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29 October 2024

ANNUAL GENERAL MEETING
NOTICE AND PROXY FORM

An Annual General Meeting (**Meeting**) of Resource Mining Corporation Limited (**RMI** or the **Company**) will be held on Thursday, 28 November 2024 at 10:00am (WST) at Level 5, 191 St Georges Terrace, Perth WA 6000.

The Notice of Meeting (**Notice**) can be viewed and downloaded at https://resmin.com.au/investor-centre/asx-announcements/. The Notice includes information on participating in the Meeting and the business to be considered at the Meeting.

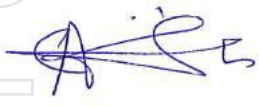
In accordance with section 110E of the Corporations Amendment (Meetings and Documents) Act 2022 (Cth), the Company will not be sending hard copies of the Notice unless a Shareholder has elected to receive documents in hard copy. If you have not elected to receive documents in hard copy, you can still request a hard copy of the Notice by contacting the Company Secretary by telephone on +61 8 6245 9438 or via email at rmc@resmin.com.au.

If you are unable to attend the Meeting, the Company strongly encourages shareholders to lodge a proxy form prior to the Meeting. Shareholders can lodge their proxy by going to https://investor.automic.com.au/#loginsah and logging in with your holder number (HIN/SRN), which you can find on your enclosed personalised proxy form. Your proxy form must be received by 10:00am (WST) 26 November 2024, being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant, or other professional adviser.

If you have any difficulties obtaining a copy of the Notice, please contact the Company's share registry, Automic, on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Yours faithfully



Asimwe Kabunga
Executive Chairman
Resource Mining Corporation Limited

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RESOURCE MINING CORPORATION LIMITED
ACN 008 045 083
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (WST)

DATE: Thursday, 28 November 2024

PLACE: Level 5, 191 St Georges Terrace, Perth WA 6000

The business of the Meeting affects your shareholding and your vote is important.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:00am (WST) on 26 November 2024.

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BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The reports referred to above are included in the 2024 Annual Report sent to those Shareholders who elected to receive a hard copy. A copy of the report is also available on the Company's website at **https://resmin.com.au/investor-centre/company-reports/**.

Terms and abbreviations used in the Notice are defined in the Glossary.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

> *"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2024."*

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement

In accordance with the Corporations Act, the Company will disregard any votes cast on the Resolution:

- by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or their Closely Related Parties (including spouses, dependents and controlled companies), regardless of the capacity in which the votes are cast; or
- by a person who is a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties, as a proxy.

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

- in accordance with a direction as to how the proxy is to vote on the Resolution; or
- the person is the Chair and the appointment of the Chair as proxy:
  - does not specify the way the proxy is to vote on the Resolution; and
  - expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – ASIMWE KABUNGA

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

> *"That, for the purpose of clause 14.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Mr Asimwe Kabunga, a Director, retires, and being eligible, is re-elected as a Director."*

3. RESOLUTION 3 – RATIFICATION OF ISSUE OF CONSIDERATION SHARES IN FEBRUARY AND MAY 2024

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 7.4 and for all other purposes, Shareholders ratify and approve the issue by the Company of 40,000,000 Shares, 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 3 by or on behalf of:

- a person who participated in the issue or is a counterparty to the agreement being approved; or
- an associate of that person or 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 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 – RATIFICATION OF ISSUE OF PLACEMENT SHARES IN APRIL 2024

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 7.4 and for all other purposes, Shareholders ratify and approve the issue by the Company of 50,000,000 Shares, 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 4 by or on behalf of:

- a person who participated in the issue or is a counterparty to the agreement being approved; or
- an associate of that person or 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 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 – APPROVAL OF 7.1A MANDATE

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

> *"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise 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 6 by or on behalf of:

- any 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 Shares); or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 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

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- the Chair 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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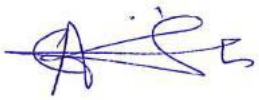
6. RESOLUTION 6 – APPOINTMENT OF AUDITOR

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

"*That, for the purposes of section 327B(1) of the Corporations Act 2001 and for all other purposes, BDO Audit Pty Ltd (ABN 33 134 022 870), having been nominated by a Shareholder and consented in writing to act as Auditor of the Company, be appointed Auditor of the Company, effective immediately.*"

Dated: 22 October 2024

By order of the Board



Asimwe Kabunga
Executive Chairman

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Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who 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 the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Proxy forms should be returned to the Company in accordance with the instructions on the enclosed Proxy Form by 10:00am (WST) on Tuesday, 26 November 2024. Proxy Forms received later than this time will be invalid. The following methods of delivery for proxies are specified:

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Chair's voting intentions

If the Chair is to act as your proxy (whether by appointment or by default) and you have not given directions on how to vote in the voting directions section of the Proxy Form for Resolution 1, the Proxy Form expressly directs and authorises the Chair to cast your votes "for" the relevant Resolution. This express authorisation is included because without it the Chair would be precluded from casting your votes as this Resolution is connected with the remuneration of Key Management Personnel. Subject to any voting prohibitions that may apply to the Chair in respect of Resolution 1 to restrict the Chair from voting undirected proxies, the Chair intends to vote all undirected proxies in favour of Resolutions 1 to 6.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on + 61 8 6245 9438.

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at **https://resmin.com.au/**.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

1.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

1.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

1.4 Board recommendation

Given the personal interests of all Directors in the outcome of this resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – ASIMWE KABUNGA

2.1 General

Clause 14.2 of the Constitution provides that one-third of the Directors (excluding any managing director) must retire each year.

In accordance with clause 14.2 of the Constitution and Listing Rule 14.5, Mr Asimwe Kabunga, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

2.2 Qualifications and other material directorships

Mr Asimwe Kabunga was appointed by the Board on 9 May 2022 and elected as a Director by Shareholders on 29 September 2022.

Mr Kabunga is a Tanzanian born Australian entrepreneur with multiple interests in mining and IT businesses around the world. Mr Kabunga has extensive technical and commercial experience in Tanzania, Australia, United Kingdom and the United States.

Mr Kabunga has been instrumental in establishing the Tanzania Community of Western Australia Inc. and served as its first President. Mr. Kabunga was also a founding member of Rafiki Surgical Missions and Safina Foundation, both NGOs dedicated to helping children in Tanzania. He is currently Chairman of ASX listed companies Volt Resources Ltd and Lindian Resources Ltd.

2.3 Independence

As Mr Kabunga is the Executive Chair of the Company and the sole director and shareholder of Kabunga Holdings Pty Ltd (who holds 21.23% of the Company's Shares as at date of the Notice), the Board does not consider him as being independent. However, the Board (excluding Mr Kabunga) considers that he has always acted, and will continue to act, in the best interests of the Company as a whole.

2.4 Board recommendation

The Board considers that Mr Kabunga's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board (other than Mr Kabunga) supports the election of Mr Kabunga and recommends that Shareholders vote in favour of Resolution 2.

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3. RESOLUTION 3 – RATIFICATION OF ISSUE OF CONSIDERATION SHARES IN FEBRUARY AND MAY 2024

3.1 Background

As announced to the ASX on 11 January 2023, the Company executed a Share Swap Agreement with ROPA Investments (Gibraltar) Limited (the **Vendor**) to acquire all the issued shares in Element92 Pte Ltd, which via Finland domiciled subsidiary, Element92 Suomi Oy, held the exploration reservations for three Finland projects, the Ruossakero Nickel project in Northern Finland, the Kola Lithium Project in Central Finland and the Hirvikallio Lithium Project in Southern Finland.

The consideration for the acquisition was 40,000,000 Shares at a deemed issue price of $0.10 per share (the **Consideration Shares**), which were issued to the Vendor in two tranches, being:

(a) 30,000,000 Consideration Shares on the conversion of the first Exploration Reservation to Exploration Licence; and

(b) 10,000,000 Consideration Shares on the date that was three months after the date of issue of the 30,000,000 Consideration Shares.

The Vendor agreed to not dispose of the Consideration Shares for at least three months after their respective issue dates.

In the quarter ended 31 March 2024, the Company relinquished the Ruossakero, Kola and Hirvikallio reservations. A highly prospective area of the Kola reservation was converted into the Köyhäjoki Exploration Permit, which was granted in January 2024. An application to convert a second highly prospective part of the Kola reservation into the Pikkukkalio Exploration Permit has also been submitted. An exploration permit application, Laitiainen, has been submitted to replace the Hirvikallio reservation.

On 15 August 2024 the Company changed the name of Element92 Suomi Oy to RMI Finland Oy.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Consideration Shares does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain approval for such future issues under Listing Rule 7.1. To this end, Resolution 3 seeks Shareholder approval

for the issue of the Consideration Shares under, and for the purposes of, Listing Rule 7.4.

If Resolution 3 is passed, the Consideration Shares will be excluded in calculating the Company's 15% capacity to issue Equity Securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the issue date.

If Resolution 3 is not passed, the Consideration Shares will continue to be included in calculating the Company's 15% capacity to issue Equity Securities under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

3.2 Listing Rule 7.5 information

Listing Rule 7.5 requires the following information to be disclosed to Shareholders in relation to the issue of the Consideration Shares:

Allottee	The Vendor, being ROPA Investments (Gibraltar) Limited
Number of securities issued	40,000,000
Class of security	Fully paid ordinary shares
Date of issue	30,000,000 Consideration Shares were issued on 15 February 2024 and 10,000,000 Consideration Shares were issued on 23 May 2024
Issue price or other consideration	Deemed issue price of $0.10 per Share
Purpose	The Consideration Shares were issued as the consideration for the acquisition of Element92 Pte Ltd, as further detailed in Section 3.1
Summary of any other material terms of the agreement	Disclosed at Section 3.1

3.3 Voting exclusion statement

A voting exclusion statement for Resolution 3 is included in the Notice.

3.4 Board Recommendation

The Board believes that Resolution 3 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of the Resolution.

4. RESOLUTION 4 – RATIFICATION OF ISSUE OF PLACEMENT SHARES IN APRIL 2024

4.1 Background

As announced to the ASX on 17 April 2024, the Company conducted a placement of 50,000,000 Shares (**Placement Shares**) to raise $1 million (before costs) at $0.02 per Share.

The Placement Shares were issued on 23 April 2024, using the Company's placement capacity under Listing Rule 7.1A.

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Resolution 4 seeks Shareholder approval to the ratification of the issue of the Placement Shares for the purposes of Listing Rule 7.4.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, an eligible entity may seek shareholder approval at its annual general meeting under Listing Rule 7.1A to increase this 15% limit by an extra 10%, to 25%. The Company obtained this approval at its annual general meeting held 28 November 2023.

The Placement Shares were issued using this additional placement capacity under Listing Rule 7.1A, effectively using up part of the Company's 10% limit under that Listing Rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A. Resolution 4 seeks Shareholder approval for the issue of the Placement Shares under and for the purposes of Listing Rule 7.4 and for all other purposes.

If Resolution 4 is passed, the Placement Shares:

(a) will not use up any of the Company's additional 10% placement capacity under Listing Rule 7.1A, effectively increasing the number of Equity Securities the Company can issue pursuant to that rule; and

(b) will immediately be counted in Variable A in the formulas in Listing Rules 7.1 and 7.1A, effectively increasing the base level of Shares on which the 15% and 10% limits in Listing Rules 7.1 and 7.1A are calculated to that extent.

If Resolution 4 is not passed, the Placement Shares will continue to be included in calculating the Company's additional 10% placement capacity under Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date (assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

4.2 Listing Rule 7.5 information

Listing Rule 7.5 requires the following information to be disclosed to Shareholders in relation to the issue of the Placement Shares:

Allottee	New sophisticated investors and existing shareholders identified by the Company as investors who may be interested in participating in the placement. The Company invited these investors to participate in the placement following discussions with these investors. None of these investors are a related party, Key Management Personnel, substantial holder or adviser of the Company (or an associate of any of these).

Number of securities issued	50,000,000
Class of security	Fully paid ordinary shares
Date of issue	23 April 2024
Issue price or other consideration	$0.02 per Share
Purpose, including intended use of the funds raised	The proceeds from the issue of the Placement Shares will be put towards: • Copper-gold exploration at Mpanda and Mbozi projects in Tanzania, including soil geochemical, geophysical surveys and RC drilling programs; • Initial ground disturbing exploration at the Kola lithium Project in Finland; • Follow up exploration activities in Tanzania and Finland following the above programs; • General working capital; and • Payment of placement costs.

4.3 Voting exclusion statement

A voting exclusion statement for Resolution 4 is included in the Notice.

4.4 Board Recommendation

The Board believes that Resolution 4 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of the Resolution.

5. RESOLUTION 5 – APPROVAL OF 7.1A MANDATE

5.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of $300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of the Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of $8,480,521 (based on the number of Shares on issue and the closing price of Shares on the ASX on 21 October 2024).

Resolution 5 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

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If Resolution 5 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

5.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 5:

(a) **Period for which the 7.1A Mandate is valid**

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

(i) the date that is 12 months after the date of this Meeting;

(ii) the time and date of the Company's next annual general meeting; and

(iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) **Minimum price**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated 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 by the entity and the recipient of the Equity Securities; or

(ii) if the Equity Securities are not issued within 10 trading days of the date in Section 6.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for continued exploration expenditure on the Company's current projects, for potential future exploration activities, for corporate administration and working capital purposes.

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(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue. If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 21 October 2024.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

		Dilution			
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		**Shares issued – 10% voting dilution**	**Issue Price**		
			$0.0065	**$0.013**	**$0.0195**
			50% decrease	**Issue Price**	**50% increase**
			Funds Raised		
Current	652,347,807 Shares	65,234,781 Shares	$424,026	$848,052	$1,272,078
50% increase	978,521,711 Shares	97,852,171 Shares	$636,039	$1,272,078	$1,908,117
100% increase	1,304,695,614 Shares	130,469,561 Shares	$848,052	$1,696,104	$2,544,156

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 652,347,807 Shares as at the date of the Notice.
2. The issue price set out above is the closing market price of the Shares on the ASX on 21 October 2024 (being $0.013).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options or Performance Rights are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.

8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

(i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and

(ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

(i) the purpose of the issue;

(ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;

(iii) the effect of the issue of the Equity Securities on the control of the Company;

(iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;

(v) prevailing market conditions; and

(vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under Listing Rule 7.1A**

The Company has previously sought approval under Listing Rule 7.1A on 28 November 2023 (**Previous Approval**). During the 12-month period preceding the date of the Meeting, being on and from 28 November 2023, and as at the date of this Notice, the Company has issued 50,000,000 Shares pursuant to the Previous Approval (**Previous Issue**), which represent approximately 7.99% of the total fully-diluted number of Equity Securities on issue in the Company on 28 November 2023, which was 625,473,768.

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Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below.

The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:

Date of Issue and Appendix 2A	**Date of Issue**: 23 April 2024 **Date of Appendix 2A**: 23 April 2024
Recipients	New sophisticated investors and existing shareholders as part of a placement announced on 17 April 2024 (**Placement**). The Placement participants were identified by the Company as investors who may be interested in participating in the Placement. The Company invited these investors to participate in the Placement following discussions with these investors. None of these investors are a related party, Key Management Personnel, substantial holder or adviser of the Company (or an associate of any of these).
Number and Class of Equity Securities Issued	50,000,000 Shares[2]
Issue Price and discount to Market Price[1] (if any)	AUD0.002 per Share (at a discount of 4.8% to Market Price).
Total Cash Consideration and Use of Funds	**Amount raised under the Placement**: AUD1,000,000 **Amount spent**: AUD 913,000 **Amount remaining**: AUD 87,000 **Use of funds and intended use of remaining funds[3]**: The proceeds from the issue of the Placement Shares will be put towards: • Copper-gold exploration at Mpanda and Mbozi projects in Tanzania, including soil geochemical, geophysical surveys and RC drilling programs; • Initial ground disturbing exploration at the Kola lithium Project in Finland; • Follow up exploration activities in Tanzania and Finland following the above programs; • General working capital; and • Payment of placement costs.

Notes:

1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: RMI (terms are set out in the Constitution).
3. This is a statement of current intentions as at the date of the Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

5.3 Voting Exclusion Statement

A voting exclusion statement is included in the Notice. As at the date of the Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 5.

5.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 5.

6. RESOLUTION 6 – APPOINTMENT OF AUDITOR

6.1 General

Having received ASIC consent, BDO Audit (WA) Pty Ltd (**BDO WA**) resigned as auditor effective 17 July 2024. After receiving a consent to act, the Board moved to appoint, with effect from 17 July 2024, BDO Audit Pty Ltd (**BDO Audit**) pursuant to section 327C(1) of the Corporations Act. The change of auditor arose as a result of BDO WA restructuring its audit practice whereby audits will be conducted by BDO Audit, an authorised audit company, rather than BDO WA.

Pursuant to section 327C(2) of the Corporations Act, any auditor appointed under section 327C(1) of the Corporations Act holds office until the company's next annual general meeting. Accordingly, the Company would like to put the appointment of the Company's auditor before the members of the Company to formalise the appointment.

The Company has received:

(a) a nomination under section 328B of the Corporations Act from a member of the Company to appoint BDO Audit Pty Ltd as the Company's auditor; and

(b) a consent to act as auditor of the Company duly executed by BDO Audit Pty Ltd.

A copy of the nomination is attached to this Notice at Annexure A.

If Resolution 6 is passed, BDO Audit Pty Ltd will continue in its position as the Company's auditor.

6.2 Board recommendation

The Board recommends that Shareholders vote favour of Resolution 6.

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GLOSSARY

$ means Australian dollars.

7.1A Mandate has the meaning given in Section 6.1.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the board of directors of the Company.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependent of the member or the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Resource Mining Corporation Limited (ACN 008 045 083).

Constitution means the Company's constitution.

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

Directors means the directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

Notice means the notice convening the Meeting including this Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Performance Right means a performance right convertible into a Share.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Directors' report section of the Company's annual financial report for the year ended 30 June 2024.

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

Section means a section of this Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

WST means Western Standard Time as observed in Perth, Western Australia.

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ANNEXURE A

21 October 2024

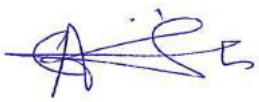
The Board of Directors
Resource Mining Corporation Limited
Level 5, 191 St Georges Terrace
Perth WA 6000

Dear Directors,

I, Asimwe Kabunga, being a shareholder of Resource Mining Corporation Limited (ACN 008 045 083) (**Company**), in accordance with section 328B(1) of the Corporations Act 2001 (Cth), hereby nominate BDO Audit Pty Ltd (ABN 33 134 022 870), of Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth WA 6000 for appointment as auditor of the Company at the Company's 2024 Annual general Meeting.

Please distribute copies of this notice of nomination as required by section 328B of the Corporation Act 2001 (Cth).

Yours faithfully,



Asimwe Kabunga.

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Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Resource Mining Corporation Limited | ABN 97 008 045 083

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Your proxy voting instruction must be received by **10.00am (AWST) on Tuesday, 26 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

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

STEP 1 – APPOINT A PROXY
If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

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

STEP 2 - VOTES ON ITEMS OF BUSINESS
You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

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

SIGNING INSTRUCTIONS
Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

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

Lodging your Proxy Voting Form:

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

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

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

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

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

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Resource Mining Corporation Limited, to be held at **10.00am (AWST) on Thursday, 28 November 2024 at level 5, 191 St Georges Terrace, Perth WA 6000** hereby:

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

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

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

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	ADOPTION OF REMUNERATION REPORT	☐	☐	☐
2	RE-ELECTION OF DIRECTOR – ASIMWE KABUNGA	☐	☐	☐
3	RATIFICATION OF ISSUE OF CONSIDERATION SHARES IN FEBRUARY AND MAY 2024	☐	☐	☐
4	RATIFICATION OF ISSUE OF PLACEMENT SHARES IN APRIL 2024	☐	☐	☐
5	APPROVAL OF 7.1A MANDATE	☐	☐	☐
6	APPOINTMENT OF AUDITOR	☐	☐	☐

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

STEP 3 – Signatures and contact details

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

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

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

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