OzAurum Resources Ltd
(ACN 643 244 544)

Notice of Annual General Meeting

Annual General Meeting of Shareholders to be held at
the offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia
at 2.30pm (AWST) on 27 November 2025.

Important

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

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of OzAurum Resources Ltd (ACN 643 244 544) (**Company**) will be held at the offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia at 2.30pm (AWST) on Thursday, 27 November 2025.

Business

1. Annual Report for the financial period ended 30 June 2025

To receive and consider the Annual Report of the Company, containing the Directors' Report, the Remuneration Report and the Auditor's Report, for the financial period ended 30 June 2025.

2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **advisory only resolution**:

> *"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the period ended 30 June 2025 be adopted."*

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting prohibition statement

In accordance with Section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; and
- a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the voter is the Chair and the appointment of the Chair as proxy:
  - does not specify the way the proxy is to vote on this Resolution; and
  - expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Re-election of Jeffrey Williams

To consider and, if thought fit, pass, with or without amendment, the following Resolution as an **ordinary resolution**:

> *"That, Mr Jefffrey Williams, who retires by rotation in accordance with clause 41 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, and being eligible offers himself for re-election, be re-elected as a Director."*

4. Resolution 3 – Re-election of Ashok Parekh

To consider and, if thought fit, pass, with or without amendment, the following Resolution as an **ordinary resolution**:

> *"That for all purposes, Ashok Parekh, who was appointed as a Director on 21 May 2025 and in accordance with clause 40 of the Constitution holds office until this Annual General Meeting, and being eligible and offers himself for re-election, be re-elected as a Director."*

5. Resolution 4 – Re-election of Jessica Fertig

To consider and, if thought fit, pass, with or without amendment, the following Resolution as an **ordinary resolution**:

> *"That for all purposes, Ms Jessica Fertig, who was appointed as a Director on 13 January 2025 and in accordance with clause 40 of the Constitution holds office until this Annual General Meeting, and being eligible and offers herself for re-election, be re-elected as a Director."*

6. Resolution 5 – Approval of 10% Placement Capacity

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **special resolution**:

> *"That, for the purposes of ASX Listing Rule 7.1A, and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company, on the terms and conditions set out in the Explanatory Statement."*

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in or will obtain a material benefit as a result of, any proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) of securities under Listing Rule 7.1A.2, and any associate of those persons.

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

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

7. Other business

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

By order of the Board

Stephen Hewitt-Dutton
Company Secretary
OzAurum Resources Ltd

15 October 2025

Explanatory Statement

Important information

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

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

Interpretation

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

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

Voting exclusion statements

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

Proxies

Please note that:

(a) a Shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company;

(c) a Shareholder may appoint a body corporate or an individual as its proxy;

(d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and

(e) Shareholders entitled to cast two (2) or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the General Meeting or handed in at the General Meeting when registering as a corporate representative.

To vote by proxy, please complete and sign the Proxy Form enclosed and return in accordance with the instructions on the Proxy Form so that it is received by no later than 2.30pm (AWST) on Tuesday 25 November 2025. Proxy Forms received later than this time will be invalid.

Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at 2.30pm (AWST) on 25 November 2025. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the Annual General Meeting.

Regulatory Information

1. Annual Report

The Annual Report of the Company for the financial year ended 30 June 2025, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report, will be laid before the Annual General Meeting.

There is no requirement for Shareholders to approve the Annual Report. However, the Chair will allow a reasonable opportunity for Shareholders to ask questions or make comments about the Annual Report and the management of the Company.

A representative of the Company's Auditor will be in attendance to respond to any questions raised of the Company's Auditor or on the Auditor's Report in accordance with section 250T of the Corporations Act.

2. Resolution 1 – Adoption of Remuneration Report

The Remuneration Report for the financial year ended 30 June 2025 is set out in the 2025 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for its Directors and senior management.

Section 249L(2) of the Corporations Act requires a company to inform Shareholders that a resolution on the Remuneration Report will be put at an annual general meeting. Section 250R(2) of the Corporations Act requires a resolution that the Remuneration Report adopted be put to a vote. Resolution 1 seeks this approval.

In accordance with section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is an "advisory only" Resolution which does not bind the Directors or the Company. However, the Directors take the discussion at the meeting and the outcome of the vote into account when considering the Company's remuneration practices.

Following consideration of the Remuneration Report for the financial year ended 30 June 2025, the Chair, in accordance with section 250SA of the Corporations Act, will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

If at least twenty-five percent (25%) of the votes cast on a resolution for the adoption of a Remuneration Report are voted against at two (2) consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution proposing that another general meeting be held within ninety (90) days, at which all of the Directors (other than the Managing Director) would be up for re-election.

2.1. Directors' recommendation

The Directors encourage all Shareholders to vote on Resolution 1.

3. Resolution 2 – Re-election of Jeffrey Williams

Resolution 2 is an ordinary resolution which seeks to approve the re-election of Jeffrey Williams as Non-Executive Director of the Company.

In accordance with clause 41 of the Constitution, at every Annual General Meeting, one third of the Directors for the time being must retire from office by rotation and are eligible for re-election. The Directors to retire are those who have been in office for three (3) years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement.

These requirements for a Director to retire do not apply to a Managing Director (but if there is more than one Managing Director, only one is exempt from retirement).

In determining the number and identity of the Directors to retire by rotation, the Managing Director and any Director seeking election after appointment by the Board to fill a casual vacancy are not considered.

Mr Williams retires by rotation at this meeting and, being eligible, offers himself for re-election.

A brief biography of Mr Williams is set out below.

3.1. Biography of Jeffrey Williams

Mr Williams is a Non-Executive Director of the Company. Mr Williams has over 40 years' experience in the mining industry, with 16 years' experience as a professional mining engineer in Australia and seven years in the stockbroking industry. His mining experience ranges from mine planning, underground management and feasibility studies through to mine development.

Mr Williams was the Managing Director of Mineral Deposits Ltd for 15 years and departed in late 2011. He secured the Sabodala gold and Grande Cote zircon projects in Senegal in West Africa, and commenced gold production in March 2009. The market capitalisation of Mineral Deposits Ltd increased from A$6m in 2003 to over A$1b in 2011.

The Board considers that Mr Williams, if re-elected, will be an independent director of the Company given that he is not a substantial shareholder and has no executive responsibilities. Other than in relation to his security holdings, the Company is not aware of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect, Mr Williams capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company.

3.2. Directors' recommendation

The Directors (other than Mr Williams) unanimously recommend that Shareholders vote in favour of Resolution 2. The Chair intends to exercise all available proxies in favour of Resolution 2.

4. Resolution 3 – Re-election of Ashok Parekh

Resolution 2 is an ordinary resolution which seeks to approve the re-election of Ashok Parekh as Non-Executive Director of the Company.

Under clause 40 of the Constitution, the Directors may at any time appoint a person as an additional Director. Pursuant to clause 40, that person holds office until the next annual general meeting and is then eligible for re-election.

Ashok Parekh was appointed as a Director and Chairman on 21 May 2025 and, being eligible, offers himself for re-election.

A brief biography of Mr Parekh is set out below.

4.1. Biography of Ashok Parekh

Mr Parekh is a Non-Executive Director and Chairman of the Company. Mr Parekh brings to OzAurum over 45 years' experience within the mining and resources sector. A highly respected Chartered Accountant and principal of a long-established accounting practice in Kalgoorlie for the past 40 years, Mr Parekh possesses a profound understanding of the operational and financial intricacies of the industry.

Throughout his distinguished career, Mr Parekh has cultivated a proven track record of advising mining companies and service providers, successfully negotiating numerous mining deals that have led to new IPOs and the establishment of significant gold mining operations. His direct involvement in the management of gold mining and milling companies within the Kalgoorlie region, including his tenure as Managing Director of several such entities and the successful operation of Coolgardie Custom Milling for 12 years, provides OzAurum with exceptional leadership insight.

Mr Parekh's significant contributions to the industry have been recognised through prestigious accolades including the Centenary Medal in 2003 by the Governor General of Australia, and the Meritorious Service Award from Chartered Accountants Australia and New Zealand, the highest award granted by the organisation in Australia.

The Board considers that Mr Parekh, if re-elected, will be an independent chairman of the Company given that he is not a substantial shareholder and has no executive responsibilities. Other than in relation to his security holdings, the Company is not aware of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect, Mr Parekh's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company.

4.2. Directors' recommendation

The Directors (other than Mr Parekh) unanimously recommend that Shareholders vote in favour of Resolution 3. The Chair intends to exercise all available proxies in favour of Resolution 3.

5. Resolution 4 – Re-election of Jessica Fertig

Resolution 4 is an ordinary resolution which seeks to approve the re-election of Jessica Fertig as Non-Executive Director of the Company.

Under clause 40 of the Constitution, the Directors may at any time appoint a person to fill a casual vacancy or as an additional Director. Pursuant to clause 40, that person holds office until the next annual general meeting and is then eligible for re-election.

Jessica Fertig was appointed as a Director on 13 January 2025 and, being eligible, offers herself for re-election.

A brief biography of Ms Fertig is set out below.

5.1. Biography of Jessica Fertig

Ms Fertig is a Non-Executive Director of the Company. Ms Fertig is the Founder and Managing Partner of Tau Media, a boutique investor and media relations consultancy providing strategic support to ASX-listed companies across a range of sectors, including mining and resources. With over a decade of experience in investor relations, Jessica has been instrumental in the successful delivery of multiple IPOs and has worked extensively in-house for ASX-listed companies.

Ms Fertig's academic credentials include a Master of Business Law from the University of Sydney, a Graduate Diploma in Psychology from Monash University, and a Bachelor of Commerce in Law & Economics from Rhodes University.

In addition to her professional accomplishments, Ms Fertig serves as a Director of Australian Women in Mining and Resources (AWIMAR), where she is a vocal advocate for increasing diversity and fostering inclusion in the mining and resources industry.

The Board considers that Ms Fertig, if re-elected, will be an independent director of the Company given that he is not a substantial shareholder and has no executive responsibilities. Ms Fertig does not hold any securities in the Company and the Company is not aware of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect, Ms Fertig's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company.

5.2. Directors' recommendation

The Directors (other than Ms Fertig) unanimously recommend that Shareholders vote in favour of Resolution 4. The Chair intends to exercise all available proxies in favour of Resolution 4.

6. Resolution 5 – Approval of 10% Placement Capacity

6.1. Background

Resolution 5 seeks Shareholder approval for the issue of Equity Securities totalling up to 10% of the issued capital of the Company under and in accordance with Listing Rule 7.1A (**10% Placement Facility**).

6.2. Listing Rule 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 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%.

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of $300,000,000 or less. The Company is an eligible entity for these purposes.

Resolution 5 seeks shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without shareholder approval.

If Resolution 5 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities to issue equity securities without shareholder provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

Approval of the 10% Placement Facility is valid from the date of the Annual General Meeting until the earlier of:

- 12 months after the Annual General Meeting;
- the time and date of the Company's next annual general meeting; and
- the date shareholders approve a transaction under Listing Rule 11.1.2 (significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(**10% Placement Period**).

The number of Equity Securities that the Company will have the capacity to issue under the 10% Placement Facility will be calculated in accordance with the following formula:

(A x D) – E

A has the same meaning as in Listing Rule 7.1 when calculating an entity's 15% placement capacity – i.e., the number of shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2 other than exceptions 9, 16 or 17;
- plus the number of fully paid Equity Securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
    - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
    - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4,
- plus the number of fully paid Equity Securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
    - the agreement was entered into before the commencement of the relevant period; or
    - the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
- plus the number of any other Equity Securities issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4;
- plus the number of partly paid Equity Securities that became fully paid in the relevant period;
- less the number of fully paid Equity Securities cancelled in the relevant period;

D is 10%; and

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

6.3. Listing Rule 7.3A

For the purposes of Listing Rule 7.3A, the following information is provided to Shareholders in relation to Resolution 3:

(a) Minimum price at which the securities may be issued

In accordance with Listing Rule 7.1A.3, any Equity Securities issued under the 10% Placement Facility will be issued for at least 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- the date on which the price of the Equity Securities is agreed; or

- if the Equity Securities are not issued within 10 Trading Days of the above date, the date on which the Equity Securities are issued.

(b) Risk of economic and voting dilution

Any issue of Equity Securities under the 10% Placement Facility will dilute Shareholders who do not participate in the issue. The table below shows the potential economic and voting dilution of existing Shareholders as a result of the Company issuing Shares under the 10% Placement Facility, based on different issue prices and values for variable 'A' in the formula above.

Variable 'A' (Shares on issue)		**Issue price**		
		$0.0405 **(50% decrease)**	$0.081 **(Current)[2]**	$0.1215 **(50% increase)**
229,101,873 (Current)[1]	**Shares issued**	22,910,187	22,910,187	22,910,187
	Funds raised	$927,896	$1,855,725	$2,783,588
343,652,810 (50% increase)	**Shares issued**	34,365,281	34,365,281	34,365,281
	Funds raised	$1,391,794	$2,783,588	$4,175,382
458,203,746 (100% increase)	**Shares issued**	45,820,375	45,820,375	45,820,375
	Funds raised	$1,855,725	$3,711,450	$5,567,176

Notes:

1. The current variable 'A' is assumed to be the number of Shares on issue as at the date of this Notice. The number of Shares on issue could increase as a result of, for example, an issue that does not require Shareholder approval (e.g. a pro rata offer to Shareholders) or an issue with Shareholder approval under Listing Rule 7.1.
2. The current price of Shares is the closing price on the ASX on 15 October 2025.
3. The table assumes that no Options or other convertible securities are exercised or converted into Shares prior to an issue under the 10% Placement Facility.
4. The table assumes that the Company issues the maximum number of Shares available under the 10% Placement Facility.
5. The table assumes that issues of Equity Securities under the 10% Placement Facility consist only of Shares.
6. The table does not show examples of dilution that may be caused to a particular Shareholder by reason of issues under the 10% Placement Facility. Shareholders should consider the potential dilution caused in the context of their own circumstances.
7. The table only shows the effect of issues under Listing Rule 7.1A, and not issues under the 15% placement capacity under Listing Rule 7.1.

Shareholders should further note that:

- the market price for the Equity Securities may be significantly lower on the date of issue than on the date of the Annual General Meeting; and
- the Equity Securities may be issued at a price that is at a discount to the market price for the Equity Securities on the date of issue.

(c) Purposes for which the securities may be issued

Any Equity Securities issued under the 10% Placement Facility may only be issued for cash consideration to raise funds. In such circumstances, the Company may apply the funds raised towards the exploration activities at its existing projects and/or for acquisition of new assets or investments (including expenses associated with such acquisition) and general working capital.

(d) Allocation policy for issues of securities

The Company's allocation policy for any Equity Securities issued under the 10% Placement Facility will depend on the prevailing market conditions at the relevant time, however, recipients will not be related parties of the Company. The identity of recipients of Equity Securities will otherwise be determined on a case by case basis having regard to the following factors (without limitation):

- the purpose of the issue;
- alternative methods for raising funds that are available to the Company including rights issues or other issues in which existing Shareholders can participate;
- the effect of the issue on the control of the Company;
- the financial situation and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issuing any Equity Securities.

(e) Previous issues of securities

The Company has issued 15,149,039 Shares under Listing Rule 7.1A in the 12 months prior to the date of the Annual General Meeting (LR7.3A.6) representing 9.5% of the shares on issue at the commencement of the 12 month period, being 20 November 2024.

Date of issue	2 January 2025
Number issued	15,149,039
Class of Security	Ordinary Fully paid
Persons who received securities	Institutional and professional investors being clients of CPS Capital
Price (per share)	$0.026
Discount to market	13.3%
Total cash consideration	$393,875
Cash spent up to the date of this notice	$393,875
Use of cash	Exploration programs at Mulgabbie North and Patricia gold projects in WA and the Salitre niobium anomaly in Brazil, and working capital

(f) Voting Exclusion Statement

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

6.4. Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5. The Chair intends to exercise all available proxies in favour of Resolution 5.

Glossary

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

10% Placement Facility has the meaning given in section 6.1.

10% Placement Period has the meaning given in section 6.2.

Annual General Meeting, **General Meeting** or **Meeting** the annual general meeting convened by this Notice.

Annual Report the annual report of the Company for the financial year ended 30 June 2025.

ASIC the Australian Securities and Investments Commission.

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

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

Auditor's Report means the report completed by the Company's Auditor contained in the Annual Report.

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

Board means the board of Directors.

Chairman means the chair of the Annual General Meeting.

Chief Executive Officer means the chief executive officer of the Company.

Closely Related Party means a closely related party of a member of Key Management Personnel as defined in the Corporations Act, being:

(a) a spouse or child of the member;

(b) a child of that member's spouse;

(c) a dependant of that member or of that member's spouse;

(d) anyone else who is one of that member's family and may be expected to influence that member, or be influenced by that member, in that member's dealings with the Company;

(e) a company that is controlled by that member; or

(f) any other person prescribed by the regulations.

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

Company's Auditor means HLB Mann Judd (WA Partnership).

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Directors' Report means the report of the Directors of the Company contained in the Annual Report.

Equity Securities has the meaning given in the Listing Rules.

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

Explanatory Statement means the explanatory statement incorporated in the Notice.

Financial Report means the financial report contained in the Annual Report.

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

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

Managing Director means the managing director of the Company.

Non-Executive Chair means the non-executive chairperson of the Company.

Non-Executive Director means a non-executive Director of the Company.

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

Proxy Form means the proxy form attached to this Notice.

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

Remuneration Report means the remuneration report contained in the Annual Report.

Resolution means a resolution contained in this Notice.

Section means a section contained in the Explanatory Statement.

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

Shareholder means a holder of a Share.

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

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

VWAP means the volume weighted average price of Shares.

OzAurum Resources Ltd | ABN 63 643 244 544

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **2:30pm (AWST) on Tuesday, 25 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://investor.automic.com.au/#/loginsah or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of OzAurum Resources Ltd, to be held at **2:30pm (AWST) on Thursday, 27 November 2025 at the offices of HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Adoption of Remuneration Report			
2	Re-election of Jeffrey Williams			
3	Re-election of Ashok Parekh			
4	Re-election of Jessica Fertig			
5	Approval of 10% Placement Capacity			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

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

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

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