
AUSTCHINA HOLDINGS LIMITED

ACN 075 877 075

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

AustChina Holdings Limited (ACN 075 877 075) (**Company**) gives notice to Shareholders that, in relation to the Notice of Annual General Meeting dated 15 October 2025 (**Notice**) in respect of the Company's annual general meeting of members to be held 10:00am (AEST) on Friday, 14 November 2025 (**Meeting**), the Directors have resolved to include a new Resolution 11 within the Notice (**Additional Resolution**) and an additional Section 12 within the Explanatory Statement as set out in this Addendum.

Shareholders should note that there is no change to the date, time and venue of the Meeting.

Capitalised terms in this Addendum have the same meaning as given in the Notice except as otherwise defined.

This Addendum is supplemental to the Notice and should be read in conjunction with the Notice. Apart from the amendments set out below, all Resolutions and the Explanatory Statement in the original Notice remain unchanged.

Replacement Proxy Form

Annexed to this Addendum to the Notice is a replacement Proxy Form (**Replacement Proxy Form**). To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised that:

- (a) If you have already completed and returned the Proxy Form annexed with the Notice (**Original Proxy Form**) and you wish to change your original vote for Resolutions 1 to 10 or cast votes for the Additional Resolution, **you must complete and return the Replacement Proxy Form.**
- (b) If you have already completed and returned the Original Proxy Form and **you do not wish to change your original vote for Resolutions 1 to 10 or vote on the Additional Resolution, you do not need to take any action** as the earlier submitted Original Proxy Form will be accepted by the Company for Resolutions 1 to 10 unless you submit a Replacement Proxy Form. For the sake of clarity, the Company notes that if you do not lodge a Replacement Proxy Form, **you will not have cast a vote on the Additional Resolution.**
- (c) If you have not yet completed and returned an Original Proxy Form and you wish to vote on the Resolutions in the Notice as supplemented by the Addendum, **please complete and return the Replacement Proxy Form.**
- (d) If you complete and return an Original Proxy Form following the date of this Addendum the Original Proxy Form will be accepted by the Company for Resolutions 1 to 10. For the sake of clarity, the Company notes that if you do not lodge a Replacement Proxy Form, **you will not have cast a vote on the Additional Resolution.**

All proxy votes must be received by 10:00am (AEST) on Wednesday 12 November 2025.

Enquiries

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 439 310 818.

SUPPLEMENTARY BUSINESS OF THE MEETING

The agenda of the Notice is amended by including the following Resolutions:

11. RESOLUTION 11 – APPROVAL TO ISSUE SHARES TO FIRST AU LTD

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 75,000,000 Shares to First Au Ltd (or its nominee) on the terms and conditions set out in the Explanatory Statement."

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:

Resolution 11 – Approval to issue Shares to First Au Limited	First Au Ltd 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).
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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.

SUPPLEMENTARY EXPLANATORY STATEMENT

The Explanatory Statement is supplemented by including the following Section:

12. RESOLUTION 11 – APPROVAL TO ISSUE SHARES TO FAU

12.1 General

As announced on 27 October 2025 (**Announcement**), the Company has entered into a binding option agreement with First Au Limited (ASX: FAU) (**FAU**) pursuant to which FAU has agreed to grant the Company an exclusive and binding option (**Option**) to acquire 100% of the legal and beneficial interest in the issued capital of Victorian Goldfield Pty Ltd (ACN 632 935 052) (**Vic Gold**) from FAU (**FAU Agreement**).

FAU holds a 100% legal and beneficial interest in Vic Gold. Vic Gold holds a 100% legal and beneficial interest in Jacquian Pty Ltd (ACN 109 511 355) (**Jacquian**). Vic Gold and Jacquian hold number of tenements, as detailed below, making up the Eastern Victorian Goldfield Project located in the East Gippsland region of Victoria.

Further, information in relation to the Tenements and FAU Agreement is set out in the Announcement.

The key terms of the FAU Agreement are as follows:

Tenements	EL006976, EL5422, EL006975, EL007335, EL006977, EL006816 (pending renewal), EL007408 (Application only) and EL007722 (Application only).
Option Fee	Subject to shareholder approval and the renewal of EL006816 (Renewal), the Company will pay / issue FAU: (a) \$75,000 cash; and (b) 75,000,000 Shares at a deemed issue price of \$0.002 (the subject of Resolution 11), (together, the Option Fee) on or before the date this is: (c) 7 days after the Renewal, if the Renewal occurs on or before 7 February 2026; or (d) 3 months following the Renewal is the Renewal occurs after 7 February 2026, (or as otherwise agreed by the parties) (Option Fee End Date). The Option Fee shares are subject to 6-month voluntary escrow.
Renewal	FAU and the Company agree that if the Renewal is not obtained or the renewal application for EL006816 is refused, withdrawn or lapses before, the date that is 6 months from the date of the FAU Agreement (Renewal Period): (a) the Company may terminate the FAU Agreement; or (b) if the Company does not terminate the FAU Agreement and does not pay the Option Fee within 3 months from the end of the Renewal Period, FAU may terminate the Agreement.
Option Period	On payment/issue of the Option Fee (Option Fee Payment Date), FAU agrees to grant the Company the Option for an option period of 19 months (Option Period).
Termination of Option	The Option can be terminated at any time during the Option Period as follows: (a) by the Company with 30 days notice to FAU, subject to the Company being in compliance with its obligations including the commitments set out below; (b) if any of the Conditions (defined below) are not satisfied or waived; or

	(c) by FAU providing written notice to the Company if the Company fails to rectify a material breach within 30 days.
Conditions	Exercise of the Option is conditional upon the satisfaction (or waiver) of the following conditions precedent: (a) completion of due diligence by the Company within 1 month of the FAU Agreement; (b) the Company undertaking a capital raising and receiving valid applications for at least \$1 million in capital within X months of the FAU Agreement; (c) the parties obtaining all third party approvals and consents; and (d) the Company obtaining all Shareholder and regulatory approvals (including shareholder approval for the issue of Consideration Shares (defined below)), (together, the Conditions).
Rights and Obligations during Option Period	During the Option Period: (a) FAU agrees to, amongst other things: (i) grant AUH access to all mining information; and (ii) grant AUH an exclusive licence to access the Tenements, carry out site visits on the Tenements and conduct exploration on the Tenements; (b) AUH agrees to, amongst other things: (i) maintain the Tenements in full force and keep the Tenements in good standing; (ii) allocate a minimum of \$750,000 towards exploration and holding costs; (iii) undertake all activities on the Tenements in a professional and best practice manner; and (iv) meet all outgoings in respect of the Tenements.
Consideration	Upon exercise of the Option, the Company agrees to pay/issue (as applicable): (a) \$200,000 in cash; (b) that number of Shares with a value equal to \$500,000, calculated using a share price equal to the volume weighted average price (VWAP) of Shares calculated over the 14 consecutive trading days on which Shares have actually traded on the ASX immediately prior to the issue date, less a discount of 10% (Consideration Shares) (together, the Consideration). The Consideration Shares are subject to 6-month voluntary escrow.
Director nomination	Subject to completion of the transaction, FAU will have the right to appoint a non-executive director to the Company board subject to FAU holding a substantial (>5%) shareholding in the Company at the time.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 75,000,000 Shares.

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule

7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

12.2 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 Company may need to re-negotiate the terms of the FAU Agreement with FAU for the transaction to proceed (including, for example, by paying the value of the Shares, the subject of this Resolution, in cash to FAU).

12.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	First Au Limited (ACN 000 332 918) (or its nominee).
Number of Securities and class to be issued	75,000,000 Shares.
Terms of Securities	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.
Date(s) on or by which the Securities will be issued	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).
Price or other consideration the Company will receive for the Securities	The Shares will be issued at a nil issue price, as part consideration for the Option under the FAU Agreement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the FAU Agreement in consideration for FAU granting the Option to the Company.
Summary of material terms of agreement to issue	The Shares are being issued under the FAU Agreement, a summary of the material terms of which is set out in Section 12.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

LODGE YOUR VOTE



ONLINE

<https://au.investorcentre.mpms.mufg.com>



BY MAIL

AustChina Holdings Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND*

MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

*During business hours Monday to Friday



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am (AEST) on Wednesday, 12 November 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link <https://au.investorcentre.mpms.mufg.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this 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, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney 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 REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of AustChina Holdings Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEST), on Friday, 14 November 2025 at the offices of MUFG Corporate Markets (AU) Limited, Level 21, 10 Eagle Street, Brisbane QLD 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	☐	☐	☐	9 Approval of 7.1A Mandate	☐	☐	☐
2 Election of Jerko Zuvela	☐	☐	☐	10 Change of Company Name	☐	☐	☐
3 Re-Election of Daniel Chan	☐	☐	☐	11 Approval to issue shares to FAU	☐	☐	☐
4 Ratification of prior issue of Placement Shares – Listing Rule 7.1	☐	☐	☐				
5 Ratification of prior issue of Placement Shares – Listing Rule 7.1A	☐	☐	☐				
6 Ratification of prior issue of PEN Shares	☐	☐	☐				
7 Ratification of prior issue of shares to Paul Advisory Pty Ltd	☐	☐	☐				
8 Approval to issue shares to Bluestone Energy Holdings Limited	☐	☐	☐				



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

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