue as at the date of this Notice;
 - (B) MGL Corp Pty Ltd, who was issued 1,402,778 Shares and will be issued 701,389 Placement Options, being 1.24% of Shares on issue as at the date of this Notice; and
 - (C) Altor Capital Management Pty Ltd, who was issued 1,388,890 Shares and will be issued 694,445 Options, being 1.22% of Shares on issue as at the date of this Notice;
- (c) 7,848,612 Placement Options will be issued on the terms and conditions set out in Schedule 1;
- (d) the Placement Options will be issued on or about 29 November 2022;
- (e) the Placement Options will be issued at a nil issue price as the Placement Options will be issued free attaching with the Placement Shares issued under the Placement on a one to two basis;
- (f) the Placement Options will not be issued under an agreement.

4. RESOLUTION 4 – APPROVAL TO ISSUE SPP OPTIONS

4.1 General

As summarised in Section 1 above, the Company is offering Eligible Shareholders an opportunity to subscribe for new Shares by way of a share purchase plan to raise \$750,000, with the ability to accept oversubscriptions of up to a further \$500,000.

Under the SPP, Eligible Shareholders who are recorded as holders of Shares at the SPP Record Date may apply for SPP Shares up to a value of \$30,000 at an issue price of \$0.072 each (being the same price as the Placement Shares) and may be issued up to 17,361,111 SPP Shares, assuming full oversubscription is raised. In addition, and subject to Shareholder approval, Eligible Shareholders who participate in the SPP will also be issued one SPP Option for every two SPP Shares subscribed for and issued (being, up to 8,680,555 Options). The Company notes that any shortfall from the SPP will be placed at the discretion of the Directors and subject to the Listing Rules.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 8,680,555 SPP Options (**SPP Options**).

As summarised in Section 2.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the SPP Options 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.

4.2 Technical information required by Listing Rule 14.1A

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

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the SPP Options.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the SPP Options.

4.3 ASX Waiver

The Company has been granted a waiver from the requirements of Listing Rule 7.3.9 to the extent necessary to permit the Company to not include a voting exclusion statement in the Notice that excludes Shareholders who were invited to participate in the SPP from voting on Resolution 4, on condition that the SPP is not underwritten, or if it is underwritten, the Company excludes any votes cast on that resolution by any proposed underwriter or sub-underwriter of the SPP.

4.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) the SPP Options will be issued to Eligible Shareholders who elect to participate in the SPP (the **SPP Participants**);
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that, to the extent known by the Company as at the date of this Notice, none of the SPP Participants who will receive SPP Options under this Resolution 4 will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties (other than Steven Morris, Mark English and John Utley, who are related parties and members of Key Management Personnel of the Company, who will each be issued 208,333 SPP Options under the SPP, subject to shareholder approval for the issue of the SPP Options); and
 - (ii) issued more than 1% of the issued capital of the Company;

however, the Company notes it has obtained a waiver from Listing Rule 10.11 to allow the Directors of the Company (or their respective nominees) to participate in the SPP and be issued SPP Options without prior Shareholder approval under that Listing Rule, on the basis that the Directors are participating on the same terms as unrelated party Eligible Shareholders (the issue is equal and considered fair) and subject to Shareholder approval being obtained pursuant to this Resolution 4;

- (c) the maximum number of SPP Options to be issued is approximately 8,680,555, being 50% of 17,361,111 SPP Shares to be issued as the SPP Options will be issued free attaching with the SPP Shares on a one for two basis;
- (d) the SPP Options will be issued on the terms and conditions set out in Schedule 1;
- (e) the SPP Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the SPP Options will occur on the same date;
- (f) the issue price will be nil per SPP Option as the SPP Options will be issued free attaching with the SPP Shares on a one for two basis. The Company will not receive any other consideration for the issue of the Options (other than in respect of funds received on exercise of the Options);
- (g) in the event all of the SPP Options are exercised, the Company will receive up to 1\$,302,083.25, which the Company intends to apply towards its business and operational activities and general working capital purposes;
- (h) the SPP Options are not being issued under an agreement; and
- (i) the SPP Options are not being issued under, or to fund, a reverse takeover.

5. RESOLUTION 5 – AMENDMENT TO CONSTITUTION

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 5 is a special resolution which will enable the Company to amend its existing Constitution (**Amended Constitution**).

The Amended Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature including but not limited to:

- (a) includes a new clause 14 to permit the use of technology at general meetings (including allowing the Company to hold wholly virtual meetings) to the extent permitted under the Corporations Act, Listing Rules and applicable law;
- (b) updating references to minimum securities holdings in clause 3, which outlines how the Company can manage shareholdings which represent an “unmarketable parcel” of shares, being a shareholding that is less than \$500 based on the closing price of the Company’s Shares on ASX as at the relevant time; and

- (c) providing greater flexibility as to who can act as chairperson of a general meeting (or part of the meeting); and
- (d) amending the deemed receipt provision of the notices clause (in clause 27) so that deemed receipt of a notice by post is the day after posting that notice, or such later date as required by the Corporations Act or Listing Rules.

A copy of the Amended Constitution is available for review by Shareholders at the office of the Company. A copy of the Amended Constitution can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

GLOSSARY

\$ means Australian dollars.

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

AEST means Australian Eastern Standard Time as observed in Melbourne, Victoria.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Chalice West Project means the project comprising tenements E15/1801, E15/1925, E15/1945 and E63/2199.

Company means Auric Mining Limited (ACN 635 470 843).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Shareholder means shareholders who were recorded as holders of Shares at 5.00pm (AEST) on 28 September 2022.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Jeffreys Find Project means the project comprising tenements M63/242 and L63/97.

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.

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Placement Participants means sophisticated and professional investors who participated in the Placement.

Proxy Form means the proxy form accompanying 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.

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

Shareholder means a registered holder of a Share.

Spargoville Project means the project comprising tenements E15/1689, E15/1665, P15/5905, P15/5906, P15/6408, P/6758, and E15/1688.

SPP has the meaning set out in Section 1.2 of the Explanatory Statement.

SPP Options means the Options to be offered to SPP Participants who subscribe for Shares under the SPP, with an exercise price of \$0.15 each, expiring on 31 March 2024.

SPP Participants means Eligible Shareholders participating in the SPP.

SPP Securities means the SPP Shares and SPP Options to be offered under the SPP.

Widgiemooltha Gold Project means the Widgiemooltha Gold Project & Munda Gold Deposit comprising tenements M15/74, M15/75, M15/87, M15/698, M15/699, E15/1505, E15/1507, E15/1553, E15/1576, E15/1583, P15/6092, P15/6387, P15/6570, P15/6612, E15/1749, P15/6362, P15/6539, L15/414, E15/1949 and E15/1950.

SCHEDULE 1 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS AND SPP OPTIONS

1. Entitlement

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

2. Exercise Price

Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.15 (**Exercise Price**).

3. Expiry Date

Each Option will expire at 5:00 pm (AEDT) on 31 March 2024 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise Period

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

5. Notice of Exercise

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

6. Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

7. Timing of issue of Shares on exercise

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

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

If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company

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

8. Shares issued on exercise

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

9. Reconstruction of capital

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

10. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.


11. Change in exercise price


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

12. Transferability

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

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Tuesday, 22 November 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Auric Mining Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Auric Mining Limited to be held at Level 6, 111 Collins Street, Melbourne, VIC 3000 on Thursday, 24 November 2022 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Ratification of prior issue of Placement Shares – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of prior issue of Placement Shares – Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Ratification of issue of Placement Options – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval to issue SPP Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Amendment to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number <input type="text"/>	Email Address <input type="text"/>
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