Australian Mines Limited
ABN 68 073 914 191

Level 34, 1 Eagle Street
Brisbane, Queensland 4000
+61 7 3184 9184
info@australianmines.com.au

australianmines.com.au

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23 October 2023

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 21 November 2023 at 11.00 am Perth time is now available at the ASX Announcements section of https://australianmines.com.au/our-value-proposition.

This meeting will be held virtually to give more shareholders the opportunity to attend. The consequences of this are as follows:

1. If you wish to attend the virtual General Meeting, please go to www. investor.automic.com.au 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 investorrelations@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. The resolution 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.

Refer to the enclosed proxy form for further details on how to access and vote at the meeting. Information about participating in the Meeting is also set out in Automic's Registration and Voting Guide at https://www.automicgroup.com.au/virtual-agms

All decisions at the meeting will be determined by poll. This will be carried out online and you will be able to cast votes at the appropriate times whilst the meeting is in progress. There will also be a facility to ask questions and comment during the meeting. Given potential connectivity issues, Shareholders are strongly encouraged to lodge a proxy form to vote at the AGM at least 48 hours before the meeting.

A proxy form is enclosed. 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

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AUSTRALIAN MINES LIMITED

ABN 68 073 914 191

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11.00 am Perth, WA time

DATE: 21 November 2023

PLACE: 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 11.00 am Perth, WA time on 21 November 2023 by videoconference

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 those who are registered Shareholders at 5.00 pm Perth WA time on 19 November 2023.

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 2023 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 2023."*

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 resolutions as an **ordinary resolution**:

"That Mr Dominic Marinelli, a Director, retires by rotation, and being eligible, is re-elected as a Director."

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."*

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

(a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

(i) 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

(ii) 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

(iii) 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.

5. RESOLUTION 4 - RATIFICATION OF ISSUE OF SECURITIES

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

4.1 *"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 33,333,334 Shares to Lind Global Fund II, LP as set out in Section 5.3 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:

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- 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.

4.2 *"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 16,666,667 Shares to SBC Global Investment Fund as set out in Section 5.3 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 OF ISSUE OF SECURITIES

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

5.1 *"That, for the purposes of ASX Listing Rule 7.1 and all other purposes, the issue of Shares to Lind Global Fund II, LP as referred to in section 6 of the Explanatory Statement, and on the terms and conditions set out in the Explanatory Statement, is approved."*

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by the recipients of the securities, or any person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons.

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

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- 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.

5.2 *"That, for the purposes of ASX Listing Rule 7.1 and all other purposes, the issue of Shares to SBC Global Investment Fund as referred to in section 6 of the Explanatory Statement, and on the terms and conditions set out in the Explanatory Statement, is approved."*

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by the recipients of the securities, or any person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and 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.

7. RESOLUTION 6 – APPROVAL TO ISSUE OF SHARES AND THE PROVISION OF A LOAN TO MICHAEL RAMSDEN 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 10,000,000 Shares to Michael Ramsden or his nominee(s) under the Company's Loan Share Plan and to provide a loan to Michael Ramsden 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 Michael Ramsden or his

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nominee(s) to assist the acquisition by Michael Ramsden 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 Resolutions 6 to 8 by all Directors and persons referred to in ASX Listing Rule 10.14.3, 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 Resolutions 6 to 8 (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 Resolutions 6 to 8 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 Resolutions 6 to 8 unless:

(a) the appointment specifies the way the proxy is to vote on Resolutions 6 to 8; 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.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolutions 6 to 8. As the Chair is the subject of Resolution 6 he will not vote undirected proxies concerning that Resolution if he chairs the meeting. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on Resolutions 6 to 8, in which case an ASX announcement will be made.

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Shareholders may also choose to direct the Chair to vote against Resolutions 6 to 8 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.

8. RESOLUTION 7 – APPROVAL TO ISSUE OF SHARES AND THE PROVISION OF A LOAN TO MICHAEL ELIAS UNDER THE LOAN SHARE PLAN AND APPROVAL OF FINANCIAL ASSISTANCE

7.1 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 10,000,000 Shares to Michael Elias or his nominee(s) under the Company's Loan Share Plan and to provide a loan to Michael Elias or his nominee(s) for the purpose of acquiring those Shares, as detailed in the Explanatory Statement."

7.2 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 Michael Elias or his nominee(s) to assist the acquisition by Michael Elias or his nominee(s) of ordinary shares under the Company's Loan Share Plan, as detailed in the Explanatory Statement."

Voting exclusion: See Voting Exclusion Statement for Resolution 7.

9. RESOLUTION 8 – APPROVAL TO ISSUE OF SHARES AND THE PROVISION OF A LOAN TO DOMINIC MARINELLI UNDER THE LOAN SHARE PLAN AND APPROVAL OF FINANCIAL ASSISTANCE

8.1 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 10,000,000 Shares in the Company to Dominic Marinelli or his nominee(s) under the Company's Loan Share Plan and to provide a loan to Dominic Marinelli or his nominee(s) for the purpose of acquiring those Shares, as detailed in the Explanatory Statement."

8.2 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 Dominic Marinelli or his nominee(s) to assist the acquisition by Dominic Marinelli or his nominee(s) of ordinary shares under the Company's Loan Share Plan, as detailed in the Explanatory Statement."

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Voting exclusion: See Voting Exclusion Statement for Resolution 7.

Capitalised terms are defined in the Explanatory Statement.

BY ORDER OF THE BOARD

OLIVER CARTON
COMPANY SECRETARY
12 OCTOBER 2023

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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 2023 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 a consequence a Spill Resolution was put to that meeting and failed. This means that if the votes cast against the remuneration report at this meeting are more than 25% this will constitute a second strike.

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

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

The Company currently has three Directors and accordingly 1 must retire.

Mr Dominic Marinelli 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.

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).

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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:

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

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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 at which the approval is obtained;
- 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 10 October 2023.

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.

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Number of Shares on Issue	Dilution			
	Issue Price (per Share)	**$0.0070 50% decrease in Issue Price**	**$0.014 Issue Price**	**$0.0210 50% increase in Issue Price**
691,917,617 (Current)	**10% Voting Dilution**	69,191,762	69,191,762	69,191,762
	Funds raised ($)	484,342	968,685	1,453,027
1,037,876,426 (50% increase)	**10% Voting Dilution**	103,787,643	103,787,643	103,787,643
	Funds raised ($)	726,514	1,453,027	2,179,541
1,383,835,234 (100% increase)	**10% Voting Dilution**	138,383,523	138,383,523	138,383,523
	Funds raised ($)	698,685	1,937,369	2,906,054

*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 691,917,617 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 price of the Shares on the ASX on 10 October 2023.
- 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;
- No securities are issued on exercise of Options. The Company currently has 107,368,968 Options on issue.

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

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- 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.

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, 2020 and 2022 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

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- 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 to resolutions 4 and 5 – The Subscription Agreements

On 22 November 2022 the Company announced that it had executed agreements with Lind, and SBC for a combined investment of $4.55 million before costs by way of the Subscription Agreements.

The $4.55 million investment was via a pre-payment for a placement of ordinary fully paid shares and 21,186,441 unlisted 3-year options to each investor, with an exercise price of $0.089. The issue of Options has occurred.

Shareholders previously ratified the issue of securities and approved a further issue of securities under the Subscription Agreements on 15 February 2023 and 26 July 2023 for the maximum three month period allowed by the ASX Listing Rules. That period has now expired and the Subscription Agreements require the Company to seek a further three month approval.

Key terms of the Subscription Agreements are:

(a) Overview: Lind and SBC Global Investment Fund have pre-paid a total of $4,550,000 (Advance Payment)), in return for the Options and a credit amount worth $5,000,000 (Advance Payment Credit), which may be used to subscribe to shares during the Term (Placement Shares).

(b) Commitment Fee paid to Lind and SBC: Fees totalling $150,000 were paid to Lind and SBC.

(c) Initial Shares: On receipt of the Advance Payment, the Company issued 12,500,000 shares to Lind and 12,500,000 shares to SBC (which may be applied towards satisfying the Company's subscription obligations under the Subscription Agreements). If at the expiration of the Term there are Initial Shares that have not been applied against the Advanced Payment Credit via subscription, then Lind and SBC will pay the Company for those outstanding Initial Shares based on a formula set out in the Subscription Agreement.

(d) Options: the Company obtained Shareholder approval to issue to Lind and SBC Global Investment Fund 21,186,441options each, with an exercise price of $0.089 per share, which expire 3 years after the date of issue.

(e) Purchase Price of Placement Shares: Placement Shares may be issued at two different prices, being:

(i) $0.089 per share (Fixed Subscription Price); or

(ii) 90% of the average of the five lowest daily VWAPs during the 20 days the Company's shares trade on the ASX prior to the date on which the

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price is to be determined, rounded down to the lowest $0.001 (Variable Subscription Price).

(f) Purchase of Placement Shares: Lind and SBC Global Investment Fund can subscribe for Placement Shares during the Term, subject to the following conditions:
   (i) Until 28 February 2023, at the Fixed Subscription Price;
   (ii) From 1 March 2023 until 21 November 2023, the Fixed Subscription Price or the Variable Subscription Price, however Lind and SBC Global Investment Fund may only subscribe for shares at the Variable Subscription Price up to a maximum amount of $200,000 each for each calendar month during this period;
   (iii) Following 21 November 2023 at the Fixed Subscription Price or the Variable Subscription Price, without monthly limits.

(g) If for any reason during the Subscription Agreements the Company is unable to issue shares to fulfil a subscription request the Company must pay the cash amount of that request.

(h) Unused Advance Payment Credit: The Advance Payment Credit (initially $5,000,000) will be reduced by the value of shares subscribed for by Lind and SBC during the Term.

(i) Term: 18 months after the Advance Payment Date, subject to Lind's and SBC's right to extend for 6 months.

(j) Company's Option to Pay in Cash: following a subscription request by Lind or SBC, the Company has the option to pay an amount to Lind or SBC instead of issuing shares, with this amount being the amount of shares applied for multiplied by the daily VWAP on the trading day immediately prior to the subscription request.

(k) Company Buy-Back Right: T he Company may elect to repay the entire Unused Advance Payment Credit at any time with a 5% premium, by providing notice to Lind and/or SBC Global Investment Fund. If the Company does so, Lind and SBC have the right to apply to subscribe to shares to the aggregate value of one-third of the Unused Advanced Payment Credit, at either the Fixed Subscription Price or the Variable Subscription Price.

(l) Repayment on Capital Raise: Lind and SBC may elect for the Company to direct up to 20% of the proceeds of any subsequent capital raise towards repayment of the Unused Advance Payment Credit.

(m) Other Terms: the agreement contains customary investor protections such as negative covenants, default events and representations and warranties.

(n) Shares Issued at Maturity: If any amount of the Advance Payment Credit is unused at the end of the Term, the Company will issue shares to Lind and SBC to the extent that no amount of the Advance Payment Credit remains unused.

(o) Rights of Investor upon default: The agreement contains events of default considered standard for equivalent agreements. If a default event occurs that is incapable of being remedied the Investor may require the Company to repay the Unused Advance Payment Credit.

(p) Security: There is no security provided by the Company to Lind or SBC in respect to the Subscription Agreements. No interest is payable under the Subscription Agreements.

Lind and SBC have been subscribing for Shares since the Subscription Agreements were executed, and the total amount outstanding is now $2.5m.

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The purpose of resolutions 4.1 and 4.2 is to seek ratification of the recent issue of Shares to reset the Company's 15% placement capacity, and resetting the maximum share number that can be issued under the Subscription Agreements. If resolutions 4.1 and 4.2 are not passed, ratification will not be given and the Shares will continue to count against the 15% placement capacity.

The purposes of resolutions 5.1 and 5.2 are to seek approval for any issue of Shares to Lind or SBC under the Subscription Agreements for a further three months from the date of this meeting.

5.2 Terms of Securities for resolutions 4.1 and 4.2

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

5.3 ASX Listing Rule requirements for Resolution 4.1 and 4.2

(a) ASX Listing Rule 7.1 and 7.4

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.

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.

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

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 Resolutions 4.1 and 4.2:

The number of securities issued and date of issue	16,666,667 Shares issued to Lind on 29 June 2023; 16,666,667 Shares issued to SBC on 3 July 2023; 16,666,667 Shares issued to Lind on 12 July 2023;
The person to whom the securities were issued	Lind and SBC
Issue price per security	The Shares were issued for $0.012 per share.

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Terms of security	The Shares issued were fully paid ordinary Shares in the capital of the Company and rank equally with all existing Shares on issue.
Use of funds raised	Use of funds raised was as follows: • Exploration programs at Sconi to increase size of resource • Additional test work for studies and technical design to support Sconi Project Financing process • Environmental works and studies to support Sconi Project Financing process • Exploration activities to test the potential for expansion of the Sconi Project • Working capital
If issued under an agreement, a summary of the terms of that agreement	See section 5.1

5.4 Recommendation of directors

All Directors recommend that Shareholders vote in favour or Resolutions 4.1 and 4.2 .

6. RESOLUTION 5 - APPROVAL OF ISSUE OF SECURITIES

6.1 Background

As stated in section 5, the Company has entered into the Subscription Agreements whereby it has received $4,550,000 as the Advance Payment, in return for the Options and the Advance Payment Credit, which may be used to subscribe to Placement Shares during the Term.

The Subscription Agreements give Lind and SBC the rights to subscribe for a number of Shares at the prices set out in section 1.1(f) and (g) during the Term up to the value of the Advance Payment Credit. The Company has the right to instead pay the cash amount of the Shares subscribed for. These rights are subject to the terms and conditions referred to in section 1.1.

The purpose of resolutions 5.1 and 5.2 is to seek shareholder approval of the issue of Placement Shares for a further three-month period from the date of this meeting. This is the maximum period allowed for this type of approval under the Listing Rules.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period, without first obtaining shareholder approval.

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The effect of resolutions 5.1 and 5.2 will be to allow the Company to issue Placement Shares during the period of 3 months after this meeting, without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

If resolutions 5.1 and 5.2 are not approved, Placement Shares issued will count against the agreed limit under the Subscription Agreements set out in section 1.1 and against the placement capacity under Listing Rule 7.1, so reducing the total amount of shares the Company will be able to issue in future under the limit. If the capacity (under the agreed limit) is exhausted, and the Company does not subsequently obtain approval for a particular issue, then the Company will have to pay the cash amount of the relevant notice.

6.2 ASX Listing Rule 7.3 – Resolutions 5.1 and 5.2

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of Placement Shares under resolutions 5.1 and 5.2:

(a) The maximum number of securities to be issued is calculated by dividing the amount set out in a subscription notice issued during the three-month period from the date of this meeting by the subscription price referred to in section 1.1(f). As the subscription price is a variable price it is not possible to give an exact number. The following table is for illustrative purposes only and sets out the maximum number of shares that maybe issued at various subscription prices:

Date of issue	**Number of Shares by maximum subscription amount [1]**		
	Subscription price $0.006 [2]	**subscription price $0.012 [3]**	**subscription price $0.018 [4]**
Issued between 22 November 2023 and 21 February 2024	200,000,000	100,000,000	666,666,667

(1) the maximum subscription amount is $1,200,000 as Lind and SBC can subscribe for up to $200,000 each per month for the three month period of this approval

(2) As the subscription price is unknown, this price is 50% of the last price at which Shares were subscribed for under the Subscription Agreements;

(3) As the subscription price is unknown, this price is the last price at which Shares were subscribed for under the Subscription Agreements;

(4) As the subscription price is unknown, this price is 150% of the last price at which Shares were subscribed for under the Subscription Agreements;

For example, if Lind and SBC issue a subscription notice for a combined $400,000 in Shares on 1 December 2023, assuming a Variable Subscription Price being the last price at which shares were subscribed for under the Subscription Agreements of $0.012, then the calculation for the number of Shares to be issued will be:

400,000 / 0.012 = 33,333,334

(b) Consideration – Placement Shares will be issued at varying subscription prices set out in section 1.1(f).

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(c) Placement Shares will be issued to Lind and/or SBC on receipt of a subscription notice from either party under the terms of the Subscription Agreement.
(d) The Placement Shares will be issued to the recipients within 3 months of the date of this meeting.
(e) $4,550,000 has been received by the Company as the Advance Payment. This has been used as set out in 5.3(b).
(f) A voting exclusion statement is included in the Notice of Meeting.
(g) The terms of the securities are ordinary fully paid shares. Material terms of the Subscription Agreement are set out in section 5.1

6.3 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 5.1 and 5.2. The Chair intends to vote undirected proxies in favour of them.

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7. RESOLUTIONS 6 TO 8 – APPROVAL FOR THE ISSUE OF SHARES UNDER THE COMPANY'S LOAN SHARE PLAN

7.1 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 Resolutions 6 to 8 (inclusive), the Company proposes to invite Michael Ramsden, Michael Elias and Dominic Marinelli (**Participating Directors**) to subscribe for a total maximum amount of 30,000,000 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 each of the Participating Directors:

Name	Maximum number of Plan Shares
Michael Ramsden	10,000,000
Michael Elias	10,000,000
Dominic Marinelli	10,000,000
TOTAL	**30,000,000**

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

In determining the Participating Directors 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 Directors is appropriate.

A summary of the Loan Share Plan is provided in Annexure 1. The terms of the specific offer to each of the Participating Directors 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 2024, 33.3% vesting on 1 June 2025 and 33.4% vesting on 1 June 2026;

(b) the Directors have determined that at the date of granting the Shares (Grant Date) which will be no later than one month from the date of this meeting, 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.

7.2 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 Resolutions 6 to 8 (inclusive), the Company seeks approval from Shareholders for the issue of Plan Shares to the Participating Directors, who by virtue of their position as executive and non executive Directors of the Company, are related parties of the Company.

7.3 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 Directors are Directors of the Company, the proposed issue of Plan Shares and the provision of a loan to those persons to assist in their acquisition of the Plan Shares constitute the giving of a financial benefit.

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.

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

7.4 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 Directors 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 7.1
Which category of Rules 10.14.1 – 10.14.3 the persons fall within and why	Category 10.14.1 as Directors
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 7.1
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 1
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 7.1. The issue price of the securities will be 1.3 times the 5-day volume weighted average price of the Company's Shares up to the Grant Date. Assuming a VWAP of $0.014, the issue price will be $0.0182
The purpose of the issue, including the intended use of any funds raised	See 7.1
If the person is a Director, the current remuneration of that person	See 7.1
If the securities are issued under an agreement, a summary of the material terms of the agreement	See Annexure 1

Further:

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(a) 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. This occurred before the Company's 10 for 1 consolidation and therefore the loan provided to acquire the Plan Shares (which must be repaid) was taken out at a deemed issue price of $0.07 and $1.1626 per Share:

Name	Number issued 28/11/2014 pre 10 for 1 consolidation	Number issued 28/11/2014 post 10 for 1 consolidation	Number issued 13/11/2017 pre 10 for 1 consolidation	Number issued 13/11/2017 post 10 for 1 consolidation
Michael Ramsden	7,000,000	700,000	8,600,000	860,000
Michael Elias	7,000,000	700,000	5,200,000	520,000
Dominic Marinelli	7,000,000	700,000	5,200,000	520,000

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.

(b) 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 Directors are eligible to Participant in the Loan Share Plan however as related parties 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.

(c) The Company intends to make an offer to the Participating Directors as soon as possible following this Meeting, and in any event, within 1 month after the date of Shareholder approval.

(d) A voting exclusion statement in relation to Resolutions 6 to 8 (inclusive) is included in the Notice of Meeting.

(e) The Company will offer an interest free loan to the Participating Directors for the total value of the Issue Price of the Plan Shares in accordance with the terms of the Loan Share Plan to assist them 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.

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

Name	Maximum number of Plan Shares to be issued	Value of the financial benefit	
		Loan ($)	Interest ($)
Michael Ramsden	10,000,000	182,000	82,264
Michael Elias	10,000,000	182,000	82,264
Dominic Marinelli	10,000,000	182,000	82,264

The amount of the loan to be provided to each of the Participating Directors 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 each 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$0.014) and the interest foregone on each Loan is estimated by the Company for each director based on a 5 year loan term and applying an interest rate of 9.04% per annum (being the 'Paid Monthly in Arrears' Margin Lending Interest Rate quoted by Commonwealth Securities Limited ("CommSec") effective from 1 July 2023 and assuming monthly repayments of interest and principal repayment at the end of the Loan term.

(g) In respect of Resolution 6, all Directors recommend that Shareholders vote in favour of Resolution 6, save for Michael Ramsden who has an interest in the

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outcome of Resolution 6 and declines to make a recommendation in respect of it.

(h) In respect of Resolution 7, all Directors recommend that Shareholders vote in favour of Resolution 7, save for Michael Elias who has an interest in the outcome of Resolution 7 and declines to make a recommendation in respect of it.

(i) In respect of Resolution 8, all Directors recommend that Shareholders vote in favour of Resolution 8, save for Dominic Marinelli who has an interest in the outcome of Resolution 8 and declines to make a recommendation in respect of it.

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

Director	Shares	Listed Options	Unlisted Options	% of the current issued share capital of the Company on a fully diluted basis[1]
M Ramsden	9,577,832	542,973	881,355	1.59
M Elias	2,268,115	137,690	144,067	0.37
D Marinelli	5,376,320	296,462	296,610	0.86

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

(k) If Shareholders approve Resolutions 6 to 8 (assuming the maximum number of Plan Shares are granted to the Participating Directors), those persons will have the following interests in Shares:

Name	Shares	Listed Options	Unlisted Options	% of the issued share capital of the Company on a fully diluted basis after the proposed issue of shares[1]
Michael Ramsden	19,577,832	542,973	881,355	2.91%
Michael Elias	12,268,115	137,690	144,067	1.74%
Dominic Marinelli	15,376,320	296,462	296,610	2.21%

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

(l) Details of each of the Eligible Participant's remuneration for the financial year ended 30 June 2023 is set out in full in the Remuneration Report section of the

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FY23 Financial Report lodged with ASX on 27 September 2023, a summary of which is as follows:

Name	Non-Executive Directors Fees	Superannuation Contribution	Total Remuneration
Michael Ramsden	95,023	9,977	105,000
Michael Elias	63,349	6,651	70,000
Dominic Marinelli	63,349	6,651	70,000

(m) Under the Company's current circumstances, the Board considers that the incentives to the Participating Directors 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 1. 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 Directors

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and encourage them to increase their shareholdings in the Company to align their 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;

(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 Resolutions 6 to 8.

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

Accordingly, Resolutions 6 to 8 (inclusive) also seek the approval of Shareholders, pursuant to section 260B(1) of the Corporations Act, for the giving of the Financial Assistance to the Participating Directors,. Each of these resolutions 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 each of the Participating Directors is set out in Annexure 1 of this Explanatory Statement. The amount of the loan to be provided to each of the Participating Directors will equal the aggregate of the Issue Price for each of the Plan Shares acquired by those persons.

The Company proposes to provide the Financial Assistance to the Participating Directors as soon as possible following this Meeting and in any event within 1 month of the date of this Meeting.

As set out in section 7.1 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 each 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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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 2023.

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.

Perth WA Time means Western Standard Time as observed in Perth WA.

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.

Initial Shares means the initial shares described in 4.1 (c).

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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 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.

Lind means Lind Global Fund II, LP, a fund managed by The Lind Partners of 444 Madison Avenue, 41st Floor, New York, NY 10022, United States of America.

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.

SBC means SBC Global Investment Fund of 161A Shedden Road, One Artillery Court, PO Box Grand Cayman E9 KY1-1001.

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

Shareholder means a holder of a Share.

Subscription Agreements mean the agreements entered into by the Company and Lind and SBC respectively as announced to ASX on 22 November 2022 and described in section 4.1.

The Investors means Lind and SBC.

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Annexure 1

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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AUSTRALIAN MINES LIMITED

Australian Mines Limited | ACN 073 914 191

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **11.00am (Perth time) on Sunday, 19 November 2023,** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

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SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automic.com.au.

Lodging your Proxy Voting Form:

Online:
Use your computer or smartphone to appoint a proxy at https://investor.automic.com.au/#/loginsah
or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE: https://automicgroup.com.au/

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:
I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Australian Mines Limited, to be held virtually at **11.00am (Perth time) on Tuesday, 21 November 2023** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 6.1, 6.2, 7.1, 7.2, 8.1 and 8.2 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 6.1, 6.2, 7.1, 7.2, 8.1 and 8.2 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE AGM:
The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

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STEP 2 – Your voting direction

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1. ADOPTION OF REMUNERATION REPORT	☐	☐	☐	6.1. APPROVAL TO ISSUE OF SHARES AND THE PROVISION OF A LOAN TO MICHAEL RAMSDEN UNDER THE LOAN SHARE PLAN	☐	☐	☐
2. RE-ELECTION OF DIRECTORS - MR DOMINIC MARINELLI	☐	☐	☐	6.2. **SPECIAL RESOLUTION** APPROVAL OF FINANCIAL ASSISTANCE TO MICHAEL RAMSDEN UNDER THE LOAN SHARE PLAN	☐	☐	☐
3. **SPECIAL RESOLUTION** APPROVAL OF 10% PLACEMENT CAPACITY	☐	☐	☐	7.1. APPROVAL TO ISSUE OF SHARES AND THE PROVISION OF A LOAN TO MICHAEL ELIAS UNDER THE LOAN SHARE PLAN	☐	☐	☐
4.1. RATIFICATION OF ISSUE OF SECURITIES TO LIND GLOBAL FUND II, LP	☐	☐	☐	7.2. **SPECIAL RESOLUTION** APPROVAL OF FINANCIAL ASSISTANCE TO MICHAEL ELIAS UNDER THE LOAN SHARE PLAN	☐	☐	☐
4.2. RATIFICATION OF ISSUE OF SECURITIES TO SBC GLOBAL INVESTMENT FUND	☐	☐	☐	8.1. APPROVAL TO ISSUE OF SHARES AND THE PROVISION OF A LOAN TO DOMINIC MARINELLI UNDER THE LOAN SHARE PLAN	☐	☐	☐
5.1. APPROVAL OF ISSUE OF SECURITIES TO LIND GLOBAL FUND II, LP	☐	☐	☐	8.2. **SPECIAL RESOLUTION** APPROVAL OF FINANCIAL ASSISTANCE TO DOMINIC MARINELLI UNDER THE LOAN SHARE PLAN	☐	☐	☐
5.2. APPROVAL OF ISSUE OF SECURITIES TO SBC GLOBAL INVESTMENT FUND	☐	☐	☐				

Please note: *If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

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