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Australian Mines Limited
ABN 68 073 914 191

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australianmines.com.au

17 November 2021

Dear Shareholders

Australian Mines Limited Annual General Meeting

The Notice of Annual General Meeting of Australian Mines Limited (**Australian Mines** or **the Company**) to be held on 17 December 2021 at 10.00am Brisbane time is now available at the ASX Announcements section of https://australianmines.com.au/our-value-proposition.

Safety of our shareholders and staff is our paramount concern. With the COVID-19 pandemic resulting in ongoing health concerns and government restrictions on gatherings and travel, we will hold the meeting by way of live video conference. There will be no physical meeting.

The consequences of this are as follows:

1. If you wish to attend the virtual AGM, please go to www.advancedshare.com.au/virtual-meeting and use the meeting ID and Shareholder identification contained in the enclosed proxy form;
2. Questions concerning the business of the meeting should be submitted to investor@australianmines.com.au in advance of the meeting. There will be a facility to put questions in writing and speak during the meeting using a Q&A facility;
3. All resolutions will be determined by way of a poll. The poll will be conducted based on votes submitted by proxy and by Shareholders who have indicated that they intend to vote at the Meeting. The Company's share registry will be facilitating voting during the Meeting.

Shareholders are strongly encouraged to lodge a proxy form to vote at the AGM at least 48 hours before the meeting.

Yours sincerely

Oliver Carton
Company Secretary

AUSTRALIAN MINES LIMITED

ABN 68 073 914 191

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.00 am Brisbane, QLD time

DATE: 17 December 2021

By videoconference

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.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00 am Brisbane QLD Time on 17 December 2021 by video conference.

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are registered shareholders as at 5.00pm Brisbane QLD time on 15 December 2021.

VOTING IN PERSON

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

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, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member 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 member appoints 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.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
    - the proxy is not recorded as attending the meeting;
    - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

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BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS – AGENDA ITEM 1

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2021 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

> *"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2021."*

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

(b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

(c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(d) the voter is the Chair and the appointment of the Chair as proxy:

(i) does not specify the way the proxy is to vote on this Resolution; and

(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTORS

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

> *"That Mr Michael Ramsden, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

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4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY

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

"That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital on the date of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."

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5. RESOLUTION 4 - RATIFICATION OF ISSUE OF SECURITIES

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That for the purposes of ASX Listing Rules 7.4, and for all other purposes, Shareholders ratify the issue and allotment by the Company of the Shares to the recipients set out in Section 5 of the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the Securities issues, or any associates of those persons.

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

- A person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- The Chair of the meeting 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
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - 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
    - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. RESOLUTION 5 – APPROVAL TO ISSUE OF SHARES AND THE PROVISION OF A LOAN TO LEE GUTHRIE UNDER THE LOAN SHARE PLAN AND APPROVAL OF FINANCIAL ASSISTANCE

6.1 To consider and, if thought fit, to pass the following as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.14, section 208(1) of the Corporations Act, and for all other purposes, approval be given for the Directors to issue up to 4,000,000 Shares in the Company to Lee Guthrie or his nominee(s) under the Company's Loan Share Plan and to provide a loan to Lee Guthrie or his nominee(s) for the purpose of acquiring those Shares, as detailed in the Explanatory Statement."

6.2 To consider and, if thought fit, to pass the following as a **special resolution**:

"That, in accordance with section 260B(1) of the Corporations Act, and for all other purposes, approval be and is hereby given for the provision of financial assistance proposed to be given by the Company to Lee Guthrie or his nominee(s) to assist the acquisition by Lee Guthrie or his nominee(s) of ordinary shares under the Company's Loan Share Plan, as detailed in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast on Resolution 5 by all Directors and persons entitled to participate in the Loan Share Plan, any other person who will receive a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of fully paid ordinary securities of Australian Mines), or an associate of those persons.

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

- A person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- The Chair of the meeting 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
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - 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
    - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, pursuant to section 224 of the Corporations Act, the Company will also disregard any votes cast on Resolution 5 (in any capacity) by or on behalf a related party of the Company to whom the resolution would permit a financial benefit to be given or an Associate of such a related party. However, the Company need not disregard a vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 5 and it is not cast on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given or an Associate of such a related party.

Further, a Key Management Personnel or their associate who is appointed as a proxy will not vote on Resolution 5 unless:

(a) the appointment specifies the way the proxy is to vote on Resolution 5; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolutions 5. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on Resolution 5, in which case an ASX announcement will be made.

Shareholders may also choose to direct the Chair to vote against Resolution 5 or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

7. RESOLUTION 6 – CHANGES TO CONSTITUTION - VIRTUAL GENERAL MEETINGS AND NOTICES TO SHAREHOLDERS

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

"*That, in accordance with section 136(2) of the Corporations Act, the Company's Constitution be amended as set out in section 7 of the Explanatory Statement with effect from the close of the meeting.*"

8. RESOLUTION 7 – APPROVAL OF LOAN SHARE PLAN AND ISSUE OF SECURITIES UNDER THE LOAN SHARE PLAN

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

That, for the purposes of ASX Listing Rule 7.1, 7.1A and 7.2 Exception 13(b) and for all other purposes, approval is given for the Company to issue securities at the discretion of the Board in accordance with the provisions of the Loan Share Plan and on the terms and conditions set out in the Explanatory Statement.

Short explanation

The Board wishes to extend the Loan Share Plan to senior employees of the Company to assist in the reward, retention and motivation of employees. ASX Listing Rule 7.1 requires approval from shareholders for issues of securities in excess of 15% of the issued capital. There are a number of exceptions to this set out in ASX Listing Rule 7.2, including Exception 13, which allows the issue of securities to an employee incentive plan such as the Loan Share Plan, provided that shareholders have approved the issue of securities within the last three years. That approval is the purpose of Resolution 7. The approval if given does not extend to directors or other related parties and separate approval will continue to be sought to issue securities to them.

Voting Exclusion Statement

In accordance with ASX Listing Rules, the Company will disregard any votes cast in favour of this resolution by a person who is eligible to participate in the Loan Share Plan or an associate of that person.

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

- A person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

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- The Chair of the meeting 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

- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

    - 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

    - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9. RESOLUTION 8 – CONSOLIDATION OF SHARE CAPITAL

To consider and, if thought fit, to pass the following as an ordinary resolution:

*"That pursuant to Section 254H of the Corporations Act and the Company's Constitution, and for all other purposes, the issued capital of the Company by be consolidated on the basis that every ten (10) ordinary fully paid shares (**Shares**) be consolidated into one (1) share, and where this consolidation results in a shareholder holding a fraction of a Share, the Directors be authorised to round that holding up to the nearest whole Share."*

Short explanation

Under the Corporations Act the Company is able to consolidate its share capital subject to shareholder approval by way of an ordinary resolution. The Company seeks shareholder approval to consolidate its capital on the terms set out in paragraph 4 the Explanatory Memorandum.

BY ORDER OF THE BOARD

OLIVER CARTON
COMPANY SECRETARY
21 OCTOBER 2021

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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 which are the subject of the business of the Meeting.

Unless stated otherwise, information concerning the number of Shares on issue, market capitalisation and Share price are as at the date of the Notice of Meeting.

1. FINANCIAL STATEMENTS AND REPORTS – AGENDA ITEM 1

In accordance with the Constitution, 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 2021 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 http://www.australianmines.com.au/.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

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All of the directors of the company who were in office when the directors' report as included in the company's annual financial report for the previous financial year was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting, but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were more than 25%. This constituted a second strike as the votes cast against the Remuneration Report at the 2019 Annual General Meeting also were more than 25%. A Spill Resolution was put to a vote at the 2020 Annual General Meeting that was not passed. Accordingly, a Spill Resolution is not relevant for this Annual General Meeting.

2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy:

- ***You must direct your proxy how to vote*** *on this Resolution*. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member):

- You ***do not*** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, ***you should note that the Chair intends to vote all undirected proxies in favour of all resolutions***.

If you appoint any other person as your proxy:

- You ***do not*** need to direct your proxy how to vote on this Resolution, and you ***do not*** need to mark any further acknowledgement on the Proxy Form.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTORS

Clause 7.3 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded down to the nearest whole number), shall retire from office. Directors appointed during the year must also retire at the AGM following their appointment and can be elected.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same

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day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation is eligible for re-election.

The Company currently has 4 Directors (excluding the Managing Director) and accordingly 1 must retire.

Mr Michael Ramsden retires by rotation and seeks re-election. His details can be found in the Directors' Report section of the Annual Report. All Directors recommend that you vote in favour of his re-election.

4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY

4.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 3, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in section 4.2 below).

The effect of Resolution 3 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue on the date of issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1, being a total of up to 25% of the Company's fully paid ordinary securities on issue.

If resolution 3 is not passed, the Company will not be able to access the additional 10% placement capacity in Listing Rule 7.1A and will be limited to its placement capacity under Listing Rule 7.1 without first obtaining Shareholder approval.

Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

4.2 ASX Listing Rule 7.1A

Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- is not included in the S&P/ASX 300 Index; and
- has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of $300 million.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation less than $300 million.

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Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has 1 class of Equity Securities on issue, being the Shares (ASX Code: AUZ).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

(A x D) – E

Where:

A is the number of Shares on issue at the commencement of the relevant period:

- plus the number of Shares issued in the relevant period under an exception in Listing Rule 7.2, other than exceptions 9, 16 or 17;
- plus the number of Shares issued in the relevant period on conversion of convertible securities within Rule 7.2 exception 9 where:
  - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - the issue of, or agreement to issue, the convertible securities was approved, or take under these rules to have been approved, under Rule 7.1 or 7.4;
- plus the number of Shares issued in the relevant period under an agreement to issue securities within Rule 7.2 exception 16 where:
  - the agreement was entered into before the commencement of the relevant period; or
  - the agreement or issue was approved, or take under these rules to have been approved, under Rule 7.1 or 7.4;
- plus the number of Shares issued in the relevant period with approval of holders of Shares under rules 7.1 or 7.4;
- plus the number of partly paid shares that became fully paid in relevant period; and

- less the number of Shares cancelled in relevant period.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its Ordinary Securities under Listing Rule 7.4.

Relevant period means:

- If the entity has been admitted to the official list for 12 months or more, the 12 month period immediately preceding the date of the issue or agreement; or
- If the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.

4.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution 3:

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4.3.1 Minimum Price

Any Equity Securities issued under Rule 7.1A.2 must be in an existing quoted class of the eligible entity's quoted securities and issued for a cash consideration per security which is not less than 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the Equity Securities are to be issued is agreed by the entity and recipient of the Equity Securities; or
- if the Equity Securities are not issued within 10 ASX trading days of the date in the above bullet point, the date on which the Equity Securities are issued.

4.3.2 Date of Issue

An approval under this Rule 7.1A commences of the date of the AGM at which the approval is obtained and expires on the first to occur of the following:

- the date that is 12 months after the date of the AGM;
- the time and date of the entity's next AGM;
- the time and date of approval by holders of Shares of any transaction under Listing Rules 11.1.2 or 11.2.

(**10% Placement Capacity Period**).

The Company will only issue and allot the Equity Securities during the 10% Placement Capacity Period. The approval under Resolution 3 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature and scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

4.3.3 Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at 8 October 2021.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	$0.0115 50% decrease in Issue Price	$0.023 Issue Price	$0.0345 50% increase in Issue Price
4,303,559,114 (Current)	**10% Voting Dilution**	430,355,911	430,355,911	430,355,911
	Funds raised	$4,949,093	$9,898,186	$14,847,279
6,455,338,671 (50% increase)	**10% Voting Dilution**	645,533,867	645,533,867	645,533,867
	Funds raised	$7,423,639	$14,847,279	$22,270,918
8,607,118,228 (100% increase)	**10% Voting Dilution**	860,711,823	860,711,823	860,711,823
	Funds raised	$9,898,186	$19,796,372	$29,694,558

*The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer), that are issued as a result of the exercise of unlisted options.

The table above uses the following assumptions:

- There are currently 4,303,559,114 Shares on issue.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The issue price set out above is the closing price of the Shares on the ASX on 8 October 2021.
- The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity being 10% of the Company's issued capital on the date of issue.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- Any securities issued as a result of this meeting are not included.

The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.

Shareholders should note that there is a risk that:

- the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

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4.3.4 Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity as cash consideration in which case the Company intends to use funds raised for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration (expenditure funds may then be used for project, feasibility studies and ongoing project administration) and general working capital.

4.3.5 Allocation policy under the 10% Placement Capacity

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

At this point in time no decision has been made concerning use of the 10% placement capacity during the relevant period, including the number of placements, the number of Equity Securities it may issue and when this may occur.

Therefore the allottees of the Equity Securities that may be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- the purpose of the issue;
- alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers (if applicable).

4.3.6 Previous Approval under ASX Listing Rule 7.1A

The Company has previously obtained approval under Listing Rule 7.1A at the 2014, 2015, 2016, 2017, 2018, 2019 and 2020 Annual General Meetings.

During the 12 months prior to the date of this meeting, the Company has not issued any equity securities under Listing Rule 7.1A.2.

4.3.7 Compliance with ASX Listing Rules 7.1A.4

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will

- state in its announcement of the proposed issue under Listing Rule 3.10.3 or in its application for quotation of the securities under Listing Rule 2.7 that the securities are being issued under Listing Rule 7.1A; and
- give to ASX immediately after the issue a list of names of the persons to whom the entity issued the Equity Securities and the number of Equity Securities issued to each.

4.3.8 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

5. RESOLUTION 4 - RATIFICATION OF ISSUE OF SECURITIES

5.1 Background

On the dates set out in Table 1 of Annexure A, the Company agreed to issue the Equity Securities set out in that table, for the reasons referred to in that table. The Board is allowed to issue or agree to issue up to 15% of its issued capital without Shareholder approval each 12 months under ASX Listing Rule 7.1, with a number of exceptions. The Company has issued securities for the purposes as set out in Table 1 of Annexure A within this limit that do not fit within any of the exceptions. Accordingly, those issues use up part of the 15% limit under Listing Rule 7.1, reducing the Company's capacity to issue Equity Securities without Shareholder approval for 12 months from the date of issue.

Under Listing Rule 7.4, the Company can seek Shareholder ratification of an issue made within the limit of ASX Listing Rule 7.1, and, if given, the effect of the ratification is to deem that the securities issued were issued with Shareholder approval, meaning that, from the date of the approval, the Board is again able to issue up to a further 15% of the issued capital without Shareholder approval.

The Company wishes to obtain as much flexibility as possible to issue Equity Securities in the future without having to obtain Shareholder approval each time. Accordingly, shareholder approval is sought.

As stated above, if Shareholder approval is given, the Equity Securities set out in Table 1 of Annexure A will not count in calculating the Company's 15% limit under Listing Rule 7.1, thereby increasing the number of Equity Securities it can issue in the 12 months following the issue dates.

If shareholder approval is not given, the Equity Securities set out in Table 1 of Annexure A will count in calculating the Company's 15% limit, thereby decreasing the number of Equity Securities it can issue in the 12 months following the issue dates.

5.2 Terms of Securities

The Securities issued were Shares ranking equally with other Shares on issue.

5.3 ASX Listing Rule requirements for Resolution 4

(a) ASX Listing Rule 7.4

As stated, ASX Listing Rule 7.4 enables the Company to ratify an issue of securities made without prior Shareholder approval under ASX Listing Rule 7.1 if:

i. the issue of securities did not breach ASX Listing Rule 7.1; and

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ii. Shareholders subsequently approve the issue of those securities by the Company.

The securities issued did not breach ASX Listing Rule 7.1.

(b) Technical information required by ASX Listing Rule 7.4

Pursuant to, and in accordance with, ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

i. The number of securities issued is set out in Schedule 1;

ii. the issue price of the Securities was as set out in Schedule 1;

iii. the terms of the Securities were as set out in Schedule 1;

iv. the names of the persons to whom the Company issued the Securities were as set out in Schedule 1;

v. the funds raised from the issue of the Securities were used for the purposes set out in Schedule 1.

5.4 Recommendation of directors

All Directors recommend that Shareholders vote in favour or Resolution 4.

6. RESOLUTIONS 5 – APPROVAL FOR THE ISSUE OF SHARES UNDER THE COMPANY'S LOAN SHARE PLAN

6.1 General

At the Company's Annual General Meeting held on 25 November 2014, Shareholders approved the Loan Share Plan, potential termination benefits under the Loan Share Plan, and an issue of Shares to certain Directors under the Loan Share Plan.

Subject to Shareholder approval of Resolution 5, the Company proposes to invite Lee Guthrie (**Participating Director**) to subscribe for a total maximum amount of 4,000,000 Shares under and in accordance with the Loan Share Plan.

It is proposed that the following maximum number of Plan Shares will be granted to the Participating Director:

Name	Maximum number of Plan Shares
Lee Guthrie	4,000,000
TOTAL	**4,000,000**

The Board has sought and considered the recommendations of an independent Board and Executive Remuneration Benchmarking Report concerning total remuneration of Directors and Executives in calculating the proposed maximum number of Plan Shares the subject of Resolution 5.

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The Board has determined that the issue of Plan Shares to the Participating Director is an appropriate form of long term incentive for the Company's key management personnel and he is essential to the operation of the Company's ongoing business.

In determining the Participating Director's remuneration packages, including this proposed grant of Plan Shares under the Loan Share Plan, the Board considered the scope of the executive and non executive directors' roles, the business challenges facing the Company and market practice for the remuneration of executive and non executive officers in positions of similar responsibility. Accordingly, they determine that the proposed grant of Plan Shares to the Participating Director is appropriate.

A summary of the Loan Share Plan is provided in Annexure B. The terms of the specific offer to the Participating Director is summarised below.

In addition to the Loan Share Plan rules:

(a) the Plan Shares will vest in three tranches, with 33.3 % vesting on 1 June 2022, 33.3% vesting on 1 June 2023 and 33.4% vesting on 1 June 2024;

(b) the Directors have determined that at the Grant Date, the Plan Shares will be acquired by Eligible Persons for a 30% premium to market value, being 1.3 times the 5-day volume weighted average price of the Company's Shares up to the Grant Date.

6.2 ASX Listing Rules 10.14

ASX Listing Rule 10.11 provides a general restriction against issuing securities to directors without shareholder approval.

ASX Listing Rule 10.14 provides that a company must not issue equity securities to a director of the company under an employee incentive scheme (such as the Loan Share Plan) unless the issue has been approved by shareholders by ordinary resolution. If approval is given by Shareholders under ASX Listing Rule 10.14, separate shareholder approval is not required under ASX Listing Rule 10.11. As stated, if Shareholder approval is not given, securities cannot be issued, and the Board will consider other forms of appropriate remuneration such as cash.

Under Resolution 5 , the Company seeks approval from Shareholders for the issue of Plan Shares to the Participating Director, who by virtue of his position as a non executive Director of the Company, is a related party of the Company.

6.3 Section 208 of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party unless of a number of exceptions apply.

A "financial benefit" is defined in the Corporations Act in broad terms and includes a public company issuing securities and the provision of a loan.

Under the Corporations Act, a director of a company is a related party of that company. As the Participating Director is a Director of the Company, the proposed issue of Plan Shares and the provision of a loan to those persons to assist in his acquisition of the Plan Shares constitute the giving of a financial benefit.

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Section 208(1) of the Corporations Act provides that for the Company to give a financial benefit to a related party of the Company, the Company must:

(a) obtain the approval of Shareholders to grant the financial benefit; and

(b) give the benefit within 15 months following such approval,

unless the benefit falls within one of the exceptions set out in the Corporations Act.

Accordingly, the Company seeks Shareholder approval of the issue of Plan Shares, and to provide loans to the Participating Director.

6.4 Information required under the Listing Rules and Corporations Act

For the purpose of Listing Rule 10.15, and sections 217 – 227 of the Corporations Act, the following information is provided to Shareholders for the purpose of obtaining Shareholder approval for the proposed issues of Plan Shares to the Participating Director under the Loan Share Plan and the provision of a loan to each of those persons to assist them in the acquisition of their Plan Shares:

Listing Rule 10.15 requires the following information to be provided:

The names of the persons	See 6.4(a)
Which category of Rules 10.14.1 – 10.14.3 the persons fall within and why	Category 10.14.1 as a Director
The number of securities proposed to be issued to the persons under the scheme for which approval is being sought, which may be expressed as a maximum number or formula	See 6.4(a)
A summary of the material terms of the securities	The securities are fully paid ordinary shares. The terms under which they are issued are set out in Annexure B
The date on which the securities will be issued	The securities will be issued within 1 month of the date of this meeting
The price or other consideration the Company will receive for the issue	See 6.4(b)
The purpose of the issue, including the intended use of any funds raised	See 6.4(q)
If the person is a Director, the current remuneration of that person	See 6.4(p)

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If the securities are issued under an agreement, a summary of the material terms of the agreement	See Annexure B

(a) The maximum number of Plan Shares that can be acquired by the Participating Director under Resolution 5 is as follows:

Name	Maximum number of Plan Shares
Lee Guthrie	4,000,000
TOTAL	**4,000,000**

(b) The issue price for the Plan Shares will be a 30% premium to the market price for the Plan Shares (being 1.30 times the 5 day volume weighted average price of the Company's Shares immediately prior to the date of grant) (**Issue Price**).

(c) The following Plan Shares have been issued since the inception of the Loan Share Plan. Plan Shares listed were issued on 28 November 2014 and 17 November 2017. The acquisition price was 130% of the then market prices of $0.007 per Share and $0.11626 per Share respectively.:

Name	Number issued 28/11/2014	Number issued 13/11/2017
Benjamin Bell	13,000,000	40,000,000
Michael Ramsden	7,000,000	8,600,000
Michael Elias	7,000,000	5,200,000
Dominic Marinelli	7,000,000	5,200,000
Lee Guthrie	-	-

Details of securities issued under the Loan Share Plan will be published in the Annual Report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

(d) All of the non executive and executive directors, full-time and part-time employees of the Company (or any subsidiary of the Company), and any other person as determined by the Board, may participate, at the Directors' invitation, in the Loan Share Plan. The Participating Director is eligible to Participant in the Loan Share Plan however as a related party can only do so following Shareholder approval. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Loan Share Plan after the resolution is approved and who were not named in this Notice of Meeting (such as new directors) will not participate until approval is obtained under that rule.

(e) The Company intends to make an offer to the Participating Director as soon as possible following this Meeting, and in any event, within 12 months after the date of Shareholder approval.

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(f) A voting exclusion statement in relation to Resolution 5 is included in the Notice of Meeting.

(g) The Company will offer an interest free loan to the Participating Director for the total value of the Issue Price of the Plan Shares in accordance with the terms of the Loan Share Plan to assist him to subscribe for the Plan Shares. The material terms of the loan are:

(i) the loan in relation to a Plan Share must be repaid on the earlier of;

(A) the repayment date (if any) as specified in the offer documentation of the borrower;

(B) the date that the Plan Shares have been forfeited (i.e. when the borrower of the loan ceases employment or office with the Company); and

(C) the date that the borrower has otherwise disposed of, or attempted to dispose of the Plan Shares;

(ii) the borrower of the loan must use that loan solely for the purpose of assisting in financing the acquisition of the Plan Shares;

(iii) where security cannot be taken over the Plan Shares of the borrower of the loan due to section 259B of the Corporations Act, the borrower will take all reasonable actions requested by the Company that are permitted by law and which reflect the commercial rationale of the loan to provide comfort to the Company in respect of the recoverability of that loan; and

(iv) the Borrower may only dispose of the Plan Shares that were acquired with the assistance of a loan if that loan is repaid in full to the Company.

(h) The nature of the financial benefit to be given to the Participating Director is as follows:

Name	**Maximum number of Plan Shares to be issued**	**Value of the financial benefit**	
		Loan	**Interest**
Lee Guthrie	4,000,000	$119,600	$37,255

The amount of the loan to be provided to the Participating Director will equal the aggregate of the Issue Price for each of the Plan Shares acquired by those persons.

Note:

1 The maximum amount of the Loan to be provided to the Participating Director as noted above has been calculated by multiplying the number of Plan Shares to be issued by the issue price, assuming a 30% premium to the 5 day volume weighted average price of the Company's ordinary shares before the date of this Notice (ie $0.0299) and the interest foregone on each Loan is estimated by the Company for

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each director based on a 5 year loan term and applying an interest rate of 6.23% per annum (being the 'Paid Monthly in Arrears' Margin Lending Interest Rate quoted by Commonwealth Securities Limited ("CommSec") on 10 October 2021 and assuming monthly repayments of interest and principal repayment at the end of the Loan term.

(i) All Directors recommend that Shareholders vote in favour of Resolution 5, save for Lee Guthrie who has an interest in the outcome of Resolution 5 and declines to make a recommendation in respect of it.

(j) As at the date of this Notice of Meeting, the Participating Director holds the following relevant interests in Shares in the Company:

Name	Shares	Options	% of the current issued share capital of the Company on a fully diluted basis[1]
Lee Guthrie	-	-	0.00%
Total	-	**-**	0.00%

Note:
1 This assumes that no other Shares are issued to the date of the Meeting.

(k) If Shareholders approve Resolution 5 (assuming the maximum number of Plan Shares are granted to the Participating Director), that person will have the following interests in Shares:

Name	Shares	Options	% of the issued share capital of the Company on a fully diluted basis after the proposed issue of shares[1]
Lee Guthrie	4,000,000		0.09%
Total	4,000,000		0.09%

Note:
1 This assumes that no other Shares are issued prior to the date of the Meeting.

(l) Details of each of the Eligible Participant's remuneration for the financial year ended 30 June 2021 is set out in full in the Remuneration Report section of the FY21 Financial Report lodged with ASX on 23 September 2021, a summary of which is as follows:

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Name	Base Salaries per annum (including superannuation, Insurance premiums) or consulting fees)	Share-based payments (Plan Shares referred to in 6.4 (c))	Total Remuneration
Lee Guthrie	$70,000	0	$70,000

(m) Under the Company's current circumstances, the Board considers that the incentives to the Participating Director which would be represented by loans allowing the acquisition of the Plan Shares would be a cost-effective and efficient incentive for the Company to provide, as opposed to alternative forms of incentives such as cash bonuses or increased remuneration.

The granting of the loans will have no effect on the Company's cash flow (other than in respect of any costs associated with the granting of the loan which are not expected to be material) as the Plan Shares will be issued to each participant and a loan granted for the total value of Issue Price of the Plan Shares.

The Board does not consider that the giving of the financial benefit will be likely to materially prejudice the interests of the Company or its Shareholders or the Company's ability to pay its creditors.

The loans are to be interest free. Also, the terms of the loan are such that they are limited recourse. This means that if the borrower of the loan does not repay the loan when it is due for repayment, the Company can only require the Participant to sell those Plan Shares which were acquired with the assistance of the loan. The proceeds of such sale will constitute full satisfaction of the loan even where such proceeds are less than the loan balance at that time. In this event, the borrower would receive a financial benefit from the Company in the form of the Company forgiving the amount of the loan not repaid using the sale proceeds.

The circumstances where the borrower will be entitled to any surplus proceeds is set out in Annexure B. If the borrower is entitled to any surplus proceeds from the sale over and above the loan balance of the borrower at the time, the borrower would have received a financial benefit as the borrower was able to earn a capital gain on the Plan Shares without having to fund the acquisition of the Plan Shares with the borrower's own funding or alternatively with a loan from a third party at commercial interest rates. The borrower of the loan will also have held voting rights in the Plan Shares and associated rights for the duration of the loan.

The Board considers that the limited recourse nature of the loan is appropriate to enable the Company to adequately incentivise the Participating Director and encourage him to increase his shareholdings in the Company to align his interests with those of other Shareholders. The Board of Directors considers that the benefits achieved by offering a limited recourse loan exceed the potential detriment to the Company of the loan not being fully repaid.

(n) Other than the material set out in this Explanatory Statement;

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(i) the Board of Directors does not consider that from an economic and commercial point of view, there are any costs or detriments, including opportunity costs or material taxation consequences for the Company or benefits foregone by the Company in issuing the Plan Shares and granting the loans to the Directors; and

(ii) the Board is not aware of any other information which Shareholders of the Company would reasonably require in order to decide whether or not it is in the Company's best interest to pass Resolution 5.

6.5 Approval of giving financial assistance to Eligible Participants

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares (or units of shares) in the company, or its holding company, only in certain circumstances, one of which is where the assistance is approved by a special resolution of the shareholders of the company under section 260B of the Corporations Act.

Under section 260C(4) of the Corporations Act, shareholder approval under section 260B will not be required if the financial assistance is given under an employee share scheme that has been approved by shareholders at a general meeting. However, that exemption will only apply to certain persons including employees of the Company and directors of the Company who hold a salaried employment or office in the Company.

The Company proposes to provide financial assistance to the Participating Director to assist his acquisition of Shares under the Company's Loan Share Plan. The provision of the loans to the Participating Director will constitute the giving of financial assistance under section 260A of the Corporations Act (**Financial Assistance**).

Accordingly, Resolution 5 also seeks the approval of Shareholders, pursuant to section 260B(1) of the Corporations Act, for the giving of the Financial Assistance to the Participating Director,. This resolution is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of the Resolution for it to be passed.

The terms of the loan agreement which the Company proposes to enter into with the Participating Director is set out in Annexure B of this Explanatory Statement. The amount of the loan to be provided to the Participating Director will equal the aggregate of the Issue Price for each of the Plan Shares acquired by him.

The Company proposes to provide the Financial Assistance to the Participating Director as soon as possible following this Meeting and in any event within 12 months of the date of this Meeting.

As set out in section 6.1 of this Explanatory Statement, each loan is granted for the total Issue Price of the Plan Shares at the time the Plan Shares are issued to the Participating Director. The granting of the loans will therefore have no effect on the Company's cash flow (other than in respect of any costs associated with the granting of the loan which are not expected to be material).

Accordingly, the Directors are of the view that there are reasonable grounds to believe that providing the Financial Assistance will not materially prejudice the interests of the Company, its shareholders and the ability to pay its creditors. The Directors have unanimously approved this statement.

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7. RESOLUTION 6 – CHANGES TO CONSTITUTION - VIRTUAL GENERAL MEETINGS AND NOTICES TO SHAREHOLDERS

7.1 Introduction

During the current COVID-19 pandemic, the Company has taken advantage of various measures to hold general meetings virtually using technologies, including the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021*. These measures are temporary.

Under the *Treasury Laws Amendment (Measures for Consultation) Bill 2021* exposure draft, it is proposed that section s249R of the Corporations Act be amended to provide that a company may hold a meeting of its members:

(a) at one or more physical venues (**physical meetings**);

(b) at one or more physical venues and using virtual meeting technology (**hybrid meetings**); or

(c) if required or permitted by a company's constitution, using virtual meeting technology only (**virtual meetings**).

There are new Corporations Act provisions regarding giving notices of meetings and other documents to shareholders in hard copy or by electronic means, including by providing shareholders sufficient information to access a document electronically (**online access notice**).

The Constitution amendments are proposed to allow the Company to hold virtual meetings in future, in addition to physical meetings and hybrid meetings of members, subject to complying with the requirements of the Corporations Act. The proposed amendments will also clarify when an online access notice is taken to be given, consistent with existing provisions of the Constitution regarding when a document sent by post or electronic means is taken to be given.

Resolution 6 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 6 for it to be passed.

7.2 Proposed Constitution amendments

Regarding use of technology for general meetings, the current Constitution of the Company provides that:

'***6.7 Meetings in 2 or More Places***

(a) A meeting of Members may be held in 2 or more places linked together by any technology that:-

(i) gives the Members as a whole in those places a reasonable opportunity to participate in the proceedings;

(ii) enables the chairperson to be aware of the proceedings in each place; and

(iii) enables the Members in each place to vote on a show of hand and on a poll.

(b) If a meeting of Members is held in 2 or more places pursuant to Rule 6.7(a):-

(i) a Member present at one of the places is taken to be present at the meeting; and

(ii) the chairperson of the meeting may determine at which place the meeting is taken to be held.'

Regarding the content of notices of general meetings using technology, the current Constitution of the Company provides (in part) that:

- Subject to Rule 6.13(h), a notice of meeting of Members must '*(i) set out the place, date and time of the meeting (and if the meeting is held in 2 or more places, the technology that will be used to facilitate this)*' (Rule 6.4(c)(i)); and

- '*A notice of a meeting of Members resumed from an adjourned meeting and a notice postponing a meeting of Members must set out the place, date and time for the revised meeting (and if the revised meeting is to be held in 2 or more places, the technology that will be used to facilitate this)*.' (Rule 6.13(h))'.

Rule 14 of the current Constitution of the Company addresses how and when notices may be given and received [and Rule 14.1(b) provides:

> '*If the address of a Member in the Register is not within Australia, the Company must send all documents to that Member by air-mail or air courier facsimile or electronic address*.'

The specific Constitution amendments proposed for approval in Resolution 6 are as follows:

Replace Rule 6.7 to read:

'***6.7 <u>Use of Technology at Meetings</u>***

(a) Subject to the Corporations Law, the Company may hold a meeting of its Members using any technology approved by the Directors that gives the Members entitled to attend as a whole a reasonable opportunity to participate. This may include:-

(i) holding a meeting at one or more physical venues and using such technology; or

(ii) holding a meeting using such technology only.

(b) A Member who attends a meeting by using technology as contemplated by Rule 6.7(a) is taken for all purposes to be present in person at the meeting while so attending.

(c) If, before or during a meeting of Members, any technical difficulty occurs, such that the Members entitled to attend as a whole do not have a reasonable opportunity to participate, the chairperson may:-

(i) adjourn the meeting until the difficulty is remedied or to such other time and place as the chairperson deems appropriate; or

(ii) subject to the Corporations Law and this Constitution, continue to hold the meeting.'

Replace Rule 6.4(c)(i) to read:

'*(i) comply with the Corporations Law and set out the one or more places (physical and/or virtual) for the holding of the meeting, the date and time of the meeting and, if applicable, sufficient information to allow Members to participate by using technology as contemplated in Rule 6.7(a);*'

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Replace Rule 6.13(h) to read:

'*(h) A notice of a meeting of Members resumed from an adjourned meeting and a notice postponing a meeting of Members must set out:-*

(i) the date and time for the holding of the revised meeting;

(ii) the one or more places (physical and/or virtual) for the holding of the revised meeting, which may be either the same as or different from the one or more places specified in the notice convening the meeting;

(iii) if the meeting is to be held in two or more physical venues, each location and the main location for the revised meeting; and

(iv) if applicable, sufficient information to allow Members to participate by using technology as contemplated in in Rule 6.7(a).'

Add a new Rule 14.1(aa) above Rule 14.1(a) to read:

'*(aa) In Rule 14, a reference to:-*

(i) a notice includes a document and a notification by electronic means;

(ii) the Company giving a notice includes the Company giving a Member or other recipient (by electronic means, post or otherwise) sufficient information to allow them to access the notice electronically; and

(ii) a notice sent includes a notice given as described in Rule 14.1(aa)(ii) such that it will be taken to be given in accordance with Rule 14.4.

Without limiting Rule 14, the Company may also give a notice to a Member or other recipient by any other means permitted by the Corporations Law.'

[Replace Rule 14.1(b) to read:

'*(b) If the address of a Member in the Register is not within Australia, the Company must send all documents to that Member by air-mail or air courier (if being sent by post) or by electronic means.*'

To reflect the change of name of the Company in 2003, replace each reference to '*West Musgrave Mining*' in the Constitution to be a reference to '*Australian Mines*'.

A copy of the Company's current Constitution showing the proposed amendments is available athttps://australianmines.com.au/governance. A printed copy of the Constitution showing the proposed amendments can be obtained by contacting Australian Mines at https://australianmines.com.au/contact.

7.3 Recommendation of directors

All Directors recommend that Shareholders vote in favour of Resolution 6.

8. RESOLUTION 7 – APPROVAL OF LOAN SHARE PLAN AND ISSUE OF SECURITIES UNDER THE LOAN SHARE PLAN

8.1 Background

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The Loan Share Plan the subject of Resolution 5 will also been extended to key management personnel of Australian Mines. The key terms and provisions of the Loan Share Plan are set out in Annexure B.

The Board wishes to use the Loan Share Plan in the future to assist in reward, retention and motivation of employees by enabling them to acquire securities under the Loan Share Plan. The employees of the Company have been, and will continue to be instrumental in growth of the Company. The Board considers that the Loan Share Plan is an appropriate method to reward employees for their performance, to provide long term incentives for participation in the Company's future growth and motivate and generate loyalty from employees. The maximum number of Shares that can be issued under this Plan and all other employee securities schemes from time to time cannot exceed 5% of the total number of Shares on issue, excluding Excluded Offers as defined in the Plan (including offers that do not need a disclosure document under the Corporations Act).

As explained below, for issues of securities pursuant to the Loan Share Plan to be excluded from the Company's placement capacity, this exception must be approved by Shareholders within 3 years before the issue date. The Company is now seeking such Shareholder approval.

8.2 Exception to ASX Listing Rules 7.1 and 7.1A

Listing Rule 7.1 requires shareholder approval for an issue of equity securities if, over a rolling 12 months period, the amount of equity securities issued (without prior shareholder approval) is more than 15% of the number of ordinary shares on issue at the start of that 12 month period.

Listing 7.1A requires special shareholder approval for a further issue of equity securities if, over a rolling 12 months period, the amount of equity securities issued is more than 10% of the Company's 15% placement capacity under Listing Rule 7.1.

Listing Rule 7.2 Exception 13 provides that an issue of securities under an employee incentive scheme does not detract from the available 15% limit under Listing Rule 7.1 and the further 10% limit under Listing Rule 7.1A if the issue of securities is made under an employee incentive scheme and that employee incentive scheme was approved by shareholders no more than 3 years before the date of issue. The Loan Share Plan is regarded as an employee incentive scheme for the purpose of Listing Rule 7.2.

The Company intends that the issue of securities under the Loan Share Plan not be included when undertaking the calculations pursuant to Listing Rules 7.1 and 7.1A. Accordingly, it is seeking shareholder approval in order for the Company to be able to continue to issue securities pursuant to the Loan Share Plan and have those securities qualify under Exception 13 of Listing Rule 7.2. If approval is not given, securities will not qualify and will be taken from the Company's placement capacity under Listing Rule 7.1.

Under section 208 of the Corporations Act and ASX Listing Rules 10.11 and 10.14, any specific issue of securities to a director (and/or its associate) or other relevant persons under an employee incentive scheme will need additional shareholder approval. The Company will seek such additional approval before issuing any securities under the Loan Share Plan where required, as it has done under Resolution 5.

8.3 Technical information required by ASX Listing Rule 7.2

Pursuant to, and in accordance with, ASX Listing Rule 7.2 Exception 13(b), the following information is provided in relation to Resolution 7:

8.3.1. a summary of the key terms of the Loan Share Plan is set out in Annexure B;

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8.3.2. the number of securities issued under the Loan Share Plan since last approved under Listing Rule 7.2 – this is the first approval sought under Listing Rule 7.2;

8.3.3. the maximum number of Equity Securities proposed to be issued under the Loan Share Plan following the Shareholder approval is no more than 5% of the issued ordinary shares of the Company being 215,177,956 securities; and

8.3.4. a voting exclusion statement is included in the Notice of Meeting.

8.4 Recommendation of Directors

Directors recommend that shareholder pass this resolution. If it is not passed, the Company will continue to issues shares under the Loan Share Plan, however those issues will come from the Company's 15% placement capacity.

9. RESOLUTION 8 – CONSOLIDATION OF SHARE CAPITAL

9.1 Summary of proposal

The Company currently has on issue 4,303,559,114 ordinary fully paid shares (**Shares**).

The directors consider that it is appropriate at this point in time to rationalise the number of shares the Company will have on issue by consolidating the share capital of the Company on a 1 for 10 basis. The consolidation will both reduce the number of Shares on issue and increase the share price, theoretically by a multiple of 10 times the share price prior to the consolidation.

The rationale behind the consolidation is that while the share price has improved over the last Financial Year, it remains low in relative terms. The Company's advice is that a higher share price is generally more attractive to institutional investors, financiers and fund managers, as Australian Mines pursues its strategy of development of the Sconi Project.

If the consolidation of capital proceeds, the number of Shares on issue will be 430,355,911, subject to rounding discussed below. There are no options on issue.

Current holding statements for shares in the Company will be replaced by new holding statements showing the number of Shares you hold post the consolidation.

The Corporations Act allows a consolidation of share capital provided shareholders agree by ordinary resolution.

9.2 Fractional entitlements

The Directors have decided that where a holder's holding of Shares is not divisible by 10, and a fractional holding is left following the consolidation, that holding will be rounded up to the nearest whole number.

9.3 Effect of consolidation

The effect of consolidation will be to reduce the number of Shares on issue as set out above. The consolidation is not a reduction in capital and therefore there should be no impact on the value of individual shareholdings as a result of the consolidation, because each shareholder will still hold the same percentage interest in the Company as they held previously.

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As Australian Mines is listed on ASX, the market price of Shares is of course impacted by a number of factors, meaning that, over time, the Share price may increase or decrease, and Directors can give no guarantees concerning the Share price.

9.4 Timetable for consolidation

An indicative timetable for the consolidation process is as follows:

Event	**Date**
General meeting to approve consolidation	17 December 2021
Notification to ASX of results of meeting	17 December 2021
Effective Date	21 December 2021
Last day for trading in pre-reorganised securities	22 December 2021
Deferred trading of Shares commences	23 December 2021
Last day to register transfers on a pre consolidated basis	27 December 2021
First day for Company to send notice to shareholders of cha of holdings as a result of reorganisation First day for Company to register Shares on a reorganisation basis	28 December 2021
Issue of holding statements Deferred trading of shares ends Last day for Shares to be entered into shareholders holdings for despatch of notice to each shareholder	4 January 2022

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Glossary

$ means Australian dollars.

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

Annual Report means the Company's annual financial report for the year ended 30 June 2021.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Brisbane, QLD Time means Australian Eastern Standard Time as observed in Brisbane Queensland.

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.

Closely Related Party of a member of the Key Management Personnel means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependent of the member or the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Australian Mines Limited (ACN 073 914 191).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Eligible Entity has the meaning given to that term in the ASX Listing Rules.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying 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

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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.

Notice or **Notice of Meeting** 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 Annual Report.

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

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

Shareholder means a holder of a Share.

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Annexure A

Table 1 - Issued under Listing Rule 7.1

No of securites	Date of issue announcement	Date of issue	Class	Issue Price ($)	Close market price ($)	Discount	Consideration cash ($)	Consideration non cash – current value	Purpose of issue	Persons issued to or basis on which those persons were determined
342,105,264	29.07.21	4.08.21	Shares	0.019	0.024	20.08	0.019	-	See (i)	Clients of Canaccord Genuity (ii)

(i) As announced to the market on 28 July 2021 Australian Mines raised $6.5m by the placement of 342,105,264 Shares at $0.019 per share.

Funds raised were used to produce battery-grade nickel sulphate and cobalt sulphate for potential offtake and financing partners, and for general working capital.

(ii) Canaccord Genuity is a global independent investment advisory and financial services company. It acted as sole lead manager to the issues of Equity Securities. Securities were issued to sophisticated and institutional investors identified from its client base in conjunction with the Company, based on the investors' ability to support the Company and its strategy of developing the Sconi Project. None of the investors were related parties or associates of related parties..

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Annexure B

Summary of the key terms of the Loan Share Plan

The key terms of the Loan Share Plan are set out below:

(a) **Eligibility**: The Board may from time to time, invite executive and non executive directors, full-time or part-time employees or contractors or consultants of the Company (or its subsidiaries), or such other persons as the Board determines eligible, to participate in the Loan Share Plan (**Eligible Persons**).

(b) **Shares**: The Directors will determine the number of Shares to be offered to Eligible Persons pursuant to the terms of the Loan Share Plan. However the maximum number of Shares that can be issued under this Plan and all other employee securities schemes during the last five years cannot exceed 5% of the total number of Shares on issue, excluding Excluded Offers as defined in the Plan (including offers that do not need a disclosure document under the Corporations Act).

Under the Loan Share Plan, the Shares to be offered to Eligible Persons will be ordinary shares and the Participants will have full entitlements attaching to those ordinary shares (**Plan Shares**).

At the discretion of the Board, the Plan Shares may either be directly issued to Eligible Persons, or existing Shares purchased on-market and transferred. The Board will apply for quotation of the Plan Shares issued (or any unquoted Plan Shares transferred) within the time required by the Listing Rules after the date of grant of the Plan Shares (**Grant Date**).

(c) **Purchase Price**: At the Grant Date, the Plan Shares will be acquired by Eligible Persons for at least market value, or another value as determined by the Board.

(d) **Loan:** To facilitate the effective operation of a Participant's participation in the Loan Share Plan, the rules of the Loan Share Plan envisages the loans will be interest free and limited recourse such that the Company will accept in full satisfaction of repayment of the loan, the amount of the market value of the Plan Shares at the time the loan is due for repayment in the event that the market value of the Plan Shares is less than the amount of the loan outstanding.

Unless otherwise determined, the loan period ends when Plan Shares are forfeited including on termination of employment or office, when the Plan Shares are disposed of in accordance with the rules of the Loan Share Plan or such other date as specified in a Participant's offer documentation.

(e) **Forfeiture / Vesting:** The Plan Shares offered under the Loan Share Plan may be subject to vesting conditions, forfeiture conditions and disposal restrictions (the **Conditions**) as determined by the Board and specified in offer documents to be provided to Eligible Persons. The Board has discretion to waive or deem Conditions to have been satisfied**.**

Unless otherwise determined by the Board, a Participant's Plan Shares will be forfeited in the circumstances set out in the rules of the Loan Share Plan, and include where:

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(i) a Participant's employment, office or contractual relationship with the Company (or a subsidiary of the Company) ceases;

(ii) the relevant vesting conditions are not satisfied or cannot be satisfied by the relevant time;

(iii) a Participant acts fraudulently or dishonestly or in breach of his or her obligations to the Company (or its subsidiaries); or

(iv) a Participant becomes insolvent.

If a Participant's Plan Shares are forfeited, and those Plan Shares are sold pursuant to the rules of the Loan Share Plan, the proceeds will first be applied against the loan balance of the Participant and any surplus proceeds shall be applied as follows:

(v) If the Participant was a good leaver or a bad leaver (refer below) and the Plan Share had vested, the Participant will be entitled to the surplus.

For the purposes of the Loan Share Plan, a Participant is a good leaver where their employment, office or contractual relationship with the Company (or its subsidiaries) ceases due to death, permanent incapacity, redundancy, bona fide retirement, or any other reason the Board determines.

A Participant is a bad leaver where their employment, office or contractual relationship with the Company (or its subsidiaries) ceases in circumstances including where the Participant is dismissed from employment or office or their contractual relationship is terminated due to serious and wilful misconduct (including, without limitation, fraud and dishonesty), or the Participant resigns from his or her employment or office or terminates his or her contractual relationship with the Company (or its subsidiaries).

(vi) If the Participant was a good leaver and the Plan Shares had not vested, the Company will be entitled to the surplus unless otherwise determined by the Board.

(vii) If the Participant was a bad leaver and the Plan Shares had not vested, the Company will be entitled to all of the surplus.

(viii) In all other circumstances, the Company will be entitled to the surplus unless otherwise determined by the board of Directors.

(f) **Restrictions on Plan Shares:** Plan Shares cannot be dealt with unless they are not subject to any conditions and there is no outstanding loan on the Plan Shares. Provided the Plan Shares are not subject to any conditions, an Eligible Person may request the Company to sell the Plan Shares on which loans are outstanding on the basis that proceeds are first applied towards discharging the loan. However, the Company is not obliged to consent to the sale of the Participant's Plan Shares.

(g) **Cash Distributions:** The after-tax amount of any cash dividend as well as any other capital distributions will be applied against repayment of any loan which

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may have been made available to a Participant to assist the acquisition of their Plan Shares.

(h) **Trust**: The Company may use a specific purpose trust and trustee to facilitate the operation of the Loan Share Plan and implement any procedures to enforce conditions and to monitor compliance with its securities trading policy.

(i) **Change of control:** If a change of control event occurs, which is defined in the rules of the Loan Share Plan and includes a takeover of the Company, the Board may in its absolute discretion determine the manner in which all or a specified number of a Participant's Plan Shares (whether vested or unvested) will be dealt with.

(j) **Amendment**: The Board has the ability to amend the rules of the Loan Share Plan at any time, including with retrospective effect, except that any amendments which affect a Participant's existing entitlements or obligations require a Participant's consent unless the amendment is primarily necessitated to ensure compliance with the Company's constitution or laws or to correct manifest errors**.**

Copies of the Loan Share Plan documentation will be provided without charge to Shareholders on request.

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