AURELIA METALS LIMITED

ACN 108 476 384

NOTICE OF 2026 ANNUAL GENERAL MEETING

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Aurelia Metals Limited (the **Company**) gives notice that the Annual General Meeting of the Company (**AGM**) will be held on Tuesday, 17 November 2026 at 10:00am (Brisbane time).

The AGM will be held both physically and virtually. Further information on how to participate is set out below.

AURELIA METALS LIMITED ACN 108 476 384	
TIME	10:00am (Brisbane time)
DATE	Tuesday, 17 November 2026
LOCATION	• Allens, Level 26, 480 Queen Street, Brisbane QLD 4000 • Virtual meeting to be held online at investor.automic.com.au

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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 7 3180 5000, or company.secretary@aureliametals.com.au

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ATTENDING THE AGM IN PERSON

Shareholders and proxyholders can attend and participate in the AGM in person at the offices of Allens, Level 26, 480 Queen Street, Brisbane QLD 4000, including the ability to ask questions and cast votes during the Meeting.

Shareholders are encouraged to consider their voting options before the AGM, in case they are unable to attend in person as planned. Any appointment of a proxy must be received by the Company no later than 10:00am (Brisbane time) on Sunday, 15 November 2026. Alternatively, Shareholders are also able to vote online.

PARTICIPATING IN THE AGM ONLINE

Shareholders who have an existing account with Automic will be able to watch, listen, ask questions and vote online at investor.automic.com.au.

Shareholders who do not have an account with Automic are encouraged to register for an account well in advance of the AGM to avoid any delays on the day of the AGM. An account can be created via the following link investor.automic.com.au and then clicking on "**register**" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual AGM on the day:

1. Open your internet browser and go to investor.automic.com.au.
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the AGM to ensure there is no delay in attending the virtual AGM**.
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to join the meeting.
4. Click on "**Join Meeting**" and follow the prompts on screen.

Shareholders attending virtually are taken to be present at the AGM for all purposes.

Shareholders will be able to vote and ask questions at the virtual AGM. Instructions on how to vote electronically are set out in the "Entitlement to Attend and Vote" section of this Notice, and instructions on how to ask questions are set out in the "Asking Questions at the Meeting" section of this Notice.

Should technical difficulties arise during the course of the Meeting, the Chair of the Meeting has discretion as to whether and how the Meeting should proceed. In exercising that discretion, the Chair of the Meeting will have regard to the number of attendees impacted and the extent to which participation in the business of the Meeting is affected. Where the Chair of the Meeting considers it appropriate, they may continue to conduct the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy by 10:00am (Brisbane time) on Sunday, 15 November 2026 even if they plan to attend the Meeting online to vote.

Shareholders are also encouraged to submit questions to the Company in advance of the Meeting. Questions must be submitted in writing to the Company Secretary at company.secretary@aureliametals.com.au at least 48 hours before the AGM.

Further detail about the process for the AGM is set out in this Notice.

BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Financial Report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' Report, the Remuneration Report, the Sustainability Report and the Auditor's Reports.

RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as a **non-binding ordinary resolution:**

"That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Remuneration Report for the financial year ended 30 June 2026 is adopted."

Note: In accordance with section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion: The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the "Voting Exclusions" section of this Notice.

RESOLUTION 2 – ELECTION OF GRAEME HUNT

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution:**

"That, for the purpose of rule 48 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Graeme Hunt, a Director who was appointed as an additional director on 23 February 2026, and being eligible, is elected as a Director."

RESOLUTION 3 – ELECTION OF FRANKLYN BRAZIL

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purpose of rule 48 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Franklyn Brazil, a Director who was appointed as an additional director on 24 April 2026, and being eligible, is elected as a Director."

RESOLUTION 4 – RE-ELECTION OF SUSAN CORLETT

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution:**

"That Ms Susan Corlett, who retires in accordance with rule 50 of the Constitution and ASX Listing Rule 14.4 and being eligible, offers herself for re-election, is re-elected as a Director."

RESOLUTION 5 – APPROVAL TO ISSUE RIGHTS TO MANAGING DIRECTOR/CEO

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution:**

"That:

a) *for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue to Mr Steve Badenhorst (and/or his nominee) 2,459,704 Rights under the Company's Long Term Incentive Plan on the terms and conditions in the Explanatory Memorandum; and*

b) *for the purpose of section 200E of the Corporations Act, approval is given for the Company to issue to Mr Steve Badenhorst (and/or his nominee) a benefit in connection with any retention or vesting of those Rights (as determined in the Board's discretion) on the cessation of Mr Steve Badenhorst's employment with the Company in the circumstances described in the Explanatory Memorandum."*

Voting Exclusion: The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the "Voting Exclusions" section of this Notice.

15 October 2026

By order of the Board



Rochelle Carey
Company Secretary

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VOTING EXCLUSIONS

The Corporations Act and ASX Listing Rules require that certain persons must not vote in particular ways, and the Company must disregard particular votes cast by or on behalf of certain persons. These voting exclusions are described below.

Voting Exclusion Statement – Resolution 1 – Adoption of the Remuneration Report

Votes may not be cast, and the Company will disregard any votes cast, on Resolution 1:

- by or on behalf of any KMP member whose remuneration details are included in the Remuneration Report, or any of their closely related parties, regardless of the capacity in which the votes are cast; or
- by any person who is a KMP member as at the time the relevant resolution is voted on at the Annual General Meeting, or any of their closely related parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on the relevant resolution:

- in accordance with a direction in the proxy appointment; or
- by the Chair of the Meeting in accordance with an express authorisation in the proxy appointment to cast the votes even if the relevant resolution is connected directly or indirectly with the remuneration of a KMP member.

Voting Exclusion Statement – Resolution 5 – Approval to Issue Rights to Managing Director/CEO

Votes may not be cast, and the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- Mr Badenhorst and any other Director of the Company who is eligible to participate in the Long Term Incentive Plan, regardless of the capacity in which the votes are cast;
- an associate of any of those Directors; or
- any person who is a KMP member as at the time the resolution is voted on at the Meeting, or any of their closely related parties, as a proxy.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- the Chair of the Meeting 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
- 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 the Resolution; and
    - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

For the purposes of these voting exclusions:

- The KMP (or **key management personnel**) has the same meaning as in the Corporations Act 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.
- A **closely related party** of a KMP member means:
    - a spouse or child of the member;
    - a child of the member's spouse;
    - a dependent of the member or the member's spouse;
    - anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
    - a company the member controls; or
    - a person prescribed by the Corporations Regulations for the purposes of the definition of "closely related party" in the Corporations Act.

The Company will also apply these voting exclusions to persons appointed as attorney by a Shareholder to attend and vote at the Annual General Meeting under a power of attorney, as if they were appointed as a proxy.

Resolutions

All items of business involving a vote by Shareholders require ordinary resolutions, which means that, to be passed, the item needs the approval of a simple majority of the votes cast by Shareholders entitled to vote on the resolution.

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ENTITLEMENT TO ATTEND AND VOTE

THIS INFORMATION FORMS PART OF THE NOTICE OF MEETING

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Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the Meeting are those who are Shareholders as at 10:00am (Brisbane time) on Sunday, 15 November 2026.

If more than one joint holder of Shares is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Voting in person at the Meeting

Instructions on how shareholders and proxyholders can vote and ask questions in person will be provided at the AGM.

Voting virtually at the Meeting

Shareholders who wish to vote virtually at the AGM can do so by logging into the Automic shareholder portal.

1. Open your internet browser and go to investor.automic.com.au.
2. Login using your username and password. If you do not already have an account, click "**Register**" and follow the prompts. **Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.**
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click "**Register**". Alternatively, select Meetings from the left-hand menu.
4. Click on "**Join Meeting**" and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select the "**Voting**" dropdown menu on the right-hand side of your screen.
6. Select either the "**Full**" or "**Allocate**" option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click "**Submit votes**". For allocated votes, the number of votes submitted must not exceed your remaining available units. ***Important:*** *Votes cannot be amended once submitted.*

Detailed instructions on how to vote virtually at the Meeting is set out in the Virtual Meeting Registration and Voting Guide available at https://aureliametals.com/investors/2026-agm/.

Voting by proxy

If you are a Shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

A proxy need not be a Shareholder.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the Shareholder's votes.

Section 250BB of the Corporations Act provides that if an appointment of a proxy specifies the way the proxy is to vote on a particular resolution:

- the proxy need not vote on a show of hands, but if the proxy does, the proxy must vote as directed;
- if the proxy has 2 or more appointments that specify different ways to vote on a resolution - the proxy must not vote on a show of hands;
- if the proxy is the chair of the meeting at which the resolution is voted on - the proxy must vote on a poll, and must vote that way; and
- if the proxy is not the chair - the proxy need not vote on the poll, but if the proxy does, the proxy must vote that way.

To be effective, an appointment of a proxy for the Meeting must be received by the Company no later than 10:00am (Brisbane time) on Sunday, 15 November 2026 (being 48 hours before the Meeting) by one of the following methods:

- **By post:** GPO Box 5193, Sydney NSW 2001
- **By delivery in person:** Level 5, 126 Phillip Street, Sydney, NSW 2000
- **Online:** investor.automic.com.au
- **Email:** meetings@automicgroup.com.au

ENTITLEMENT TO ATTEND AND VOTE

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Voting by proxy (cont.)

Instructions on how to complete the Proxy Form are contained in the form attached to this Notice of Meeting.

To appoint a proxy online, you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN). You will be taken to have signed the Proxy Form if you lodge it in accordance with the instructions on the website.

Please read the instructions for online proxy submissions carefully before you lodge your proxy.

The online proxy facility may not be suitable for Shareholders who wish to appoint two proxies with different voting directions.

A proxy cannot be appointed online if they are appointed under a Power of Attorney or similar authority.

The Company reserves the right to declare invalid any proxy not received by one of the above methods.

Corporate representatives

A body corporate which is a Shareholder, or has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with section 250D of the Corporations Act. The representative should provide to the Company's Share Registry evidence of his or her appointment as the body corporate's representative, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Power of attorney

A Shareholder may appoint an attorney to vote on their behalf. For the appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company's Share Registry using the contact details listed above in the "Voting by proxy" section, by no later than 10:00am (Brisbane time) on Sunday, 15 November 2026.

Voting conducted by poll

Voting on all proposed resolutions at the Meeting will be conducted by poll. On a poll, each Shareholder has one vote for every Share in the Company.

Asking questions at the Meeting

Shareholders attending in person will be able to ask questions at the appropriate time during the AGM.

Shareholders attending virtually are able to ask questions at the Meeting either verbally or in writing. Questions can be submitted via the Automic shareholder portal at any time during the meeting. To ask a question, select the "Ask a Question" dropdown menu on the right-hand side of your screen. Click on the green "Ask Question" button, then choose either Text Question or Verbal Question. A panel will open where you can type your question or register to ask it verbally. Please also select the related resolution (or general question) and indicate the shareholding or capacity on behalf of which the question is being submitted. When ready, click "Submit Question". If you have chosen to ask your question verbally, please listen carefully for the moderator's invitation to speak and ensure your microphone is unmuted when called upon.

Detailed instructions on how to ask a question virtually at the Meeting are also set out in the Virtual Meeting Registration and Voting Guide available at https://aureliametals.com/investors/2026-agm/.

EXPLANATORY MEMORANDUM

THIS INFORMATION FORMS PART OF THE NOTICE OF MEETING

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1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the Financial Year ended 30 June 2026, together with the Declaration of the Directors, the Directors' Report, the Remuneration Report, the Sustainability Report and the Auditor's Reports.

Provision will be made at the Annual General Meeting for Shareholders to ask questions or make comments on the reports or the management of the Company. Shareholders may also question the auditor regarding the conduct of the audit, accounting policies adopted by the Company, the auditor's independence and content of the Auditor's Report.

The Company will not provide a hard copy of the Company's Annual Financial Report to Shareholders unless specifically requested to do so. The Company's Annual Financial Report is available on its website at https://aureliametals.com/investors/company-reporting/.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General information

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind a company or the directors of the company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and key management personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Financial Report of the Company for a financial year.

The Chair must allow a reasonable opportunity for Shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

2.2 Proxy voting

In accordance with the wishes of the Board, the Chair (where appropriately authorised) intends to vote all available undirected proxies in favour of Resolution 1.

2.3 Directors' Recommendation

The Directors abstain, in the interests of good governance, from making a recommendation in respect of Resolution 1.

3. RESOLUTION 2 – ELECTION OF GRAEME HUNT

3.1 General information

ASX Listing Rule 14.4 and rule 48 of the Constitution provide that a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the Company. Rule 48(c) of the Constitution provides that any Director who is so appointed and holds office until the next annual general meeting, is then eligible for re-election.

Mr Hunt, having been appointed on 23 February 2026 as a Non-Executive Director by the Directors pursuant to rule 48 of the Constitution, and being eligible, offers himself for re-election at the Meeting.

Mr Hunt is the Chair of the Board and is a member of the Board's Remuneration and Nomination and Sustainability and Risk Committees.

Mr Hunt has over four decades of leadership across the global resource and infrastructure sectors. He commenced his mining career with BHP at the Port Kembla steel works, before holding senior operational and strategic roles across BHP's global portfolio. Between 1999 to 2005, he was President of BHP Iron Ore and he also served as President of BHP Uranium, with responsibility for Olympic Dam. He subsequently served as Managing Director and Chief Executive Officer of Lihir Gold Ltd, leading the company through its successful acquisition by Newcrest Mining. Mr Hunt has also been Managing Director and Chief Executive Officer of industrial services company, Broadspectrum Ltd (formerly Transfield Services) and most recently, Mr Hunt served as Chair and subsequently Managing Director and Chief Executive Officer of AGL Energy Ltd.

Mr Hunt is currently the Non-Executive Chair of Akora Resources Limited (ASX: AKO) and Aureka Limited (ASX: AKA). He holds a Bachelor of Metallurgy and MBA from the University of Wollongong and is a graduate of the London Business School Senior Executive Programme.

The Company advises that appropriate reference and background checks were conducted prior to Mr Hunt's appointment.

3.2 Proxy voting

In accordance with the wishes of the Board, the Chair (where appropriately authorised) intends to vote all available undirected proxies in favour of Resolution 2.

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3.3 Directors' Recommendation

The Board considers that Mr Hunt will, if elected by Shareholders, qualify as an independent Director.

The Board, with Mr Hunt abstaining, unanimously recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – ELECTION OF FRANKLYN BRAZIL

4.1 General information

ASX Listing Rule 14.4 and rule 48 of the Constitution provide that a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the Company. Rule 48(c) of the Constitution provides that any Director who is so appointed and holds office until the next annual general meeting, is then eligible for re-election.

Mr Brazil was previously a Non-Executive Director of the Company until his resignation on 16 December 2025. Mr Brazil, having been re-appointed on 24 April 2026 as a Non-Executive Director by the Directors pursuant to rule 48 of the Constitution, and being eligible, offers himself for re-election at the Meeting.

Mr Brazil is a nominee director of Brazil Farming Pty Ltd. Brazil Farming Pty Ltd and its related entity, Anchorfield Pty Ltd as trustee for the Brazil Family Foundation, collectively hold 23.79% of the Company (~409M shares).

Mr Brazil is a southern Queensland mixed farmer, investor and philanthropist, who was awarded a Member of the Order of Australia (AM) as part of the Queen's Birthday 2022 Honours list. He received the title for his service to medical research and to agriculture.

Mr Brazil owns a number of grazing and cropping properties on the Darling Downs and also boasts multiple successful investments in listed companies. He also created the Brazil Family Foundation which contributes to many medical and scientific research organisations.

Mr Brazil's investment advisor, Mr Bradley Newcombe has been nominated by Mr Brazil to be his alternate director on the Board. Mr Newcombe has over 30 years' experience as an accounting and financial markets professional across treasury, fixed income and equities. He has acted as an advisor to Brazil Farming since 2015.

The Company advises that appropriate background checks were conducted prior to Mr Brazil and Mr Newcombe's appointments.

4.2 Proxy voting

In accordance with the wishes of the Board, the Chair (where appropriately authorised) intends to vote all available undirected proxies in favour of Resolution 3.

4.3 Directors' Recommendation

The Board considers that as a nominee of Brazil Farming Pty Ltd, Mr Brazil will not, if elected by Shareholders, qualify as an independent Director.

The Board, with Mr Brazil abstaining, unanimously recommends that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – RE-ELECTION OF SUSAN CORLETT

5.1 General information

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer.

Clause 50 of the Constitution provides that:

a) A director may not hold office for a continuous period in excess of three years or past the conclusion of the third annual general meeting following the Director's last election or re-election, whichever is the longer, without submitting for re-election by the company;

b) If no Director would otherwise be required to submit for election or re-election at an annual general meeting, but the Listing Rules require that an election of Directors be held, the Director to retire at the annual general meeting is the director who has been longest in office since last being elected. As between Directors who were last elected on the same day, the Director to retire is (in default of agreement between them) determined by lot; and

c) A retiring Director is eligible for re-election without needing to give any prior notice of an intention to submit for re-election and holds office as a Director (subject to re-election) until the end of the general meeting at which the Director retires.

Ms Corlett must retire at this Meeting and being eligible, offers herself for re-election at the Meeting.

Ms Corlett was last re-elected as a Director of the Company on 14 November 2023, having been initially appointed as an independent non-executive Director on 3 October 2018.

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Ms Corlett is the Chair of the Board's Sustainability and Risk Committee and is a member of the Board's Audit and Remuneration and Nomination Committees.

Ms Corlett is a geologist with over 30 years' experience in exploration, mining operations, mining finance and investment. Ms Corlett serves as a non-executive director of Iluka Resources Ltd (ASX: ILU) and Silex Systems Limited (ASX: SLX), and as a Trustee of the AusIMM Education Endowment Fund.

During her executive career, Ms Corlett was an Investment Director for global mining private equity fund, Pacific Road Capital Ltd and worked in mining credit risk management and project finance for Standard Bank Limited, Deutsche Bank and Macquarie Bank.

Ms Corlett has a Bachelor of Science (Hons. Geology) from the University of Melbourne, is a graduate of the Australian Institute of Company Directors, a Fellow of the AusIMM and a member of Chief Executive Women. Ms Corlett was also recognised in the 2024 edition of the 100 Global Inspiration Women in Mining.

5.2 Proxy voting

In accordance with the wishes of the Board, the Chair (where appropriately authorised) intends to vote all available undirected proxies in favour of Resolution 4.

5.3 Directors' Recommendation

The Board considers that Ms Corlett will, if re-elected by Shareholders, qualify as an independent Director.

The Board, with Ms Corlett abstaining, unanimously recommends that Shareholders vote in favour of Resolution 4.

6. RESOLUTION 5 – APPROVAL TO ISSUE RIGHTS TO MANAGING DIRECTOR/CEO

6.1 General information

ASX Listing Rule 10.14 requires Shareholder approval for the acquisition of securities by a director under an employee incentive scheme. If approved, the approval applies to the issue of the Rights under the Long Term Incentive Plan and the issue of Shares (if any) on the vesting of those Rights. While the Company is able to satisfy the Rights by acquiring Shares on-market (in accordance with ASX Listing Rule 10.16) and then transferring those Shares to a Director under the terms of the Long Term Incentive Plan, approval is being sought under ASX Listing Rule 10.14 for the purposes of maintaining flexibility and in the interests of good governance.

Resolution 5 seeks Shareholder approval for the grant of Rights to Mr Steve Badenhorst, the Company's Managing Director, under the Long Term Incentive Plan.

Because Mr Badenhorst is a Director of the Company, Shareholder approval of the proposed issue of Rights to Mr Badenhorst must be obtained under ASX Listing Rule 10.14.1 (or under ASX Listing Rule 10.14.2 if Mr Badenhorst elects for the Rights to be granted to his nominee) before the Rights can be issued.

If Resolution 5 is passed, the Company will be able to proceed with the issue of Rights to Mr Badenhorst. The grant of Rights will in due course involve the issue of Shares (one Share for one Right) if the Rights vest.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Rights and the Company will, on the relevant vesting dates, instead acquire Shares on-market or pay in cash the value of the Rights that would have vested on that vesting date if Shareholders had approved the issue of those securities at the 2026 AGM and Mr Badenhorst had exercised all of those vested Rights on that vesting date.

In addition, the Company seeks Shareholder approval pursuant to section 200E of the Corporations Act for the giving of a benefit to Mr Badenhorst in connection with any retention or vesting of the Rights granted to Mr Badenhorst (as determined in the Board's discretion) in the event that Mr Badenhorst ceases to be employed by the Company in certain limited circumstances, as specified in Mr Badenhorst's individual personalised offer document. As detailed further below, such circumstances include termination without cause, redundancy, death or permanent disability.

Under section 200B of the Corporations Act, a company may only give a person a "benefit" in connection with their ceasing to hold a managerial or executive office in the company (**Termination Benefit**) if it is approved by Shareholders under section 200E of the Corporations Act (or an exemption applies). The term "benefit" may include the retention or vesting (as determined in the Board's discretion) of any or all of the Rights where Mr Badenhorst ceases to be employed by the Company. The retention or vesting of any or all of Mr Badenhorst's Rights may amount to the giving of a Termination Benefit requiring Shareholder approval under section 200E of the Corporations Act. As such, Shareholder approval is sought for these purposes.

The Rights will only vest upon satisfaction of the vesting conditions (see below for further details) which are measured over the three year period from 1 July 2026 to 30 June 2029 (**Performance Period**).

The Rights will be performance tested within a reasonable period after the end of the Performance Period (**Testing Date**).

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Subject to the satisfaction of the vesting conditions described below and to any adjustment in accordance with the rules of the Long Term Incentive Plan (e.g. upon a capital reconstruction), Mr Badenhorst will receive one Share for each vested Right. Shares allocated on the vesting of Rights will be subject to the Company's Securities Trading Policy.

6.2 Vesting Conditions

The number of Rights which vest on a date (**Relevant Date**) will depend on the extent to which the vesting conditions applicable to the Rights (**Vesting Conditions**) have been satisfied for the Performance Period.

The Vesting Conditions applicable to the Rights are at the discretion of the Board and will be based on factors including those set out below, with factor 2 (Relative TSR) having a 60% weighting and factor 3 (Reserves per Share) having a 40% weighting.

1. Continued employment

If Mr Badenhorst ceases to be an employee of the Company up to and including the Relevant Date, then the treatment of the Rights will depend on the circumstances of the cessation of employment.

Unless the Board determines otherwise, if Mr Badenhorst ceases employment due to "bad leaver" events, then all of the unvested Rights will automatically lapse. Bad Leaver events include an act or omission which constitutes serious misconduct (which may involve an act of fraud or gross misconduct in relation to the Company), failing or refusing to perform duties (after prior written warning) or committing any act of dishonesty towards the Company.

If Mr Badenhorst's employment ceases in other circumstances (including but not limited to retirement, death, illness, disability or permanent incapacity or redundancy), then the Board has discretion to determine how the Rights are to be treated (including that some or all of the unvested Rights should lapse, that some or all of the unvested Rights vest or that some or all of the unvested Rights remain "on-foot" in which case the Board will determine when and on what conditions those Rights may vest).

2. Relative TSR

This Vesting Condition is the Relative Total Shareholder Returns (**Relative TSR**) measure against a defined peer group of companies which the Board considers compete with the Company for the same investment capital, and which by the nature of their business are influenced by commodity prices and other external factors similar to those that impact the Company.

The comparator group of companies at the beginning of the Performance Period comprises:

- Aurelia Metals Limited (ASX: AMI)
- 29Metals Limited (ASX: 29M)
- AIC Mines Limited (ASX: A1M)
- Aeris Resources Limited (ASX: AIS)
- Black Cat Syndicate Limited (ASX: BC8)
- Brightstar Resources Limited (ASX: BTR)
- Broken Hill Mines Limited (ASX: BHM)
- Cyprium Metals Limited (ASX: CYM)
- Develop Global Limited (ASX: DVP)
- Hillgrove Resources Limited (ASX: HGO)
- Metals X Limited (ASX: MLX)
- Polymetals Resources Ltd (ASX: POL)

Total Shareholder Return (**TSR**) is the change in the Share price over the Performance Period plus any dividends paid during the Performance Period, assumed to be re-invested in Shares at the closing price on the dividend payment date. In determining the opening share price for the Company and comparator TSR performances, a 30-day VWAP calculation up to and including the last business day of the financial period immediately preceding the Performance Period is used. The closing share price is similarly based on the 30-day VWAP up to and including the last day of the Performance Period.

The Board has discretion to adjust how TSR performance is measured, including the constitution of the comparator group where changes to the companies in the comparator group occur during the Performance Period as a result of, for example, merger and acquisition activity.

The Rights will vest on a sliding scale once the 50th percentile hurdle has been satisfied. The proportion of the Rights that vest will be determined by the Company's TSR relative to the comparator group over the three-year Performance Period as outlined below:

	Below	Threshold	Target	Stretch
Vesting	0%	50%	Pro-rata from 50% to 100%	100%
Relative TSR rank	Below 50th percentile	50th percentile	Between 50th and 75th percentiles	75th percentile and above

EXPLANATORY MEMORANDUM

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3. Growth of Reserves

This Vesting Condition in relation to the Rights will be measured against the Company's growth in Ore Reserves per Share over the Performance Period. This will be done by comparing the baseline measure of the Ore Reserves (kilograms of ore as specified in the Group Mineral Resource and Ore Reserve Statement) on 1 July 2026 on a per share basis to the Ore Reserves (kilograms of ore as specified in the Group Mineral Resource and Ore Reserve Statement) as at 30 June 2029 on a per share basis, based on the number of shares on issue at each respective date. If the Group Mineral Resource and Ore Reserve Statement as at 30 June 2029 is not published by the Testing Date, then an equivalent internal measure consistent with JORC 2012 guidelines or any subsequent update to JORC (as determined by the Board), will be used to determine the Ore Reserves as at 30 June 2029.

The baseline Ore Reserves per Share is the Ore Reserves per Share as at 1 July 2026, which is 4.84kg/share.

The Rights will vest on a sliding scale. The proportion of the Rights that vest under the Growth of Reserves measure is outlined below:

	Below	Threshold	Target	Stretch
Vesting	0%	Pro-rata from 15% to 50%	Pro-rata from 50% to 100%	100%
Ore Reserves per Share	Below 85% of baseline Ore Reserves per Share	Above 85% but below 100% of baseline Ore Reserves per Share	Above 100% but below 115% baseline Ore Reserves per Share	Above 115% baseline Ore Reserves per Share

6.3 ASX Listing Rule 7.1

Subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of securities that the Company can issue without Shareholder approval in any 12 month period to 15% of its issued securities. An issue of securities made with the approval of Shareholders under ASX Listing Rule 10.14 is an exception to ASX Listing Rule 7.1. Accordingly, if Resolution 5 is approved, the issue of the securities detailed in Resolution 5 will come within this exception and therefore will not impact the Company's annual 15% placement capacity under ASX Listing Rule 7.1.

6.4 Information required by ASX Listing Rule 10.15

ASX Listing Rule 10.15 requires that the following information regarding the proposed issue of the Rights be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to ASX Listing Rule 10.14:

a) The Rights are to be issued to Mr Badenhorst (and/or his nominee) who is the Managing Director of the Company.

b) Mr Badenhorst is a Director of the Company and therefore a related party and subject to ASX Listing Rule 10.14.1. In the event the Rights are issued to a nominee of Mr Badenhorst, that person will fall into the category stipulated by ASX Listing Rule 10.14.2.

c) A maximum of 2,459,704 Rights will be issued to Mr Badenhorst being 100% of Mr Badenhorst's annualised Total Fixed Remuneration (**TFR**) for FY27 based on the 30-day VWAP of the Shares up to and including 30 June 2026 ($0.2978 per Share).

d) Mr Badenhorst's current remuneration for the financial year ending 30 June 2027 comprises a TFR of $732,500 per annum (inclusive of superannuation). At maximum performance, his remuneration package is weighted 31% TFR, 38% short term incentive and 31% long term incentive, with the short term and long term incentive opportunities each subject to the applicable performance and service conditions. Further details regarding Mr Badenhorst's remuneration package are set out in the ASX Announcement dated 25 August 2026.

e) No Rights have previously been issued to Mr Badenhorst under the Long Term Incentive Plan, and there is no average acquisition price applicable as Mr Badenhorst is not required to pay for those Rights.

f) A summary of the material terms of the Rights and the value the Company attributes to the Rights is set out above. Mr Badenhorst's Rights have been structured as an issue of Rights because Rights create share price alignment between Mr Badenhorst and Shareholders via the adoption of performance-based vesting criteria, but do not provide Mr Badenhorst with the full benefits of share ownership (such as dividend and voting rights) unless and until the Vesting Conditions are met. Vesting of Mr Badenhorst's Rights are subject to achieving the Vesting Conditions set out above.

g) The Rights will be issued to Mr Badenhorst by 17 November 2027 i.e. no later than 12 months after the date of the Meeting.

h) No consideration is payable by Mr Badenhorst at the time of grant of any of the Rights or upon the allocation of Shares to which Mr Badenhorst may become entitled on the vesting of some or all of the Rights.

i) A summary of the material terms of the Long Term Incentive Plan are set out in Schedule 1 to this Explanatory Memorandum.

EXPLANATORY MEMORANDUM

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j) No loan has been or will be provided to Mr Badenhorst in relation to the issue of the Rights.

k) Details of any securities issued to Mr Badenhorst under the Long Term Incentive Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Long Term Incentive Plan after this resolution is approved and who are not named in this notice of meeting will not participate until approval is obtained under that rule.

l) A voting exclusion statement is set out under Resolution 5 above.

6.5 Proxy voting

In accordance with the wishes of the Board, the Chair (where appropriately authorised) intends to vote all available undirected proxies in favour of Resolution 5.

6.6 Directors' Recommendation

a) Mr Badenhorst declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome of the Resolution.

b) The Board (other than Mr Badenhorst) recommends that Shareholders vote in favour of Resolution 5 for the following reasons:

   i) the grant of the Rights to Mr Badenhorst will align the interests of Mr Badenhorst with those of Shareholders;

   ii) the grant of the Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Badenhorst; and

   iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Rights upon the terms proposed.

c) In forming their recommendations, each Director (other than Mr Badenhorst) considered the experience of Mr Badenhorst, the current market price of Shares, the current market practices when determining the number of Rights to be granted as well as the Vesting Conditions of those Rights.

d) The Board (other than Mr Badenhorst) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 5.

GLOSSARY

- **$**
  Means Australian dollars.
- **Annual General Meeting, AGM** or **Meeting**
  Means the annual general meeting convened by this Notice.
- **associate**
  Has the meaning set out in the ASX Listing Rules.
- **ASX**
  Means ASX Limited ACN 008 624 691 or the inancial market operated by ASX Limited, as the context requires.
- **ASX Listing Rules**
  Means the listing rules of ASX.
- **Board**
  Means the current board of Directors.
- **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 Aurelia Metals Limited ACN 108 476 384.
- **Constitution**
  Means the Company's constitution.
- **Corporations Act**
  Means the *Corporations Act 2001* (Cth).
- **Corporations Regulations**
  Means the *Corporations Regulations 2001* (Cth).
- **Director/s**
  Means a current director, or the current directors, of the Company (as the context requires).
- **Explanatory Memorandum**
  This explanatory memorandum accompanying, and forming part of, the Notice.
- **Long Term Incentive Plan**
  Means the Aurelia Metals Limited Long Term Incentive Plan.
- **Notice** or **Notice of Meeting**
  Means this notice of meeting including the Notes, Explanatory Memorandum and the Proxy Form.
- **Proxy Form**
  Means the proxy form accompanying and forming part of this Notice.
- **related party**
  Has the meaning in section 228 of the Corporations Act.
- **Remuneration Report**
  Means the remuneration report set out in the Directors' Report section of the Company's annual report for the inancial year ended 30 June 2026.
- **Resolution/s**
  Means the resolutions set out in this Notice, or any one of them (as the context requires).
- **Right**
  Means a performance right issued under the Long Term Incentive Plan.
- **Share**
  Means a fully paid ordinary share in the capital of the Company.
- **Shareholder**
  Means the registered holder of a Share.
- **Share Registry**
  Means Automic Pty Limited.
- **VWAP**
  Means volume-weighted average price.

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SCHEDULE 1

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Key Terms of the Long Term Incentive Plan

The key terms of the Long Term Incentive Plan are summarised below:

a) The Board of the Company will administer the Long Term Incentive Plan in accordance with the Long Term Incentive Plan Rules and the Board has a broad discretion to determine which employees are eligible to participate in the Long Term Incentive Plan (**Eligible Employee**).

b) Under the Long Term Incentive Plan, the Board may invite Eligible Employees to acquire Rights under the Long Term Incentive Plan upon the terms set out in the Long Term Incentive Plan Rules, in the Invitation and any additional terms and Vesting Conditions as the Board determines. A **Right** is the right to acquire a security in the Company (**Security**) (where security has the same meaning as in the Corporations Act). Upon vesting, each Right entitles its holder to one Security in the Company.

c) The Board will advise each Eligible Employee of the terms and conditions of the **Invitation** (which is an invitation to an Eligible Employee to apply to acquire Rights under the Long Term Incentive Plan), including as to:

   i) the date of the Invitation;

   ii) the number of Rights to which the Invitation relates (and if the Rights are in multiple Tranches, the terms and conditions which apply to each Tranche of Rights);

   iii) the minimum number of Rights that the Eligible Employee may receive pursuant to the Invitation;

   iv) any applicable conditions determined by the Board that need to be satisfied or waived before a Right will vest (**Vesting Conditions**);

   v) the last date on which the Rights are able to Vest (**Last Vesting Date**);

   vi) any restrictions on disposal (if any) determined by the Board (**Disposal Restrictions**);

   vii) the latest date on which a duly completed Acceptance Form must be received by the Company or the latest date by which an Eligible Employee must lodge with the Company a notice that they do not wish to participate in the Plan in respect of the Invitation (**Acceptance Date**). An Invitation may also specify that an Eligible Employee may be deemed to have accepted the Invitation if a duly completed Acceptance Form has not been received by the Acceptance Date;

   viii) any other terms and conditions relating to the issue of Rights determined by the Board; and

   ix) any other matters required to be specified by the Corporations Act, the ASX Listing Rules or any other applicable laws.

d) At the Board's discretion in the Invitation, an Eligible Employee may nominate a person, company or trust in whose favour the Eligible Employee wishes to be granted the Securities the subject of the Invitation (**Nominated Party**).

e) A **Participant** is a person who, in response to an Invitation, has completed and returned a duly completed and executed Acceptance Form on or before the Acceptance Date which has been accepted (or deemed to have been accepted) by the Board. Rights will be issued to Participants as soon as practicable after the Acceptance Date provided that the Participant is still an employee of the Company, has not given notice of resignation or has not been given notice of termination of employment.

f) A Right granted under the Long Term Incentive Plan will not vest unless the Vesting Conditions (if any) have been satisfied.

g) The Board has the discretion to vest Rights before their Vesting Date if:

   i) a Participant ceases to be an employee and becomes a Good Leaver (situations such as retirement, death or illness, redundancy, other circumstances determined by the Board); and

   ii) change in control or other events (takeover bids, scheme of arrangement, voluntary winding up, reorganisation).

h) The Board has the power to vary or waive any applicable Vesting Condition, subject to applicable laws, and Disposal Restrictions.

i) A Right will lapse in certain circumstances (and upon lapsing all of the Participant's rights in respect of that Right cease):

   i) if the Rights do not vest in accordance with the Invitation and the Long Term Incentive Plan Rules by the Last Vesting Date;

   ii) any Rights which the Board determines will not vest as the applicable Vesting Conditions cannot be satisfied;

   iii) if the Board determines that the Right will lapse as a Participant:

SCHEDULE 1

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Key Terms of the Long Term Incentive Plan

A. has committed (or it is evident he or she intends to commit) any act which amounts or would amount to any of dishonesty, fraud, wilful misconduct, wilful breach of duty, serious and wilful negligence or incompetence in the performance of his or her duties; or

B. is convicted of a criminal offence or is guilty of any other wilful or recklessly indifferent conduct, or is engaging in, or has engaged in, behaviour or conduct which, in the opinion of the Board, may injure or tend to injure or negatively impact the reputation and/or the business or operations of the Company, or the Company's standing, long-term financial strength, or relationship with its key regulators, or otherwise brings the Company into disrepute; or

C. intentionally or recklessly caused or contributed to a material misstatement or omission in any release made by the Company to the ASX; or

D. becomes bankrupt, or if deceased, the estate becomes bankrupt; or

E. becomes a Bad Leaver (if an employee's employment ceases for reasons such as serious misconduct, fraud, gross misconduct, failure to perform duties, commits acts of dishonesty); or

F. any other circumstances or factors exist which the Board determines will make the award an inappropriate benefit.

j) Within 30 days after the Last Vesting Date, the Company must either issue to the Participant the number of Securities equal to the number of Vested Rights held or pay the cash equivalent value for the number of Securities calculated (or a combination of the two).

k) Rights are non-transferable by a Participant and a Participant must not enter any arrangement for the purpose hedging or otherwise affecting their economic exposure to their Rights.

l) The Board may determine any Disposal Restrictions (including Restriction Periods) that will apply to Securities issued after Rights have vested.

m) The Plan may be suspended or terminated by resolution of the Board.

n) The Plan does not form part of any contract of employment and if the Long Term Incentive Plan is terminated, no compensation under any employment contract will arise.

o) Subject to rule 19.2 of the Long Term Incentive Plan and the ASX Listing Rules, the Board may amend, add to, delete or otherwise vary the Rules in a manner the Board thinks fit. Rule 19.2 provides that no amendment may be made which reduces the rights of Participants in respect of Rights granted other than an amendment primarily:

i) for the purpose of complying with State or Commonwealth legislation or the ASX Listing Rules;

ii) to correct any manifest error or mistake;

iii) for the purpose of enabling Participants to receive a more favourable taxation treatment in respect of their participation in the Long Term Incentive Plan;

iv) to enable the Company to qualify for tax deductions for contributions or other amounts paid in respect of the Long Term Incentive Plan;

v) to enable any Trustee that holds Securities for and on behalf of Participants, or the Company, to reduce fringe benefits tax or other taxes that would otherwise be payable in relation to the Long Term Incentive Plan;

vi) to enable the Company to undertake a Reorganisation; or

vii) because of a takeover bid or change of control of the Company occurs and will occur.

p) In the event that any error or mistake has been made in relation to the number of Rights the subject of an Invitation, that Invitation will be null and void and of no effect to the extent of any such error or mistake and the Board may, in its absolute discretion, correct such error or mistake, without the need to obtain consent from the relevant Eligible Employee.

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Aurelia Metals Limited | ABN 37 108 476 384

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Your proxy voting instruction must be received by **10:00am (AEST) on Sunday, 15 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS
If you need to change your name or address, or 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://portal.automic.com.au/investor/home 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 Aurelia Metals Limited, to be held virtually at **10:00am (AEST) on Tuesday, 17 November 2026 and physically at Allens, Level 26, 480 Queen Street, Brisbane QLD 4000** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: 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. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by marking 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 Resolutions 1 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	ADOPTION OF THE REMUNERATION REPORT	☐	☐	☐
2	ELECTION OF GRAEME HUNT	☐	☐	☐
3	ELECTION OF FRANKLYN BRAZIL	☐	☐	☐
4	RE-ELECTION OF SUSAN CORLETT	☐	☐	☐
5	APPROVAL TO ISSUE RIGHTS TO MANAGING DIRECTOR/CEO	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution 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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