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AIC Mines Limited

ACN 060 156 452

Notice of Extraordinary General Meeting and Explanatory Memorandum

The Extraordinary General Meeting of the Company will be held at Suite 1, Level 14, 221 St Georges Terrace, Perth, Western Australia on Wednesday 24 July 2024 at 11.00am (AWST).

Shareholders are strongly encouraged to vote by lodging the proxy form included with this Notice online or otherwise in accordance with the instructions.

This Notice of Extraordinary General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company by email at cosec@aicmines.com.au

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Notice of Extraordinary General Meeting

Introduction

Notice is given that the Extraordinary General Meeting of Shareholders of **AIC Mines Limited** (**AIC Mines** or **Company**) will be held at Suite 1, Level 14, 221 St Georges Terrace, Perth, Western Australia on Wednesday 24 July 2024 at 11.00am (AWST).

Terms used in this Notice of Meeting are defined in section 7 (Interpretation) of the accompanying Explanatory Memorandum.

Background

As announced on 24 May 2024, AIC Mines received firm commitments for $57.2 million from institutional and sophisticated investors under a placement of new fully paid ordinary shares (**New Shares**) at an issue price of $0.52 (**Placement**).

As part of the Placement, 108,407,692 New Shares were issued within the Company's placement capacity under Listing Rule 7.1 and Listing Rule 7.1A. The Company is now seeking shareholder approval to ratify the shares issued under Listing Rule 7.1 to refresh the Listing Rule 7.1 Capacity under Resolution 1.

Directors of the Company applied for 1,592,308 New Shares under the Placement and as such, approval is sought at this meeting under Listing Rule 10.11.

The issue of New Shares as contemplated by Resolutions 1 to 5 do not fit within any of the exceptions under the Listing Rules.

Further information regarding the Placement is set out in the investor presentation released to the ASX on 22 May 2024.

Agenda

Ordinary Business

1. Resolution 1 – Ratification of issue of 62,185,253 New Shares

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

*"Pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of the 62,185,253 New Shares (**LR 7.1 Shares**) on the terms and conditions in the Explanatory Memorandum."*

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- a person who participated in the issue of LR 7.1 Shares; or
- an associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 1 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. Resolution 2 – Issue of 700,000 New Shares to an entity associated with Josef El-Raghy

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

*"Pursuant to and in accordance with Listing Rule 10.11, Shareholders approve the issue of 700,000 New Shares to El-Raghy Kriewaldt Pty Ltd (**El-Raghy Entity**) on the terms and conditions in the Explanatory Memorandum."*

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- El-Raghy Kriewaldt Pty Ltd or Josef El-Raghy;
- the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 2 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.

3. Resolution 3 – Issue of 500,000 New Shares to Aaron Colleran

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

"Pursuant to and in accordance with Listing Rule 10.11, Shareholders approve the issue of 500,000 New Shares to Aaron Colleran on the terms and conditions in the Explanatory Memorandum."

Voting exclusion statement

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

- Aaron Colleran;

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- the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of those persons.

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

4. Resolution 4 – Issue of 200,000 New Shares to an entity associated with Jon Young

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

*"Pursuant to and in accordance with Listing Rule 10.11, Shareholders approve the issue of 200,000 New Shares to Ragged Holdings Pty Ltd atf the Ragged Super Account (**Young Entity**) on the terms and conditions in the Explanatory Memorandum."*

Voting exclusion statement

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

- Ragged Holdings Pty Ltd atf the Raged Super Fund or Jon Young;
- the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 4 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.

5. Resolution 5 – Issue of 192,308 New Shares to Linda Hale

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

"Pursuant to and in accordance with Listing Rule 10.11, Shareholders approve the issue of 192,308 New Shares to Linda Hale on the terms and conditions in the Explanatory Memorandum."

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- Linda Hale;
- the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of 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.

Other Business

To consider any other business that may be brought before the Meeting in accordance with the Company's Constitution.

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Action to be taken by Shareholders

Explanatory Memorandum

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

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 4:00 pm (AWST) on 22 July 2024 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 in the Notice of Meeting).

Proxies

Shareholders are encouraged to vote by voting online or by completing a Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form to the Notice of Meeting.

Proxy Forms can be lodged:

Online	At www.investorvote.com.au
By mail:	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 available on the proxy form.
Custodian voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Corporate Representative

If a representative of a Shareholder corporation is to attend the Meeting, a "Corporate Representative Certificate" should be completed and produced prior to the meeting. Please contact the Company's Share Registry for a pro forma certificate if required.

By Order of the Board
AIC Mines Limited



Audrey Ferguson
Company Secretary

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to Shareholders of AIC Mines Limited ACN 060 156 452 (**Company**) to explain the Resolutions to be put to Shareholders at the Extraordinary General Meeting to be held at Suite 1, Level 14, 221 St Georges Terrace, Perth, Western Australia on 24 July 2024 at 11.00am (AWST).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum are defined in section 7.

2. Resolution 1 - Ratification of issue of LR 7.1 Shares

Summary of relevant Listing Rules

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any Equity Securities, if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period. Further Equity Securities may only be issued by the Company, if the issue is approved by Shareholders at a general meeting, unless another exception under Listing Rule 7.2 applies.

While the issue of the LR 7.1 Shares does not fit within any of the exceptions under Listing Rule 7.2, but were nonetheless issued within the Company's remaining capacity under Listing Rule 7.1. Resolution 1 seeks ratification of the issue of the LR 7.1 Shares pursuant to Listing Rule 7.4, which allows Shareholders to approve the issue of securities after it has been made or agreed to be made.

If Resolution 1 is passed, the LR 7.1 Shares will be excluded in calculating the Company's capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue. By ratifying this issue, the Company will retain the flexibility to issue Equity Securities in the future up to the annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 1 is not passed, the LR 7.1 Shares will be included in calculating the Company's capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue.

Information about the Placement

As announced on 24 May 2024, the Company received firm commitments for $57.2 million from institutional and sophisticated investors under a placement of new fully paid ordinary shares (**New Shares**) at an issue price of $0.52 (**Placement**).

As part of the Placement, on 31 May 2024, 62,185,253 New Shares were issued within the Company's placement capacity under Listing Rule 7.1 and 46,222,439 New Shares were issued within the Company's placement capacity under Listing Rule 7.1A.

Directors of the Company applied for 1,592,308 New Shares under the Placement for which approval is sought under Resolutions 2 to 5.

The Joint Lead Managers were Argonaut Securities Pty Ltd and Shaw and Partners Limited.

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The proceeds of the Placement will be applied primarily to the Jericho link drive development, ventilation shafts and fans.

Technical information required by Listing Rule 7.5

Pursuant to Listing Rule 7.5 the following information is advised in relation to the issue of the LR 7.1 Shares:

(a) the LR 7.1 Shares were issued to institutional and other professional or sophisticated investors* introduced to the Company by the Joint Lead Managers;

(b) the number of New Shares issued under Listing Rule 7.1 is 62,185,253 New Shares;

(c) the LR 7.1 Shares are fully paid ordinary shares and ranked equally from the date of issue with all existing Shares on issue;

(d) the LR 7.1 Shares were issued on or around 31 May 2024;

(e) the LR 7.1 Shares were issued at an issue price of $0.52 per New Share, totalling $32,336,331.60;

(f) proceeds from the Placement will be applied primarily to the Jericho link drive development, ventilation shafts and fans; and

(g) a voting exclusion statement is included in this Notice.

*These investors included an associated company of Argonaut Securities Pty Ltd. The LR 7.1 Shares were not issued to any related parties, key management personnel or substantial holders in the Company**.**

Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

3. Resolution 2 – Issue of 700,000 New Shares to an entity associated with Josef El-Raghy

General

Resolution 2 seeks the approval to issue 700,000 New Shares to El-Raghy Kriewaldt Pty Ltd (**El-Raghy Securities**).

As the terms of the El-Raghy Securities are no more favourable than those issued under Resolution 1, it is considered that the allotment to the El-Raghy Entity would be on arm's length terms and as such, the Company can rely on section 210 of the Corporations Act. The Company has not sought the consent of ASIC in relation to Resolution 2; however, shareholder approval will be sought under Listing Rule 10.11.

The Board (excluding Josef El-Raghy, in light of his personal interest in the Resolution) considers that the proposed issue of El-Raghy Securities under Resolution 2 is reasonable in all the circumstances and that the exception in section 210 of the Corporations Act applies.

Listing Rule 10.11

Listing Rule 10.11 provides that a listed company must not, subject to specified exceptions, issue or agree to issue more Equity Securities to:

- **10.11.1:** a related party;
- **10.11.2:** a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

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- **10.11.3:** a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

- **10.11.4:** an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

- **10.11.5:** a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains shareholder approval.

As Josef El-Raghy is a director, and therefore a related party of the Company, the issue of the El-Raghy Securities to the El-Raghy Entity (being an entity associated with Josef El-Raghy), will be restricted in accordance with Listing Rule 10.11 unless one of the exceptions within Listing Rule 10.12 applies.

The issue of the El-Raghy Securities to the El-Raghy Entity does not fall within any of the exceptions in Listing Rule 10.12. Resolution 2 therefore seeks the requisite shareholder approval to issue under and for the purpose of Listing Rule 10.11. In accordance with Listing Rule 7.2 (Exception 14), as approval is being sought under Listing Rule 10.11, approval is not required to be obtained under Listing Rule 7.1.

Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13 the Company advises:

(a) 700,000 New Shares will be issued to El-Raghy Kriewaldt Pty Ltd;

(b) Josef El-Raghy is a related party of the Company by virtue of being a Director and falls into the category stipulated by Listing Rule 10.11.1 (the El-Raghy Entity falls within Listing Rule 10.11.4 as an associate of Josef El-Raghy);

(c) the number of New Shares to be issued pursuant to Resolution 2 is 700,000;

(d) the El-Raghy Securities are fully paid ordinary shares and will rank equally from the date of issue with existing Shares on issue;

(e) the El-Raghy Securities will be issued as soon as practicable following Shareholder approval and, in any event, no later than one month after the date of the Meeting or such later date as approved by ASX by way of ASX granting a waiver from the Listing Rules;

(f) the El-Raghy Securities will be issued at an issue price of $0.52 per New Share, totalling $364,000;

(g) the funds raised will be applied primarily to the Jericho link drive development, ventilation shafts and fans as set out in Resolution 1;

(h) the El-Raghy Securities are not being issued to remunerate or incentivise Josef El-Raghy or an associate or person connected with Josef El-Raghy; and

(i) a voting exclusion statement is included in the Notice.

Outcome for voting for and against the Resolution.

If Resolution 2 is passed, the El-Raghy Securities will be issued to an entity associated with Josef El-Raghy. If Resolution 2 is not passed, the El-Raghy Securities will not be issued and will impact the overall funds raised by the Company under the Placement.

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Board recommendation

The Board (other than Josef El-Raghy who has a personal interest in the outcome of the Resolution) recommends that Shareholders vote in favour of Resolution 2. The Chair intends to exercise all undirected proxies in favour of Resolution 2.

4. Resolution 3 – Issue of 500,000 New Shares to Aaron Colleran

General

Resolution 3 seeks the approval to issue 500,000 New Shares to Aaron Colleran (**Colleran Securities**).

As the terms of the Colleran Securities are no more favourable than those issued under Resolution 1, it is considered that the allotment to Aaron Colleran would be on arm's length terms and as such, the Company can rely on section 210 of the Corporations Act. The Company has not sought the consent of ASIC in relation to Resolution 3; however, shareholder approval will be sought under Listing Rule 10.11.

The Board (excluding Aaron Colleran in light of his personal interest in the Resolution) considers that the proposed issue of Colleran Securities under Resolution 3 is reasonable in all the circumstances and that the exception in section 210 of the Corporations Act applies.

Listing Rule 10.11

A summary of Listing Rule 10.11 is provided above under Section 3- Resolution 2.

As Aaron Colleran is a director, and therefore a related party of the Company, the issue of the Colleran Securities will be restricted in accordance with Listing Rule 10.11 unless one of the exceptions within Listing Rule 10.12 applies.

The issue of the Colleran Securities to Aaron Colleran does not fall within any of the exceptions in Listing Rule 10.12. Resolution 3 therefore seeks the requisite shareholder approval to issue under and for the purpose of Listing Rule 10.11. In accordance with Listing Rule 7.2 (Exception 14), as approval is being sought under Listing Rule 10.11, approval is not required to be obtained under Listing Rule 7.1.

Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13 the Company advises:

(a) the Colleran Securities will be issued to Aaron Colleran;

(b) Aaron Colleran is a related party of the Company by virtue of being a Director and falls into the category stipulated by Listing Rule 10.11.1;

(c) the number of New Shares to be issued pursuant to Resolution 4 is 500,000;

(d) the Colleran Securities are fully paid ordinary shares and will rank equally from the date of issue with existing Shares on issue;

(e) the Colleran Securities will be issued as soon as practicable following Shareholder approval and in any event, no later than one month after the date of the Meeting or such later date as approved by ASX by way of ASX granting a waiver from the Listing Rules;

(f) the Colleran Securities will be issued at an issue price of $0.52 per New Share, totalling $260,000;

(g) the funds raised will be applied primarily to the Jericho link drive development, ventilation shafts and fans as set out in Resolution 1;

(h) the Colleran Securities are not being issued to remunerate or incentivise Aaron Colleran or an associate or person connected with Aaron Colleran; and

(i) a voting exclusion statement is included in the Notice.

Outcome for voting for and against the Resolution.

If Resolution 3 is passed, the Colleran Securities will be issued to Aaron Colleran. If Resolution 3 is not passed, the Colleran Securities will not be issued and will impact the overall funds raised by the Company under the Placement.

Board recommendation

The Board (other than Aaron Colleran who has a personal interest in the outcome of the Resolution) recommends that Shareholders vote in favour of Resolution 3. The Chair intends to exercise all undirected proxies in favour of Resolution 3.

5. Resolution 4 – Issue of 200,000 New Shares to an entity associated with Jon Young

General

Resolution 4 seeks the approval to issue 200,000 New Shares to Ragged Holdings Pty Ltd atf the Ragged Super Account (**Young Securities**).

As the terms of the Young Securities are no more favourable than those issued under Resolution 4, it is considered that the allotment to the Young Entity would be on arm's length terms and as such, the Company can rely on section 210 of the Corporations Act. The Company has not sought the consent of ASIC in relation to Resolution 4; however, shareholder approval will be sought under Listing Rule 10.11.

The Board (excluding Jon Young, in light of his personal interest in the Resolution) considers that the proposed issue of Young Securities under Resolution 4 is reasonable in all the circumstances and that the exception in section 210 of the Corporations Act applies.

Listing Rule 10.11

A summary of Listing Rule 10.11 is provided above under Section 3- Resolution 2.

As Jon Young is a director, and therefore a related party of the Company, the issue of the Young Securities to the Young Entity (being an entity associated with Jon Young), will be restricted in accordance with Listing Rule 10.11 unless one of the exceptions within Listing Rule 10.12 applies.

The issue of the Young Securities to the Young Entity does not fall within any of the exceptions in Listing Rule 10.12. Resolution 4 therefore seeks the requisite shareholder approval to issue under and for the purpose of Listing Rule 10.11. In accordance with Listing Rule 7.2 (Exception 14), as approval is being sought under, Listing Rule 10.11, approval is not required to be obtained under Listing Rule 7.1.

Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13 the Company advises:

(a) 200,000 New Shares will be issued to Ragged Holdings Pty Ltd atf the Ragged Super Account;

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(b) Jon Young is a related party of the Company by virtue of being a Director and falls into the category stipulated by Listing Rule 10.11.1 (the Young Entity falls within Listing Rule 10.11.4 as an associate of Jon Young);

(c) The number of New Shares to be issued pursuant to Resolution 4 is 200,000;

(d) the Young Securities are fully paid ordinary shares and will rank equally from the date of issue with existing Shares on issue;

(e) the Young Securities will be issued as soon as practicable following Shareholder approval and, in any event, no later than one month after the date of the Meeting or such later date as approved by ASX by way of ASX granting a waiver from the Listing Rules;

(f) the Young Securities will be issued at an issue price of $0.52 per New Share, totalling $104,000;

(g) the funds raised will be applied primarily to the Jericho link drive development, ventilation shafts and fans as set out in Resolution 1;

(h) the Young Securities are not being issued to remunerate or incentivise Jon Young or an associate or person connected with Jon Young; and

(i) a voting exclusion statement is included in the Notice.

Outcome for voting for and against the Resolution.

If Resolution 4 is passed, the Young Securities will be issued to an entity associated with Jon Young. If Resolution 4 is not passed, the Young Securities will not be issued and will impact the overall funds raised by the Company under the Placement.

Board recommendation

The Board (other than Jon Young who has a personal interest in the outcome of the Resolution) recommends that Shareholders vote in favour of Resolution 4. The Chair intends to exercise all undirected proxies in favour of Resolution 4.

6. Resolution 5 – Issue of 192,308 New Shares to Linda Hale

General

Resolution 5 seeks the approval to issue 192,308 New Shares to Linda Hale (**Hale Securities**).

As the terms of the Hale Securities are no more favourable than those issued under Resolution 1, it is considered that the allotment to Linda Hale would be on arm's length terms and as such, the Company can rely on section 210 of the Corporations Act. The Company has not sought the consent of ASIC in relation to Resolution 5; however, shareholder approval will be sought under Listing Rule 10.11.

The Board (excluding Linda Hale in light of his personal interest in the Resolution) considers that the proposed issue of Hale Securities under Resolution 5 is reasonable in all the circumstances and that the exception in section 210 of the Corporations Act applies.

Listing Rule 10.11

A summary of Listing Rule 10.11 is provided above under Section 3- Resolution 2.

As Linda Hale is a director, and therefore a related party of the Company, the issue of the Hale Securities to the Linda Hale will be restricted in accordance with Listing Rule 10.11 unless one of the exceptions within Listing Rule 10.12 applies.

The issue of the Hale Securities to Linda Hale does not fall within any of the exceptions in Listing Rule 10.12. Resolution 5 therefore seeks the requisite shareholder approval to issue under and for the purpose of Listing Rule 10.11. In accordance with Listing Rule 7.2 (Exception 14), as approval is being sought under Listing Rule 10.11, approval is not required to be obtained under Listing Rule 7.1.

Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13 the Company advises:

(a) the Hale Securities will be issued to Linda Hale;

(b) Linda Hale is a related party of the Company by virtue of being a Director and falls into the category stipulated by Listing Rule 10.11.1;

(c) the number of New Shares to be issued pursuant to Resolution 5 is 192,308;

(d) the Hale Securities are fully paid ordinary shares and will rank equally from the date of issue with existing Shares on issue;

(e) the Hale Securities will be issued as soon as practicable following Shareholder approval and in any event, no later than one month after the date of the Meeting or such later date as approved by ASX by way of ASX granting a waiver from the Listing Rules;

(f) the Hale Securities will be issued at an issue price of $0.52 per New Share, totalling $100,000.16;

(g) the funds raised will be applied primarily to the Jericho link drive development, ventilation shafts and fans as set out in Resolution 1;

(h) the Hale Securities are not being issued to remunerate or incentivise Linda Hale or an associate or person connected with Linda Hale; and

(i) a voting exclusion statement is included in the Notice.

Outcome for voting for and against the Resolution.

If Resolution 5 is passed, the Hale Securities will be issued to Linda Hale. If Resolution 5 is not passed, the Hale Securities will not be issued and will impact the overall funds raised by the Company under the Placement.

Board recommendation

The Board (other than Linda Hale who has a personal interest in the outcome of the Resolution) recommends that Shareholders vote in favour of Resolution 5. The Chair intends to exercise all undirected proxies in favour of Resolution 5.

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7. Interpretation

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange (as applicable).

Board means the board of directors of the Company.

Chair means the person who chairs the Meeting.

Company means AIC Mines Limited ACN 060 156 452.

Constitution means the constitution of the Company from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as amended, varied or replaced from time to time.

Director means a director of the Company.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Meeting.

Joint Lead Managers means Argonaut Securities Pty Ltd and Shaw and Partners Limited.

Listing Rule means the official listing rules of the ASX as amended from time to time.

Meeting or **Extraordinary General Meeting** means the extraordinary general meeting to be held at Suite 1, Level 14, 221 St Georges Terrace, Perth, Western Australia on 24 July 2024 at 11.00am (AWST) as convened by the accompanying Notice of Meeting.

Notice of Meeting or **Notice** means the notice of meeting giving notice to Shareholders of the Meeting, accompanying this Explanatory Memorandum.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

Related Bodies Corporate has the meaning given to that term in the Corporations Act.

Related Party has the meaning in section 228 of the Corporations Act.

Resolution means a resolution as set out in the Notice of Meeting.

Securities has the meaning in section 92(1) of the Corporations Act.

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

Shareholder means a holder of Shares in the Company.

Any enquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Audrey Ferguson (**Company Secretary**):

Suite 3, 130 Hay Street
Subiaco WA 6008
cosec@aicmines.com.au

AIC Mines Limited

ABN 11 060 156 452

Need assistance?

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

Online:
www.investorcentre.com/contact

For personal use only

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AWST) on Monday, 22 July 2024.**

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.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form: XX

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: 999999

PIN: 99999

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030

☐ **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.

I N D

Proxy Form

Please mark ☒ to indicate your directions

XX

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 Extraordinary General Meeting of AIC Mines Limited to be held at Suite 1, Level 14, 221 St Georges Terrace, Perth, WA 6000 on Wednesday, 24 July 2024 at 11:00am (AWST) and at any adjournment or postponement of that meeting.

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
Resolution 1	Ratification of issue of 62,185,253 New Shares	☐	☐	☐
Resolution 2	Issue of 700,000 New Shares to an entity associated with Josef El-Raghy	☐	☐	☐
Resolution 3	Issue of 500,000 New Shares to Aaron Colleran	☐	☐	☐
Resolution 4	Issue of 200,000 New Shares to an entity associated with Jon Young	☐	☐	☐
Resolution 5	Issue of 192,308 New Shares to Linda Hale	☐	☐	☐

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	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	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

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