



17 May 2024

ASX/MEDIA RELEASE

## AERIS RESOURCES LIMITED (ASX:AIS)

### Letter to Shareholders, Notice of Extraordinary General Meeting and Proxy Form

Aeris Resources Limited (ASX: **AIS**) (**Company** or **Aeris**) advises that an Extraordinary General Meeting (**EGM** or **Meeting**) of shareholders of Aeris to be held at **10.00am (Brisbane time) on 20 June 2024**.

A copy of a letter mailed to shareholders who have elected to receive documents in hard copy, along with a copy of the Notice of Meeting and Proxy Form, is attached below.

As permitted by the *Corporations Act 2001* (Cth) and the Company's Constitution, the Company will not be dispatching physical copies of the Notice of Meeting to all shareholders. Instead, the Notice of Meeting and accompanying explanatory memorandum is being made available to shareholders electronically 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 EGM 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:**

Mr. Andre Labuschagne  
Executive Chairman  
Tel: +61 7 3034 6200, or visit our website at [www.aerisresources.com.au](http://www.aerisresources.com.au)



## Notice of Extraordinary General Meeting

Dear Shareholder

It is my pleasure to invite you to the Extraordinary General Meeting (**EGM** or **Meeting**) of shareholders of Aeris Resources Limited (**Company** or **Aeris**) to be held at 10.00am (Brisbane time) **on Thursday, 20 June 2024**.

The meeting will be held in-person at HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Brisbane 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 Notice of Meeting are available to view online on the ASX website and Company's website:

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

The Meeting has been convened to consider a Resolution for the ratification of prior issue of Placement Shares.

### 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:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> 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: <a href="https://www.automicgroup.com.au/wp-content/uploads/2020/09/Online-Proxy-Lodgment-web.pdf">https://www.automicgroup.com.au/wp-content/uploads/2020/09/Online-Proxy-Lodgment-web.pdf</a>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your proxy voting instruction must be received by 10:00am (**Brisbane time**) **on 18 June 2024**, 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.

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

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.



Questions in relation to the Resolution can be submitted, in advance of the meeting to the Company, in writing to the Company Secretary via email to [investorrelations@aerisresources.com.au](mailto:investorrelations@aerisresources.com.au) by 10am (Brisbane time) on 18 June 2024.

If you have any queries regarding the EGM or require a hard copy of the Notice of Extraordinary 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 EGM date.

Your continued support is greatly appreciated.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Andre Labuschagne". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Andre Labuschagne  
Executive Chairman

**Aeris Resources Limited**

# Notice of Extraordinary General Meeting of Shareholders and Explanatory Memorandum

---

Aeris Resources Limited ACN 147 131 977 (**Company**)

Date of meeting: 20 June 2024

Time of meeting: 10.00am (Brisbane time)

Place of meeting: HopgoodGanim Lawyers  
Level 7, Waterfront Place  
1 Eagle Street  
Brisbane QLD 4000

This is an important document. Please read it carefully.

If you are unable to attend the Meeting, please complete the proxy form **enclosed** and return it in accordance with the instructions set out on that form.

# Notice of Extraordinary General Meeting

Notice is given that the Extraordinary General Meeting of Shareholders of Aeris Resources Limited ACN 147 131 977 (**Company**) will be held in person at Level 7, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000 on Thursday 20 June 2024 commencing at 10:00am (Brisbane time).

Terms used in this Notice of Meeting are defined in section 2 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

### Special business

#### 1. Resolution 1: Ratification of prior issue of Placement Shares

---

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

*“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 126,198,983 Shares at an issue price of \$0.11 per Share on the terms and conditions set out in the Explanatory Memorandum, which were issued on 1 December 2023 to the Placement Participants”*

#### Voting Exclusion Statement pursuant to Listing Rule 7.5.8

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of the Placement Participants or an associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 1 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.

### General business

---

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

All Resolutions at this Meeting will be voted on by poll and Shareholders who are entitled to vote may

# Notice of Extraordinary General Meeting

**By order of the Board**

A handwritten signature in black ink, consisting of a large, stylized 'L' shape with a horizontal stroke extending to the right.

André Labuschagne  
Executive Chairman  
Aeris Resources Limited  
17 May 2024

# 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 Extraordinary General meeting of Shareholders to be held in person at Level 7, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000 on Thursday 20 June 2024 commencing at 10:00am (Brisbane time).

The Notice of Meeting, which is also **enclosed**, sets out details of proposals concerning the Resolution 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 Resolution. The Company's Notice of Meeting and this Explanatory Memorandum should be read in their entirety and in conjunction with each other.

The Directors unanimously recommend that Shareholders vote in favour of the Resolution. The Chair of the Meeting intends to vote all available undirected proxies in favour of the Resolution.

The Resolution is an Ordinary Resolution, which requires that a simple majority of votes cast by Shareholders present and entitled to vote on the Resolution must be in favour of the Resolution.

Terms used in this Explanatory Memorandum are defined in section 2.

## **1. Resolution 1: Ratification of prior issue of Placement Shares**

---

### **1.1 Background**

As announced on 29 November 2023, the Company successfully placed 126,198,983 Shares to eligible institutional Shareholders under the Placement (**Placement Shares**) at an issue price of \$0.11 per Share to raise approximately \$13.9 million.

The Placement Shares were issued on 1 December 2023 and, as noted in the Company's announcement to the ASX on 27 November 2023, utilised the Company's existing placement capacity under Listing Rule 7.1 and did not require the approval of Shareholders.

Also announced on 29 November 2023, the Company completed an entitlement offer to existing institutional Shareholders of 1 New Share for every 4.73 existing Shares (**Entitlement Offer**). As the accompanying Entitlement Offer was fully underwritten, the Company was granted a standard waiver from ASX Listing Rule 7.1 which permitted the Company to calculate the number of Placement Shares which it could issue under its existing placement capacity on the basis that the Placement Shares were issued under the Entitlement Offer (**Supersize Waiver**).

### **1.2 Listing Rules 7.1 and 7.4**

This Resolution 1 proposes that Shareholders of the Company approve and Ratify the Placement.

A total of 126,198,983 Shares were issued under the Placement, within the Company's expanded Placement Capacity under Listing Rule 7.1 and the Supersize Waiver.

Broadly speaking, and subject to various exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue over any 12-month period without the approval of its shareholders to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The Placement does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by the Company's Shareholders, it effectively uses up all of the 15% limit in Listing Rule 7.1 (**Placement Capacity**), reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rules 7.1 for the 12-month period following the issue date.

# Explanatory Memorandum

Listing Rule 7.4 provides that an issue of securities made without prior approval under Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) can be deemed to have been made with shareholder approval if shareholders subsequently ratify it.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

Ratification by the Shareholders of the Company of the Placement is now sought pursuant to Listing Rule 7.4 in order to reinstate the Company's capacity to issue up to 15% of its issued capital under Listing Rule 7.1, if required, in the next 12 months without Shareholder approval, to the extent of the Placement.

The effect of this Resolution is that the Company, for the purposes of Listing Rule 7.1 will be able to refresh its Placement Capacity, with effect from the date of the General Meeting, to the extent of the Placement.

If Resolution 1 is passed, the Placement will be excluded in calculating the Company's Placement Capacity in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date.

If Resolution 1 is not passed, the Placement will be included in calculating the Company's Placement Capacity in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date.

## 1.3 Information for Listing Rule 7.5

For the purposes of Listing Rule 7.5, the Company provides the following information:

Listing Rule		Information
7.5.1	The names of the persons to whom the Securities are issued or agreed to be issued or the basis on which those persons were identified or selected	<p>The Shares under the Placement were issued and allotted to the Placement Participants, being investors identified by Bell Potter Securities Limited and Jefferies (Australia) Pty Ltd (together, the <b>Joint Lead Managers</b>) who were appointed as Joint Lead Managers and Underwriters to the Placement. The Placement Participants are existing institutional shareholders, unrelated sophisticated and professional investors and were introduced by the Joint Lead Managers or were prospective investors already known to the Joint Lead Managers or Company.</p> <p>Refer to the Appendix 3B lodged with the ASX on 27 November 2023 for details of the fees payable to the Joint Lead Managers.</p> <p>For the purposes of ASX Guidance Note 21, paragraph 7.2, no Placement Participants were a related party or a substantial shareholder of the Company and are not considered to be "material investors".</p>
7.5.2	The number and class of Securities issued or agreed to be issued	The Company issued 126,198,983 fully paid ordinary Shares.



# Explanatory Memorandum

<b>7.5.3</b>	Summary of the material terms of the Securities	The Placement Shares rank pari passu with all other fully paid ordinary shares then on issue in the Company.
<b>7.5.4</b>	Date or dates on which the Securities were or will be issued	The Securities were issued on 1 December 2023.
<b>7.5.5</b>	The price or other consideration the entity has received or will receive for the issue	\$0.11 per Share.
<b>7.5.6</b>	The purpose of the issue, including the use or intended use of any funds raised by the issue	Funds raised from the issue of the Placement Shares are intended to be used to fund general working capital.
<b>7.5.8</b>	A voting exclusion statement	A voting exclusion statement is included in the Notice of Meeting.

## 1.4 Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

## 2. Interpretation

---

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

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

**Board** means the board of directors of the Company.

**Business Day** means:

- (a) if determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purposes, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Brisbane and Sydney.

**Chair** means the person who chairs the Meeting.

**Company** or **Aeris** means Aeris Resources Limited ACN 147 131 977.

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

**Director** means a director of the Company.

**Explanatory Memorandum** means this explanatory memorandum accompanying the Notice of Meeting.

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

# Explanatory Memorandum

**Meeting** or **Extraordinary General Meeting** or **EGM** means the extraordinary general meeting to be held on 20 June 2024 as convened by the accompanying Notice of Meeting.

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

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

**Placement** means a placement by the Company of approximately 126.2 million Shares to institutional investors at an offer price of \$0.11 per share to raise approximately \$13.9 million.

**Placement Participants** means all Shareholders who subscribed for Shares in the Company's Placement.

**Resolution** means a resolution proposed at the Meeting.

**Share** means an ordinary fully paid share in the issued capital of the Company.

**Shareholder** means a holder of Shares in the Company.

Your proxy voting instruction must be received by **10.00am (AEST) on Tuesday, 18 June 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 – APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto: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)

