



12 November 2025

ASX/MEDIA RELEASE

AERIS RESOURCES LIMITED (ASX:AIS)

Correction to Notice of Annual General Meeting

Aeris Resources Limited (ASX: **AIS**) (**Company** or **Aeris**) wishes to correct an error in its Notice of Annual General Meeting (**Notice**) of shareholders of Aeris to be held at **12:30pm (AEST) on 21 November 2025** which was published on 20 October 2025 on ASX Market Announcements Platform.

On page 28 of the Notice, it is stated that "for the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 7.00pm (Sydney time) on Monday, 17 November 2025." However, the Notice should state that "for the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 7.00pm (Sydney time) on Wednesday, 19 November 2025."

There are no other changes to the Notice.

A copy of the corrected Notice is attached and can be viewed and downloaded at the following links:

<https://www.aerisresources.com.au/investor-centre/> or <https://www.asx.com.au/>

If you have any questions about the AGM or Notice of Meeting, please contact the Share Registry on 1300 288 664 (for callers within Australia) or +61 2 9698 5414 (for overseas callers).

This announcement is authorised for lodgement by:

Mr. Andre Labuschagne
Executive Chairman

For further information, please contact:

Andre Labuschagne
Executive Chairman
Tel: +61 7 3034 6200

Stefan Edelman
General Manager – Corporate Development
investorrelations@aerisresources.com.au

or visit our website at www.aerisresources.com.au

Notice of Annual General Meeting and Explanatory Memorandum

Aeris Resources Limited ACN 147 131 977

Date of Meeting: 21 November 2025

Time of Meeting: 12:30pm (AEST)

Place of Meeting: HopgoodGanim Lawyers
Level 7, Waterfront Place
1 Eagle Street
Brisbane Qld 4000

This Notice of Annual General Meeting and Explanatory Memorandum should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Notice of Annual General Meeting

Dear Shareholder

Enclosed is a notice of an Annual General Meeting (**Meeting**) of shareholders of Aeris Resources Limited (**Company** or **Aeris**) to be held at 12:30pm (AEST) on Friday, 21 November 2025.

The meeting will be held in-person at HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Qld 4000. In accordance with the *Corporations Act 2001* (Cth) and the Company's Constitution, the Company will not be dispatching physical copies of the Notice of Meeting to shareholders unless the shareholder has made a valid election to receive documents in hard copy.

The Meeting has been convened to consider Resolutions for:

1. the adoption of the Remuneration Report for the year ended 30 June 2025;
2. the re-election of Mr Colin Moorhead as Director of the Company;
3. the re-election of Mr Robert Millner AO as Director of the Company;
4. approval to issue up to 48,414,774 Equity Securities over a 3-year period under the Company's Long Term Incentive Plan; and
5. the approval to issue securities to Mr Andre Labuschagne (a director of the Company) under the Long Term Incentive Plan.

Attending the Meeting in-person

Shareholders can attend the Meeting in-person at HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Qld 4000.

Voting in-person at the Meeting

If you attend the Meeting in-person, you will be able to register and vote at the Meeting by attending HopgoodGanim Lawyers, Level 7, 1 Eagle Street, Brisbane Qld 4000.

Voting by Proxy

Shareholders who wish to participate in the Meeting in-person and who wish to vote on the day of the meeting can find further instructions on how to do so in the Notice of Meeting.

Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: (1) Log in to the Automic website using the holding details as shown on the Proxy Form. (2) Click on 'View Meetings' – 'Vote'. (3) To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at: https://www.automicgroup.com.au/virtual-agms
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Notice of Annual General Meeting

Your proxy voting instruction must be received by 12:30pm (AEST) on Wednesday, 19 November 2025, being no 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.

In addition to the enclosed Proxy Form, the Proxy Form is available for download from the Automic investor portal and a sample version also available on the Company's website at - <https://www.aerisresources.com.au/investor-centre/#asx-announcements>

Each Resolution considered at the Meeting will be decided on a poll.

Questions in relation to the Resolutions can be submitted in writing to the Company in advance of the Meeting by emailing the Company Secretary at investorrelations@aerisresources.com.au by 12:30pm (AEST) on Monday, 17 November 2025.

If you have any queries regarding the Meeting or require a hard copy of the Notice of Annual General Meeting, please contact your stockbroker, accountant, other independent professional adviser or the Company's registry, Automic Registry Services on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia) at any time between 9.00am to 5.00pm (AEST) Monday to Friday, up to the date of the Meeting.

Shareholders are encouraged to monitor the Company's website for any further updates in relation to the arrangements for the Meeting. The Company looks forward to your attendance and participation at the Meeting.

Your continued support is greatly appreciated.

Yours sincerely



Andre Labuschagne
Executive Chairman

Aeris Resources Limited

Notice of Annual General Meeting

Notice is given that an Annual General Meeting of Shareholders of Aeris Resources Limited ACN 147 131 977 will be held:

Date of Meeting: Friday, 21 November 2025

Time of Meeting: 12:30 pm (AEST)

Place of Meeting: HopgoodGanim Lawyers
Level 7, Waterfront Place
1 Eagle Street
Brisbane Qld 4000

Terms used in this Notice of Meeting are defined in section 7 of the accompanying Explanatory Memorandum.

The Explanatory Memorandum and the Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting.

Agenda

The agenda for the meeting is as follows:

Ordinary Business

Financial Report

To receive and consider the Company's Annual Report, consisting of the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Cash Flows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2025.

No voting is required for this item.

1. Resolution 1 – Remuneration Report

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

“That, the Remuneration Report for the year ended 30 June 2025 (as set out in the Directors' Report) is adopted”.

Note:

The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting Restriction pursuant to sections 250R(4) and 250R(5) of the Corporations Act

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

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

However, the above persons may cast a vote on Resolution 1 if:

- (a) the person does so as a proxy; and

Notice of Annual General Meeting

- (b) the vote is not cast on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and either:
- (1) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
 - (2) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - (A) does not specify the way the proxy is to vote on the resolution; and
 - (B) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

Voting Intentions of Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolution the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act.

Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying Explanatory Memorandum.

2. Resolution 2 – Re-election of Mr Colin Moorhead as a Director of the Company

To consider and, if thought fit, pass the following resolution, with or without amendment, as an Ordinary Resolution of the Company:

“That Mr Colin Moorhead, who retires by rotation in accordance with Rule 28.6(a) of the Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a Director.”

3. Resolution 3 – Re-election of Mr Robert Millner AO as a Director of the Company

To consider and, if thought fit, pass the following resolution, with or without amendment, as an Ordinary Resolution of the Company:

“That Mr Robert Millner AO, who retires by rotation in accordance with Rule 28.6(a) of the Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a Director.”

4. Resolution 4 – Approval to issue Equity Securities under Long Term Incentive Plan

To consider and, if thought fit, pass the following resolution, with or without amendment, as an Ordinary Resolution of the Company:

“That for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the issue of up to 48,414,774 securities under the Company’s Long Term Incentive Plan, the terms of which are summarised in the attached Explanatory Memorandum, within three (3) years from the date of this resolution as an exception to Listing Rules 7.1 and 7.1A.”

Voting Exclusion Statement (pursuant to Listing Rules 7.2 (Exception 13) and 14.11)

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- (a) a person who is eligible to participate in the Long Term Incentive Plan; and

Notice of Annual General Meeting

- (b) an associate of that person or those persons.

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

- (a) a person as 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; or
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (1) 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
- (2) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Restriction pursuant to Section 250BD of the Corporations Act

The Company will disregard any votes cast on this Resolution by:

- (a) any Key Management Personnel (which includes the Chair) of the Company or, if the Company is part of a consolidated entity, of the entity; or
- (b) a Closely Related Party of a member of the Key Management Personnel of the Company or, if the Company is part of a consolidated entity, of the entity, who is appointed as a Shareholder's proxy and where the Shareholder does not direct in writing the way the proxy is to vote on the Resolution.

However, the Company need not disregard a vote if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, where the Shareholder does not direct in writing the way the proxy is to vote on the Resolution, if the appointment of proxy expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or if the Company is part of a consolidated entity, of the entity.

Voting Intention of Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 4, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair of the Meeting may change his or her voting intention on any Resolution in which case an ASX announcement will be made.

5. Resolution 5 – Approval for issue of Performance Rights to Mr Andre Labuschagne under the Long Term Incentive Plan

To consider and, if thought fit, pass the following resolution, with or without amendment, as an Ordinary Resolution of the Company:

“That, for the purposes of Listing Rules 10.14 and Sections 200B and 200E of the Corporations Act, and for all other purposes, approval is given for the grant of Performance Rights to Mr Andre Labuschagne (or his nominee), and the issue or transfer of Shares to or for the benefit of Mr Labuschagne upon the vesting and exercise of those Performance Rights, under the Long Term Incentive Plan and on the terms and conditions set out in the Explanatory Memorandum”.

Note:

- A detailed summary of the proposed terms of the Performance Rights to be granted in accordance with Resolution 5 is contained in the Explanatory Memorandum.
- The total number of Performance Rights to be issued to Mr Labuschagne, or his nominee, annually in accordance with Resolution 5 will be calculated in accordance with the formula set out in section 6.1 of the Explanatory Memorandum.

Notice of Annual General Meeting

- The Performance Rights are issued on an annual basis. The first annual issue of Performance Rights will occur on or about 30 November 2025. The second annual issue of Performance Rights will occur on or about 31 August 2026 and the third annual issue of Performance Rights will occur on or about 31 August 2027.
- The Performance Rights are being issued for nil cash consideration and no funds will be raised by the issue or exercise of the Performance Rights.

Voting Exclusion Statement – Resolution 5, Listing Rules 10.14 and 10.19

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme the subject of Resolution 5; and
- (b) an Associate of that person or those persons.

Accordingly, the Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of:

- (a) Mr Andre Labuschagne; and
- (b) an associate of Mr Andre Labuschagne.

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

- (a) 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; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote of the Resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (1) 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 Resolutions; and
 - (2) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement – Resolution 5, section 250BD of the Corporations Act

As Resolution 5 is connected directly or indirectly with the remuneration of a member of the KMP for the Company, pursuant to section 250BD of the Corporations Act, a person must not cast a vote, and the Company will disregard any votes cast on Resolution 5 by:

- any member of the KMP for the Company (or, if the Company is a consolidated entity, for the entity); or
- a Closely Related Party of such KMP (or, if the Company is a consolidated entity, for the entity),

who is appointed as a Shareholder's proxy, on the basis of that appointment, where the Shareholder does not specify in writing the way the proxy is to vote on Resolution 5.

However, the Company need not disregard a vote on Resolution 5 if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote and the Shareholder expressly authorises the person chairing the meeting to exercise the proxy even if Resolution 5 are connected directly or indirectly with the remuneration of a member of the KMP for the Company, or if the Company is part of a consolidated entity, for the entity.

Notice of Annual General Meeting

Voting Intention of the Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 5, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying proxy form.

General Business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

Notes:

- (a) Terms used in this Notice of Meeting are defined in the “Interpretation” section of the accompanying Explanatory Memorandum.
- (b) A detailed summary of the Resolutions is contained within the Explanatory Memorandum.

All resolutions at this Meeting will be voted on by poll and Shareholders who are entitled to vote may vote either prior to the Meeting by appointing a proxy or by poll during the Meeting.

By order of the Board



Dane Van Heerden
Chief Financial Officer and Company Secretary
Aeris Resources Limited

Explanatory Memorandum

Explanatory Memorandum

This Explanatory Memorandum is provided to shareholders of Aeris Resources Limited ACN 147 131 977 in connection with the business to be considered at the Annual General Meeting of Shareholders to be held at HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Qld 4000. The Notice of Meeting, which is also enclosed, sets out details of proposals concerning the Resolutions to be put to Shareholders.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the Resolutions. The Company's Notice of Annual General Meeting and this Explanatory Memorandum should be read in their entirety and in conjunction with each other.

Subject to the abstentions noted below, the Directors unanimously recommend that Shareholders vote in favour of all Resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution.

The Directors recommend that Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Resolution 1, relating to the Remuneration Report, is an advisory resolution and does not bind the Directors or the Company. Resolutions 2, 3, 4 and 5 are ordinary resolutions, which require that a simple majority of votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the Resolutions.

Terms used in this Explanatory Memorandum are defined in Section 7.

1. Consider the Company's Annual Report

The Company's Annual Report (comprising the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Cash Flows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2025) was released to ASX Limited on 28 August 2025.

The Company's Annual Report is placed before the Shareholders for discussion.

No voting is required for this item.

2. Resolution 1 - Remuneration Report

2.1 Remuneration Report

In accordance with sections 250R(2) and 250R(3) of the Corporations Act, the Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory Resolution.

The Remuneration Report is set out in the Directors' Report section of the Annual Report for the period ending 30 June 2025.

The Remuneration Report:

- explains the Board's policies and processes for determining the nature and amount of remuneration of executive Directors and senior executives of the Company;
- explains the relationship between Company performance and remuneration policy;

Explanatory Memorandum

- sets out remuneration details for each Director and the most highly remunerated senior executives of the Company;
- details and explains any performance conditions applicable to the remuneration of executive Directors and senior executives of the Company; and
- sets out the details of security-based compensation for the Directors.

A reasonable opportunity will be provided for the Shareholders to ask questions about, or make comments on, the Remuneration Report at the Meeting.

2.2 Directors' recommendation

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 1. In accordance with section 250R(3) of the Corporations Act, a vote on this Resolution is advisory only and does not bind the Directors or the Company.

2.3 Voting restrictions on Key Management Personnel and their Closely Related Parties and their proxies

Members of the Key Management Personnel and their Closely Related Parties (**Restricted Voters**) and proxies of Restricted Voters are restricted from voting on a resolution which is connected directly or indirectly with the remuneration of a member of the Key Management Personnel (**Voting Restriction**).

Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity. The Company will disregard any votes cast in favour of the Resolution by any restricted voters.

The Voting Restriction applies to Resolution 1. However, it does not apply where:

- the member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a Restricted Voter) as a proxy where the appointment specifies the way the proxy is to vote on the resolution; or
- the Chair is appointed in writing (by a Shareholder who is not a Restricted Voter) as a proxy where the appointment does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the resolutions the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change their voting intention on any resolution, in which case an ASX announcement will be made.

The Proxy Form attached to this Notice has been prepared on this basis.

Explanatory Memorandum

3. Resolution 2 – Re-election of Mr Colin Moorhead as a Director of the Company

3.1 Background

Under Listing Rule 14.4 and Rule 28.6(a) of the Company's Constitution, a Director (other than the Managing Director) shall not continue in office for a period in excess of three consecutive years or until the third annual general meeting following the Director's appointment, whichever is longer, without submitting to re-election.

Mr Moorhead was last re-elected as a Director of the Company at the AGM held on 23 November 2022.

Accordingly, Mr Moorhead retires by rotation in accordance with the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election as a director. If Resolution 2 is passed, Mr Moorhead will be re-elected as a director and if it is not passed, Mr Moorhead will not be re-elected.

3.2 Mr Moorhead's qualifications and experience

Mr Moorhead is a geologist and very experienced resources executive with a demonstrated track record of almost four decades building value in mining companies through innovation, discovery, project development and safe, efficient operations. Mr Moorhead has extensive experience in development and financing significant mining projects internationally as well as experience in successful mergers & acquisitions.

Mr Moorhead spent 28 years with Newcrest Mining, including 8 years on the executive committee and was responsible for global exploration and resource development. Following this, he joined PT Merdeka Copper Gold Tbk as Chief Executive Officer, leading the very successful development of the Tujuh Bukit gold mine in Indonesia. More recently, Mr Moorhead led Xanadu Mines as Executive Chairman to a successful outcome following delivery of a prefeasibility study of a global scale copper project in Mongolia.

Mr Moorhead is also a Non-Executive Director of Ramelius Resources Limited (ASX: RMS), VHM Limited (ASX: VHM) and Xanadu Mines Limited (ASX: XAM) (removed from ASX in August 2025).

Recommendation

The Directors (with Mr Moorhead abstaining) recommend that you vote in favour of this Ordinary Resolution.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the resolutions the subject of this Meeting, including this Resolution 2, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change their voting intention on any resolution, in which case an ASX announcement will be made.

Explanatory Memorandum

4. Resolution 3 – Re-election of Mr Robert Millner AO as a Director of the Company

4.1 Background

Under Listing Rule 14.4 and Rule 28.6(a) of the Company's Constitution, a Director (other than the Managing Director) shall not continue in office for a period in excess of three consecutive years or until the third annual general meeting following the Director's appointment, whichever is longer, without submitting to re-election.

Mr Millner's appointment as a Director of the Company was confirmed at the AGM held on 23 November 2022.

Accordingly, Mr Millner retires by rotation in accordance with the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election as a director. If Resolution 3 is passed, Mr Millner will be re-elected as a director and if it is not passed, Mr Millner will not be re-elected.

4.2 Mr Millner's qualifications and experience

Robert Millner AO has extensive experience in the investment industry. He brings to the Board broad corporate, investment, portfolio and asset management experience gained across diverse sectors including telecommunications, mining, manufacturing, health, finance, energy, industrial and property investment in Australia and overseas. Mr Millner was awarded an Officer of the Order of Australia in 2023.

Mr Millner AO is currently the Chairman of Australian investment house Washington H Soul Pattinson. Other current listed company directorships are TPG Telecom Limited (ASX: TPG), New Hope Corporation Limited (ASX: NHC), BKI Investment Company Limited and Apex Healthcare Berhad.

Recommendation

The Directors (with Mr Millner abstaining) recommend that you vote in favour of this Ordinary Resolution.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the resolutions the subject of this Meeting, including this Resolution 3, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change their voting intention on any resolution, in which case an ASX announcement will be made.

5. Resolution 4 – Approval to issue Equity Securities under Long Term Incentive Plan

5.1 Background

Resolution 4 seeks Shareholder approval under Listing Rule 7.2 (Exception 13) for the issue of up to 48,414,774 Equity Securities under the Long Term Incentive Plan over the next 3 years from the date of the Meeting (**LTIP Shares**), so that any LTIP Shares are disregarded when determining the Company's capacity to issue equity securities under Listing Rule 7.1 and 7.1A (if applicable). The Long Term Incentive Plan the subject of Resolution 4 is substantially the same as that approved by Shareholders and adopted on 22 November 2022.

The Long Term Incentive Plan is designed to provide an incentive to the Company's employees and executive Directors (but not non-executive Directors) to achieve the long term objectives of the Company and to attract employees of experience and ability. The Company notes that the Long Term Incentive Plan does not replace the Company's Equity Incentive Plan Rules (**Plan Rules**) or Invitation Letter.

Explanatory Memorandum

In the event of any inconsistency between the Long Term Incentive Plan and the Plan Rules and the Invitation Letter, the Plan Rules and/or Invitation letter will prevail in that order of precedence.

ASX Listing Rule 7.1

Listing Rule 7.1 provides that a listed company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

5.2 ASX Listing Rule 7.2 (Exception 13)

Listing Rule 7.2 (Exception 13(b)) sets out an exception to Listing Rule 7.1 and Listing Rule 7.1A which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to Listing Rule 7.1 and Listing Rule 7.1A, provided the Notice of Meeting complies with certain requirements.

If Resolution 4 is passed, the Company will be able to issue Equity Securities under the Long Term Incentive Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval (pursuant to Listing Rule 7.1) in any 12-month period.

If Resolution 4 is not passed, the issue of Equity Securities under the Long Term Incentive Plan will be included in calculating Aeris' capacity limit under Listing Rule 7.1 and Listing Rule 7.1A (as applicable), effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issue of the Equity Securities.

For the purposes of Exception 13(b) of Listing Rule 7.2, the Company advises that:

- (a) a summary of the terms and conditions of the Long Term Incentive Plan is set out in Schedule 1 below;
- (b) the Company has granted 37,024,003 Equity Securities under the Long Term Incentive Plan since the plan was approved by Shareholders at the 2022 Annual General Meeting on 22 November 2022;¹
- (c) it is proposed that a maximum number of Equity Securities to be issued under the Long Term Incentive Plan following shareholder approval will not exceed 48,414,774. The maximum number is not intended to be a prediction of the actual number of Equity Securities to be issued under the Long Term Incentive Plan, simply a ceiling for the purposes of Exception 13(b) of Listing Rule 7.2; and
- (d) a voting exclusion statement is included in the Notice in relation to this Resolution.

The Long Term Incentive Plan provides eligible employees an opportunity to participate in the ongoing success of the Company and underpins the Company's strategy of rewarding performance and attracting and retaining talent. The Long Term Incentive Plan is structured to create a strong link between overall Company performance and individual reward by focusing on the achievement of key performance measures over a 3 year period.

¹ Of the 37,024,003 Equity Securities, 4,761,106 were granted to Mr Andre Labuschagne with the approval of Shareholders under Listing Rule 10.14. Pursuant to Listing Rule 7.2 (Exception 14), the 4,761,106 granted to Mr Andre Labuschagne are excluded from the calculation of the Company's 15% capacity under Listing Rule 7.1.

Explanatory Memorandum

The objectives of the Company's Long Term Incentive Plan are to:

- align the interests of our employees and shareholders;
- foster the long-term perspective necessary to increase shareholder value;
- drive sustainable, long-term performance of the business;
- attract, retain and reward senior management; and
- provide the opportunity to benefit in the growth of the Company's share price.

Executive Directors of the Company are entitled to participate in the Long Term Incentive Plan. However, Shareholder approval will be sought (pursuant to Listing Rule 10.14) for any future issues of Equity Securities under the Long Term Incentive Plan to an Executive Director, an associate of an Executive Director, or any person whose relationship with those parties or the Company is such that ASX considers that Shareholder approval should be obtained.

A summary of the key terms and conditions of the Long Term Incentive Plan is set out in Schedule 1 below. In addition, a copy of the Long Term Incentive Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Long Term Incentive Plan can also be sent to Shareholders upon request to the Company Secretary by email to investorrelations@aerisresources.com.au. Shareholders are invited to contact the Company if they have any queries or concerns.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 4.

6. Resolution 5 – Approval for the issue of Performance Rights to Mr Andre Labuschagne under Long Term Incentive Plan

6.1 Background

The existing 2022 Equity Incentive Plan has lapsed, as a result it was necessary for the Company to undertake a review of and implement an updated policy in respect of board, executives and employee remuneration. The purpose of the policy is to establish clear and guiding principles for decisions by the Company around employee, executive and director remuneration and to ensure fair, competitive and appropriate pay for the markets in which the Company operates. The Company's goal is to ensure that the mix and balance of remuneration is appropriate to attract, motivate and retain high caliber directors, senior executives and key management personnel, utilizing a policy that is consistent with the Company's business strategy and contemporary corporate governance standards.

As part of this review, the Directors have resolved to refer to Shareholders for approval of the proposed grant of Performance Rights to Mr Labuschagne on the terms set out in this Explanatory Memorandum (the **Performance Rights**) under the Long Term Incentive Plan.

The terms of the Performance Rights are set out in more detail below.

Approval for the issue of the Performance Rights is sought in accordance with the provisions of Listing Rules 10.14. As approval is being sought under Listing Rule 10.14, approval will not be required under Listing Rules 7.1 or Listing Rule 10.11.

Explanatory Memorandum

Mr Labuschagne is entitled to receive such number of performance rights on an annual basis as determined by the following formula:

$$A = B / C$$

Where:

A = The number of Performance Rights that Mr Labuschagne is entitled to receive on an annual basis.

B = Mr Labuschagne's base salary x 0.75.

C = Volume weighted average price (**VWAP**) of the Shares over the 10 trading days ending on the date prior to the commencement of the Financial Year.

To give Shareholders a better understanding of the potential number of Performance Rights that Mr Labuschagne could receive, the Company has calculated the VWAP of the Shares of the Company over the ten (10) trading days prior to 1 July 2025, being 0.17 (**Theoretical VWAP**). Based on the Theoretical VWAP, the number of Performance Rights that the Company would grant to Mr Labuschagne would be 3,424,470 (being 75% of Mr Labuschagne's base salary divided by the Theoretical VWAP).

Noting that the Theoretical VWAP could be higher or lower than 0.17, depending on the Company's Share price, the number of Performance Rights that the Company may grant to Mr Labuschagne may be higher or lower than 3,424,470. For illustrative purposes, the table below shows how the number of Performance Rights which may be granted to Mr Labuschagne will change under the above formula depending on the Theoretical VWAP at the time of the proposed issue.

Value "A" <i>Performance Rights which may be granted to Mr Labuschagne</i>	Value "B" <i>Mr Labuschagne's base salary x 0.75</i>	Value "C" <i>Theoretical VWAP</i>
3,424,470 Performance Rights	\$575,311.50	0.17
1,554,896 Performance Rights	\$575,311.50	0.37
1,027,342 Performance Rights	\$575,311.50	0.56

Note: The above figures are indicative only.

However, the rules of the Long Term Incentive Plan restricts the grant of Performance Rights by the Company to no more than 5% of the entire issued share capital of the Company at the relevant time (including Shares that have been issued previously under the Long Term Incentive Plan or which may be issued if all outstanding Performance Rights or other Awards granted under the Long Term Incentive Plan were converted to Shares).

The Board considers it highly desirable for Shareholders that the interests of Mr Labuschagne as Executive Chairman are directly aligned to the interests of other shareholders through the grant of Awards under the Long Term Incentive Plan. The Board believes that part of the rewards for Mr Labuschagne's services to the Company should be performance-based and at risk and should involve equity interests in the Company. This approach is consistent with best practice in executive remuneration and corporate governance. In structuring the terms of the long-term incentives to Mr Labuschagne, the Board has considered market practice among comparable companies listed on the ASX.

Explanatory Memorandum

6.2 Performance Rights Terms

The proposed grant of Performance Rights to Mr Labuschagne will be pursuant to the terms of the Long Term Incentive Plan which is summarised in Schedule 1 and also subject to the specific terms set out below:

Nature of Award	• The Awards proposed to be offered to Mr Labuschagne are Performance Rights. • Each Performance Right constitutes a right to receive a Share, subject to the terms and conditions of the Long Term Incentive Plan. • A Performance Right which has vested will be automatically exercised, unless Mr Labuschagne is not permitted to exercise Performance Rights under the Company's Securities Trading Policy, in which case the exercise will occur on the first subsequent day that Mr Labuschagne is permitted to exercise such Performance Rights in accordance with the Company's Securities Trading Policy. • The exercise of a Performance Right may be fulfilled by the Company either issuing, allocating or causing a Share to be transferred to Mr Labuschagne, or the Board may determine to settle the Performance Right with a cash equivalent amount. • The Performance Rights will expire five years after their issue date.
Vesting Conditions	The total number of Performance Rights granted to Mr Labuschagne will be divided into four tranches, and each tranche will be subject to a vesting condition as described below (together, the Vesting Conditions): • Tranche 1 (Relative TSR Awards) – 25% of Performance Rights will vest: ○ subject to the satisfaction of a performance condition relating to the Company's total shareholder return performance relative to a group of peer companies (as selected by the Board) for the period 1 July 2025 to 30 June 2028 (inclusive) (Performance Period); and ○ provided that Mr Labuschagne remains continuously employed or engaged by a member of the Group at all times from the date of grant of the Performance Rights to the end of the Performance Period. • RTSR is a method for calculating the return shareholders would earn if they held a notional number of shares over a period of time measured against a relevant Peer Group based on agreed VWAP at relative measure points. The relevant peer group includes: ○ Aurelia (ASX:AMI); ○ 29 Metals (ASX:29M); ○ AIC Mines (ASX:A1M); and ○ Develop Global Limited (ASX:DVP). ○ Polymetals (ASX: POL) ○ Kingston (ASX: KSN)

Explanatory Memorandum

- The number of Tranche 1 Performance Rights which vest will be determined in accordance with the table below:

Relative TSR ranking against comparator group	Level of vesting
Equal to or above 75 th percentile	100%
Above the 50 th percentile and below the 75 th percentile	Pro rata vesting on a straight line basis between 50% to 100%
At the 50 th percentile	50%
Less than the 50 th percentile	Nil

- Tranche 2 (Share Price Increase)** – 25% of the Performance Rights will vest:
 - Subject to the satisfaction of the Company's share price related performance condition for the Performance Period; and
 - provided that Mr Labuschagne remains continuously employed or engaged by a member of the Group at all times from the date of grant of the Performance Rights to the end of the Performance Period.
- The Number of Tranche 2 Performance Rights which vest will be determined in accordance with the below table:

Share Price Increase	Level of vesting
Greater than 50%	100%
Greater than 30% and up to 50%	Pro rata vesting on a straight line basis between 75% and 100%
Between 10% and up to 30%	Pro rata vesting on a straight line basis between 50% and 75%
Less than 10%	Nil

- The Company's Share Price Increase will be measured by comparing the ten (10) day VWAP of a Share ending on (and including) the day immediately prior to the first day of the Performance Period with the ten (10) day VWAP of a Share ending on the last day of the Performance Period.
- Tranche 3 (Ore Reserve Estimate Increase)** – 30% of the Performance Rights will vest:
 - subject to satisfaction of a performance condition which measures the increase in the Company's Ore Reserve Estimate. The Ore Reserve Estimate will be measured as contained copper equivalent (**Copper Equivalent Ore Reserve**) for the Performance Period; and
 - provided that Mr Labuschagne remains continuously employed or engaged by a member of the Group at all times from the date of grant of the Performance Shares to the end of the Performance Period.

Explanatory Memorandum

- The number of Trace 3 Performance Rights which will vest will be determined in accordance with the below table:

Copper Equivalent Reserve Growth	Level of vesting
Depletion replacement plus greater than 10% increase	100%
Between Depletion replaced and up to and including 10% increase	Pro rata vesting on a straight line basis between 50% and 100%
Depletion replaced	50%
Negative growth	Nil

- The Copper Equivalent Reserve Growth will be assessed by comparing the Ore Reserve Estimate as set out in the JORC compliant Ore Reserve Estimate for the period ended 30 June 2025, with the subsequent JORC compliant Ore Reserve Estimate at the end of the Performance Period.
- The Ore Reserve Estimate for all payable metals will be converted to a copper equivalent metal using static metal price assumptions. The metal price assumptions shall be the closing spot price on 30 June 2025.
- Tranche 4 (Mineral Resource Estimate Awards Growth) – 20% of the Performance Rights will vest:**
 - subject to satisfaction of a performance condition which measures the increase in the Company's Mineral Resource Estimate. The Mineral Resource Estimate will be measured as contained copper equivalent metal (**Copper Equivalent Mineral Resource Growth**) for the Performance Period; and
 - provided that Mr Labuschagne remains continuously employed or engaged by a member of the Group at all times from the date of grant of the Performance Rights to the end of the Performance Period.
- The number of Tranche 4 Performance Rights which will vest will be determined in accordance with the below table:

Copper Equivalent Resource Growth	Level of vesting
Depletion replacement plus greater than 10% increase	100%
Between Depletion replaced and up to and including 10% increase	Pro rata vesting on a straight line basis between 50% and 100%
Depletion replaced	50%
Negative growth	Nil

- The Copper Equivalent Mineral Resource Growth will be measured by comparing the Mineral Resource Estimate as set out in the JORC compliant Mineral Resource Estimate for the period ended 30 June 2025, with the subsequent JORC compliance Mineral Resource Estimate at the end of the Performance Period.

Explanatory Memorandum

	• The Mineral Resources Estimate for all payable metals will be converted to a copper equivalent metal using static metal price assumptions. The metal price assumptions shall be the closing spot price on 30 June 2025.
Vesting and Exercise	• (Vesting) The Performance Rights will vest in the quarter following the end of the Financial Year in which the required Vesting Conditions are met. • (Consideration) The Performance Rights will be issued for no consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares. • (Ranking) All Shares issued upon the vesting and exercise of Performance Rights will upon issue rank pari passu in all respects with other Shares. • (Listing of shares on ASX) The Company will not apply for quotation of the Performance Rights on ASX. However, the Company will apply for quotation of all Shares issued pursuant to the vesting of Performance Rights on ASX within the period required by ASX.
Rights attaching to Performance Rights	• (Participation in New Issues) There are no participating rights inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without exercising the Performance Rights. • (Reorganisation) If, at any time, the issued capital of the Company is reorganised (including subdivision, consolidation, reduction, return or cancellation of such issued capital), all rights of a holder will be adjusted to comply with the Corporations Act, the ASX Listing Rules and applicable laws at the time of the reorganisation. • (Dividend and Voting Rights): A Performance Right does not confer on the holder an entitlement to notice of, or to vote or attend at, a meeting of Shareholders of the Company or receive dividends declared by the Company. • (Change in exercise price of number of underlying securities): Subject to compliance with the ASX Listing Rules, the Performance Rights do not confer the right to a change in exercise price or in the number of underlying Shares over which the Performance Rights can be exercised.

6.3 Listing Rule 10.14

The Company is proposing to issue the Performance Rights.

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- (a) **Listing Rule 10.14.1:** a director of the Company;
- (b) **Listing Rule 10.14.2:** an associate of a director of the Company; or

Explanatory Memorandum

- (c) **Listing Rule 10.14.3:** a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its Shareholders,

unless it obtains the approval of its shareholders.

The issue of the Performance Rights falls within Listing Rule 10.14.1 above and therefore requires the approval of Aeris' Shareholders under Listing Rule 10.14.

Resolution 5 seeks the required Shareholder approval to issue the Performance Rights under and for the purposes of Listing Rule 10.14.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Performance Rights to Mr Labuschagne under ASX Listing Rule 10.14, further approval is not required (and will not be sought) under ASX Listing Rule 7.1 for the issue of the abovementioned Performance Rights nor any resulting Shares following the vesting of those Performance Rights.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Performance Rights and the Company may need to consider other forms of performance-based remuneration in that regard.

For the purposes of Listing Rule 10.15, the Company advises as follows:

- (a) **(Listing Rule 10.15.1)** Mr Labuschagne (or his respective nominees) are to be the recipients of the Performance Rights.
- (b) **(Listing Rule 10.15.2)** Mr Labuschagne as a Director falls within the category stipulated by Listing Rule 10.14.1. In the event the Performance Rights are issued to a nominee of Mr Labuschagne, that person will fall within the category stipulated by Listing Rule 10.14.2.
- (c) **(Listing Rule 10.15.3)** the maximum number of Performance Rights to be issued annually to Mr Labuschagne is to be calculated in accordance with the formula set out in section 6.1 above.
- (d) **(Listing rule 10.15.4)** Mr Labuschagne's base salary for FY25 is \$767,082. Shareholders are referred to the Company's FY25 Remuneration Report for further details of Mr Labuschagne's remuneration.
- (e) **(Listing Rule 10.15.5)** Andre Labuschagne has previously been granted 4,761,106 Performance Rights under the Long Term Incentive Plan. The average acquisition price for the previous issue was nil and they have a nil exercise price.
- (f) **(Listing Rule 10.15.6)** A summary of the material terms of the Performance Rights is set out above.
 - (1) As noted above, the Company attributes a value of \$575,311.50 to the Performance Rights to be issued to Mr Labuschagne, which is equivalent to 75% of Mr Labuschagne's base salary of \$767,082. The value attributable to the Performance Rights will not change. However, the maximum number of Performance Rights that may be granted to Mr Labuschagne annually will be calculated by dividing that value (i.e. \$575,311.50) by the VWAP over the 10 trading days ending on the date prior to the commencement of the Financial Year.
 - (2) The Company has chosen to grant the Performance Rights under the Long Term Incentive Plan because they create share price alignment between executives and ordinary shareholders but do not provide executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the Performance Rights vest and are converted to Shares.

Explanatory Memorandum

- (3) The Company believes that the grant of the Performance Rights provides a cost-effective and efficient incentive as opposed to alternative forms of incentives (e.g. cash bonuses).
- (g) **(Listing Rule 10.15.7)** The Performance Rights are issued on an annual basis. The first annual issue of Performance Rights will occur on or about 30 November 2025. The second annual issue of Performance Rights will occur on or about 31 August 2026, and the third annual issue of Performance Rights will occur on or about 31 August 2027. The latest date that the Performance Rights the subject of this approval may be issued to Mr Labuschagne is in three (3) years after the date of the Meeting (being the three year timeframe as required by listing Rule 10.15.7).
- (h) **(Listing Rule 10.15.8)** The Performance Rights are being issued for nil cash consideration and no exercise price will be applicable to each Performance Right.
- (i) **(Listing Rule 10.15.9)** A summary of the material terms of the Long Term Incentive Plan is set out at Schedule 1 and specific terms of the Performance Rights to be issued are set out in section 6.2 above.
- (j) **(Listing Rule 10.15.10)** No funds are being raised by the grant or exercise of the Performance Rights. Accordingly, no loans of any description will be provided to Mr Labuschagne in relation to the Performance Rights.
- (k) **(Listing Rule 10.15.11)** Details of any Equity Securities issued 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 Listing Rule 10.14.
 - (1) Details of any securities issued to Mr Labuschagne under the Long Term Incentive Plan will be published in the annual report of the Company for the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
 - (2) Any additional Directors covered by Listing Rule 10.14 who will become entitled to participate in an issue of securities under the Long Term Incentive Plan after Resolution 5 is approved (should it be approved) and who are not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
- (l) **(Listing Rule 10.15.12)** a voting exclusion statement for Resolution 5 is contained in the Notice of Meeting above.

In accordance with Listing Rule 7.2, as approval is being sought under Listing Rule 10.14, approval is not required to be obtained under Listing Rule 7.1.

6.4 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party unless one of a number of exceptions apply.

A "financial benefit" is defined in the Corporations Act in broad terms and the grant of equity incentives by a public company.

Under the Corporations Act, a director of a company is a related party of that company. As Mr Labuschagne is a recipient under the Long Term Incentive Plan and an Executive Director, financial benefits will be given by the Company when the Performance Rights are granted to Mr Labuschagne.

Section 211 of the Corporations Act provides an exception to the prohibition in section 208 of the Corporations Act where the financial benefit is given to a related party as an officer of the

Explanatory Memorandum

Company and to give the remuneration would be reasonable given the circumstances of the Company and the related party's circumstances (including the responsibilities involved in the office or employment) (**Reasonable Remuneration Exemption**).

It is the view of the Directors that the proposed grant of Performance Rights to Mr Labuschagne (as contemplated in Resolution 5) falls within the Reasonable Remuneration Exemption given the circumstances of the Company and the position held by Mr Labuschagne. The Company considers that the issue of performance Rights with vesting conditions is a market standard way to incentivise and reward executives such as Mr Labuschagne and is consistent with remuneration for roles in similar organisations.

6.5 Section 200B and 200E of the Corporations Act

The Corporations Act restricts the benefits that can be given to persons who hold a "managerial or executive office" (as defined in the Corporations Act) on leaving their employment with the Company or any of its related bodies corporate.

Under Sections 200B and 200E of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a managerial or executive office if the benefit is approved by shareholders or an exemption applies.

The term "benefit" has a wide meaning and may include benefits resulting from the Board exercising certain discretions under the terms of Mr Labuschagne's Performance Rights, including the discretion to determine the accelerated vesting or automatic vesting of Performance Rights in certain circumstances (as summarised in the Explanatory Memorandum in relation to Resolution 5).

Save as set out in this Explanatory Memorandum, the Directors are not aware of any other information that will be reasonably required by Shareholders to make a decision in relation to benefits contemplated by Resolution 5.

6.6 Recommendation

The Directors (with Mr Labuschagne abstaining) recommend that Shareholders vote in favour of this Resolution. The reasons for their recommendation include:

- (a) the grant of Performance Rights as proposed to Mr Labuschagne are intended to drive consistent governance and oversight of the Company and its management and are awarded based on service;
- (b) the Performance Rights are not intended as a substitute for salary or wages or as a means for compensation for past services rendered; and
- (c) in the Company's circumstances as they existed as at the date of this Explanatory Memorandum, Mr Muscillo, Mr Moorhead, and Mr Millner considered that the incentive provided a cost-effective and efficient incentive as opposed to alternative forms of incentives (e.g. cash bonuses). However, it must be recognised that there will be an opportunity cost to the Company, being the price at which the Company could grant the Performance Rights (and resulting Shares) to a third party.

As Mr Labuschagne is interested in the outcome of Resolution 5, he accordingly makes no recommendation to Shareholders in respect of this Resolution.

Explanatory Memorandum

7. Interpretation

The following terms used in the Notice of Meeting and the Explanatory Memorandum are defined as follows:

\$ means Australia dollars, unless otherwise stated.

Annual Report means the report compiled by the Company for the financial year ended 30 June 2025, consisting of the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Cash Flows and notes to and forming part of the accounts for the Company and its controlled entities.

ASX means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange (as applicable).

Chair means the person chairing the Meeting.

Closely Related Party of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or of the member's spouse; or
- (d) 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 dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this paragraph.

Company means Aeris Resources Limited ACN 147 131 977.

Constitution means the constitution of the Company from time to time.

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

Directors or **Board** means the board of directors of the Company from time to time.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Key Management Personnel has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

Listing Rules means the official listing rules of the ASX as amended from time to time.

Long Term Incentive Plan means the employee incentive scheme adopted by the Company and approved by Shareholders at the 2022 Annual General Meeting on 22 November 2022.

Meeting or **AGM** means the Annual General Meeting to be held on 21 November 2025 as convened by the accompanying Notice of Meeting.

Explanatory Memorandum

Notice of Meeting or **Notice** means the notice of meeting giving notice to Shareholders of the Meeting, and accompanying this Explanatory Memorandum.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

Remuneration Report means the report set out in the Directors' Report section of the Annual Report for the period ending 30 June 2025, which is submitted to Shareholders for consideration and adoption in accordance with the Corporations Act, as described in section 2 of the Explanatory Memorandum.

Resolution means a resolution to be proposed at the Meeting.

Shareholder means a holder of Shares in the Company.

Shares means fully paid ordinary shares in the Company from time to time.

Explanatory Memorandum

Schedule 1 – Terms and Conditions of Long Term Incentive Plan

Summary of the Long Term Incentive Plan	
Approval	The Long Term Incentive Plan was approved by the Board on 30 September 2025.
Types of securities	The Long Term Incentive Plan provides the Company with the ability to grant performance rights or options to acquire Shares upon satisfaction of any applicable vesting conditions and the exercise (or deemed exercise) of the security (Award).
Grants and eligibility	Awards may be granted under the Long Term Incentive Plan to eligible participants from time to time in the absolute discretion of the Board. Eligible Participants will include employees (including executive directors) of the Company and its subsidiaries, as selected by the Board from time to time. If the Board permits, Participants will be able to nominate another party (Nominated Affiliate) to receive their grant of Awards under the Long Term Incentive Plan.
Issue Price	No payment is required for a grant of Awards unless the Board determines otherwise.
Exercise Price	The Exercise Price to be paid by a Participant when exercising an Award (if any) will be specified in the relevant Invitation.
Vesting and Exercise of Awards	Awards will vest if and to the extent that an applicable performance, service and other vesting conditions specified at the time of the grant (collectively the Vesting Conditions) are satisfied or waived and the Company has given the participant a vesting notice. Once Awards have vested, the Participant may exercise the Awards and 'convert' to Shares (at which time they will have no restrictions and will not expire) by delivering an Exercise Notice to the Company and paying the Exercise Price (if any) for that Award before the Expiry Date or any earlier date nominated in the participant's invitation.
Issue, allocation or acquisition of Shares	As soon as practicable after the valid exercise (or deemed exercise) of an Award by a Participant, the Company will issue, allocate or cause to be transferred to that participant the number of Shares that the Participant is entitled under the plan rules (Resulting Shares) and/or where permitted in the relevant Invitation, pay a cash amount to that participant. All Resulting Shares will rank pari passu in all respects with the Shares of the same class for the time being on issue, except for any rights attaching to the Shares by reference to a record date prior to the date of the allotment or transfer of the Resulting Shares. If Resulting Shares are in the same class as Shares which are listed on the ASX, the Company will apply for quotation of the Resulting Shares issued (or any unquoted Resulting Shares transferred) within the time required by the Listing Rules after the date of allotment. Participants must comply with the Company's Securities Trading Policy and Constitution at all times (particularly when selling, transferring or dealing with any Resulting Shares).
Expiry Date	Awards will be issued with an expiry date. If no date is specified, the expiry date will be the business day prior to the 5-year anniversary of the date of grant.
Restriction on the size of the	The Long Term Incentive Plan restricts the grant of Awards by the Company being if:

Explanatory Memorandum

Long Term Incentive Plan	- the number of Shares that had previously been issued, allocated or transferred under the Long Term Incentive Plan; and - the number of Shares that would be issued, allocated or transferred where all outstanding Awards granted under the Long Term Incentive Plan at the relevant time to result in the issue, allocation or transfer of Shares, would exceed 5% of the entire issued share capital of the Company at the relevant time.
Terms and Conditions	The Board has the absolute discretion to determine the terms and conditions (including in relation to vesting, exercise, forfeiture, disposal and pricing) on which it will make offers under the Long Term Incentive Plan and it may set different terms and conditions for different participants in the Long Term Incentive Plan.
Voting and Dividend Rights	Awards will not carry any voting or dividend rights and Participant will not, by virtue of holding an Award, be entitled to participate in a rights issue undertaken by the Company.
Quotation	Awards will not be quoted on ASX. The Company will apply in accordance with the Listing Rules for official quotation of any Shares issued to a participant under the Long Term Incentive Plan.
Change of Control Event	If a Change of Control Event in relation to the Company occurs or is likely to occur (as determined by the Board): - all of a participant's unvested Awards will automatically vest; and - the Board may in its absolute discretion determine the manner in which any or all of a participant's Awards (including Awards which vest as a result of the occurrence or likely occurrence of the relevant Change of Control Event) will be dealt with. If, as a result of a Change of Control Event, the Company has or will become a wholly owned subsidiary of another entity listed on an internationally recognised stock exchange, the Board may (but is not obliged to) determine that any or all of a participant's vested but unexercised Awards, be exchanged for awards issued by the new head company with equivalent value (and so far as is legally practicable) and the same rights. A Change of Control Event includes, without limitation, any of the following events provided it occurs after the commencement of the Equity Incentive Plan: - where there is a change in the control of the Company; - where a person and their associates become the owner or the holder of a relevant interest in more than 50% of the issued share capital of the Company; - where a takeover bid is made, the takeover bid becomes unconditional and the bidder (together with its associates) then has a relevant interest in more than 50% of the issued capital of the Company; - there is a sale of all or substantially all of the business and assets of the Group; - a resolution is passed for the voluntary winding-up of the Company or an order is made for the compulsory winding up of the Company; or - any other event determined by the Board in good faith to constitute a "Change of Control Event" for the purposes of the Equity Incentive Plan, but does not include any internal reorganisation of the structure, business and/or assets of the Company's group.

Explanatory Memorandum

Employee Share Trust	The Company may operate an employee share trust in conjunction with the Long Term Incentive Plan. Participants that have Shares held in an employee share trust on an allocated basis are entitled to dividends paid on those Shares and to instruct the trustee how to exercise votes attaching to those Shares.
No Transfer and no Hedging	Subject to applicable laws and the Listing Rules, without the prior approval of the Board: • Awards may not be sold, assigned, transferred, encumbered or otherwise dealt with other than in accordance with the Rules and the relevant Invitation; and • participants may not enter into any arrangement which hedges or otherwise affects the participant's economic exposure to the Awards granted to them under the Long Term Incentive Scheme.

Explanatory Memorandum

Voting at the Meeting

The Company has adopted the following approach for voting at the Meeting:

1. Shareholders participating in the Meeting in-person will be able to vote at the Meeting by attending HopgoodGanim Lawyers, Level 7, Waterfront Place 1 Eagle Street, Brisbane Qld 4000.
2. A detailed guide on how appoint a proxy to vote on your behalf is set out below.

Voting by Proxy

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a Shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the Shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a Shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the Corporations Act 2001 (Cth). The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the Corporations Act.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) **must be deposited at, posted to, or sent to the Share Registry, Automic Pty Ltd, in the manner set out in the table below not less than 48 hours before the time for holding the meeting**, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

In addition to the above, shareholder and proxyholder participation (as relevant) is possible by shareholders completing and lodging the Proxy Form using one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: (1) Log in to the Automic website using the holding details as shown on the Proxy Form. (2) Click on 'View Meetings' – 'Vote'. (3) To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at: https://www.automicgroup.com.au/virtual-agms
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

A proxy form is **attached** to this Notice.

In addition to the enclosed Proxy Form, the Proxy Form is available for download from the Automic investor portal and a sample version also available on the Company's website at - <https://www.aerisresources.com.au/investor-centre/#asx-announcements>

Discussion will take place on all resolutions to be considered at the Meeting. Shareholders will have a reasonable opportunity to ask questions in respect of the resolutions put forward at the Meeting during the Meeting either in-person or via the online platform.

Explanatory Memorandum

Signing instructions

You must sign the proxy form as follows in the spaces provided:

- Individual: Where the holding is in one name, the Holder must sign.
- Joint Holding: Where the holding is in more than one name, all of the security holders should sign.
- Power of Attorney: To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone.
- Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary.

Please indicate the office held by signing in the appropriate place.

Corporate Representative

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under section 250D of the *Corporations Act 2001* (Cth). If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Voting entitlement

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 7.00pm (Sydney time) on Wednesday, 19 November 2025. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If more than one joint holder of shares is present at the AGM (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 is counted.