

Quarterly Activities Report for the 3 months ended 30 September 2024

Highlights

Exploration

- Limited prospecting at Bunker Hill revealed outcropping samples with high-grade copper and silver along with the presence of gold.
- Subsequent to the quarter end, the Company reports preliminary data from the Bunker Hill airborne magnetics, which exhibited significant geological complexity.
- Completed approximately 3,000 metres of diamond drilling in both phase including 1,900 metres of diamond drilling at Central Zone, which delivered gold intersections down-plunge from two existing deposits. The Company is awaiting assays from drilling at Malachite.
- Completed a comprehensive technical workshop that identified 37 new targets identified on the district-scale land package along both the CRSZ and Hermitage Flexure.
- Phase two diamond drilling at Malachite was completed before the quarter end and final assay results are expected in November.
- Completed limited prospecting and mapping commenced at the Hermitage Gold and Antimony Project.

Corporate

- After quarter end on the 22 October 2024, the Company announced that it had successfully raised approximately C\$16.1 million (before costs) through an upsized financing to institutional, professional and accredited investors of approximately 259.3 million shares at an average price of C\$0.062 / A\$0.067 per share
- Highly experienced and well-respected exploration geologist, Rick Greenwood appointed as Vice President of Exploration.
- Grant Thornton appointed auditor of the Company, following resignation of Ernst & Young.

AuMEGA Metals Ltd (formerly Matador Mining Ltd) (**ASX: AAM | TSXV: AUM | OTCQB: AUMMF**) (**AuMEGA** or **the Company**) is pleased to provide its Quarterly Activities Report for the quarter ended 30 September 2024. All dollar amounts are Canadian dollars unless stated otherwise.

AuMEGA is a mineral exploration company focused primarily on the discovery of precious and critical metals in Newfoundland and Labrador (“Newfoundland”), Canada. AuMEGA employs a world-class, systematic approach to exploration which is necessary for a terrain that has significant cover and a complex glacial history such as in south-west Newfoundland.

The Company holds a district scale land package that spans 110 kilometres along the Cape Ray Shear Zone (“CRSZ”), a significant under-explored geological feature recognised as Newfoundland’s largest identified gold structure. This structure currently hosts Calibre Mining’s (TSX: CXB) Valentine Gold Project, which is the region’s largest gold deposit (+5 million ounces), along with AuMEGA’s Mineral Resource.

AuMEGA’s portfolio over the CRSZ hosts a few dozen high potential targets and its existing gold Mineral Resource of 6.1 million tonnes of ore grading an average of 2.25 g/t, totalling 450,000 ounces of Indicated Resources, and 3.4 million tonnes of ore grading an average of 1.44 g/t, totalling 160,000 ounces in Inferred Resources¹.

The Company is supported by a diverse shareholder registry of prominent global institutional investors, and strategic investment from B2Gold Corp, a leading, multi-million-ounce a year gold producer.

Additionally, AuMEGA holds a 27-kilometre stretch of the highly prospective Hermitage Flexure and has also secured an Option Agreement for the Blue Cove Copper Project in southeastern Newfoundland, which exhibits strong potential for copper and other base metals.

Third Quarter 2024 Overview

In the third quarter, the Company successfully completed two phases of diamond drilling which consisted of eight diamond drillholes for 1,900 metres on the CRSZ and five diamond drillholes for 1,100 metres at Malachite. On the CRSZ, two drill holes targeting conceptual ore shoots at depth at Central Zone delivered significant gold intercepts well below the known mineral resource. Significant intercepts included 3.62 g/t over seven metres from 522 metres including 19.7 g/t gold and 1.6% copper over one metre at Zone 4 and 1.94 g/t over 7.5 metres from 301 metres and 5.743 g/t over one metre from approximately 382 metres at Zone 41.

The second phase of diamond drilling on the CRSZ commenced in August 2024 and completed at the end of the quarter. The primary focus of this reconnaissance diamond drilling was on Greenfield targets at Malachite. The Company drilled five holes for approximately 1,100 metres and final assay results from all holes are expected in November 2024.

¹ Refer to ASX announcement dated 30 May 2023

The Company completed a comprehensive technical workshop led by world-renowned structural geologist Brett Davis with participation by two B2Gold geologists. As a result of the technical workshop, 37 targets were defined with nine new targets being identified based on geophysical and geochemical data previously collected and re-interpreted. These new targets were then combined with existing targets and subsequently assigned a score based on both conceptual and empirical criteria with the overarching defining criteria being the potential of the target to host a multi-million-ounce deposit.

Initial high-grade assay results from prospecting at the Company's Bunker Hill Project located along the CRSZ were announced during the September quarter. This limited prospecting campaign identified two large-scale intrusive units, including the Nitty Gritty Granite. Results from the samples contained copper samples grading 4.1% to 17.2%.

In addition, the Company conducting limited prospecting and mapping at the Hermitage Gold and Antimony Project.

Exploration Activities

Cape Ray Shear Zone

Phase 1 Drilling Program

During the quarter, the Company announced the completion of the first phase of the 2024 diamond drilling program on the CRSZ with eight diamond drillholes for 1,900 metres completed². The drilling focused mainly on new targets in the Central Zone area including at-depth extensions, and new footwall and along strike targets.

Assay results were released in September with two drill holes targeting conceptual ore shoots at depth at Central Zone delivered significant gold intercepts well below the known mineral resource³.

Recent geological analysis of the resource corridor included generation of longitudinal projections through the Central Zone deposits compiled as part of the 2023 Mineral Resource estimate update. This work highlighted the potential for down-plunge extensions at all mineral deposits. Dominant plunges within the 41 and 04 zones were identified as each deposit appeared to remain open at depth. Of particular interest are associated high-grade shoots interpreted to plunge towards each other, with the projected intersection point of the shoots untested until the recent drilling.

In the first phase of diamond drilling, the Company targeted these areas with two deep holes including the deepest ever drilled at Central Zone. Both holes intersected significant gold well below the Indicated Mineral Resource. The areas between the Indicated Mineral Resource and the pierce points of these drillholes remain open and untested and have the potential to further increase gold mineralisation. Both ore shoots remain open at depth. The significant intercepts included:

² ASX Announcement 31 July 2024 - AuMEGA Completes Phase One of Diamond Drilling

³ ASX Announcement 11 September 2024 - AuMEGA Metals Extends Gold Mineralisation at Central Zone

- CRD381 at Zone 04 delivered gold intercept of 3.62 g/t Au over seven metres from 522 metres including 19.7 g/t gold and 1.6% copper over one metre
- Drillhole CRD380 at Zone 41 delivered gold intercepts of 1.94 g/t over 7.5 metres from 301 metres and 5.74 g/t over one metre from 381.75 metres at the top contact of the WGHG

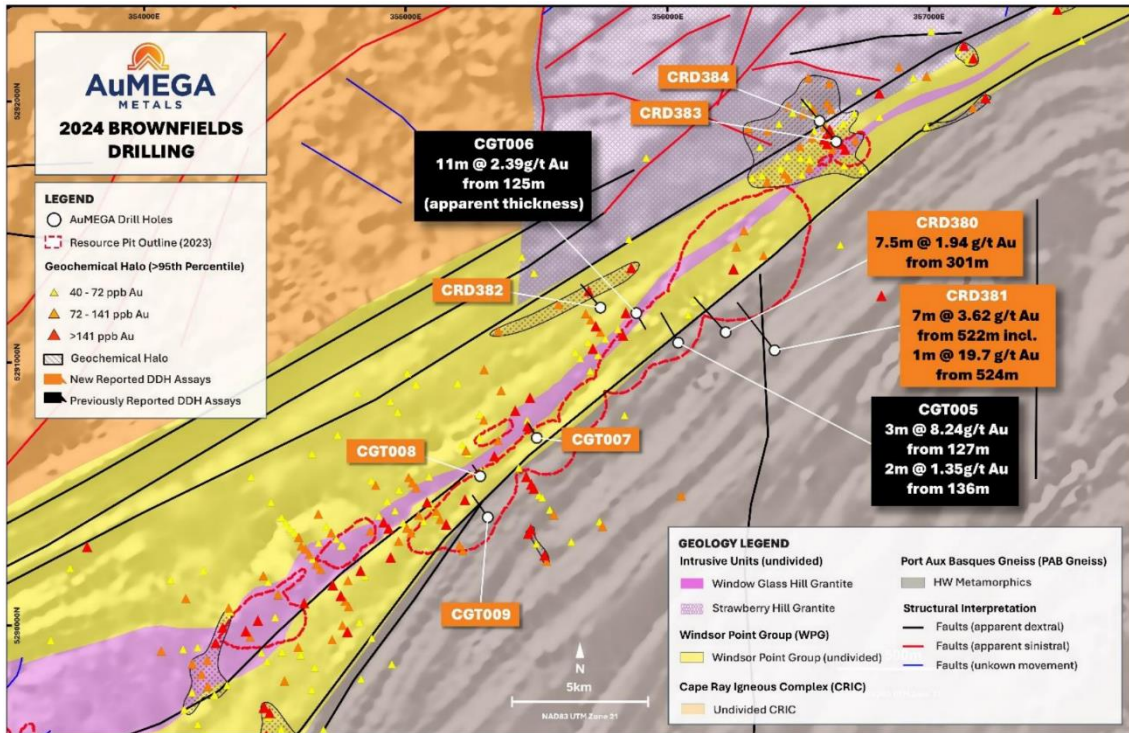


FIGURE 1: OVERVIEW OF PHASE ONE OF DIAMOND DRILLING AT CENTRAL ZONE

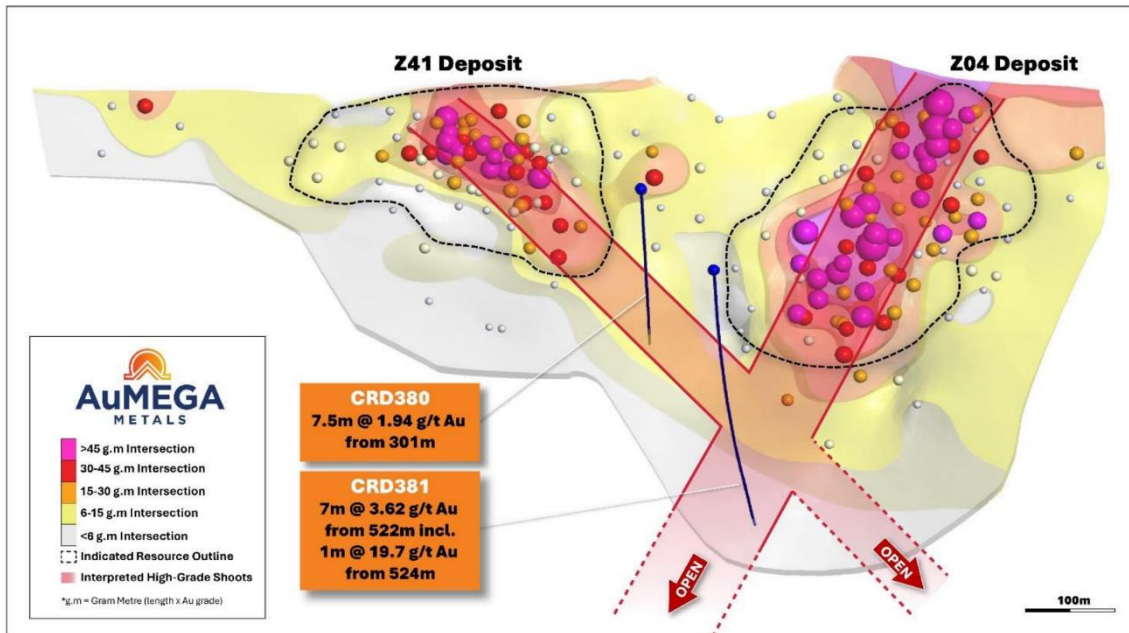


FIGURE 2: LONG SECTION AT Z41 & Z04 DEPOSITS DISPLAYING THE GOLD MINERALISATION EXTENDED DOWN PLUNGE AT CENTRAL ZONE (LONG SECTION PLANE IS ORIENTATED 50 DEGREES TOWARDS THE SOUTHEAST, LOOKING TOWARDS THE NORTHWEST)

Phase 2 Drilling Program

The second phase of diamond drilling on the CRSZ commenced in August 2024⁴. The primary focus of this reconnaissance-style diamond drilling was on Greenfield targets at Malachite and completed at the end of the third quarter 2024. The Company drilled five holes for approximately 1,100 metres to test specific structures that were identified from the winter RC bottom of hole survey. The final assay results from all holes is expected in November 2024.

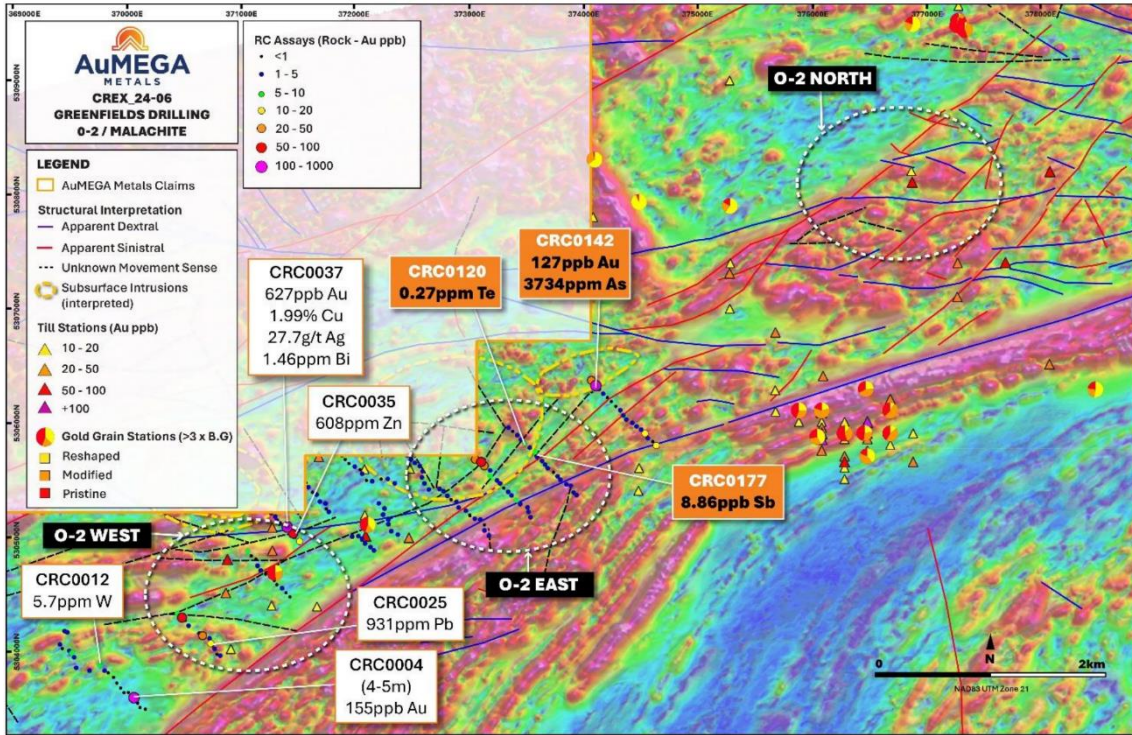


FIGURE 3: MALACHITE HIGH-PRIORITY TARGETS

⁴ ASX Announcement 20 August 2024 - AuMEGA Announces Start of Phase Two Diamond Drilling



FIGURE 4: DIAMOND DRILLING AT O-2 WEST TARGET

Technical Workshop

During the quarter, the Company released the outcomes of its recently completed comprehensive technical workshop, which was led by world-renowned structural geologist Brett Davis⁵. The workshop was carried out in Port aux Basque, Newfoundland and included AuMEGA Chair Justin Osborne, Company personnel and B2Gold geologists. The main outcomes of the workshop included the identification of several new structural and geochemical targets based on mineral systems concepts, with each target assigned a score for ranking and prioritisation.

Overview

The technical workshop entailed a review of the significant data that has been collected historically and by the Company from the CRSZ and Hermitage Flexure through geophysical surveys, diamond and RC drilling, prospecting, sampling, mapping and desktop analysis.

Targets were ranked using a mineral systems approach, defined by the key criteria common to world-class gold deposits. The resultant conceptual rankings are used in conjunction with factual empirical data and are subdivided by stage in the exploration pipeline. This objective ranking methodology allows for targets in various stages of exploration, with different empirical data sets, to be ranked against each other to best select targets for further work. Such a systematic approach to ranking and prioritisation allows for efficient and effective deployment of capital to drive discovery.

⁵ ASX Announcement 4 July 2024 - REISSUED Several New Exploration Targets Identified

Outcomes

In total, the Company defined 37 targets within its portfolio. As a result of the workshop, nine new targets were identified based on geophysical and geochemical data previously collected and re-interpreted. These new targets were then combined with existing targets and subsequently assigned a score based on both conceptual and empirical criteria with the overarching defining criteria being the potential of the target to host a multi-million-ounce deposit. Three (O-2 West, O-2 East and Grandy’s East) of these nine targets are a result of the Company’s successful winter RC drill program at Malachite.

Of the total targets that the Company has identified, 30 are in the early stages of exploration while five targets are in the intermediate stage and two in the advanced stage, both of which we are currently drilling within the resource corridor. Another three intermediate targets are part of the phase two diamond drill program including O-2 West which delivered the best results from the winter RC drill program.

Next Steps

The Company is currently ranking each of the targets and will create more specific work plans for each that don’t currently have them in place. The work plans will be on the top ranking targets and will include the scope of work and expected outcomes, including the necessary outcomes required to continue to advance targets through the exploration lifecycle. This work is expected to be completed in Q4 in conjunction with ongoing field exploration work.

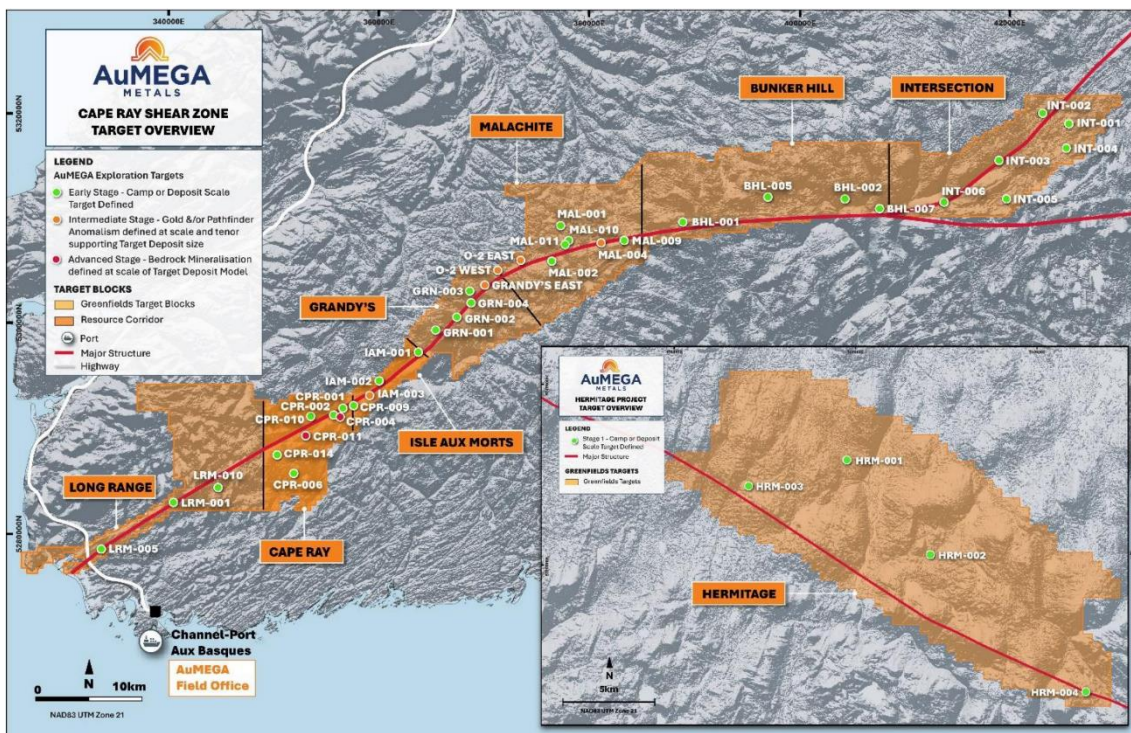


FIGURE 5: AUMEGA METALS TARGETS WITHIN THE PORTFOLIO



FIGURE 6: AUMEGA PYRAMID OF TARGETS BY STAGE OF EXPLORATION

Bunker Hill Project

Initial high-grade assay results from prospecting at the Company’s Bunker Hill Project located along the CRSZ were announced during the September 2024 quarter⁶.

The Bunker Hill Project area is located along a unique east-west portion of the CRSZ (Figure 7). This structural orientation is anomalous to the main northeast-southwest trend of most geological structures in Newfoundland. This structurally oblique zone is considered potentially favourable for the creation of dilation zones, which allow for the ingress of mineralising fluids and deposit formation. The Company also confirmed the presence of two large scale intrusive units being the Cape Ray Fault Gabbro and the Nitty Gritty Granite.

The Nitty Gritty Granite offers important rheological conditions permissive for economic gold mineralisation. Rigid granite blocks of this nature can often provide for a stark competency contrast when intruding ductile rocks such as the sedimentary lithologies observed adjacent in the Bunker Hill area, with intense fracturing during structural deformation allowing the significant ingress of mineralising fluids. A local example of a gold deposit of this style is Calibre Mining’s Valentine Project (five million plus ounces of gold) along strike to the north-east.

First pass prospecting of the Nitty Gritty Granite confirmed positive indications of potentially economic mineralisation with highlights including:

⁶ ASX Announcement 24 September 2024 - AuMEGA Reports 17% & 12% Copper Outcropping from Bunker Hill

- Sample MR002477 (outcrop) contained 17.2% copper, 16.9 g/t silver, 0.41 g/t gold, 167 ppm bismuth and 5.37 ppm tellurium; and
- Sample MR002478 (outcrop) contained 12.4% copper, 19.1 g/t silver, 0.56 g/t gold, 1119 ppm bismuth and 9.98 ppm tellurium.

Many of the historic high-grade copper samples collected at Bunker Hill along with these recently collected high-grade copper samples, fall within or adjacent to the Nitty Gritty Granite. The chalcocite-malachite (MR002477) and chalcopyrite-bornite (MR002478) bearing samples are also associated with gold, silver, tellurium and bismuth.

Other minerals observed during the recent prospecting campaign include fluorite and iron oxides (hematite), both indicative of either potential intrusive or porphyry-related mineralisation. From review of the historical data and recent prospecting results, the Company has identified an area of anomalous copper-gold-silver mineralisation to be nearly one kilometre across strike. The Company is currently assessing the potential for a porphyry-related mineralised system.

Next Steps

The Company is awaiting assays from its ongoing till program on the western portion of Bunker Hill. The airborne magnetic survey is expected to be completed soon with preliminary data to follow shortly thereafter.

The Company will analyse all data received from its 2024 program and based on these results and the analysis, will develop future work plans that could involve RC winter drilling.

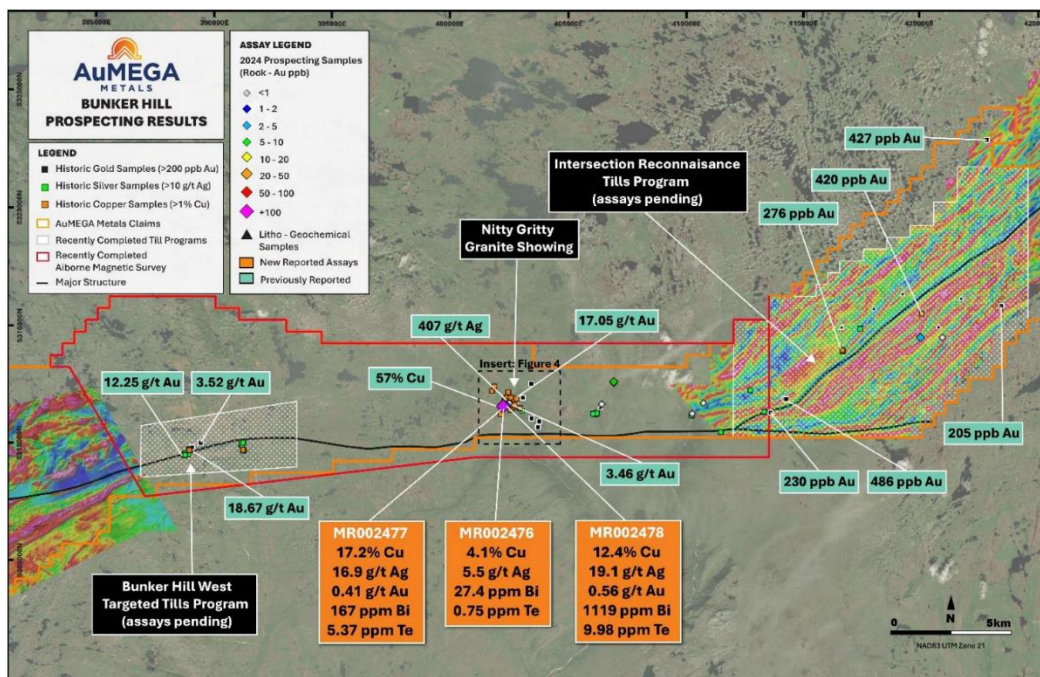


FIGURE 7: BUNKER HILL AND INTERSECTION SUMMARY OF 2024 WORK TO DATE AND HISTORICAL SAMPLE LOCATION

Hermitage Gold and Antimony Project

The Company's Hermitage property consists of 27 kilometres of continuous strike along the large crustal scale suture zone between the Dunnage and Gander zones, known as the Hermitage Flexure. Regionally, the Dunnage zone contains volcanic packages hosting turbidite sequences, which are considered regionally prospective for hosting gold deposits throughout Newfoundland, and globally in places such as the Bendigo Terrane in Victoria, Australia, including Agnico Eagle's prolific Fosterville gold mine, also in Victoria.

Recent prospecting work identified several large areas of hydrothermal alteration that host quartz-dominated hydrothermal breccias with relatively chaotic hydrothermal breccias transitioning to breccia veins containing angular wall-rock clasts away from the fault strands⁷.

The Company recently staked additional ground adjacent to the Nose Block of the Hermitage Project⁸. This area expands the Company's ground over the North Limb Fault, an interpreted major structure splaying off the Hermitage Flexure.

The North Limb Fault appears to have structurally removed the northern expression of the Hermitage syncline, resulting in a sharp juxtaposition between the Bay du Nord turbidite sequences and higher-grade metamorphosed sediments of unknown origin. Crustal scale structures such as the Hermitage Flexure are considered instrumental in the migration of gold bearing hydrothermal fluids, while its subordinate splays, such as the North Limb Fault and other subsidiary structures, are generally critical in localising and trapping these fluids into resulting gold deposits.

In support of this, recent geological mapping traverses across the strike of the belt and along the North Limb Fault have identified abundant silica-dominated hydrothermal breccias and vein networks proximal to, and defining, the structure. The North Limb Fault is interpreted as a braided fault system, comprising numerous subparallel fault strands that have sponsored formation of a permeability network on a massive scale. This permeability network manifests as quartz-dominated breccia vein populations, vein stockworks and sheeted vein arrays defining the damaged rock within, and adjacent to, the fault strands. Importantly, sulphides and hydrothermal alteration in the form of sericite and chlorite, have been recently identified within these damage zones.

Tremendous gold prospectivity being enhanced on the Hermitage property with gold mineralisation in bedrock identified in two separate showings, proximal to the North Limb Fault seven kilometres apart along strike. This bedrock gold mineralisation is also hosted in two distinct geological units opening up prospectivity on both the hanging wall and footwall of this major structure.

⁷ The Company is cross-referencing location of these veins relative to previous/historic sampling to determine gold potential

⁸ The license has been staked and the Company is awaiting formal issuance of the license

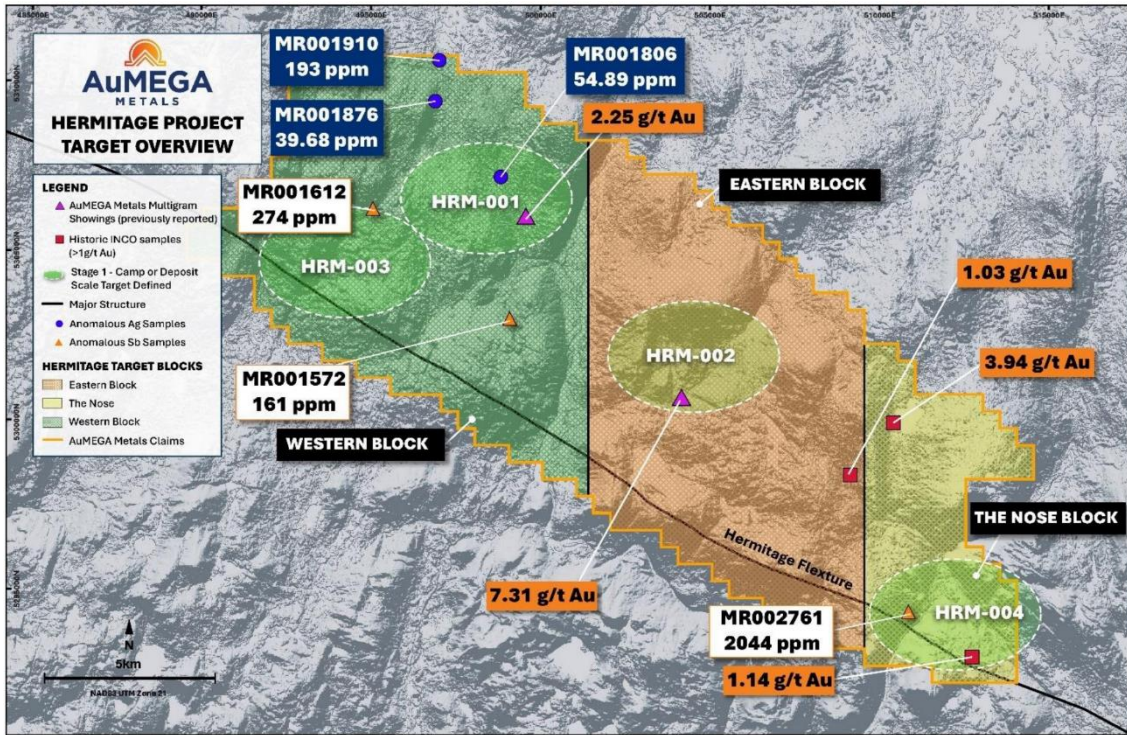


FIGURE 8: OVERVIEW OF THE HERMITAGE PROJECT DISPLAYING THE PROJECT’S TARGET BLOCKS AND KEY GOLD SHOWINGS

Uranium Potential

The Company recently reviewed historic studies of the potential for uranium on and near the Hermitage Project area. The Province of Newfoundland and Labrador currently hosts major uranium projects. Over the course of the next several months, the Company will continue to evaluate and better understand the potential of uranium within the Hermitage property.

Corporate

Capital raising

After the quarter ended, on 22 October 2024 the Company announced it had successfully raised approximately C\$16.1 million (before costs) through an upsized financing to institutional, professional and accredited investors of approximately 259.3 million shares at an average price of C\$0.062 / A\$0.067 per share (“New Share”) (the “Financing”).

The Financing was well supported by the Company’s existing shareholders including B2Gold Corp who increased their overall ownership to 9.9% of total shares outstanding. The Financing included the addition of several new major, institutional investors from Canada, United States, Europe, Asia and Australia.

The Financing comprises the issuance of approximately 263.9 million New Shares⁹ at an average price of C\$0.062 / A\$0.067 per share. The New Share issuance utilises the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A. Given the increased demand, the Company has structured the Financing in two tranches as follows:

- **Tranche One Placement:** Under the Company's existing placement capacity of 78,808,211 shares under ASX listing rule 7.1 and 52,344,678 shares under ASX listing rule 7.1A for a total of 131,152,889 shares. ("Tranche One").
- **Tranche Two Placement:** Representing 131,372,815 shares that have been subscribed above the placement capacity and requiring shareholder approval which is expected during the first week of December ("Tranche Two").

The Financing is comprised of three components, being:

- **Premium Flow Through (or Charity Flow Through):** C\$10.2 million priced at C\$0.068 / A\$0.074 per New Share, representing a 36.5% premium to the deal price of C\$0.05 / A\$0.054 per New Share ("Offer Price"). A total (total of 150.4 million shares fall into this category. Of this amount, the issue of 28.5 million shares is subject to shareholder approval and availability of front-end charity donors.
- **Traditional Flow Through:** C\$2.1 million priced at C\$0.06 / A\$0.065 per New Share representing a premium of 20% of the Offer Price. The issue of approximately 33.7 million shares will be subject to shareholder approval.
- **Hard Dollars:** C\$3.8 million priced at a 25.0% discount to the TSXV close price on date of price reservation of C\$0.0625 per share and a 10% discount to the ASX close price of A\$0.060 per share for a total of 75.6 million shares. Of this total, the issue of approximately 66.3 million shares will be subject to shareholder approval.
- **Insiders:** Company insiders have subscribed for 1,366,000 shares with the same terms and conditions as the Traditional Flow Through and Hard Dollars, which will be subject to shareholder approval.

The proceeds from the Financing will be used primarily to advance the Company's exploration program in Newfoundland and Labrador, which is expected to include the Company's largest drill program in the last three years of up to 20,000 metres with an aim to grow the existing Mineral Resource and discovery at the highly prospective Bunker Hill Project. Additionally, the Company will continue to invest in early-stage exploration activities to further define and advance new and existing targets at Hermitage and Malachite. Finally, proceeds from the Financing will also be used for working capital and general corporate purposes.

Appointment of Vice President

During the quarter, AuMEGA appointed highly experienced and well-respected exploration geologist, Rick Greenwood as the Company's Vice President of Exploration⁹ as of 1 October 2024.

Rick is Professional Geologist from Newfoundland and brings over 20 years of Canadian gold exploration experience, most recently as Exploration Manager for Kinross Gold, a major global gold producer. Prior to joining Kinross, Rick was with Great Bear Resources ("Great Bear") in Ontario and a member of the discovery team of what was one of the largest gold discoveries over the past decade in Canada. During Rick's tenure at Great Bear, the company grew from a market capitalisation of C\$5 million to C\$1.8 billion when it was sold to Kinross in 2021.

Prior to Great Bear, Rick was a generative exploration geologist for Goldcorp at the Red Lake Gold Complex prior to its merger with Newmont. Earlier in his career, he was with Rainy River Resources, later acquired by New Gold Inc., during the discovery of a multi-million-ounce deposit currently in production.

He has a Bachelor of Sciences degree in Geological and Earth Sciences/Geosciences from Memorial University in Newfoundland and Labrador.

Change to Financial Auditor

In July 2024, Grant Thornton was appointed as auditor of the Company¹⁰, with immediate effect. This appointment follows the resignation of Ernst & Young and ASIC's consent to the resignation in accordance with s329(5) of the Corporations Act 2001.

In accordance with s327C of the Corporations Act 2001, a resolution will be put before shareholders at the Company's 2025 Annual General Meeting, to ratify the appointment of Grant Thornton as the Company's external auditor.

Cash

As at 30 September 2024, the Company had a cash balance of approximately \$3.3 million (A\$3.5 million). This compares to a cash balance of \$7.7 million (A\$8.6 million) in the previous quarter. The reduction in cash has been discussed in the cashflow discussion below.

⁹ ASX Announcement 3 September 2024 – AuMEGA Appoints Rick Greenwood as Vice President of Exploration

¹⁰ ASX Announcement 16 July 2024 – AuMEGA Appoints New Financial Auditor

Cashflow Discussion

Operating cash outflow for the quarter was \$0.7 million compared with \$0.3 million in the previous quarter. The quarter-on-quarter increase related to one off legal and auditing costs associated with the successful TSX-V listing.

Exploration expenditure for the June quarter was \$2.2 million compared with \$1.2 million in the June quarter. Exploration activities increased with the commencement of the summer program, including the completion of Phase 1 of the 2024 diamond drilling program on the CRSZ.

Share Capital

As at 30 September 2024, the Company had 526,169,741 fully paid Ordinary shares on issue. As at 30 September 2024, there were 35,743,865 stock options, 18,653,191 zero-price options and 9,968,086 performance rights outstanding.

Payments to Related Parties

During the quarter, the Company made payments to related parties of \$180,000 which were made to directors' fees and the salary of the Managing Director.

Tenement Interests

TABLE 1: TENEMENT INTERESTS AS AT 30 SEPTEMBER 2024

License #	Property	# Claims	Km ²	Comments
025560M	Cape Ray	20	5	
025855M	Cape Ray	32	8	Royalty (d)
025856M	Cape Ray	11	2.75	Royalty (d)
025857M	Cape Ray	5	1.25	Royalty (d)
025858M	Cape Ray	30	7.5	Royalty (d)
026125M	Cape Ray	190	47.5	
030881M	Cape Ray	255	63.75	
030884M	Cape Ray	255	63.75	
030996M	Cape Ray	205	51.25	
030997M	Cape Ray	60	15	Royalty (d)
031557M	Cape Ray	154	38.5	
031558M	Cape Ray	96	24	
031559M	Cape Ray	32	8	
031562M	Cape Ray	37	9.25	
032060M	Cape Ray	81	20.25	Royalties (a) (b) (c)
032061M	Cape Ray	76	19	Royalties (a) (b) (c)
032062M	Cape Ray	72	18	Royalties (a) (b) (c)
032256M	Hermitage	12	3	Royalties (e)
032764M	Hermitage	256	64	
032770M	Hermitage	252	63	
032774M	Hermitage	8	2	
032818M	Hermitage	95	23.75	
032941M	Cape Ray	256	64	
033080M	Cape Ray	190	47.5	
033110M	Hermitage	183	45.75	
035822M	Cape Ray	38	9.5	
036567M	Hermitage	44	11	
036749M	Hermitage	10	2.5	Royalties (f)
036866M	Blue Cove	20	5	Royalties (f)

License #	Property	# Claims	Km ²	Comments
036879M	Blue Cove	10	2.5	
037158M	Blue Cove	22	5.5	Royalties (f)
037159M	Blue Cove	8	2	Royalties (f)
037160M	Blue Cove	18	4.5	Royalties (f)
037478M	Cape Ray	104	26	
037525M	Hermitage	10	2.5	
037526M	Hermitage	4	1	
037529M	Hermitage	4	1	
037774M	Blue Cove	30	7.5	Royalties (e)
037775M	Blue Cove	13	3.25	
037776M	Blue Cove	11	2.75	
037777M	Blue Cove	7	1.75	
037778M	Blue Cove	13	3.25	
037790M	Blue Cove	39	9.75	
038327M	Hermitage	56	14	
038337M	Cape Ray	49	12.25	
038374M	Cape Ray	62	15.5	
TOTAL		3435	858.75	

Notes:

The Crown holds all surface rights in the Project area. None of the property or adjacent areas are encumbered in any way. The area is not in an environmentally or archeologically sensitive zone and there are no Aboriginal land claims or entitlements in this region of the province.

There has been no commercial production at the property as of the time of this report.

Royalty Schedule legend:

- (a) 1.75% Net Smelter Return (“NSR”) royalty held by Alexander J. Turpin pursuant to the terms of an agreement dated 25 June 2002, as amended 27 February 2003 and 11 April 2008. The agreement between Alexander J. Turpin, Cornerstone Resources Inc., and Cornerstone Capital Resources Inc., of which 1.0% NSR can be repurchased or \$1,000,000 reducing such royalty to a 0.75% NSR. The agreement which royalty applies to Licences 14479M, 17072M, 9338M, 9339M and 9340M covering 229 claims, all as described in the foregoing agreements.
- (b) 0.25% NSR royalty held by Cornerstone Capital Resources Inc. and Cornerstone Resources Inc. (collectively the “Royalty Holder”) pursuant to the terms of an agreement dated 19 December 2012, as amended 26 June 2013, between the Royalty Holders and Benton, which royalty applies to Licence 017072M, as described in the foregoing agreement.
- (c) Sliding scale NSR royalty held by Tenacity Gold Mining Company Ltd. pursuant to the terms of an agreement dated 7 October 2013 with Benton Resources Inc.:
 - i. 3% NSR when the quarterly average gold price is less than US\$2,000 per ounce (no buy-down right).
 - ii. 4% NSR when the quarterly average gold price is equal to or greater than US\$3,000 per ounce with the right to buy-down the royalty from 5% to 4% for CAD \$500,000; On Licences 7833M, 8273M, 9839M and 9939M as described in Schedule C of the foregoing agreement.
- (d) 1.0% NSR royalty held by Benton Resources Inc pursuant to the terms of the sale agreement between Benton and AuMEGA of which 0.5% NSR can be repurchased for \$1,000,000 reducing such royalty to a 0.5% NSR. The agreement which the royalty applies to covers licences 025854M, 025855M, 025858M, 025856M and 025857M covering 131 claims.
- (e) 1.0% NSR royalty pursuant to an option agreement with Roland and Eddie Quinlan (50% each) with an option to repurchase 0.5% of the royalty at a later date for a sum of C\$500,000. The Company retained a First Right of Refusal on the sale of the royalty.
- (f) 1.0% NSR royalty pursuant to an option agreement with Wayde and Myrtle Guinchard with an option to repurchase 0.5% of the royalty at a later date for a sum of C\$500,000. The Company retained a First Right of Refusal on the sale of the royalty.

News Release

30 October 2024



– ENDS –

This announcement has been authorised for release by the Company's Board of Directors.

To learn more about the Company, please visit www.aumegametals.com, or contact:

Sam Pazuki, Managing Director & CEO

Canada Phone: +1 780 665 4925

Australia Phone: +61 8 6117 0478

Email: info@aumegametals.com

About the Company

AuMEGA Metals Ltd (**ASX: AAM** | **TSXV: AUM** | **OTCQB: AUMMF**) is utilising best-in-class exploration to explore on its district scale land package that spans 110 kilometers along the Cape Ray Shear Zone, a significant under-explored geological feature recognised as Newfoundland, Canada's largest identified gold structure. This zone currently hosts Calibre Mining's Valentine Gold Project, which is the region's largest gold deposit (+5 million ounces), along with AuMEGA's expanding Mineral Resource.

The Company is supported by a diverse shareholder registry of prominent global institutional investors, and strategic investment from B2Gold Corp, a leading, multi-million-ounce a year gold producer.

Additionally, AuMEGA holds a 27-kilometer stretch of the highly prospective Hermitage Flexure and has also secured an Option Agreement for the Blue Cove Copper Project in southeastern Newfoundland, which exhibits strong potential for copper and other base metals.

AuMEGA's Cape Ray Shear Zone hosts several dozen high potential targets along with its existing defined gold Mineral Resource of 6.1 million tonnes of ore grading an average of 2.25 g/t, totaling 450,000 ounces of Indicated Resources, and 3.4 million tonnes of ore grading an average of 1.44 g/t, totaling 160,000 ounces in Inferred Resources¹¹.

AuMEGA acknowledges the financial support of the Junior Exploration Assistance Program, Department of Industry, Energy and Technology, Provincial Government of Newfoundland and Labrador, Canada.

¹¹ ASX Announcement 30 May 2023

Reference to Previous ASX Announcements

In relation to the Mineral Resource estimate announced on 30 May 2023, the Company confirms that all material assumptions and technical parameters underpinning the estimates in that announcement continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

Competent Person's Statements

The information contained in this announcement that relates to exploration results is based upon information reviewed by Mr. Spencer Vatcher, P. Geo. who is an independent consultant employed with Silvertip Exploration Consultants Inc. Mr. Vatcher is a Member of the Professional Engineers and Geoscientists of Newfoundland and Labrador (PEGNL) and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the JORC Code 2012. Mr. Vatcher consents to the inclusion in the announcement of the matters based upon the information in the form and context in which it appears.

Appendix 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity

AuMEGA Metals Ltd

ABN

45 612 912 393

Quarter ended ("current quarter")

30 September 2024

Consolidated statement of cash flows		Current quarter \$CAD'000	YTD 2024 \$CAD'000
1.	Cash flows from operating activities		
1.1	Receipts from customers	-	-
1.2	Payments for		
	(a) exploration & evaluation	-	-
	(b) development	-	-
	(c) production	-	-
	(d) staff costs	(199)	(600)
	(e) administration and corporate costs	(539)	(1,066)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	95	177
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Government grants and tax incentives	-	115
1.8	Other (Business development activities)	(106)	(254)
1.9	Net cash from / (used in) operating activities	(749)	(1,628)

2.	Cash flows from investing activities		
2.1	Payments to acquire or for:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant, and equipment	(3)	(17)
	(d) exploration & evaluation	(2,212)	(4,135)
	(e) investments	-	-
	(f) other non-current assets	-	-

Consolidated statement of cash flows		Current quarter \$CAD'000	YTD 2024 \$CAD'000
2.2	Proceeds from the disposal of:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant, and equipment	-	-
	(d) investments	-	-
	(e) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (Refund of deposit)	-	38
2.6	Net cash from / (used in) investing activities	(2,215)	(4,114)

3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	-	153
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	-	-
3.4	Transaction costs related to issues of equity securities or convertible debt securities	-	(89)
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	-	(17)
3.7	Transaction costs related to loans and borrowings	(1)	(6)
3.8	Dividends paid	-	-
3.9	Other (Funds received in advanced for shares yet to be issued)	-	-
3.10	Net cash from / (used in) financing activities	(1)	41

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	6,228	8,952
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(749)	(1,682)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(2,215)	(4,114)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	(1)	41

Consolidated statement of cash flows		Current quarter \$CAD'000	YTD 2024 \$CAD'000
4.5	Effect of movement in exchange rates on cash held	34	46
4.6	Cash and cash equivalents at end of period	3,297	3,297

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$CAD'000	Previous quarter \$CAD'000
5.1	Bank balances	1,205	1,560
5.2	Call deposits	2,092	4,668
5.3	Bank overdrafts	-	-
5.4	Other (Held in trust)	-	-
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	3,297	6,228

6.	Payments to related parties of the entity and their associates	Current quarter \$CAD'000
6.1	Aggregate number of payments to related parties and their associates included in item 1 *	180
6.2	Aggregate number of payments to related parties and their associates included in item 2	-

Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.

*Payments to Directors for Director fees and the salary of the Managing Director

7.	Financing facilities Note: the term "facility" includes all forms of financing arrangements available to the entity. Add notes as necessary for an understanding of the sources of finance available to the entity.	Total facility amount at quarter end \$CAD'000	Amount drawn at quarter end \$CAD'000
7.1	Loan facilities	-	-
7.2	Credit standby arrangements	-	-
7.3	Other (Motor vehicle financing)	68	68
7.4	Total financing facilities	68	68

7.5	Unused financing facilities available at quarter end	-
-----	---	---

7.6 Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.

The group has a facility with the Royal Bank of Canada for motor vehicle financing. The facility is secured by the underlying assets being financed, with a fixed interest rate of 4.49% and monthly repayments until August 2026.

8.	Estimated cash available for future operating activities	\$CAD'000
8.1	Net cash from / (used in) operating activities (item 1.9)	(749)
8.2	(Payments for exploration & evaluation classified as investing activities) (item 2.1(d))	(2,212)
8.3	Total relevant outgoings (item 8.1 + item 8.2)	(2,961)
8.4	Cash and cash equivalents at quarter end (item 4.6)	3,297
8.5	Unused finance facilities available at quarter end (item 7.5)	-
8.6	Total available funding (item 8.4 + item 8.5)	3,297
8.7	Estimated quarters of funding available (item 8.6 divided by item 8.3)	1.1
<p><i>Note: if the entity has reported positive relevant outgoings (e.g., a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.</i></p>		
8.8	If item 8.7 is less than 2 quarters, please provide answers to the following questions:	
8.8.1	Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?	
	<p>Answer: No, the current quarter included significant payments for exploration & evaluation expenditure, which will be significantly reduced in Q4.</p>	
8.8.2	Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?	
	<p>Answer: Yes, as announced on 22 October 2024, the Company raised CAD \$16.3 million (before costs)</p>	
8.8.3	Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?	
	<p>Answer: Yes – See answer in 8.8.2 above.</p>	
<p><i>Note: where item 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 above must be answered.</i></p>		

Compliance statement

- This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- This statement gives a true and fair view of the matters disclosed.

Date: 30 October 2024

Authorised by: The Board
(Name of body or officer authorising release – see note 4)

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – e.g., Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.