
AMANI GOLD LIMITED

ACN 113 517 203

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10am WST

DATE: Wednesday, 4 November 2026

PLACE: Suite 1
295 Rokeby Road
Subiaco WA 6008

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 accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company at info@amanigold.com or +61 8 6555 2950.

AMANI GOLD LIMITED

ACN 113 517 203

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Amani Gold Limited (**Company**) will be held at Suite 1, 295 Rokeby Road, Subiaco, Western Australia on Wednesday, 4 November 2026, at 10am (WST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 as Shareholders on 2 November 2026 at 4pm (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 6.

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' report and the auditor's report.

2. RESOLUTION 1 – ELECTION OF DIRECTOR – JAMES PEARSE

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

"That, for the purposes of Article 6.3(i) of the Constitution and for all other purposes, James Pearse, a Director who was appointed casually on 1 July 2026, retires, and being eligible, is elected as a Director."

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – GLENN WHIDDON

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

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

Dated: 14 October 2026

By order of the Board

James Bahen
Company Secretary

AMANI GOLD LIMITED

ACN 113 517 203

EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared to provide information that the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions.

2. ACTION TO BE TAKEN BY SHAREHOLDERS

2.1 Voting in person

To vote in person, attend the Meeting at the time, date and place set out above. Shareholders attending in person may be required to provide identification to facilitate registration.

A Shareholder who has appointed a proxy may still attend and vote in person. If the Shareholder votes at the Meeting, the proxy appointment is revoked to the extent of the vote cast by the Shareholder.

2.2 Voting by proxy

To vote by proxy, please complete and sign the Proxy Form and return it 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 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, 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 that are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company at info@amanigold.com or +61 8 6555 2950.

3. FINANCIAL STATEMENTS AND REPORTS

In accordance with section 317 of the Corporations Act, the business of the Meeting will include receipt and consideration of the Company's annual financial report for the financial year ended 30 June 2026, together with the Directors' report and the auditor's report.

The Company's annual financial reports are made available through its website at <https://www.amanigold.com/announcement-category/annual-reports/>.

4. RESOLUTION 1 – ELECTION OF DIRECTOR – JAMES PEARSE

4.1 General

The Constitution allows the Board to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution, any Director so appointed may retire at the next general meeting and is then eligible for election by Shareholders.

James Pearse, having been appointed by the other Directors on 1 July 2026 in accordance with the Constitution, will retire in accordance with the Constitution and, being eligible, seeks election by Shareholders.

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

4.2 Qualifications, experience and other material directorships

Mr Pearse is an experienced corporate lawyer with over 15 years' experience advising Australian businesses across the mining, oil and gas and technology sectors. His experience includes mergers and acquisitions, capital raisings, corporate governance, commercial structuring and regulatory compliance. He holds bachelor's degrees in Law and Commerce, majoring in finance. Mr Pearse is also a Non-Executive Director of Northstone Resources Limited, Icen Gold Limited and Carbine Resources Limited.

4.3 Effect of the Resolution

If Resolution 1 is passed, Mr Pearse will be elected as a Director and will continue on the Board. If Resolution 1 is not passed, Mr Pearse will not be elected and will cease to hold office following the Meeting and the Company may seek nominations or otherwise identify suitably qualified candidates to join the Company.

4.4 Independence

If elected, the Board considers that Mr Pearse will be an independent director.

4.5 Board recommendation

The Board, other than Mr Pearse, supports the election of Mr Pearse and recommends that Shareholders vote in favour of this Resolution.

5. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – GLENN WHIDDON

5.1 General

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

Glenn Whiddon, having served as a Director since 4 July 2024 and was last elected by Shareholders on 8 November 2024, and being eligible retires by rotation and seeks re-election.

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

5.2 Qualifications, experience and other material directorships

Mr Whiddon has extensive experience across equity capital markets, banking and corporate advisory, with a strong focus on the natural resources sector. He has advised and led transactions in Australia and internationally, including equity raisings, project acquisitions, mergers and corporate restructurings. Mr Whiddon holds a degree in Economics. He is also a Non-Executive Director of Northstone Resources Limited and Carbine Resources Limited.

5.3 Effect of the Resolution

If Resolution 2 is passed, Mr Whiddon will be re-elected and will continue as a Director. If Resolution 2 is not passed, Mr Whiddon will cease to hold office following the Meeting and the Company may seek nominations or otherwise identify suitably qualified candidates to join the Company.

5.4 Independence

If re-elected, the Board does not consider that Mr Whiddon will be an independent director.

5.5 Board recommendation

The Board, other than Mr Whiddon, supports the re-election of Mr Whiddon and recommends that Shareholders vote in favour of this Resolution.

6. DEFINITIONS

Board means the current board of directors of the Company.

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 Memorandum means the explanatory memorandum accompanying the Notice.

Meeting means the annual general meeting convened by the Notice.

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

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 Memorandum.

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

Shareholder means a registered holder of a Share.

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

In this Notice, words importing the singular include the plural and vice versa.