

ADDENDUM TO NOTICE OF GENERAL MEETING



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QMiner Limited (ACN 643 212 104) (**Company**) gives notice to Shareholders that, in relation to the Notice of General Meeting dated 27 March 2025 (**Notice**) in respect of the Company's general meeting of members to be held at 10:30AM (AEST) on Monday, 28 April 2025 (**Meeting**), the Directors have resolved to include a new Resolution 5 on the Notice (**Additional Resolution**) and additional Section 5 of the Explanatory Statement on the terms set out in this Addendum.

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

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

Replacement Proxy Form

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

- If you have already completed and returned the Proxy Form annexed with the Notice (**Original Proxy Form**) and you wish to cast votes for the Additional Resolution 5, **you must complete and return the Replacement Proxy Form**.
- If you have already completed and returned the Original Proxy Form and **you do not wish to change your original vote for Resolutions 1 to 4 or vote on the Additional Resolution, you do not need to take any action** as the earlier submitted Original Proxy Form will be accepted by the Company for Resolutions 1 to 4. For the sake of clarity, the Company notes that if you do not lodge a Replacement Proxy Form, **you will not have cast a vote on the Additional Resolution**.
- If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice as supplemented by the Addendum, **please complete and return the Replacement Proxy Form**.

Enquiries

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary at elissa.hansen@cossecservices.com.au.

SUPPLEMENTARY BUSINESS OF THE MEETING

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

5. Resolution 5 – Approval to Issue Shares to Resources & Energy Group Limited

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 33,000,000 Shares to Resources & Energy Group Limited on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Resources & Energy Group Limited or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of Resolution 5 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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SUPPLEMENTARY EXPLANATORY STATEMENT

The Explanatory Statement is supplemented by including the following Section:

5. Resolution 5

5.1 Background

On 15 April 2025, the Company announced that it had entered into a binding share sale agreement (**SSA**) with Resources & Energy Group Limited (ACN 110 005 822) (**Resources & Energy**) and Mount Mackenzie Mines Pty Ltd (ACN 169 714 890) (**Mount Mackenzie**), pursuant to which Resources & Energy has agreed to sell, and the Company agreed to purchase, 100% of the fully paid ordinary shares in the capital of Mount Mackenzie (**Acquisition**).

In consideration for the Acquisition, the Company has agreed to:

- (a) pay Resources & Energy a cash amount of \$1,000,000 (exclusive of GST), \$100,000 of which was paid on execution of the SSA and is non-refundable; and
- (b) issue to Resources & Energy (or its nominee/s) 33,000,000 Shares at a deemed issue price of \$0.045 per Share (**Consideration Shares**).

The Acquisition is conditional on the satisfaction (or waiver, as applicable) of the following conditions precedent:

- (a) completion of financial, legal and technical due diligence by the Company on Mount Mackenzie and the tenements which form part of the assets, to the absolute satisfaction of the Company;
- (b) Mount Mackenzie providing written confirmation to the Company that the tenements which form part of the assets are in good standing and are not liable to forfeiture;
- (c) the Company's Shareholders approving the issue of the Consideration Shares by way of ordinary resolution at a general meeting of Shareholders;
- (d) Mount Mackenzie entering into an agreement in relation to the forgiveness of all outstanding debts owed by Mount Mackenzie to Resources & Energy to the satisfaction of the Company;
- (e) the Company and Resources & Energy entering into a voluntary escrow deed restricting any sale or transfer of the Consideration Shares for a period of 12 months from the issue date;
- (f) the parties obtaining all necessary regulatory approvals or waivers pursuant to the ASX Listing Rules, Corporations Act or any other law to allow the parties to lawfully complete the matters set out in the SSA, including but not limited to confirmation from the ASX that Listing Rule 11.1.3 does not apply to the Acquisition; and
- (g) the parties obtaining all third-party approvals and consents necessary to lawfully complete the matters set out in the SSA.

Other than as noted above, the SSA contains terms which are standard for an agreement of this type.

For more information on the SSA, please refer to the Company's ASX announcement in relation to the Acquisition.

5.2 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 33,000,000 Shares as part consideration for the Acquisition.

A summary of Listing Rule 7.1 is set out in Section 2.1 of the Explanatory Statement.

The proposed issue of the Consideration Shares falls within exception 17 of Listing Rule 7.2 as the issue is conditional on Shareholders approving the issue before it is made. It therefore requires the approval of Shareholders under Listing Rule 7.1.

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5.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. In such circumstances the Company may be required to re-negotiate payment terms under the Acquisition Agreement which may require the Company to pay additional cash fees.

5.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Consideration Shares will be issued to Resources & Energy Group Limited (or its nominee/s).
Number of Securities and class to be issued	33,000,000 Consideration Shares will be issued.
Terms of Securities	The Consideration Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Consideration Shares within 10 Business Days after the date on which the conditions precedent pursuant to the SSA are satisfied. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Consideration Shares will be issued for nil consideration at a deemed issue price of \$0.045 per share as part consideration for the Acquisition.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of the Consideration Shares is to satisfy the Company's obligations under the SSA.
Summary of material terms of agreement to issue	The Consideration Shares are being issued under the SSA, a summary of the material terms of which are set out in Section 5.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

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About QMines

QMines Limited (**ASX:QML**) is a Queensland focused copper and gold development Company. The Company owns rights to 100% of The Mt Chalmers (copper-gold) and Develin Creek (copper-zinc) deposits, located within 90km of Rockhampton in Queensland.

Mt Chalmers is a high-grade historic mine that produced 1.2Mt @ 2.0% Cu, 3.6g/t Au and 19g/t Ag between 1898-1982.

Project & Ownership

Mt Chalmers	<div><div></div></div> 100%
Develin Creek	<div><div></div></div> 100%

QMines Limited

ACN 643 312 104

ASX:QML

**Shares
on Issue**

428,902,886

**Unlisted
Options**

5,750,000

Following several resource updates, Mt Chalmers and Develin Creek now have Measured, Indicated and Inferred Resources (JORC 2012) of **15.5Mt @ 0.82% Cu, 0.35g/t Au, 0.47% Zn & 5g/t Ag.¹**

QMines' objective is to make new discoveries, commercialise existing deposits and transition the Company towards sustainable copper production.

Directors & Management

Andrew Sparke
Executive Chairman

James Anderson
General Manager
Operations

Peter Caristo
Non-Executive Director
(Technical)

Elissa Hansen
Non-Executive Director
& Company Secretary

Glenn Whalan
Geologist
(Competent Person)

Compliance Statement

With reference to previously reported Exploration results and mineral resources, the Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and, in the case of estimates of Mineral Resources or Ore Reserves, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. The company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

¹. ASX Announcement – [Develin Creek Resource Upgrade](#), 12 March 2025

Contacts

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QMINES

Sustainable
Australian
Copper

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Sydney NSW 2001 Australia

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💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
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YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10.30am (AEST) on Saturday, 26 April 2025.**

📧 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/qmines2025gm>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10.30am (AEST) on Saturday, 26 April 2025.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/qmines2025gm>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **QMiner Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at the **Meeting Room, Building 34, Suakin Drive, Mosman NSW 2088 on Monday, 28 April 2025 at 10.30am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

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

		For	Against	Abstain*
Resolution 1	Ratification of Prior Issue of Shares under LR 7.1	<div></div>	<div></div>	<div></div>
Resolution 2	Ratification of Prior Issue of Shares under LR 7.1A	<div></div>	<div></div>	<div></div>
Resolution 3	Issue of Shares	<div></div>	<div></div>	<div></div>
Resolution 4	Issue of Unlisted Options	<div></div>	<div></div>	<div></div>
Resolution 5	Approval to Issue Shares to Resources & Energy Group Limited	<div></div>	<div></div>	<div></div>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2025