

16 April 2025

## GENERAL MEETING – NOTICE AND PROXY FORM

Dear Shareholder

Notice is given that a meeting of shareholders of Avira Resources Limited (ASX: **AVW**) (the **Company**) will be held as follows:

Time: 10:00 am (WST)  
Date: 16 May 2025  
Place: Level 3, 101 St Georges Terrace, Perth WA 6000

**(Meeting).**

As permitted by the Corporations Act 2001 (Cth), the Company will not be despatching hard copies of the Notice of Meeting (**Notice**) unless the shareholder has made a valid election to receive documents in hard copy. Instead, the Notice and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically.

For those shareholders who have provided an email address and elected to receive electronic communications from the Company, an email has been sent to the nominated email address with a link to an electronic copy of the Meeting Materials and the proxy form/voting instruction form.

For those shareholders who have not made such an election, you can access the Meeting Materials online at the Company's website:

<https://www.aviraresourcesltd.com.au/announcements>

or at the Company's ASX Announcement Platform website:

<https://www.asx.com.au/markets/trade-our-cash-market/announcements.avw>

If you would like to receive electronic communications from the Company in the future, please update your communication preferences online at:

<https://www-au.computershare.com/investor/#Home?cc=au>

and log-in with your unique shareholder identification number and postcode (or country for overseas residents).

Shareholders are encouraged to vote online or by returning the proxy form. Instructions on completing this process including the final date for proxy voting instructions to be received are set out on the form.

Yours sincerely  
Rhys Waldon  
Company Secretary

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**AVIRA RESOURCES LIMITED**  
**ACN 131 715 645**  
**NOTICE OF GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 10:00am WST  
**DATE:** 16 May 2025  
**PLACE:** Level 3, 101 St Georges Terrace  
Perth WA 6000

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

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

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm Sydney time on 14 May 2025.***

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## BUSINESS OF THE MEETING

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### AGENDA

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

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 22,040,961 Shares on the terms and conditions set out in the Explanatory Statement.”*

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

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

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 14,132,024 Shares on the terms and conditions set out in the Explanatory Statement.”*

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

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#### 3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 SHARES

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 36,172,985 Shares to the Placement Participants on the terms and conditions set out in the Explanatory Statement.”*

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

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#### 4. RESOLUTION 4 – APPROVAL TO ISSUE PLACEMENT OPTIONS

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 72,345,970 Options to the Placement Participants on the terms and conditions set out in the Explanatory Statement.”*

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

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#### 5. RESOLUTION 5 – APPROVAL TO ISSUE BROKER OPTIONS

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 50,000,000 Options to CPS Capital on the terms and conditions set out in the Explanatory Statement.”*

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

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#### 6. RESOLUTION 6 – APPROVAL TO ISSUE SHARES – TENEMENT ACQUISITION

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 10,714,286 Shares to the Vendor (or its nominee/s) on the terms and conditions set out in the Explanatory Statement.”*

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

## 7. RESOLUTION 7 – APPROVAL TO ISSUE SHARES AND OPTIONS – PLACEMENT AUTHORITY

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the issue of up to that number of Shares equal to \$1,000,000 based on an issue price of not less than 80% of the volume weighted average market price of Shares calculated over the last 5 days on which sales in the Shares were recorded before the day on which the issue was made and up to an equivalent number of Options on the basis of up to 1 Option for every 1 Share subscribed for and issued, on the terms and conditions set out in the Explanatory Statement.”*

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

### Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

<b>RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1</b>	Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
<b>RESOLUTION 2 - RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1A</b>	Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
<b>RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 SHARES</b>	Placement Participants or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
<b>RESOLUTION 4 – APPROVAL TO ISSUE PLACEMENT OPTIONS</b>	Placement Participants or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
<b>RESOLUTION 5 – APPROVAL TO ISSUE BROKER OPTIONS</b>	CPS Capital or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
<b>RESOLUTION 6 – APPROVAL TO ISSUE SHARES – TENEMENT ACQUISITION</b>	the Vendor (or its nominee/s) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
<b>RESOLUTION 7 – APPROVAL TO ISSUE SHARES AND OPTIONS – PLACEMENT AUTHORITY</b>	any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

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

### Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

#### **Voting in person**

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

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6245 0222.***

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## EXPLANATORY STATEMENT

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

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### 1. BACKGROUND TO RESOLUTIONS

#### 1.1 General

As announced on 28 March 2025, the Company confirmed firm commitments had been received from sophisticated and institutional investors (**Placement Participants**) to raise approximately \$506,000 through the issue of 72,345,970 Shares at an issue price of \$0.007 per Share, together with 1 Option exercisable at \$0.015 on or before 30 June 2027, for every 1 Share subscribed for and issued (**Placement**).

The Placement comprised:

- (a) 36,172,985 Shares issued to the Placement Participants on 4 April 2025, comprising:
  - (i) 22,040,961 Shares under the Company's placement capacity under Listing Rule 7.1, which the Company is seeking to ratify under Resolution 1; and
  - (ii) 14,132,024 Shares under the Company's placement capacity under Listing Rule 7.1A, which the Company is seeking to ratify under Resolution 2;
- (b) 36,172,985 Shares which will be issued to the Placement Participants, subject to obtaining Shareholder approval under Resolution 3; and
- (c) 72,345,970 Options which will be issued to the Placement Participants on the basis of 1 Option for every 1 Share subscribed for and issued, subject to obtaining Shareholder approval under Resolution 4.

#### 1.2 Lead Manager

The Company has entered into a mandate with CPS Capital Group Pty Ltd (AFSL 294848) (**CPS Capital**) pursuant to which CPS Capital was engaged by the Company to act as lead manager to the Placement (**Lead Manager Mandate**).

In accordance with the terms of the Lead Manager Mandate the Company has agreed to pay CPS Capital (or its nominee/s) the following fees (exclusive of GST):

- (a) a placement fee of 6% (plus GST) of gross proceeds raised under the Placement; and
- (b) subject to Shareholder approval under Resolution 5, 50,000,000 Options exercisable at \$0.015 on or before 30 June 2027.

Other than as noted above, the Lead Manager Mandate contains terms which are standard for an agreement of this type.

#### 1.3 Use of funds

The funds raised from the Placement are intended to be used for exploration on the Company's Tangadee mineral exploration project, existing projects and general working capital.

#### 1.4 Tenement acquisition

On 28 March 2025, the Company announced a wholly owned subsidiary had entered into a tenement sale agreement to acquire a 100% interest in an exploration licence (E52/4413) from Resminex Pty Ltd (**Vendor**) to expand its Tangadee Project (**Acquisition**). The consideration for the Acquisition is \$75,000 payable in Shares at a deemed issue price equal to the issue price of Shares issued under the Placement. The issue remains subject to Shareholder approval which is being sought under Resolution 6.

## **1.5 Placement Authority**

Resolution 7 seeks Shareholder approval for the Company to be authorised to undertake a placement to raise up to \$1,000,000 through the issue of Shares at an issue price of not less than 80% of the volume weighted average market price of Shares calculated over the last 5 days on which sales in the Shares were recorded before the day on which the issue is made and up to an equivalent number of Options on the basis of up to 1 Option for every 1 Share subscribed for and issued, with the final ratio of Options to be determined at the time of undertaking the capital raising.

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## **2. RESOLUTION 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF SHARES - LISTING RULES 7.1 AND 7.1A**

### **2.1 General**

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 36,172,985 Shares at an issue price of \$0.007 per Share to raise approximately \$253,000.

22,040,961 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 1) and 14,132,024 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 2) on 4 April 2025.

### **2.2 Listing Rules 7.1 and 7.1A**

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

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 29 November 2024.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

### **2.3 Listing Rule 7.4**

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

### **2.4 Technical information required by Listing Rule 14.1A**

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

## 2.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	Professional and sophisticated investors who were identified through a bookbuild process, which involved CPS Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company.  The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
<b>Number and class of Securities issued</b>	36,172,985 Shares were issued on the following basis:  (a) 22,040,961 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and  (b) 14,132,024 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).
<b>Terms of Securities</b>	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities were issued</b>	4 April 2025.
<b>Price or other consideration the Company received for the Securities</b>	\$0.007 per Share.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	Refer to Section 1.3 for details of the proposed use of funds.
<b>Summary of material terms of agreement to issue</b>	The Shares were issued pursuant to customary placement agreements between the Company and the Placement Participants.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this Resolution.
<b>Compliance</b>	The issues did not breach Listing Rule 7.1 at the time of issue.

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### 3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 SHARES

#### 3.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 36,172,985 Shares under tranche 2 of the Placement (**Tranche 2 Shares**).

#### 3.2 Listing Rules 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

#### 3.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity



securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and the Placement Participants will not receive the Tranche 2 Shares.

### 3.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	Professional and sophisticated investors who were identified through a bookbuild process, which involved CPS Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company.  The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
<b>Number of Securities and class to be issued</b>	Up to 36,172,985 Shares will be issued.
<b>Terms of Securities</b>	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Shares will be issued at an issue price of \$0.007 each.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	Refer to Section 1.3 for details of the proposed use of funds.
<b>Summary of material terms of agreement to issue</b>	The Shares are being issued pursuant to customary placement agreements between the Company and the Placement Participants.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

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## 4. RESOLUTION 4 – APPROVAL TO ISSUE PLACEMENT OPTIONS

### 4.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 72,345,970 Options on the basis of one Option for every one Share subscribed for and issued under the Placement.

### 4.2 Listing Rules 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

#### 4.3 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue and the Placement Participants will not receive the Options.

#### 4.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	Professional and sophisticated investors who were identified through a bookbuild process, which involved CPS Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company.  The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
<b>Number of Securities and class to be issued</b>	Up to 72,345,970 Options will be issued.
<b>Terms of Securities</b>	The Options will be issued on the terms and conditions set out in Schedule 1.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Options will be issued at a nil issue price on the basis of one Option for every one Share subscribed for and issued under the Placement.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Placement.
<b>Summary of material terms of agreement to issue</b>	The Options are being issued pursuant to customary placement agreements between the Company and the Placement Participants as summarised in Section 1.1.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

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## 5. RESOLUTION 5 – APPROVAL TO ISSUE BROKER OPTIONS

### 5.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 50,000,000 Options to CPS Capital in consideration for services provided in the Placement.

### 5.2 Listing Rules 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### 5.3 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue. As such the Company may have to pay CPS Capital further cash consideration for their services provided under the Placement which will further deplete the Company's existing cash reserves.

### 5.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	The Options will be issued to CPS Capital or its nominee(s).
<b>Number of Securities and class to be issued</b>	Up to 50,000,000 Options will be issued.
<b>Terms of Securities</b>	The Options will be issued on the same terms as the Options offered to the Placement Participants, the terms and conditions of which are set out in Schedule 1.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Options will be issued at a nominal issue price of \$0.00001 per Option, raising a total of \$500 which will be applied to working capital. The Options are also being issued in consideration for brokering services provided by CPS Capital in the Placement.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Lead Manager Mandate.
<b>Summary of material terms of agreement to issue</b>	The Options are being issued under the Lead Manager Mandate, a summary of the material terms of which are set out in Section 1.2.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

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## 6. RESOLUTION 6 – APPROVAL TO ISSUE SHARES – TENEMENT ACQUISITION

### 6.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 10,714,286 Shares in consideration for the Acquisition (**Acquisition Shares**).

Completion of the Acquisition is conditional on completion of a capital raising of not less than \$400,000 within 60 days (to be satisfied by completion of the issue of the Tranche 2 Shares) and the Company obtaining Shareholder approval for the issue of the Acquisition Shares and Ministerial consent for the transfer of the tenement, both within 60 days of completion of the capital raising.

In addition to the Acquisition Shares, the Company's wholly owned subsidiary has agreed to pay the Vendor a 1.25% net smelter return royalty in relation to the Tangadee project tenements.

## 6.2 Listing Rules 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

## 6.3 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue and the Vendor will not receive the Acquisition Shares. In turn the Company would not be able to complete the tenement acquisition unless alternative terms were agreed.

## 6.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	Resminex Pty Ltd (or its nominee/s), being the current owner of the tenement being acquired by the Company.  The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
<b>Number of Securities and class to be issued</b>	10,714,286 Shares will be issued.
<b>Terms of Securities</b>	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Shares within 5 Business Days of satisfaction of the conditions precedent to completion of the acquisition. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Shares will be issued at a deemed issue price of \$0.007 each in consideration for payment of the \$75,000 acquisition price for the tenement.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	No funds are being raised as the issue is being made in consideration for the acquisition of a tenement (E52/4413).
<b>Summary of material terms of agreement to issue</b>	The Shares are being issued pursuant to a tenement sale agreement, a summary of which is set out in Section 6.1.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 7. RESOLUTION 7 – ISSUE OF SHARES AND OPTIONS – PLACEMENT AUTHORITY

### 7.1 General

Resolution 7 seeks Shareholder approval for the Company to be authorised to undertake a placement to raise up to \$1,000,000 through the issue of Shares at an issue price of not less than 80% of the volume weighted average market price of Shares calculated over the last 5 days on which sales in the Shares were recorded before the day on which the issue is made and up to an equivalent number of Options on the basis of up to 1 Option for every 1 Share subscribed for and issued, with the final ratio of Options to be determined at the time of undertaking the capital raising

### 7.2 Listing Rules 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The authority being sought under Resolution 7 for the issue of Shares and Options under the potential capital raising does not fit within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1.

### 7.3 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue but would be able to issue a lesser number of Shares and Options without prior Shareholder approval using its placement capacities under Listing Rule 7.1 and, if available at the time, Listing Rule 7.1A.

### 7.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	<p>The persons to whom the Shares and Options will be issued have not yet been identified but will be unrelated parties of the Company (who are not persons listed in Listing Rule 10.11) and are likely to be professional and sophisticated investors identified through a bookbuild process by seeking expressions of interest to participate in the capital raising at the discretion of the Directors and with the involvement of a lead manager or broker should one be appointed by the Company.</p> <p>As at the Disclosure Date, there is no agreement with a Material Person to be issued more than 1% of the issued capital of the Company from participation in the capital raising.</p>
<b>Number of Securities and class to be issued</b>	<p>The number of Shares issued will be up to that number equal to \$1,000,000 based on an issue price of not less than 80% of the volume weighted average market price of Shares calculated over the last 5 days on which sales in the Shares were recorded before the day on which the issue is made.</p> <p>The maximum number of Options to be issued will be equal to the number of Shares issued on the basis 1 Option is issued for every 1 Share issued. The final ratio will be determined by the Company at the time of the capital raising and therefore a lesser number of Options may be issued.</p> <p>Based on the closing price of Shares immediately prior</p>

REQUIRED INFORMATION	DETAILS
	to the Disclosure Date (\$0.009) a maximum of 111,111,111 Shares and 111,111,111 Options could be issued under this approval. The actual number will depend on the issue price and amount raised as well as the ratio of Options issued.
<b>Terms of Securities</b>	<p>The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.</p> <p>The Options will be issued on the terms and conditions set out in Schedule 1.</p>
<b>Date(s) on or by which the Securities will be issued</b>	The Company will not issue any of the Shares or Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue will occur on the same date.
<b>Price or other consideration the Company will receive for the Securities</b>	<p>The Shares will be issued at an issue price of not less than 80% of the volume weighted average market price of Shares calculated over the last 5 days on which sales in the Shares were recorded before the day on which the issue is made.</p> <p>The Options will be issued for nil cash consideration on the basis of up to 1 Option for every 1 Share subscribed for and issued under the capital raising. The final ratio will be determined by the Company at the time of the capital raising.</p>
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	<p>The purpose of the issue of the Shares and Options is to raise up to \$1,000,000. The Company proposes to apply these funds towards costs of the capital raising and general working capital of the Company, including any further exploration activities on the Company's assets and project evaluation costs for any additional acquisition opportunities.</p> <p>The Shares and Options are not being issued under, or to fund, a reverse takeover.</p>
<b>Summary of material terms of agreement to issue</b>	As at the Disclosure Date there are no agreements in relation to the issue of the Shares and Options. However, it is likely the Company will enter into customary placement agreements with participants of the potential capital raising once identified.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

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## GLOSSARY

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**\$** means Australian dollars.

**Acquisition** has the meaning given in Section 1.4.

**Acquisition Shares** has the meaning given in Section 6.1.

**ASIC** means the Australian Securities & Investments Commission.

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

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

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

**Chair** means the chair of the Meeting.

**Company** means Avira Resources Limited (ACN 131 715 645).

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

**Directors** means the current directors of the Company.

**Disclosure Date** means 4 April 2025.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

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

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Lead Manager Mandate** has the meaning given in Section 1.2.

**Listing Rules** means the Listing Rules of ASX.

**Material Person** means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

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

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

**Option** means an option to acquire a Share.

**Placement** has the meaning given in Section 1.1.

**Placement Participants** has the meaning given in Section 1.1.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

**Tranche 2 Shares** has the meaning given in Section 3.1.

**Vendor** means Resminex Pty Ltd.

**WST** means Western Standard Time as observed in Perth, Western Australia.

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## SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

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(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.015 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 June 2027 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds, and where the aggregate Exercise Price payment is a fraction of a cent, rounded up to the nearest whole cent (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

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

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

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

(h) **Shares issued on exercise**

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



(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Change in exercise price**

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

(l) **Transferability**

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



AVIRA RESOURCES  
LIMITED  
ABN 38 131 715 645

AVW

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



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



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Wednesday, 14 May 2025.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

## PARTICIPATING IN THE MEETING

### Corporate Representative

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

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I9999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

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



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

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

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

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



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Avira Resources Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Avira Resources Limited to be held at Level 3, 101 St Georges Terrace, Perth WA 6000 on Friday, 16 May 2025 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

## Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Ratification of prior Issue of Shares - Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of prior Issue of Shares - Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval to Issue Tranche 2 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval to Issue Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval to Issue Broker Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval to Issue Shares - Tenement Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval to Issue Shares and Options - Placement Authority	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

### Update your communication details *(Optional)*

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

AVW

3 1 7 0 4 2 A



Computershare

