Australian Mines Limited
ABN 68 073 914 191

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australianmines.com.au

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19 March 2024

Dear Shareholders

Australian Mines Limited General Meeting

The Notice of a General Meeting of Australian Mines Limited (**Australian Mines** or **the Company**) to be held on 17 April 2024 at 12.00 pm Melbourne 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

A proxy form is enclosed. Shareholders are strongly encouraged to lodge a proxy form to vote at the meeting 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 GENERAL MEETING

TIME: 12.00 pm Melbourne VIC time

DATE: 17 April 2024

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 12.00 pm Melbourne, VIC time on 17 April 2024 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 Melbourne, VIC time on 15 April 2024.

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. RESOLUTION 1 - RATIFICATION OF ISSUE OF PLACEMENT SECURITIES

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

1.1 *"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 63,466,656 Placement Shares to the recipients under Listing Rule 7.1 as set out in Section 1 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.

1.2 *"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 113,003,943 Placement Shares to the recipients under Listing Rule 7.1A as set out in Section 1 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.

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2. RESOLUTION 2 - APPROVAL OF ISSUE OF SECURITIES

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

2.1 *"That, for the purposes of ASX Listing Rule 7.1 and all other purposes, the issue of Placement Options to the recipients as referred to in section 2 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 Resolution 2.1 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.

2.2 *"That, for the purposes of ASX Listing Rule 7.1 and all other purposes, the issue of 20,000,000 Lead Manager Options to GBA Capital as referred to in section 2 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 2.2 by the recipients of the securities, or any person who may obtain a benefit, 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.

Capitalised terms are defined in the Explanatory Statement.

BY ORDER OF THE BOARD

OLIVER CARTON
COMPANY SECRETARY
15 MARCH 2024

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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. RESOLUTION 1 - RATIFICATION OF ISSUE OF SECURITIES

1.1 Background

As announced on 26 February 2024, the Company engaged GBA Capital to carry out the Placement , being to raise $3.0 million (before costs) for the issue of 176,470,599 new fully paid Shares at an offer price of $0.017 per Share, with a 1 for 2 Placement Option, being a free attaching option at a strike price of $0.032 and an expiry date of 3-years from the date of issue, for every two new Placement Shares.

The primary purpose of the Placement was to satisfy all payment and share issue obligations to Lind and SBC, so that on payment, neither Lind nor SBC will have any remaining rights to subscribe for shares pursuant to the Subscription Agreements. Shareholders should refer to the 26 February 2024 announcement for further detail. Payment has now been made.

Funds will also be used to carry out proposed exploration activity at the Company's Brazil tenements.

GBA Capital will receive a fee of 6% of the gross amount raised under the Placement and 20,000,000 Lead Manager Options, being options with the same terms and conditions as the Placement Options. The Company will seek to list the Placement Options and Lead Manager Options subject to compliance with the ASX Listing Rules and at ASX's discretion.

63,466,656 New Shares were issued from the existing capacity under LR 7.1 and 113,003,943 were issued under 7.1A.

The Placement Options and the Lead Manager Options will be issued subject to first receiving shareholder approval. This approval is sought under resolutions 2.1 and 2.2.

The Issue Price of $0.017 per New Share represented a 4.8% discount to the 5-day VWAP and a 12.0% premium to the 15-day trading day VWAP.

Funds were and are to be used as follows:

Use of Funds (millions)

Payment to Lind and SBC	$1.34
Exploration Brazil	$1.13
General working capital	$0.35

Costs of the Placement	$0.18
Total	**$3.00**

1.2 ASX Listing Rule requirements for Resolution 1

(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 and a further 10% under certain conditions under ASX Listing Rule 7.1A. The Company has issued securities for the purposes as set out in section 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 7.1A, 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% and 10% 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 and 7.1A if:

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

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

The securities issued did not breach ASX Listing Rule 7.1 or 7.1A.

If shareholder approval is not given, the Placement Shares will count in calculating the Company's 15% and 10% limits, thereby decreasing the number of Equity Securities it can issue in the 12 months following the issue dates.

(b) Technical information required by ASX Listing Rule 7.4

Pursuant to, and in accordance with, ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1.1 and 1.2

The number of securities issued and date of issue	63,466,656 Shares issued under Listing Rule 7.1 on 5 March 2024; 113,003,943 Shares issued under Listing Rule 7.1A on 5 March 2024.
The person to whom the securities were issued	Clients of GBA Securities selected by GBA Capital from its client base on the basis of its knowledge of those clients No related party, substantial Shareholders, Key Management Personnel or adviser, or any associate of those persons, received any Shares

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Issue price per security	The Shares were issued for $0.017 per share.
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	See section 1.1
If issued under an agreement, a summary of the terms of that agreement	See section 1.1

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1.3 Recommendation of directors

All Directors recommend that Shareholders vote in favour or Resolutions 1.1 and 1.2. Directors intend to vote in favour of them.

2. RESOLUTION 2 - APPROVAL OF ISSUE OF SECURITIES

2.1 Background

As stated in section 1.1, the Company has entered into the Placement to raise $3.0 million. Part of the Placement is the issue of Placement Options and Lead Manager Options.

The Placement Options and Lead Manager Options are subject to Shareholder approval as the Company does not have sufficient placement capacity under Listing Rules 7.1 and 7.1A to issue them.

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 and a further 10% under certain conditions under ASX Listing Rule 7.1A. The Company has issued securities for the purposes as set out in section 1.1.

Where its placement capacity is insufficient, a company can seek Shareholder approval under ASX Listing Rule 7.1 to issue shares. The purpose of resolutions 2.1 and 2.2 are to seek that shareholder approval of the issue of Placement Options and Lead Manager Options.

The effect of resolutions 2.1 and 2.2 will be to allow the Company to issue the Placement Options and Lead Manager Options without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

If resolutions 2.1 and 2.2 are not approved, the Company will be unable to issue the Placement Options and Lead Manager Options. If this occurs there are no alternative arrangement and the Lead Manager will not receive this payment.

2.2 ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of Second Tranche Shares and Placement Options under resolution 2.1

(a) The maximum number of securities to be issued is 88,235,300 Placement Options;
(b) Consideration – Placement Options are issued free on the basis of one Placement Option for each two Placement Shares issued.
(c) Placement Options will be issued to clients of GBA Capital selected by GBA Capital from its client base on the basis of its knowledge of those clients. No related party, substantial Shareholders, Key Management Personnel or adviser, or any associate of those persons, will receive any Shares
(d) Placement Options will be issued to the recipients within 3 months of the date of this meeting.
(e) The purpose of the funds being raised is set out in section 1.1;
(f) Material terms of the agreement to issue the securities are set out in section 1.1;
(g) A voting exclusion statement is included in the Notice of Meeting.
(h) The terms of the securities are ordinary fully paid shares. Material terms of the Placement Options are set out in section 1.1 and Appendix A.

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Lead Manager Options under resolutions 2.2:

(a) The maximum number of securities to be issued is 20,000,000 Lead Manager Options;
(b) Lead Manager Options will be issued as part fee for services in arranging the Placement.
(c) Lead Manager Options will be issued to GBA Capital. See above
(d) Lead Manager Options will be issued to the recipients within 3 months of the date of this meeting.
(e) No funds will be raised by the issue of the Lead Manager Options, which will be issued for nil consideration;
(f) Material terms of the agreement to issue the securities are set out in section 1.1;
(g) A voting exclusion statement is included in the Notice of Meeting;
(h) Material terms of the Lead Manager Options are set out in section 1.1 and Appendix A.

2.3 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 2.1 and 2.2. Directors intend to vote in favour of them.

Glossary

$ means Australian dollars.

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.

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.

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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.

GBA Capital means GBA Capital Pty Ltd ABN 51 643 039 123 of Level 2, 68 Pitt Street, Sydney NSW 2000.

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

Lead Manager Options means the Options to be issued to GBA Capital described in paragraph 1.1.

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.

Melbourne, VIC Time means time as observed in Melbourne, VIC.

Placement means the Placement carried out by GBA Capital referred to in paragraph 1.1.

Placement Options means the Placement Options described to in paragraph 1.1.

Proxy Form means the proxy form accompanying the Notice.

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

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 1.1.

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Annexure A

Summary of additional key terms of Lead Manager Options and Placement Options.

a) Each Option entitles its holder to subscribe in cash for one Share.

b) Each Option is exercisable by completing an option exercise form and delivering it, together with payment for the number of Shares in respect of which the Option is exercised, to the registered office of the Company. Any Option that has not been exercised prior to the Expiry Date automatically lapses.

c) An Option automatically lapses without any claim against the Company on the occurrence of any of the following events:

   a. upon the bankruptcy, liquidation or winding up of the holder or the happening of any other event that results in the holder being deprived of the legal or beneficial ownership of the Option; or

   b. upon the liquidation or winding up of the Company for any reason other than by the way of members'' voluntary winding up.

d) The Company will apply for official quotation by ASX of the Options however official quotation is at the discretion of ASX.

e) Subject to the Corporations Act, the ASX Listing Rules, and the constitution of the Company, each Option is freely transferable.

f) Shares issued upon the exercise of the Options will be issued within 5 Business Days after the valid exercise of the options.

g) Shares issued upon the exercise of the Options will rank pari passu with the Company's existing Shares.

h) The Company will apply for official quotation by ASX of the Shares issued upon exercise of Options within 5 business days after the date of the issue, subject to any restriction obligations imposed by ASX.

i) The Options will not give any right to participate in dividends unless and until Shares are issued upon exercise of the relevant Options.

j) There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the life of the Option. The Company will ensure that holders will be given at least seven business days' notice to allow for the exercise of Options prior to the record date in relation to any offers of securities made to Shareholders.

k) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the rights attaching to the Options or both will be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.

l) If there is any inconsistency between any of the preceding terms and conditions and the ASX Listing Rules, then the ASX Listing Rules prevail to the extent of the inconsistency.

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AUSTRALIAN MINES LIMITED

Australian Mines Limited | ABN 68 073 914 191

Proxy Voting Form

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

Your proxy voting instruction must be received by **12.00pm (AEST) on Monday, 15 April 2024**, 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 General Meeting of Australian Mines Limited, to be held virtually at **12.00pm (AEST) on Wednesday, 17 April 2024** 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.

VIRTUAL PARTICIPATION AT THE MEETING:

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.

AUTOMIC

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1.1	Ratification Of Issue Of Placement Securities - 63,466,656 Placement Shares To The Recipients Under Listing Rule 7.1			
1.2	Ratification Of Issue Of Placement Securities - 113,003,943 Placement Shares To The Recipients Under Listing Rule 7.1A			
2.1	Approval Of Issue Of Securities - For The Purposes Of ASX Listing Rule 7.1 And All Other Purposes, The Issue Of Placement Options To The Recipients			
2.2	Approval Of Issue Of Securities - For The Purposes Of ASX Listing Rule 7.1 And All Other Purposes, The Issue Of 20,000,000 Lead Manager Options To GBA Capital			

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.

AUZ

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 communications despatched by the Company electronically (where legally permissible).

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