



Notice of Annual General Meeting

and

Explanatory Memorandum

A Proxy Form is enclosed

**AIC Mines Limited
ACN 060 156 452**

This document is important and requires your immediate attention.

Please read this Notice of Meeting and Explanatory Memorandum carefully.

If you are unable to attend the meeting please complete and return the enclosed proxy form in accordance with the specified instructions.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of AIC Mines Limited (**Company**) will be at the offices of Allen & Overy, Level 12, Exchange Tower, 2 The Esplanade, Perth, Western Australia 6000 on 29 July 2020 at 11.00 am (Perth time) (**Meeting**).

Agenda Items

1. ORDINARY BUSINESS

1.1 Annual Financial Report

To receive and consider the Financial Report of the Company and its controlled entities and the reports of the Directors and Auditor for the year ended 31 December 2019.

1.2 Re-election of Directors

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

Resolution 1

That Mr Tony Wolfe, a Director retiring by rotation in accordance with rule 19.3(b) of the Constitution and being eligible, be re-elected as a Director.

1.3 Adoption of Remuneration Report

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

Resolution 2

That the Remuneration Report for the year ended 31 December 2019 be adopted.

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. A voting exclusion statement applies to this Resolution (see item 2 of the notes relating to voting).

2. SPECIAL BUSINESS

2.1 Ratification of prior issue of Shares to Rumble Resources Limited

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

Resolution 3

That pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 714,286 Shares to Rumble Resources Limited on the terms and conditions in the Explanatory Memorandum.

Note: A voting exclusion statement applies to this Resolution (see item 2 of the notes relating to voting).

2.2 Approval of additional placement capacity

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

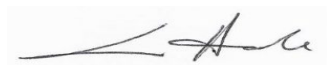
Resolution 4

That, for the purpose of Listing Rule 7.1A, approval is given for the Company to issue Equity Securities totalling up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.

Note: A voting exclusion statement applies to this Resolution (see item 2 of the notes relating to voting).

The notes relating to voting and the Explanatory Memorandum form part of this Notice of Meeting.

By order of the Board



Linda Hale

Company Secretary

26 June 2020

Notes relating to voting

1. ENTITLEMENT TO VOTE

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Board has determined that persons who are registered holders of Shares in the Company as at 7:00 pm AEDT on 27 July 2020 will be entitled to attend and vote at the Meeting as a shareholder. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If more than one joint holder of Shares is present at the Meeting (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

On a poll, shareholders have one vote for every fully paid ordinary Share held (subject to the restrictions on voting referred to below).

2. VOTING EXCLUSIONS

Resolution 2

The Company will disregard any votes cast on Resolution 2:

- by or on behalf of a member of the Company's key management personnel (**KMP**) named in the Company's Remuneration Report for the year ended 31 December 2019 or their Closely Related Parties (regardless of the capacity in which the vote is cast); or
- as a proxy by a person who is a member of the Company's KMP at the date of the Meeting or their Closely Related Parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 2:

- in accordance with a direction in the Proxy Form; or
- by the Chairperson, in accordance with an express authorisation in the Proxy Form to exercise the proxy even though Resolution 2 is connected, directly or indirectly, with the remuneration of the KMP.

Resolution 3

The Company will disregard any votes cast in favour on Resolution 3 by:

- Rumble Resources Limited; or
- any associates of Rumble Resources Limited.

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 the directions given to the proxy or attorney on the Proxy Form to vote on the resolution in that way; or
- the Chairperson of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy 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.

Resolution 4

The Company will disregard any votes cast in favour on Resolution 4 by:

- any person who is expected to participate in the issue of Equity Securities under Resolution 4 and any person who might obtain a material benefit, except a benefit solely in the capacity of a holder of Shares, if Resolution 4 is passed; 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 the directions given to the proxy or attorney on the Proxy Form to vote on the resolution in that way; or
- the Chairperson of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy 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.

3. PROXIES

- (a) A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. A shareholder can appoint a proxy by completing and returning a signed Proxy Form (see section 4 of these notes relating to voting and the enclosed Proxy Form).
- (b) A shareholder that is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.
- (c) If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:
 - (i) appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and

- (ii) provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.
- (d) If you wish to direct how your proxy should vote, please mark the appropriate boxes on the Proxy Form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.
- (e) Unless the Chairperson of the Meeting is your proxy, members of the Company's KMP (which includes each of the Directors) will not be able to vote as proxy on Resolutions 2, 3 or 4, unless you direct them how to vote. If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, you should ensure that you direct that person how to vote on Resolutions 2, 3 or 4.
- (f) If you intend to appoint the Chairperson of the Meeting as your proxy, you can direct the Chairperson how to vote by marking the boxes for the relevant Resolution (for example, if you wish to vote "for", "against" or to "abstain" from voting). However, if you do not mark a box next to Resolutions 2, 3 or 4, then by signing and submitting the Proxy Form, you will be expressly authorising the Chairperson to vote as they see fit in respect of Resolutions 2, 3 or 4 even though they are connected with the remuneration of the Company's KMP.
- (g) If the Proxy Form specifies the way the proxy is to vote on a particular Resolution the proxy need not vote on a show of hands, but if the proxy does so, it must vote as specified in the Proxy Form.
- (h) If a proxy has two or more appointments that specify different ways to vote on the Resolution the proxy must not vote on a show of hands.
- (i) If the proxy is the Chairperson of the Meeting, the proxy must vote on a poll or must vote the way specified in the Proxy Form.
- (j) If the proxy is not the Chairperson of the Meeting, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as specified in the Proxy Form.
- (k) If:
 - (i) a poll is duly demanded at the Meeting in relation to a proposed Resolution;
 - (ii) a shareholder has appointed a proxy (other than the Chairperson of the Meeting) and the appointment of the proxy specifies the way the proxy is to vote on the Resolution; and
 - (iii) that shareholder's proxy is either not recorded as attending the Meeting or does not vote on the Resolution,

the Chairperson of the Meeting will, before voting on the Resolution closes, be taken to have been appointed as the proxy for the shareholder for the purposes of voting on that Resolution and must vote in accordance with the written direction of that shareholder.
- (l) Please note that for proxies without voting instructions that are exercisable by the Chairperson of the Meeting, the Chairperson intends to vote all available proxies in favour of each Resolution.

4. PROXY FORM

A Proxy Form accompanies this Notice and to be effective must be received no later than 11:00am (Perth time) Monday 27 July 2020 at:

- Online** At www.investorvote.com.au
- By mail** Share Registry – Computershare Investor Services Pty Limited,
GPO Box 242, Melbourne Victoria 3001, Australia
- By fax** 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)
- By mobile** Scan the QR Code on your proxy form and follow the prompts
- Custodian voting** For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

5. CORPORATE REPRESENTATIVES

A body corporate that is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should provide evidence of his or her appointment, including any authority under which it has been signed at least 48 hours prior to the Meeting.

6. VOTING BY ATTORNEY

A shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the Meeting. An attorney may but need not be a member of the Company. An attorney may not vote at the Meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company in the same manner, and by the same time, as outlined above for Proxy Forms.

7. QUESTIONS FOR THE AUDITOR

Shareholders may submit written questions to the Company's Auditor, Ernst and Young (EY) Australia if the question is relevant to the content of EY Australia's audit report for the year ended 31 December 2019 or the conduct of its audit of the Company's Financial Report for the year ended 31 December 2019 as contained in the Financial Report.

Relevant written questions for the Auditor must be received by the Company by no later than 5:00 pm (Perth time) on 22 July 2020. Please send any written questions to:

The Company Secretary
AIC Mines Limited
A8, 435 Roberts Road, Subiaco
Western Australia 6008 AUSTRALIA

A list of written questions will be made available to shareholders attending the Meeting. If written answers are tabled at the Meeting, they will be made available to shareholders as soon as practicable after the Meeting.

Explanatory Memorandum

This Explanatory Memorandum has been prepared to help shareholders understand the business to be put to shareholders at the forthcoming Meeting.

1. ANNUAL FINANCIAL REPORT

The Corporations Act requires:

- the reports of the Directors and Auditors; and
- the annual Financial Report, including the Financial Statements of the Company for the year ended 31 December 2019,

to be laid before the Meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given an opportunity to raise questions or comments on the management of the Company.

Also, a reasonable opportunity will be given to shareholders as a whole at the Meeting to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit.

2. RE-ELECTION OF DIRECTORS

2.1 Re-election of Mr Tony Wolfe

Mr Wolfe has over 13 years experience in asset management with over 11 years managing, researching and trading event driven and special situations portfolios across the Asia-Pacific region. Mr Wolfe currently holds the position of 'Portfolio Manager' for Brahman Capital Management Pte Ltd focusing on equity driven and special situation investments. Previously, Mr Wolfe was a Portfolio Manager at Brummer & Partners AG, a multi-strategy hedge fund that manages over US\$15.0 billion in assets under management. Mr Wolfe also held senior portfolio management roles at Pengana Capital and Rubicon Asset Management in Sydney.

Recommendation

The Board (with Mr Wolfe abstaining) recommends that shareholders vote **in favour** of the re-election of Mr Wolfe.

3. ADOPTION OF REMUNERATION REPORT

Shareholders will have a reasonable opportunity at the Meeting to ask questions about or make comments on the Remuneration Report. The Remuneration Report on pages 12 to 16 of the Company's Financial Report sets out the remuneration policies of the Company and reports on the remuneration arrangements in place for the Company's KMP during the year ended 31 December 2019. The Financial Report is available on the Company's website at <https://aicmines.com.au/>.

As prescribed by the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote and discussion at the Meeting into account in setting remuneration policy for future years.

Recommendation

The Board unanimously recommends that shareholders vote **in favour** of the adoption of the Remuneration Report.

4. RATIFICATION OF PRIOR ISSUE OF SHARES TO RUMBLE RESOURCES LIMITED

4.1 General

On 22 July 2019, the Company announced that it had entered into an earn-in and joint venture agreement (**EJVA**) with Rumble Resources Limited in respect of the Lamil Project, located between the major mining operations of the Nifty Cu mine and the large Telfer Au-Cu mine within the Paterson Province, East Pilbara, Western Australia.

In accordance with the EJVA, the Company announced on 23 August 2019, Tenement E45/5271 was granted on 13 August 2019, and as such, the EJVA was unconditional. In accordance with the EJVA, the Company issued 714,286 new Shares to Rumble Resources Limited at no cost (**Rumble Share Issue**) on 23 August 2019 using the Company's placement capacity under Listing Rule 7.1.

Listing Rule 7.1 provides that a listed company must not, subject to certain exceptions, issue or agree to issue new equity securities equivalent in number to more than 15% of its capital in any 12-month period without the prior approval of its shareholders ("**15% Capacity**").

Listing Rule 7.4 provides that an issue of Equity Securities made without prior approval under Listing Rule 7.1 and/or 7.1A can be treated as having been made with that approval if shareholders subsequently approve it and if the issue did not breach the 15% Capacity or Additional 10% Capacity. The Rumble Share Issue did not breach the 15% Capacity or Additional 10% Capacity limits.

The Company seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the Rumble Share Issue so as to preserve its capacity to issue further Equity Securities in the next 12 months without the need to obtain further Shareholder approval (subject to the Exchange Rules and ASX Listing Rules). If Resolution 3 is not approved by Shareholders, the Rumble Share Issue will continue to count towards the Company's 15% Capacity or the Additional 10% Capacity for a period of 12 months after issue. This may have a limited effect on the ability of the Company to issue Equity Securities over the coming 12 months.

For the purposes of Listing Rule 7.5 the Company advises as follows (with all share numbers and share prices stated on a post-Consolidation basis):

(a) Recipients of the Rumble Share Issue

The Rumble Share Issue was issued to Rumble Resources Limited.

(b) Number and class of securities allotted

The Company issued 714,286 fully paid ordinary shares to Rumble Resources Limited under the Company's existing placement capacity under Listing Rule 7.1.

(c) Price at which the Shares were issued

The Shares in the Rumble Share Issue were issued at no cost.

(d) Date on which Shares were issued

The Rumble Share Issue took place on 23 August 2019.

(e) **Purpose of issue and use of Funds**

The Shares were issued in accordance with the earn-in and exploration joint venture agreement over the Lamil Gold-Copper Project, as announced on 22 July 2019. By issuing the Shares and spending \$6 million over 4 years, AIC can earn a 50% interest in the Project.

(f) **Summary of material terms of agreement**

The Company refers to the ASX announcement titled 'Rumble signs \$10m Farm Out of Lamil Project in Paterson Province 22 July 2019 with respect to the material terms of the farm-out agreement. There are no other material terms.

(g) **Voting exclusion statement**

A voting exclusion statement is included in this Notice of Meeting.

Recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

5. APPROVAL OF ADDITIONAL CAPACITY

5.1 Overview

Under Listing Rule 7.1A, an "Eligible Entity" can seek shareholder approval by special resolution at an annual general meeting to issue additional Equity Securities equivalent to 10% of its issued Share capital through placements over a 12 month period after the meeting at which approval is obtained, in accordance with the terms set out below (**10% Additional Capacity**). The 10% Additional Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1 and allows the Company to issue up to 25% of its total issued capital.

An "**Eligible Entity**" for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an Eligible Entity. The Company will need to remain compliant with the requirements of Listing Rule 7.1A in order for the Company to utilise the 10% Additional Capacity.

The effect of Resolution 4 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue during the period up to 12 months after the Meeting, without using the Company's 15% annual placement capacity granted under Listing Rule 7.1. The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Additional Capacity for 12 months. As a special resolution, Resolution 4 requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

The exact number of Equity Securities that could be issued under the 10% Additional Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 5.2(b) below).

The Directors of the Company believe that Resolution 4 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of Resolution 4.

No Director or their related parties will participate in any issue under the 10% Additional Capacity unless specific approval is obtained for the purposes of Listing Rule 10.11.

5.2 Description of Listing Rule 7.1A

(a) Class of Equity Securities

Any Equity Securities issued under the 10% Additional Capacity must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of this Notice of Meeting, has one quoted class of Equity Securities on issue, being Shares. As such, as at the date of this Notice of Meeting, the only class of Equity Securities that the Company may issue under Listing Rule 7.1A is Shares.

(b) Formula for calculating the 10% Additional Capacity

Listing Rule 7.1A.2 provides that Eligible Entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue at the commencement of the relevant period,
- plus the number of fully paid Shares issued in the relevant period under an exception in Listing Rule 7.2 (other than exception 9, 16 or 17);
 - plus the number of fully paid Shares issued in the relevant period on the conversion of convertible securities within Listing 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 taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
 - plus the number of fully paid Shares issued in the relevant period under an agreement to issue securities within Listing 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 taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
 - plus the number of any other fully paid Shares issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4,
 - plus the number of partly paid Shares that became fully paid in the relevant period;
 - less the number of fully paid Shares cancelled in the relevant period.

Note that "A" has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

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 shareholders under Listing Rule 7.4.

(c) **Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice of Meeting, the Company has on issue 52,000,272 Shares. Therefore, the Company has a capacity to issue:

- (i) 7,800,040 Shares under Listing Rule 7.1; and
- (ii) subject to shareholder approval being sought under this Resolution, 5,200,027 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities or date of agreement to issue in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 5.2(b) above).

(d) **Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Additional Capacity as follows:

Minimum Issue Price

For the purpose of Listing Rule 7.3A.1, the Equity Securities, if issued, will be issued at a price of not less than 75% of the VWAP of the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

Risk of economic and voting dilution

If this Resolution 4 is approved by shareholders and the Company issues Equity Securities under the 10% Additional Capacity, existing shareholders may be subject to the risk of both economic and voting power dilution from that issue. There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting at which approval under Listing Rule 7.1A is obtained;
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date for the Equity Securities; and
- (iii) the Equity Securities may be issued as part of consideration for the acquisition of a new asset, in which case, no funds will be raised by the issue of the Equity Securities.

The table below shows the potential dilution of existing shareholders on the basis of the market price of Shares of \$0.32 cents as of 18 June 2020 and the number of ordinary securities on issue as of the date of this Notice used for variable "A". The table also shows:

- (i) two examples where variable "A" has increased by 50% and 100%. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting; and
- (ii) two examples where the issue price of Share has decreased by 50% and increased by 100% as against the current market price.

VOTING DILUTION				
Number of Shares on issue (variable "A" in formula)	Dilution Variable	\$0.16 (50% decrease in current market price)	\$0.32 (current market price)	\$0.48 (50% increase in current market price)
52,000,272 Current	Additional 10% Shares issued	5,200,027	5,200,027	5,200,027
	Funds raised	\$832,004.32	\$1,664,008.64	\$2,496,012.96
78,000,408 50% Increase	Additional 10% Shares issued	7,800,040	7,800,040	7,800,040
	Funds raised	\$1,248,006.40	\$2,496,012.80	\$3,744,019.20
104,000,544 100% increase	Additional 10% Shares issued	10,400,054	10,400,054	10,400,054
	Funds raised	\$1,664,008.64	\$3,328,017.28	\$4,992,025.92

The table presents theoretical examples only, and has been prepared on the following assumptions:

- (i) *The Company issues the maximum number of Equity Securities available under the 10% Additional Capacity.*
- (ii) *None of the performance rights or options that the Company currently has on issue are converted or exercised before the date of the issue of the Equity Securities.*
- (iii) *The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue, assuming variable A is equal to the total issued Share capital. This is why the voting dilution is shown in each example as 10%.*
- (iv) *The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the 10% Additional Capacity, based on that shareholder's holding at the date of the Meeting.*
- (v) *The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1. Dilution experienced by shareholders may be greater if issues have been made utilising the capacity in Listing Rule 7.1 as well.*
- (vi) *The issue of Equity Securities under the 10% Additional Capacity consists only of Shares. If the issue of Equity Securities includes ASX listed options, it is assumed that those listed*

options are exercised into Shares for the purpose of calculating the voting dilution effect on existing shareholders.

- (vii) *A market price of \$0.32, being the closing price of the Shares on ASX on 18 June 2020.*

Timing

The date by which the Equity Securities may be issued under the 10% Additional Capacity is as determined under Listing Rule 7.1A.1, being the earlier of:

- (i) the date that is 12 months after the date of the Meeting at which the approval is obtained;
- (ii) the time and date of the Company next annual general meeting; or
- (iii) the time and date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature of scale of activities) or Listing Rule 11.2 (disposal of main undertaking),

(10% Additional Capacity Period).

The approval under Resolution 4 for the 10% Additional Capacity will cease to be valid if shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

Purposes for which Equity Securities may be issued

The Company may seek to issue the Equity Securities under the 10% Additional Capacity for the following purposes:

- (i) the Company intends to use the funds raised towards an acquisition of new assets (including expenses associated with such acquisition(s)), continued exploration on the Company's current land holdings and/or general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 upon issue of any Equity Securities under the 10% Additional Capacity.

Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Additional Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors that include, but are not limited to the following:

- (i) the purpose of the issue;
- (ii) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the financial situation and solvency of the Company; and
- (v) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Additional Capacity have not been determined as at the date of this Notice of Meeting but may include existing shareholders and/or new investors who are not related parties of the Company or their associates.

If Resolution 4 is approved by shareholders, the Company may issue Equity Securities under the 10% Additional Capacity during the 10% Additional Capacity Period, as and when the circumstances of the Company require.

Equity Securities issued by the Company

The Company has not previously issued Equity Securities pursuant to shareholder approval under Listing Rule 7.1A.

Voting Exclusion

A voting exclusion statement is included in the Notice of Meeting. At the date of the Notice of Meeting, the Company has not approached or invited any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities under Listing Rule 7.1A. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Meeting from voting on Resolution 4.

5.3

Recommendation

The Directors unanimously recommend that shareholders vote **in favour** of Resolution 4.

The Chairperson intends to vote undirected proxies **in favour** of Resolution 4.

Glossary

In this Notice of Meeting:

10% Additional Capacity has the meaning given to it in section 5 of the Explanatory Memorandum.

10% Additional Capacity Period has the meaning given to it in section 5 of the Explanatory Memorandum.

15% Capacity has the meaning given to it is section 4 of the Explanatory Memorandum.

ASX means ASX Limited ACN 008 624 691.

Auditor means the Company's auditor, currently Ernst & Young Australia.

Board means the board of directors of the Company from time to time.

Chairperson means the chairperson of the Board, currently Mr Josef El-Raghy.

Closely Related Party of a member of KMP for the Company means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of 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 dealings with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations.

Company means AIC Mines Limited ACN 060 156 452.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Corporations Regulations means the *Corporations Regulations 2001* (Cth).

Directors means the currently appointed directors of the Company.

EJVA has the meaning given to it is section 4 of the Explanatory Memorandum.

Eligible Entity has the meaning given to it in section 5 of the Explanatory Memorandum.

Equity Securities means:

- (a) a Share;
- (b) a unit;
- (c) a right to a Share or unit or option;

- For personal use only
- (d) an option over an issued or unissued security;
 - (e) a convertible security;
 - (f) any security that ASX decides to classify as an equity security;
 - (g) but not a security ASX decides to classify as a debt security.

Financial Report means the Company report for the year ended 31 December 2019.

KMP means the Company's key management personnel.

Listing Rules means the listing rules of the ASX as in force from time to time.

Meeting means the annual general meeting of Shareholders the subject of this Notice of Meeting.

Notice of Meeting means this notice of Meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report contained in the Financial Report.

Rumble Share Issue has the meaning given to it in section 4 of the Explanatory Memorandum.

Shares means fully paid ordinary shares in the capital of the Company.

Trading Day means any day on which the ASX is open for trading.

VWAP means the volume weighted average price of the Shares (calculated to 2 decimal places of one cent) traded on ASX "On-market" (as that term is defined in the ASX Operating Rules) excluding special crossings, overseas trades, trades pursuant to the exercise of options or overnight trades, as determined by ASX in accordance with its customary practice.

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Perth time) Monday, 27 July 2020**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 133748

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of AIC Mines Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of AIC Mines Limited to be held at the offices of Allen & Overy, Level 12, Exchange Tower, 2 The Esplanade, Perth, Western Australia on Wednesday, 29 July 2020 at 11:00am (Perth time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 2 (except where I/we have indicated a different voting intention in step 2) even though Resolution 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 2 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
1	Re-election of Mr Tony Wolfe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Ratification of prior issue of Shares to Rumble Resources Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of additional placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

