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1 July 2025

GENERAL MEETING
NOTICE AND PROXY FORM

A General Meeting (**Meeting**) of Resource Mining Corporation Limited (**RMI** or the **Company**) will be held on Wednesday, 30 July 2025 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.

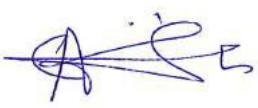
In accordance with section 110E of the Corporations Amendment (Meetings and Documents) Act 2022 (Cth), the Company will not be sending hard copies of the Notice unless a Shareholder has elected to receive documents in hard copy. If you have not elected to receive documents in hard copy, you can still 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) 28 July 2025, 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 General Meeting

A General Meeting of the Company will be held as follows:

Time and date:	**10:00am (AWST) on Wednesday, 30 July 2025**
Location:	**Level 5, 191 St Georges Terrace, Perth WA 6000**

The Notice of 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 professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 (2) 8072 1400.

Shareholders are urged to vote by lodging the Proxy Form

Resource Mining Corporation Limited
ACN 008 045 083
(Company)

Notice of General Meeting

Notice is hereby given that a general meeting of Shareholders of Resource Mining Corporation Limited (**Company**) will be held at Level 5, 191 St Georges Terrace, Perth WA 6000 on 30 July 2025 at 10:00am (AWST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form are included as part of the Notice.

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 as Shareholders on 28 July 2025 at 5:00pm (AWST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Resolutions

Resolution 1 – Ratification of issue of Options to RiverFort

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

'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 5,000,000 Options to RiverFort, each exercisable at $0.0225 and expiring 3 years from grant, on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 – Ratification of issue of Shares to RiverFort

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

'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 13,057,930 Extension Fee Shares to RiverFort at $0.004212 each, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Ratification of issue of Placement Shares (LR 7.1)

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

'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 53,603,765 Placement Shares on the terms and conditions in the Explanatory Memorandum.'

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Resolution 4 – Ratification of issue of Placement Shares (LR 7.1A)

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

'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 15,443,854 Placement Shares on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Approval to issue Related Party Placement Shares to Asimwe Kabunga

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

'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 23,809,524 Related Party Placement Shares to Asimwe Kabunga (or his nominee), on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 – Approval to issue Related Party Placement Shares to Trevor Matthews

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

'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 2,380,952 Related Party Placement Shares to Trevor Matthews (or his nominee), on the terms and conditions in the Explanatory Memorandum.'

Resolution 7 – Approval to issue Shares in lieu of Director fees to Trevor Matthews

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

'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 2,666,667 Shares in lieu of director fees to Trevor Matthews (or his nominee), on the terms and conditions in the Explanatory Memorandum.'

Resolution 8– Approval to issue Shares in lieu of Director fees to Noel O'Brien

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

'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 2,285,714 Shares in lieu of director fees to Noel O'Brien (or his nominee), on the terms and conditions in the Explanatory Memorandum.'

Resolution 9 – Approval to issue Shares in lieu of Director fees to David Round

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

'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,765,079 Shares in lieu of director fees to David Round (or his nominee), on the terms and conditions in the Explanatory Memorandum.'

Resolution 10 – Change of Company name

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

'That, for the purposes of sections 157(1) and 136(2) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to "Resource Minerals International Ltd", and to replace all references to "Resource Mining Corporation Limited" in the Company's constitution with references to "Resource Minerals International Ltd"."

2 Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

Resolution 1 or 2: by or on behalf of RiverFort or any of its Associates.

Resolution 3 or 4: by or on behalf of any person who participated in the issue of the Placement Shares or an Associate of that person or those persons.

Resolution 5: by or on behalf of Asimwe Kabunga and any other person who will obtain a material benefit as a result of the proposed issue of the relevant Related Party Placement Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any of their respective Associates.

Resolution 6: by or on behalf of Trevor Matthews and any other person who will obtain a material benefit as a result of the proposed issue of the relevant Related Party Placement Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any of their respective Associates.

Resolution 7 to **9**: by or on behalf of the person who is to receive the Shares in question and any other person who will obtain a material benefit as a result of the proposed issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any of their respective Associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

(a) 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;

(b) 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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

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(i) 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

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3 Voting prohibitions

A vote on Resolutions 5, 6, 7, 8 or 9 must not be cast by a person appointed as a proxy if:

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

(ii) a Closely Related Party of a member of the Key Management Personnel; and

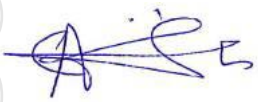
(b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

(c) the proxy is the Chair of the Meeting; and

(d) the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD



Asimwe Kabunga
Executive Chairman
Resource Mining Corporation Limited
Dated: 1 July 2025

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Resource Mining Corporation Limited
ACN 008 045 083
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 5, 191 St Georges Terrace, Perth WA 6000 at 10:00am (AWST) on 30 July 2025.

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 – Ratification of issue of Options
Section 4	Resolution 2 – Ratification of issue of Shares
Section 5	Resolution 3 and 4 - Ratification of issue of Placement Shares
Section 6	Resolution 5 and 6 – Approval to issue Related Party Placement Shares
Section 7	Resolutions 7 to 9 – Approval to issue Shares in lieu of Director fees
Section 8	Resolution 10 – Change of Company name
Schedule 1	Definitions
Schedule 2	Summary of terms and conditions of Drawdown Fee Options

A Proxy Form is made available at the end of the Explanatory Memorandum.

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2. Action to be taken by Shareholders

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

Voting on all proposed Resolutions at the Meeting will be conducted by poll. On a poll, each Shareholder has one vote for every fully paid ordinary Share held in the Company.

2.1 Voting in person

To vote in person, attend the Meeting on the date and at the place set out above. If possible, Shareholders are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, so that the Company may check the Shareholders' holding against the Company's share register and note attendance.

2.2 Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of their appointment, including any authority under which it is signed.

2.3 Voting by proxy

Shareholders are encouraged to vote by completing a Proxy Form.

A Proxy Form is made available with this Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person. To be effective, your proxy must be received by 10:00am (AWST) on 28 July 2025, being not later than 48 hours before the commencement of the Meeting, using one of the following methods:

Online:	Use your computer or smartphone to appoint a proxy at https://investor.automic.com.au/#/loginsah or scan the QR code on the proxy form using your smartphone
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

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The available Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Please note that:

(a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

(a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);

(b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;

(c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

(d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

(a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;

(b) the appointed proxy is not the Chair of the meeting;

(c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA, on the resolution; and

(d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

2.4 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at kellie.davis@automicgroup.com.au by 23

July 2025.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

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3. Resolution 1 – Ratification of issue of Options

3.1 Background

On 22 October 2024, the Company announced that it had entered into a funding agreement with RiverFort Global Capital Ltd (**RiverFort**) for the provision of a bridging loan of up to $1,000,000 (**RiverFort Loan**) to provide funding to advance exploration activities at the prospective Mpanda Copper-Gold Project in Tanzania and for other general working capital purposes (**Funding Agreement**).

The key terms of the RiverFort Loan are as follows:

(a) **Facility** – Funding Agreement.

(b) **Headline Amount** - $1,000,000.

(c) **Initial Drawdown** – RiverFort will advance $500,000 to the Company on the Execution Date. Any amounts drawn and outstanding shall be known as "Principal". Further drawdowns in the aggregate up to the Headline Amount shall be by mutual decision between RiverFort and the Company.

(d) **Execution Date** – 21 October 2024.

(e) **Initial Term** – Four months from the Execution Date (**Maturity Date**).

(f) **Interest** – 10% fixed coupon paid in cash on the Maturity Date.

(g) **Security** – A first ranking general security over the Company and its relevant subsidiaries.

(h) **Drawdown Fee and Options** – 5% of the amount drawn-down under the Funding Agreement (**Drawdown**) paid in cash and deducted from gross proceeds or 7% of the Drawdown if settled in shares being calculated at the Reference Price. On the first drawdown date the Company will issue 5 million Options each exercisable at $0.0225 each and expiring 3 years after grant (**Drawdown Fee Options**).

(i) **Reference Price** – The average of 5 daily VWAPs preceding the Drawdown.

(j) **Repayment Schedule** – The Principal and Interest shall be repaid in cash on or before the Maturity Date. If the Company elects not to repay any outstanding Principal and/or interest balances in cash on or before the Maturity Date, Extension Terms shall apply thereafter.

(k) **Extension Terms** – If the repayment is not settled in full on the Maturity Date, the Company must redeem the outstanding Principal and Interest on the Maturity Date by the issuance of a replacement convertible note having the following terms:

(i) 12-month terms from the extension date;

(ii) The Investor may from time to time elect to convert varying amounts of outstanding Principal and/or interest into ordinary shares (**Conversion Shares**) of the Company at the lower of:

i) A fixed price conversion price being the lower of:

a) 50% premium to the Extension Price, with the Extension Price being the average of 5 daily VWAPs preceding the Extension Date; and

b) 50% premium to the Reference Price

("**Fixed Premium Conversion Price**")

ii) A 10% discount to the lowest 1 daily VWAP over the 10 trading days immediately preceding a notice to issue shares ("**Variable Conversion Price**");

(iii) The Company may elect to redeem all of the outstanding Principal and Interest on 10 days' notice, so long as (i) the average of the 10 daily VWAPS of the Company's shares is less than the Fixed Premium Conversion Price on the date of the notice and repayment, and (ii) the daily VWAP on the day prior to repayment is less than the Fixed Premium Conversion Price on the date of the notice and repayment. The Company shall pay to the Investor the outstanding Principal and Interest balances plus a 10% fee on such balances.

(iv) Options: the Investor shall receive 10 million Options, exercisable at $0.0225 each with an expiry of 36 months from the date of issue.

(l) **Maximum Dilution** – Being 100,000,000 (one hundred million) Conversion Shares and Shares plus the Shares arising from the Options.

Pursuant to the terms of the RiverFort Loan, the Company issued the Drawdown Fee Options to RiverFort on 22 October 2024 using the Company's existing 15% placement capacity under Listing Rule 7.1.

3.2 Listing Rules 7.1, 7.1A and 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 shares it had on issue at the start of that period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 28 November 2024.

The issue of the Drawdown Fee Options does not fit within any of the exceptions to Listing Rule 7.1 and, as they have not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces 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 of the Drawdown Fee Options.

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of Shareholders passing Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

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If Resolution 1 is passed, 5,000,000 Drawdown Fee Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1 is not passed, 5,000,000 Drawdown Fee Options will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 5,000,000 Equity Securities for the 12-month period following the issue of those Drawdown Fee Options.

The Company confirms that Listing Rule 7.1 was not breached at the time the Drawdown Fee Options were agreed to be issued.

3.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Drawdown Fee Options:

(a) 5,000,000 Options were issued on 22 October 2024.

(b) The Drawdown Fee Options were issued to RiverFort, who is not a Material Investor of the Company.

(c) The Drawdown Fee Options comprise 5,000,000 unlisted Options each exercisable at $0.0225 and expiring on 22 October 2027. Shares issued on exercise of the Drawdown Fee Options are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue. Full terms and conditions of the Drawdown Fee Options are set out in Schedule 2.

(d) The Drawdown Fee Options were issued by the Company pursuant to the terms of the RiverFort Loan as fees for RiverFort providing the initial drawdown of $500,000. Accordingly, no funds were raised from the issue of the Drawdown Fee Options. If any Drawdown Fee Options are exercised, RiverFort must pay the Company the exercise price of $0.0225 per Option exercised (i.e. $112,500 if all Options are exercised), which funds are currently intended to be used for general corporate and working capital purposes.

(e) A summary of the key terms of the RiverFort Loan is set out in Section 3.1 above.

(f) A voting exclusion statement for Resolution 1 is included in the Notice.

3.4 Additional information

Resolution 1 is an ordinary Resolution.

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

4. Resolution 2 – Ratification of issue of Shares to RiverFort

4.1 General

As outlined in Section 3.1, the Company entered into the RiverFort Loan with RiverFort on 22 October 2024.

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On 14 March 2025 the Company announced it had extended the Maturity Date of the Funding Agreement with RiverFort to 21 June 2025. Under the terms of the extension, a fixed extension fee of 10% was settled at the Company's election in Shares on 25 March 2025, via the issue of 13,057,930 Shares (**Extension Fee Shares**) at a deemed price of $0.004212 each to RiverFort, using the Company's existing 15% placement capacity under Listing Rule 7.1. The deemed price of $0.004212 was calculated using the average VWAP for the period 6 March to 12 March 2025 pursuant to the Deed of Amendment and Restatement executed with RiverFort Global Opportunities PCC Ltd and RMI Finland Oy on 13 March 2025 (**Deed of Amendment**).

The key terms of the Deed of Amendment are as follows:

(a) the Maturity Date is extended to 21 June 2025 (the "**Extended Maturity Date**") from 21 February 2025 (the "**Initial Term Extension**").

(b) the Outstanding Balance will accrue a fixed extension fee of 10% in consideration of the Initial Term Extension (the "**Extension Fee**"). The Extension Fee will be settled either in cash or Shares upon the election of the Company, such irrevocable election will be confirmed in writing by the Company to RiverFort within 5 (five) Trading Days of the date of the Deed of Amendment. The settlement of the Extension Fee will either be:

i) In Shares calculated at the lower of (i) the average of the 5 daily VWAPs prior to the date of the Deed of Amendment and (ii) the average of the 5 daily VWAPs prior to the date of the written notification pursuant to Clause 2.1(b). Such Shares will be delivered into the designated account of RiverFort within 3 (three) Trading Days of the written notification; or

ii) In cash in cleared funds in the designated account of RiverFort within 1 (one) Trading Day of the written notification.

(c) The Outstanding Balance will accrue interest per the rate prescribed by the definition of Interest for the period between the original Maturity Date and the Extended Maturity Date.

(d) The Extension Options will not be due to be granted until the Extended Maturity Date having passed and the Agreement will be amended accordingly.

The outstanding balance of the RiverFort Loan will accrue interest per the rates prescribed in the Funding Agreement. Refer to Section 3.1 above for further details on the RiverFort Loan terms.

4.2 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is in Section 3.2 above.

The issue of the Extension Fee Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as they have not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces 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 of the Extension Fee Shares.

The effect of Shareholders passing Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

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If Resolution 2 is passed, 13,057,930 Extension Fee Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 2 is not passed, 13,057,930 Extension Fee Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 13,057,930 Equity Securities for the 12-month period following the issue of those Extension Fee Shares.

The Company confirms that Listing Rule 7.1 was not breached at the time the Extension Fee Shares were agreed to be issued.

4.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Extension Fee Shares:

(a) 13,057,930 Extension Fee Shares were issued on 25 March 2025.

(b) The Extension Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(c) The Extension Fee Shares were issued to RiverFort who is not a Material Investor of the Company.

(d) The Extension Fee Shares were issued at a deemed price of $0.004212 each.

(e) The Extension Fee Shares were issued by the Company pursuant to the terms of the RiverFort Loan as fees for RiverFort extending the Maturity Date of the RiverFort Loan.

(f) The key terms of the RiverFort Loan are set out in Section 3.1 above.

(g) A voting exclusion statement for Resolution 2 is included in the Notice.

4.4 Additional information

Resolution 2 is an ordinary Resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

5. Resolution 3 and 4 - Ratification of issue of Placement Shares

5.1 Background

On 22 May 2025, the Company announced that it had received firm commitments from professional and sophisticated investors to raise up to approximately $2 million (before costs) through the issue of up to 95,238,095 Shares (**Placement Shares**) at an issue price of $0.021 per Share (**Placement**).

The Placement is being undertaken in two tranches:

(a) The initial tranche comprised the issue of 69,047,619 Shares to unrelated professional and sophisticated investors (**Unrelated Placement Participants**) on 28 May 2025,

with:

(i) 53,603,765 Shares issued under the Company's placement capacity under Listing Rule 7.1, which the Company is seeking to ratify under Resolution 3; and

(ii) 15,443,854 Shares issued under the Company's placement capacity under Listing Rule 7.1A, which the Company is seeking to ratify under Resolution 4,

for a total of 69,047,619 Shares; and

(b) The second tranche will comprise, subject to the Company obtaining Shareholder approval under Resolution 5 and 6, the issue of an aggregate of 26,190,476 Shares to Directors, Mr Asimwe Kabunga and Mr Trevor Matthews.

5.2 Use of funds

Proceeds from the Placement are to be used towards:

- Copper-gold exploration including soil and auger sample analysis and RAB drilling programme in Tanzania,
- Follow up exploration activities in Tanzania,
- Assessment of near-term mining and processing opportunities,
- Debt repayment, and
- General working capital and Placement costs.

5.3 General

Resolution 3 and 4 seek Shareholder ratification for the purpose of Listing Rule 7.4 for the issue of 69,047,619 Placement Shares on 28 May 2025 at an issue price of $0.021 per Share to the Unrelated Placement Participants (before costs).

Of these 69,047,619 Placement Shares, 53,603,765 Placement Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 3) and 15,443,854 Placement Shares were issued pursuant to the Company's capacity under Listing Rule 7.1A (being, the subject of Resolution 4).

5.4 Listing Rules 7.1 and 7.1A

A summary of Listing Rules 7.1 and 7.1A is in Section 3.2 above.

This issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's

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combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

The Company confirms that Listing Rule 7.1 was not breached at the time the Shares were agreed to be issued to the Unrelated Placement Participants.

5.5 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares to the Unrelated Placement Participants:

Name and persons to whom Shares were issued or the basis on which those persons were identified/selected	Professional and sophisticated investors who were identified through a bookbuild process undertaken by the Company's consultants, which involved the consultants seeking expressions of interest to participate in the Placement from non-related parties of the Company. The Company confirms that none of the Unrelated Placement Participants are Material Investors.
Number of securities issued	53,603,765 Placement Shares (Resolution 3) 15,443,854 Placement Shares (Resolution 4)
Class of security	Fully paid ordinary shares
Date of issue	28 May 2025
Issue price or other consideration	$0.021 per Placement Share
Purpose, including intended use of the funds raised	Funds raised through the issue of the Placement Shares are to be used towards: • Copper-gold exploration including soil and auger sample analysis and RAB drilling programme in Tanzania, • Follow up exploration activities in Tanzania, • Assessment of near-term mining and processing opportunities, • Debt repayment, and • General working capital and Placement costs.
Relevant agreement	The Placement Shares issued to the Unrelated Placement Participants were issued pursuant to a short form subscription letter pursuant to which the Unrelated Placement Participants agreed to be issued Placement Shares at an issue price of $0.021 per Placement Share.
Voting exclusion statement	Voting exclusion statements for Resolution 3 and 4 are included in the Notice.

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5.6 Additional Information

Resolution 3 and 4 are ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolution 3 and 4.

6. Resolution 5 and 6 – Approval to issue Related Party Placement Shares

6.1 General

The Company has received commitments from related parties (being two of its Directors) to, subject to Shareholder being obtained, participate in the Placement on the same terms as the Unrelated Placement Participants, as follows:

Related Party	Amount committed to the 2025 Placement ($)	Related Party Placement Shares
Asimwe Kabunga	$500,000	23,809,524
Trevor Matthews	$50,000	2,380,952
Total	**$550,000**	**26,190,476**

Resolution 5 and 6 seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Related Party Placement Shares in the proportions set out above.

6.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of Shareholders:

(a) a related party (Listing Rule 10.11.1);

(b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) 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 (Listing Rule 10.11.3);

(d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or

(e) a person whose relationship with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

Messrs Kabunga and Matthews are related parties of the Company by virtue of being Directors. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board (with Messrs Kabunga and Matthews abstaining in respect of the Share issues to themselves) that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

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Approval pursuant to Listing Rule 7.1 is not required for the issue of the Related Party Placement Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of these Related Party Placement Shares will not be included in the Company's 15% placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 5 and 6 will be to allow the Company to issue the Related Party Placement Shares.

If Resolution 5 and 6 are not passed, the Company will not be able to proceed with the issue of the Related Party Placement Shares and will not receive the additional funds that would have been received from the issue of the Related Party Placement Shares.

6.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Related Party Placement Shares:

(a) The Related Party Placement Shares will be issued to Messrs Kabunga and Matthews (or their respective nominee/s), in the proportions set out in Section 6.1.

(b) Messrs Kabunga and Matthews fall into the category stipulated by Listing Rule 10.11.1 as a related party of the Company by virtue of being a Director of the Company. In the event the Related Party Placement Shares are issued to a nominee of Messrs Kabunga and Matthews, that nominee will fall into the category stipulated by Listing Rule 10.11.4.

(c) A maximum of:

(i) 23,809,524 Related Party Placement Shares will be issued to Mr Kabunga (or his nominee); and

(ii) 2,380,952 Related Party Placement Shares will be issued to Mr Matthews (or his nominee).

(d) The Related Party Placement Shares will be fully paid and rank equally in all respects with the Company's existing Shares on issue.

(e) The Related Party Placement Shares will be issued no later than one (1) month after the date of the Meeting.

(f) The Related Party Placement Shares will be issued at a price of $0.021 each, being the same issue price at which the Placement Shares were agreed to be issued.

(g) The purpose of the issue of the Related Party Placement Shares is to allow Mr Kabunga and Mr Matthews to participate in the Placement.

(h) The proceeds from the issue of the Related Party Placement Shares are intended to be used in the same manner as the proceeds from the Placement Shares, as set out in Section 5.2 above.

(i) The proposed issue of the Related Party Placement Shares is not intended to remunerate or incentivise Mr Kabunga or Mr Matthews in their capacity as Directors.

(j) Other than as disclosed in this Explanatory Memorandum, there are no other material

terms to the proposed issue of the Related Party Placement Shares.

(k) The Related Party Placement Shares will be issued pursuant to a short form subscription letter pursuant to which the relevant Director agreed to be issued the Related Party Placement Shares on the terms set out in this Explanatory Memorandum.

(l) Voting exclusion statements for Resolutions 5 and 6 are included in the Notice.

6.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

(a) obtain Shareholder approval in the manner set out in sections 217 to 227 of the Corporations Act;

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed issue of the Related Party Placement Shares constitutes giving a financial benefit to related parties of the Company (as Messrs Kabunga and Matthews are Directors).

The Board (with Messrs Kabunga and Matthews abstaining in respect of the Share issues to themselves) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the proposed issue of the Related Party Placement Shares because the Related Party Placement Shares will be issued on the same terms as those Shares issued to non-related party participants in the Placement and, as such, the giving of the financial benefit is on arm's length terms within the exception provided in section 210 of the Corporations Act.

6.5 Additional information

Resolution 5 and 6 are not inter-conditional.

The Board (other than Mr Kabunga in relation to Resolution 5 and Mr Matthews in relation to Resolution 6) recommends that Shareholders vote in favour of Resolution 5 and 6.

Mr Kabunga makes no recommendation to Shareholders in relation to Resolution 5 because he has an interest in the outcome of the Resolution.

Mr Matthews makes no recommendation to Shareholders in relation to Resolution 6 because he has an interest in the outcome of the Resolution.

7. Resolutions 7 to 9 – Approval to issue Shares in lieu of Director fees

7.1 General

Current Directors Trevor Matthews and Noel O'Brien are, and former Director David Round was, entitled to receive cash remuneration for their role as Non-Executive Directors of the Company.

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In the case of David Round, he was entitled to remuneration for his role as Non-Executive Director until his retirement on 8 April 2025.

Each of Messrs Matthews, O'Brien (**Relevant Directors**) and former Director David Round have agreed, and the Board (with Messrs Matthews and O'Brien abstaining in relation to Resolutions 7 and 8, respectively) has determined, to issue Shares in the Company (**Remuneration Shares**) to each of the Relevant Directors and David Round on the terms and conditions set out below in lieu of the cash remuneration otherwise payable to the Relevant Directors for the period 1 May 2024 to 30 June 2025, and David Round for the period 1 May 2024 to 8 April 2025 . The Remuneration Shares will be issued at a deemed issue price of $0.021 per Remuneration Share, being the issue price of the Placement Shares.

Resolutions 7 to 9 seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of the Remuneration Shares as follows:

Resolution	Director	Directors' fees ($)	Remuneration Shares
7	Trevor Matthews	56,000.00	2,666,667
8	Noel O'Brien	48,000.00	2,285,714
9	David Round	37,066.67	1,765,079

7.2 Chapter 2E of the Corporations Act

As set out in Section 6.4, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception to sections 210 to 216 of the Corporations Act. A related party for the purposes of the Corporations Act includes a director of a public company and an individual that was a director of a public company at any time within the previous 6 months. Messrs Matthews and O'Brien are related parties of the Company as they are directors of the Company. Mr Round is also a related party of the Company because he has been a director of the Company within the last 6 months.

The Board (with Messrs Matthews and O'Brien abstaining in relation to Resolutions 7 and 8, respectively) considers that Shareholder approval under section 208 of the Corporations Act is not required as the exception in section 211 of the Corporations Act applies.

Under section 211(1) of the Corporations Act, Shareholder approval is not required to be obtained for the giving of a financial benefit if the benefit is remuneration given to a related party of the company as an officer or employee of the company, and to give the remuneration would be reasonable given the circumstances of the company and the related party (including the responsibilities involved in the office or employment).

As mentioned above, the Remuneration Shares are being issued to the Relevant Directors in lieu of the cash remuneration payable in respect of them performing their roles and responsibilities as Non-Executive Directors for the period 1 May 2024 to 30 June 2025. Accordingly, the Board (with Messrs Matthews and O'Brien abstaining in relation to Resolutions 7 and 8, respectively) considers that Shareholder approval is not required under section 208 of the Corporations Act in connection with the proposed issue of the Remuneration Shares because the exception in section 211(1) applies.

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7.3 Listing Rule 10.11 approval

As set out above, Listing Rule 10.11.1 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to a related party (among others) unless it obtains the approval of its shareholders.

The issue of the Remuneration Shares to the Relevant Directors falls within Listing Rule 10.11.1 because the relevant person is a related party of the Company by virtue of being a Director, or having been a Director within the past 6 months, and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 7 to 9 seek the required Shareholder approval to issue the Shares to Messrs Matthews, O'Brien and Round (and/or their respective nominees) under, and for the purposes of, Listing Rule 10.11.

If the relevant Resolution is passed, the Company will be able to proceed with the issue of the Remuneration Shares to the Relevant Directors (and/or their nominee) and, pursuant to Listing Rule 7.2 (Exception 14), the issue will not use the Company's 15% placement capacity under Listing Rule 7.1.

If the relevant Resolution is not passed, the Company will not be able to proceed with the issue of the Remuneration Shares and will be required to consider alternative arrangements to remunerate the Relevant Directors, including to remunerate the Relevant Director through the payment of cash consideration.

7.4 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Remuneration Shares:

(a) The Remuneration Shares the subject of Resolutions 7 to 9 will be issued to Trevor Matthews, Noel O'Brien and David Round (and/or their respective nominee) respectively in the proportions set out in Section 7.1.

(b) Each of Messrs Matthews, O' Brien and Round fall into the category stipulated by Listing Rule 10.11.1 as a related party of the Company by virtue of being a Director of the Company or having been a Director of the Company within the past 6 months. In the event the Remuneration Shares are issued to a nominee of a Relevant Director, that nominee will fall into the category stipulated by Listing Rule 10.11.4.

(c) A maximum of:

(i) 2,666,667 Remuneration Shares will be issued to Mr Matthews (or his nominee) – Resolution 7;

(ii) 2,285,714 Remuneration Shares will be issued to Mr O'Brien (or his nominee) – Resolution 8; and

(iii) 1,765,079 Remuneration Shares will be issued to Mr Round (or his nominee) – Resolution 9.

(d) The Remuneration Shares will be fully paid and rank equally in all respects with the

Company's existing Shares on issue.

(e) The Remuneration Shares will be issued no later than one (1) month after the date of the Meeting.

(f) The Remuneration Shares will be issued at a deemed issue price of $0.021 per Remuneration Share in lieu of the outstanding Directors' fees as set out in Section 7.1 above.

(g) No funds will be raised from the issue of the Remuneration Shares as the purpose of issuing the shares is to satisfy the cash remuneration otherwise payable to the Relevant Director for the period set out in Section 7.1 above. See Section 7.1 for further details.

(h) The total remuneration package for Messrs Matthews and O'Brien is set out in the below table:

Relevant Director	Total remuneration per annum ($)
Trevor Matthews	Fixed Non-Executive Director Fee of $48,000 per annum and consulting fees of $200 per hour
Noel O'Brien	Fixed Non-Executive Director Fee of $48,000 per annum
David Round	Fixed Non-Executive Director Fee of $48,000 per annum

Further details are set out in the Remuneration Report contained in the Company's 2024 annual report released to ASX on 30 September 2024.

(i) The Remuneration Shares will be issued to the Relevant Directors pursuant to a short form subscription letter agreement pursuant to which the Relevant Director agrees to subscribe for the Remuneration Shares in consideration for the outstanding cash remuneration.

(j) Voting exclusion statements for Resolutions 7 to 9 are included in the Notice.

7.5 Directors' recommendation

The Board (other than Mr Matthews in relation to Resolution 7 and Mr O'Brien in relation to Resolution 8) recommends that Shareholders vote in favour of Resolutions 7 to 9.

Mr Matthews makes no recommendation to Shareholders in relation to Resolution 7 because he has an interest in the outcome of the Resolution.

Mr O'Brien makes no recommendation to Shareholders in relation to Resolution 8 because he has an interest in the outcome of the Resolution.

8. Resolution 10 – Change of Company name

8.1 Background

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name. Resolution 10 seeks the approval of Shareholders for the Company to change its name to "Resource Mining International Ltd". The Board proposes this change of name on the basis it believes the proposed name more accurately reflects the global spread of the operations of the Company.

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The Company is currently in the process of exploring for gold in Tanzania and potentially Saudi Arabia, and critical minerals, namely Copper and Nickel in Tanzania and Lithium in Finland. On this basis, the Board believes the name Resource Mining International Limited better represents our future plans as we position our Company to create wealth from mineral commodities using innovative technical, marketing and financial skills.

8.2 Additional information

The proposed name has been reserved by the Company with ASIC and, if Resolution 10 is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change.

If Resolution 10 is passed, the change of name will take effect when ASIC alters the details of the Company's registration. ASX has confirmed that the Company's ASX ticker code "RMI" will remain the same despite the change in name.

Shareholder approval is also being sought in accordance with section 136(2) of the Corporations Act to replace all existing references in the Company's constitution from "Resource Mining Corporation Limited" to "Resource Mining International Ltd".

8.3 Directors' recommendation

The Board recommends that Shareholders vote in favour of Resolution 10.

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Schedule 1 Definitions

These definitions are provided to assist persons in understanding some of the expressions used in this Notice.

ASIC	Australian Securities Investment Commission.
Associate	has the same meaning as the meaning prescribed by Listing Rule 19.12.
ASX	means ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
AWST	means Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	has the meaning given in the Corporations Act.
Company	means Resource Mining Corporation Limited (ACN 008 045 083).
Constitution	means the Constitution of the Company.
Corporations Act	means the *Corporations Act 2001* (Cth), as amended.
Director	means a director of the Company.
Drawdown Fee Options	has the meaning given in Section 3.1.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Extension Fee Shares	has the meaning given in Section 4.1.
Funding Agreement	has the meaning given in Section 3.1.
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.

Maturity Date	has the meaning given in Section 3.1.
Material Investor	means, in relation to the Company: (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received or will receive Securities in the Company which constitute more than 1% of the Company's capital.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of general meeting.
Option	means an option to acquire a Share.
Placement	has the meaning given in Section 5.1.
Placement Shares	has the meaning given in Section 5.1.
Proxy Form	means the proxy form made available with this Notice.
Related Party Placement Shares	means up to 26,190,476 Shares proposed to be issued to Messrs Kabunga and Matthews.
Relevant Director	has the meaning given in Section 7.1.
Remuneration Shares	has the meaning given in Section 7.1.
Resolution	means a resolution referred to in the Notice.
RiverFort	has the meaning given in Section 3.1.
RiverFort Loan	has the meaning given in Section 3.1.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Warrants).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Unrelated Placement Participants	has the meaning given in Section 5.1.
VWAP	means volume weighted average price.

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Schedule 2 Summary of terms and conditions of Drawdown Fee Options

The Options will be issued on the following terms:

a) **Entitlement:** Each Option entitles the Option Holder to subscribe for one fully-paid ordinary Share in the Company upon payment of the Exercise Price for each Option.

b) **No payment on grant:** The Option Holder is not required to pay any amount on the grant of an Option.

c) **Exercise price:** The exercise price of each Option is:

(i) For options issued on the Execution Date:
(a) $0.0225 AUD for 5,000,000 (five million) options;

(ii) For options issued on the Extension Date:
(a) $0.0225 AUD for 10,000,000 (ten million) options.

d) **Expiry date:** Each Option may be exercised at any time before 5.00pm (WST) on the date that is 3 years after their grant (Expiry Date). Any Option not exercised by the Expiry Date will automatically expire.

e) **Certificate or Holding Statement:** The Company must give the Option Holder a certificate or holding statement stating:

(i) the number of Options issued to the Option Holder;
(ii) the Exercise Price of the Options; and
(iii) the date of issue of the Options.

f) **Transfer:** The Options are non-transferable.

g) **Quotation of Options:** The Company will not apply to ASX for quotation of the Options.

h) **Quotation of Shares:** The Company will apply to ASX for quotation of the Shares issued on exercise of the Options as soon as practicable after such Shares are issued.

i) **New issues:** The Option Holder is not entitled to participate in any new issue to Shareholders of Securities in the Company unless it has exercised its Options before the record date for determining entitlements to the new issue of Securities and participate as a result of holding Shares.

j) **Bonus issues:** If the Company makes a bonus issue of Shares or other Securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable will be increased by the number of Shares which the Option Holder would have

received if the Option Holder had exercised the Option before the record date for determining entitlements to the issue.

k) **Reorganisation:** If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option Holder (including the number of Options to which the Option Holder is entitled to and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

Any calculations or adjustments which are required to be made will be made by the Company's Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option Holder.

The Company must, within a reasonable period, give to the Option Holder notice of any change to the Exercise Price of any Options held by the Option Holder or the number of Shares which the Option Holder is entitled to subscribe for on exercise of an Option.

l) **Notices:** The provisions of the Constitution regarding notices to be given to holders of Shares shall apply *mutatis mutandis* to notices to be given to Option Holders.

m) **Cashless Exercise:** Subject to these terms, an Option Holder may satisfy its obligation to pay the Exercise Price in respect of an Option by providing the Company with a notice of offset of monetary indebtedness owed by the Company to the Option Holder under the Funding Agreement to the extent of the Exercise Price.

n) **Exercise of Options:**

(i) To exercise Options, the Option Holder must give the Company or its Share Registry, at the same time:

(a) a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of Options being exercised and Shares to be issued;
(b) payment of the Exercise Price for the Options the subject of the exercise notice, by way of bank cheque or by other means of payment approved by the Company (including by way of a notice of cashless exercise as mentioned in paragraph (m)); and
(c) any certificate for the Options.

(ii) The Option Holder may only exercise Options in multiples of 10,000 Options unless the Option Holder exercises all Options held by the Option Holder.

(iii) Options will be deemed to have been exercised 30 days after the exercise notice and Exercise Price are received by the Company.

(iv) If the Option Holder exercises less than the total number of Options registered in the Option Holder's name:

(a) the Option Holder must surrender their Option certificate (if any); and
(b) the Company must cancel the Option certificate (if any) and issue the Option Holder a new Option certificate or holding statement stating the remaining number of Options held by the Option Holder.

o) **Issue of Shares on exercise of Options:**

(i) Within five Business Days after receiving an application for exercise of Options and payment by the Option Holder of the Exercise Price, the Company must issue the Option Holder the number of Shares specified in the application.

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(ii) Subject to the Constitution, all Shares issued on the exercise of Options will rank in all respects (including rights relating to dividends) equally with the existing Shares of the Company at the date of issue.

p) **Governing law:** These terms and the rights and obligations of the Option Holder are governed by the laws of Western Australia. The Option Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.

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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 Monday, 28 July 2025**, 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 General Meeting of Resource Mining Corporation Limited, to be held at **10.00am (AWST) on Wednesday, 30 July 2025 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 Resolutions 7, 8 and 9 (except where I/we have indicated a different voting intention below) even though Resolutions 7, 8 and 9 are 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	Ratification of issue of Options to RiverFort	☐	☐	☐
2	Ratification of issue of Shares to RiverFort	☐	☐	☐
3	Ratification of issue of Placement Shares (LR 7.1)	☐	☐	☐
4	Ratification of issue of Placement Shares (LR 7.1A)	☐	☐	☐
5	Approval to issue Related Party Placement Shares to Asimwe Kabunga	☐	☐	☐
6	Approval to issue Related Party Placement Shares to Trevor Matthews	☐	☐	☐
7	Approval to issue Shares in lieu of Director fees to Trevor Matthews	☐	☐	☐
8	Approval to issue Shares in lieu of Director fees to Noel O'Brien	☐	☐	☐
9	Approval to issue Shares in lieu of Director fees to David Round	☐	☐	☐
10	Change of Company name	☐	☐	☐

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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