
AMANI GOLD LIMITED
ACN 113 517 203
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00 am (WST)

DATE: 5 November 2025

PLACE: Suite 1, 295 Rokeby Road, Subiaco WA 6008

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

This Notice 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 4:00 pm (WST) on 3 November 2025.

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 or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two 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

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

You may still attend the Meeting and vote in person even if you have lodged appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Automic Registry Services will need to verify your identity. You can register from 9.30am on the day of the Meeting.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6186 3002

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – JAMES BAHEN

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

"That, for the purpose of Articles 6.2(e) and 6.3(c) of the Constitution, and for all other purposes, James Bahen, a Director, retires by rotation, and being eligible, is re-elected as a Director."

EXPLANATORY STATEMENT

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.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://www.amanigold.com/announcement-category/annual-reports/>.

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – JAMES BAHEN

2.1 General

The Constitution requires that the Company hold an election of a Director each year and sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr James Bahen, having been elected on 8 November 2024 and being eligible retires by rotation and seeks re-election.

Further information in relation to Mr Bahen is set out below.

Qualifications, experience and other material directorships	Mr Bahen is currently a non-executive director and company secretary to a number of ASX-listed companies and has a broad range of corporate governance and capital markets experience, having been involved with public company listings, mergers and acquisitions transactions and capital raisings for ASX-listed companies across the resource industry. Mr Bahen is a member of the Governance Institute of Australia and holds a Graduate Diploma of Applied Finance and a Bachelor of Commerce degree majoring in accounting and finance.
Term of office	Mr Bahen has served as a Director since 4 July 2024 and was last elected on 8 November 2024.
Independence	If re-elected, the Board does not consider that Mr Bahen will be an independent Director as Mr Bahen is the Company secretary of the Company.
Board recommendation	Having received an acknowledgement from Mr Bahen that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Mr Bahen since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Bahen) recommend that Shareholders vote in favour of this Resolution.

2.2 Board Recommendation

If this Resolution is passed, Mr Bahen will be re-elected to the Board as an independent non-executive Director.

If this Resolution is not passed, Mr Bahen will not continue in their role as a non-independent non-executive Director, however will continue as the Company Secretary of the Company. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

GLOSSARY

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 is declared not a business day.

Chair means the chair of the Meeting.

Company means Amani Gold Limited (ACN 113 517 203).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Meeting means the meeting convened by the Notice.

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

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2025.

Resolution means the resolution set out in the Notice.

Section means a section of the Explanatory Statement.

Shareholder means a registered holder of a Share.

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