



## Notice of Annual General Meeting

Eagle Mountain Mining Limited (ASX:EM2) ('Eagle Mountain' or the 'Company') is pleased to advise that its Annual General Meeting will be held at 11am on Friday 19 November 2021.

Attached is a Notice of Meeting and a letter to shareholders advising further details of the meeting and access to meeting documents.

For further information please contact:

**Tim Mason**

BEng, MBA, GAICD

Chief Executive Officer

[tim@eaglemountain.com.au](mailto:tim@eaglemountain.com.au)

**Mark Pitts**

B.Bus, FCA, GAICD

Company Secretary

[mark@eaglemountain.com.au](mailto:mark@eaglemountain.com.au)

*This Announcement has been approved for release by Mark Pitts, Company Secretary on behalf of the Board of Eagle Mountain Mining Limited*

### EAGLE MOUNTAIN MINING LIMITED

Eagle Mountain is a copper-gold explorer focused on the strategic exploration and development of highly prospective greenfields and brownfields projects in Arizona, USA.

Arizona is at the heart of America's mining industry and home to some of the world's largest copper discoveries such as Bagdad, Miami and Resolution, one of the largest undeveloped copper deposits in the world.

Follow the Company developments through our website and social media channels



Website <https://eaglemountain.com.au/>



Twitter [https://twitter.com/eagle\\_mining](https://twitter.com/eagle_mining)



LinkedIn <https://www.linkedin.com/company/eagle-mountain-mining-ltd/>



**EAGLE MOUNTAIN MINING**

## **Eagle Mountain Mining Limited**

ACN 621 541 204

### **Notice of Annual General Meeting, Explanatory Statement and Proxy Form**

**Annual General Meeting to be held at**

**The Offices of Eagle Mountain Mining Limited  
Ground Floor, 22 Stirling Highway Nedlands  
Western Australia**

**On Friday, 19 November 2021 at 11.00am (WST)**

**Shareholders please refer to the Important Information regarding  
the Annual General Meeting on pages 1 and 2 of this Notice.**

## Important Information

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### Contents

Item	Page
Notice of Annual General Meeting	2
Voting Exclusions	5
Proxy Appointment, Voting and Meeting Instructions	6
Explanatory Statement	8
Glossary	22

### Important dates

An indicative timetable of key proposed dates is set out below. These dates are indicative only and are subject to change.

Event	Date
Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded	11am (WST) on Wednesday, 17 November 2021
Snapshot date for eligibility to vote	4pm (WST) on Wednesday, 17 November 2021
Annual General Meeting	11am (WST) on Friday, 19 November 2021

### Defined terms

Capitalised terms used in this Notice of Annual General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary set out in the Explanatory Statement.

### Important information – COVID - 19 virus health and safety requirements

The Board of Directors have elected to hold a physical meeting and have undertaken to implement certain protocols and practices to ensure the safe conduct of the Annual General Meeting in line with general health advisory recommendation.

#### Please note the following:

- Eagle Mountain Mining Limited's Annual General Meeting will be held at Ground Floor, 22 Stirling Highway, Nedlands WA as noted on the front page of this Notice.
- **Shareholders are encouraged to vote by proxy.**
- No refreshments will be served at the Meeting.
- Voting on all Resolutions will be conducted by poll and not by show of hands.
- The minimum number of Directors and the Secretary will attend the Meeting in person (taking into account social distancing practices).
- Questions for the Board of Directors can be emailed to [info@eaglemountain.com.au](mailto:info@eaglemountain.com.au) and must be received no later than 5pm (WST) on Friday, 12 November 2021.

# Notice of Annual General Meeting

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Notice is hereby given that an Annual General Meeting of Eagle Mountain Mining Limited ACN 621 541 204 (**Company** or **Eagle Mountain**) will be held at **Ground Floor, 22 Stirling Highway, Nedlands WA** at **11am (WST) on Friday, 19 November 2021** for the purpose of transacting the business referred to in this Notice of Annual General Meeting.

The Explanatory Statement that accompanies and forms part of this Notice describes the various matters to be considered.

## AGENDA

### Financial Statements and Reports

To receive and consider the financial report, Directors' report and Auditor's report of the Company for the year ended 30 June 2021, as contained in the Company's Annual Report.

### Resolution 1: Adoption of Remuneration Report

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

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the period ended 30 June 2021, as contained in the Company's Annual Report for 2021, be adopted by the Company."*

#### Notes:

In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution ("spill resolution") that another meeting be held within 90 days at which all of the offices of Director are vacated (other than the office of managing director) and each such office will be put to a vote. Refer to the Explanatory Statement for further information.

### Resolution 2: Re-election of Director – Mr Roger Port

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 14.4, article 6.3 of the Company's Constitution and for all other purposes, Mr Roger Port, a Director of the Company who retires in accordance with article 6.3(c) of the Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company."*

### Resolutions 3(a) and 3(b): Ratification of Issue of Placement Shares to Placement Participants

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

(a) *"That under and for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders hereby approve the issue by the Company of up to 3,767,681 Placement Shares, issued at a price of \$0.65 each to the Placement Participants utilising the Company's placement*

capacity under Listing Rule 7.1, in the manner and on the terms and conditions set out in the Explanatory Statement.”

- (b) “That under and for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders hereby approve the issue by the Company of up to 19,313,858 Placement Shares, issued at a price of \$0.65 each to the Placement Participants utilising the Company’s placement capacity under Listing Rule 7.1A, in the manner and on the terms and conditions set out in the Explanatory Statement.”

#### **Resolution 4: Approval to issue Shares to Metech Super Pty Ltd**

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

“That under and for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders hereby approve the issue by the Company of up to 1,538,462 Placement Shares, at a price of \$0.65 each, to Metech Super Pty Ltd ATF The Metech No. 2 Super Fund A/C (Metech), an entity associated with Mr Charles Bass, the Managing Director of the Company, and/or Metech’s nominee(s), in the manner and on the terms and conditions set out in the Explanatory Statement.”

#### **Resolution 5: Ratification of issue of Options to Canaccord Genuity**

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

“That under and for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders ratify and approve the issue by the Company of 2,000,000 Options exercisable at \$0.8125 each, on or before 12 October 2023, to Canaccord Genuity as a Lead Manager to the Placement, in the manner and on the terms and conditions set out in the Explanatory Statement.”

#### **Resolution 6: Approval of Additional Placement Facility**

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, Shareholders approve the issue of Equity Securities up to 10% of the number of fully paid ordinary securities of the Company on issue (at the time of issue) calculated in accordance with the formula set out in Listing Rule 7.1A.2 for a period of 12 months from the date of the Meeting on the terms and conditions set out in the Explanatory Statement.”

**Note:**

Resolution 6 is a special resolution. To be passed, it must be approved by at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

**By order of the Board**



**Mr Mark Pitts**  
Company Secretary

13 October 2021

## Voting Exclusions

### Corporations Act voting prohibitions

Resolution	Voting prohibition	Exceptions
Resolution 1	Pursuant to section 250R of the Corporations Act, members of Key Management Personnel and their Closely Related Parties may not vote on Resolution 1. Any votes cast in contravention of section 250R of the Corporations Act will not be counted in working out a percentage of votes cast or whether the Resolution is approved.	This prohibition does not prevent the casting of a vote on Resolution 1 by a person who is otherwise prohibited from voting as a proxy where the appointment specifies how the proxy is to vote. The Chairman may vote as proxy in accordance with an express authorisation on the Proxy Form.

### ASX voting exclusion statements

For the purposes of Listing Rule 14.11, the following voting exclusion statements apply to the Resolutions.

The Company will disregard any votes cast in favour of the following Resolutions by or on behalf of the following persons or an Associate of those persons.

Resolution	Excluded Parties
Resolution 3(a)	The Placement Participants, being the persons to whom the Placement Shares were issued.
Resolution 3(b)	The Placement Participants, being the persons to whom the Placement Shares were issued.
Resolution 4	Metech (or its nominee) and Charles Bass (or his nominees) and any Associate of Metech (or its nominee) and Charles Bass (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the Placement Shares to Metech (except a benefit received solely by reason of being a Shareholder in the Company).
Resolution 5	Canaccord Genuity, being the person to whom the Options were issued.
Resolution 6	If at the time of the Meeting the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, any person who is expected to participate in the issue 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).

However, this does not apply to a vote cast in favour of the above Resolutions by:

- the person as proxy or attorney for a person who is entitled to vote on a Resolution, in accordance with directions given to the proxy or attorney to vote on a Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on a Resolution, in accordance with a direction given to the chair to vote on a Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary providing 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 a Resolution; and
  - the holder votes on a Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

# Proxy Appointment and Voting Instructions

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## Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address below, or by fax or email by **11am (WST) on Wednesday, 17 November 2021**. A Proxy Form received after that time will not be valid.

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

## Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not, be a Shareholder.

The Company encourages Shareholders to appoint the Chairperson as your proxy. To do so, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairperson, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairperson will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, you may photocopy the Proxy Form or an additional Proxy Form may be obtained by telephoning the Share Registry on 1300 850 505 (within Australia) or +61 (3) 9415 4000 (overseas).

**Please note, it is recommended Shareholders complete the attached proxy form and send to the Company via the communication methods outlined above.**

To appoint a second proxy you must, on each Proxy Form, state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

## Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary, that director.

## Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of

appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

### **Votes on Resolutions**

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate boxes. If you do not mark any of the boxes next to a Resolution, your proxy may vote as he or she chooses. If you mark more than one box on the Resolution, your vote will be invalid.

### **Chairperson voting undirected proxies**

If the Chairperson is your proxy, the Chairperson will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chairperson to vote your undirected proxies at his/her discretion.

As at the date of this Notice of Meeting, the Chairperson intends to vote undirected proxies **FOR** each of the Resolutions. In exceptional cases the Chairperson's intentions may subsequently change and in this event, the Company will make an announcement to the market.

### **Voting entitlement (snapshot date)**

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at **4pm (WST) on Wednesday, 17 November 2021**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

### **Questions from Shareholders**

At the Meeting, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report. A representative of William Buck, as the Auditor responsible for preparing the Auditor's report for the year ended 30 June 2021, will attend the Meeting.

The Chairman will also allow a reasonable opportunity for Shareholders to ask the Auditor questions about:

- the conduct of the audit;
- the preparation and content of the Auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

To assist the Board and the Auditor of the Company in responding to questions please submit any questions you may have to the Company in writing by 5.00pm (WST) on Friday, 12 November 2021 in the same manner as outlined above for lodgment of Proxy Forms. Copies of written questions will be available at the meeting.

As required under section 250PA of the Corporations Act, the Company will make available at the Meeting those questions directed to the Auditor received in writing at least 5 business days prior to the Meeting, being questions which the Auditor considers relevant to the content of the Auditor's report or the conduct of the audit of the annual financial report for the year ended 30 June 2021. The Chairman will allow a reasonable opportunity for the Auditor to respond to the questions set out on this list.



# Explanatory Statement

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This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting.

Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

## 1. Annual Financial Report

The Corporations Act requires that the Directors' report, Auditor's report and the financial statements of the Company for the year ended 30 June 2021 be tabled at the Annual General Meeting. These reports are contained in the Company's Annual Report.

Neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders on the reports and financial statements. However, Shareholders will be given reasonable opportunity to raise questions on the reports and ask questions of the Company's Auditor.

## 2. Resolution 1: Adoption of Remuneration Report

The Remuneration Report is set out in the Directors' report in the Annual Report.

The Corporations Act requires the Company to put a resolution to Shareholders that the Remuneration Report be adopted. In accordance with section 250R(3) of the Corporations Act, the vote on the Resolution is advisory only and does not bind the Directors or the Company.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings of the Company, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the managing director) must go up for re-election.

Votes cast against the Remuneration Report at the Company's 2020 AGM did not exceed 25% of all votes cast, accordingly, a spill resolution will not under any circumstances be required to be considered at the Annual General Meeting.

A voting exclusion applies to Resolution 1 on the terms set out in the Notice of Meeting. Key Management Personnel and their Closely Related Parties may not vote on this Resolution and may not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote or the proxy is given to the Chairman and expressly authorises the Chairman to exercise the proxy. The Chairman will use any such proxies to vote in favour of Resolution 1.

The Company encourages all Shareholders to cast their votes on Resolution 1 (Adoption of Remuneration Report).

### **3. Resolution 2: Re-election of Director – Mr Roger Port**

#### **3.1 Background**

Resolution 2 seeks Shareholder approval for the re-election of Mr Roger Port as a Director of the Company.

In accordance with article 6.3(c) of the Constitution, at every annual general meeting of the Company one third of the Directors for the time being must retire from office and are eligible for re-election. The Directors to retire are:

- (a) those who have been in office for 3 years since their appointment or last re-appointment;
- (b) those who have been longest in office since their appointment or last re-appointment;  
or
- (c) if the Directors have been in office for an equal length of time, by agreement.

Mr Port retires by rotation and offers himself for re-election as a Director.

#### **3.2 Biography – Mr Roger Port, Non-Executive Director**

Roger Port was a partner of PricewaterhouseCoopers from 1997 to 2016. He has 30 years' experience in financial analysis, company and business valuations, transaction due diligence and mergers and acquisitions and led the PricewaterhouseCoopers Perth Deals team from 2009 to 2016. He has had significant experience in the resources sector in his career and jointly led the PwC Australia Deals Energy & Mining industry group for five years.

Roger is a graduate of Macquarie University and gained a Graduate Diploma in Applied Finance and Investment from the Securities Institute of Australia. He is a Fellow of Chartered Accountants Australia and New Zealand, a Senior Fellow of the Financial Services Institute of Australasia and a Fellow of the Australian Institute of Company Directors.

If Resolution 2 is passed, Mr Port will be re-elected as Non-Executive Director of the Company. If Mr Port is not re-elected, he will retire as a Director. The Board may consider an appointment to fill a casual vacancy pursuant to the Constitution, with ratification at the Company's next AGM.

#### **3.3 Directors' recommendation**

The Directors (other than Mr Port) recommend that Shareholders vote in favour of Resolution 2.

### **4. Resolutions 3(a) and 3(b): Ratification of issue of Tranche 1 Placement Shares to Placement Participants**

#### **4.1 Placement**

On 28 September 2021, the Company announced that it had received firm commitments from various sophisticated and professional investors (**Placement Participants**) identified by Canaccord Genuity and PAC Partners (together, **Joint Lead Managers**) to raise approximately \$16,000,000 (before costs) through the issue of a total of 24,620,000 Shares in the Company at an issue price of \$0.65 per Share (**Placement Shares**).

The Placement has been conducted in tranches comprising the following:

- a private placement of 23,081,539 Placement Shares to Placement Participants (who are not Related Parties of the Company), at an issue price of \$0.65 per Placement Share, comprising:

- 3,767,681 Placement Shares issued pursuant to the Company's "15%" placement capacity under Listing Rule 7.1; and
- 19,313,858 Placement Shares issued pursuant to the Company's "10%" additional placement capacity under Listing Rule 7.1A; and
- a proposed placement of 1,538,462 Placement Shares to Metech Super Pty Ltd, an entity associated with Mr Charles Bass, the Managing Director of the Company, and thus a Related Party to the Company; the issue of these Placement Shares to Metech is subject to Shareholder approval of Resolution 4.

together, the **Placement**.

Placement Shares issued to Placement Participants who were not Related Parties of the Company were issued by the Company on 1 October 2021 using its issuing capacities under Listing Rules 7.1 and 7.1A. Subsequent ratification of this issue by Shareholders is sought under Resolutions 3(a) and 3(b).

#### **4.2 Use of funds raised under the Placement**

Funds raised from the Placement will be used to continue planned exploration at the Company's high-grade Oracle Ridge Copper Mine Project (**Oracle Ridge**) to expand and upgrade the current mineral resource, drill high priority targets and for the potential acquisition of prospective landholdings in Arizona and to provide additional working capital for the Company.

#### **4.3 Requirement for Shareholder approval**

As described in Section 4.1 above, the Company has issued a total of 23,081,539 Placement Shares under the Placement to the Placement Participants using its issuing capacities under Listing Rules 7.1 and 7.1A, in the following proportions:

- (a) 3,767,681 Placement Shares pursuant to Listing Rule 7.1; and
- (b) 19,313,858 Placement Shares pursuant to Listing Rule 7.1A.

None of the Placement Participants who participated in the issue of 23,081,539 Placement Shares were or are Related Parties of the Company.

Resolutions 3(a) and 3(b) are ordinary resolutions seeking approval by Shareholders of the ratification of the issue of the 23,081,539 Placement Shares.

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.

The issue of the Placement Shares does not fall 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 from the issue date of the Placement Shares.

A Listing Rule 7.1A mandate allows an entity to increase its 15% limit in Listing Rule 7.1 by an extra 10% if Shareholders approve a special resolution at a company's annual general meeting. The Company's Shareholders approved the extra 10% placement capacity mandate pursuant to Listing Rule 7.1A at the Company's 2020 Annual General Meeting, allowing the Company the ability to place a total of 25% of the fully paid ordinary shares it had on issue at the start of that period.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rules 7.1 or 7.1A 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 into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A.

To this end, Resolutions 3(a) and 3(b) seek Shareholder approval for the issue of Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolutions 3(a) and 3(b) are passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolutions 3(a) and 3(b) are not passed, the issue of the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1 and 10% limit in 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.

#### **4.4 Listing Rule information requirements**

In accordance with the disclosure requirements of Listing Rule 7.5, the following information is provided in relation to Resolutions 3(a) and 3(b):

**(a) Basis on which Placement Participants were identified**

In respect of Resolutions 3(a) and 3(b), Placement Shares were issued to Placement Participants, being various sophisticated and professional investors identified by the Joint Lead Managers and who are not Related Parties of the Company.

Each Placement Participant is a sophisticated or professional investor within the meaning of section 708(8), (10), (11) or (12) of the Corporations Act, being an investor to whom securities may be issued without a prospectus or other disclosure document.

**(b) The number of securities issued**

(i) in respect of Resolution 3(a) – 3,767,681 Placement Shares were issued to Placement Participants utilising the Company's placement capacity pursuant to Listing Rule 7.1; and

(ii) in respect of Resolution 3(b) – 19,313,858 Placement Shares were issued to Placement Participants utilising the Company's additional placement capacity pursuant to Listing Rule 7.1A.

The Placement Shares are fully paid ordinary Shares ranking equally with the Company's existing Shares then on issue.

**(c) The date on which the securities were issued**

The Placement Shares were issued by the Company on 1 October 2021.

**(d) The price at which the securities were issued**

For both Resolutions 3(a) and 3(b), the Placement Shares were issued to Placement Participants at an issue price of \$0.65 per Placement Share.

**(e) The use or intended use of the funds raised**

The Company intends to use the funds from the issue of the Placement Shares for the purposes described in Section 4.2.

#### **4.5 Directors' recommendation – Resolutions 3(a) and 3(b)**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3(a) as it will refresh the Company's issuing capacity under Listing Rule 7.1 and give the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and as required.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3(b) as it will refresh the Company's issuing capacity under Listing Rule 7.1A and give the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and as required.

## **5. Resolution 4: Approval to issue of Placement Shares to Metech Super Pty Ltd**

### **5.1 Background to Resolution 4**

As part of the Placement to raise approximately \$16,000,000 referred to in Section 4.1, the Company proposes to issue to Metech 1,538,462 Placement Shares, at an issue price of \$0.65 per Placement Share, to raise \$1 million, subject to Shareholder approval of the issue.

Metech is an entity associated with Mr Charles Bass, the Managing Director of the Company, and thus a Related Party to the Company.

Resolution 4 is an ordinary resolution seeking Shareholder approval for the issue of 1,538,462 Placement Shares to Metech or its nominee.

Metech is a Related Party of the Company as it is controlled by Charles Bass.

Charles Bass presently has a relevant interest in 64,603,287 Shares (28.33% of the total 228,064,122 Shares presently on issue), held by Silver Mountain Mining Nominee Pty Ltd ATF Silver Mountain Trust, Quartz Mountain ATF The Bass Family Trust and Metech Super Pty Ltd ATF The Metech No. 2 Super Fund. Mr Bass is a controller of these trustee companies and a beneficiary of the trusts.

If Resolution 4 is approved and 1,538,462 Placement Shares are issued to Metech, the entities which Charles Bass controls will hold a total of 66,141,749 Shares, representing a relevant interest in 28.81% of a total of 229,602,584 Shares then on issue (assuming no other Shares are issued to other persons).

### **5.2 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:

- 10.11.1 – a related party;
- 10.11.2 - a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 – a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 – an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 – a person whose relationship with the company or a person referred to in Listing Rule 10.11.1 to 10.11.4 is such that, ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains approval of its shareholders.

The issue of Placement Shares to Metech falls within Listing Rule 10.11.4 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires approval of the Company's Shareholders under Listing Rule 10.11.

Resolution 4 seeks the required Shareholder approval to issue Placement Shares to Metech under and for the purposes of Listing Rule 10.11.

If Resolution 4 is passed, the Company will be able to proceed with the issue of Placement Shares to Metech and raise \$1,000,000.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of Placement Shares to Metech and will not raise \$1,000,000, which in turn will reduce the amount of the capital the Company has to direct towards its exploration and drilling projects.

### **5.3 Corporations Act requirements**

#### **(a) Related party financial benefit restrictions**

For a public company to give a financial benefit to a Related Party of the public company, either:

- the public company must first obtain the approval of its shareholders in the manner set out in sections 217 to 227 of the Corporations Act, and give the benefit within 15 months following such approval; or
- the giving of the financial benefit must fall within a prescribed exception set out in sections 210 to 216 of the Corporations Act.

(b) **Arm's length exception**

Section 210 of the Corporations Act provides that shareholder approval is not required to give a financial benefit on terms that:

- would be reasonable in the circumstances if the public company and the related party were dealing at arm's length; or
- are less favourable to the related party than arm's length terms.

The Directors (other than Mr Charles Bass) consider that the subscription for Placement Shares by Metech is on arm's length terms as the agreement for the issue of Shares is at the same price per Share (\$0.65) as the other Placement Shares issued to the other Placement Participants. Accordingly, the proposed issue reflects arm's length terms.

The Directors (other than Mr Charles Bass) have therefore resolved that Shareholder approval is not required for the purposes of section 208 of the Corporations Act as the exception under section 210 of the Corporations Act applies.

#### 5.4 Information required by Listing Rule 10.13

Listing Rule 10.13 requires that information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 10.11 as follows:

(a) **The name of the person**

Metech Super Pty Ltd ATF The Metech No. 2 Super Fund A/C

(b) **Which category in rules 10.11.1 – 10.11.5 the person falls and why**

Metech is an entity associated with Mr Charles Bass, the Managing Director of the Company and consequently falls under Listing Rule 10.11.4.

(c) **The number and class of securities to be issued to the person**

The Company proposes to issue 1,538,462 Shares to Metech, subject to Shareholder approval of Resolution 4.

(d) **The terms of securities**

Fully paid ordinary shares ranking equally with all other Shares on issue.

(e) **The date on which the company will issue the securities, which must not be more than 1 month after the date of the meeting**

Subject to Shareholder approval, the Company proposes to issue the Placement Shares shortly following the Meeting, or otherwise on one date no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

(f) **The price or consideration the entity will receive for the issue**

\$0.65 per Share for a total of \$1,000,000 in cash.

(g) **The purpose of the issue**

Refer to Section 5.1.

(h) **The material terms of an agreement relating to the proposed issue of securities**

Metech has agreed to subscribe for, and the Company has agreed to issue, 1,538,462 Shares at \$0.65 per Shares, subject to Shareholder approval of the issue.

(i) **The voting exclusion statement**

A voting exclusion statement is set out in this Notice under the Voting Exclusion Section on page 4.

## **5.5 Directors' recommendations**

Mr Bass has a material personal interest in Resolution 4 and therefore declines to make any voting recommendation to Shareholders in relation to this Resolution.

The Directors (other than Mr Charles Bass) recommend that Shareholders vote in favour of Resolution 4.

The Directors (other than Mr Charles Bass) consider that the issue of Placement Shares to Metech (or its nominee) is an appropriate method to raise capital given Mr Bass' interest as the major shareholder of the Company. The issue of Placement Shares to Metech will not materially increase the voting power of Mr Bass in the Company compared to Mr Bass' voting power in the Company prior to the Placement.

## **6. Resolution 5: Ratification of the issue Options to Canaccord Genuity**

### **6.1 Requirement for Shareholder approval**

Unquoted Options were issued to Canaccord Genuity by the Company on 12 October 2021 using its issuing capacity under Listing Rule 7.1. Subsequent ratification of this issue by Shareholders is sought under Resolution 5.

The Company executed a mandate agreement with Canaccord Genuity as a Capital Markets Advisor. The agreement provides for Canaccord Genuity to provide advice and to assist the Company with its market communication, strategy and capital management.

Canaccord Genuity is not a Related Party of the Company.

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.

The issue of the Options to Canaccord Genuity does not fall 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 from the issue date of the Placement Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rules 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 into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 5 seeks Shareholder approval for the issue of Options to Canaccord Genuity under and for the purposes of Listing Rule 7.4.

If Resolution 5 is passed, the issue of the Options to Canaccord Genuity 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 5 is not passed, the issue of the Options to Canaccord Genuity will be included in calculating the Company's 15% limit in Listing Rule 7.1 and 10% limit in 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.

## **6.2 Listing Rule information requirements**

In accordance with the disclosure requirements of Listing Rule 7.5, the following information is provided in relation to Resolution 5:

(a) **Names of persons being issued securities and basis on which they were identified**

Canaccord Genuity, as a Corporate Advisor.

Canaccord Genuity was engaged by the Company to provide corporate advice. Canaccord Genuity is not a Related Party of the Company.

(b) **The number of securities issued**

2,000,000 Options exercisable at \$0.8125 on or before 12 October 2023.

(c) **Summary of material terms of Options**

Terms attaching to the Options are set out in Schedule 1.

If the Options are exercised into fully paid ordinary Shares of the Company prior to expiry, those Shares will rank equally with all Shares then on issue.

(d) **The date on which the securities were issued**

12 October 2021.

(e) **The price at which the securities were issued**

Options were issued to Canaccord Genuity at a nil issue price as part consideration for a Corporate Advisory mandate.

(f) **The use or intended use of the funds raised**

The Company will not raise any funds from the issue of Options to Canaccord Genuity, however, assuming the Options are exercised, the Company will raise \$1,625,000 from exercise of the Options.

(g) **Summary of Capital Markets Advisory mandate**

The Company executed a mandate agreement with Canaccord Genuity as a Capital Markets Advisor. The agreement provides for Canaccord Genuity to provide advice and to assist the Company with its market communication, strategy and capital management.

Fees under the mandate comprised 4,000,000 Options to Canaccord, to be issued subject to certain milestones.

The Company has previously issued 2,000,000 Options exercisable at \$1.25 to Canaccord Genuity, the issue of which was subsequently approved by Shareholders at the Company's general meeting held on 8 October 2021.

## **6.3 Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5 as it will refresh the Company's issuing capacities under Listing Rule 7.1 and give the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and as required.



## 7. Resolution 6: Approval of Additional Placement Facility

### 7.1 Background

Resolution 6 seeks Shareholder approval for an additional issuing capacity under Listing Rule 7.1A (**Additional Placement Facility**).

If approved, Resolution 6 would enable the Company to issue additional Equity Securities (calculated below) over a 12-month period without obtaining Shareholder approval.

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 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.

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 15%.

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

Resolution 6 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If Resolution 6 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 6 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in 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.

### 7.2 Information on Additional Placement Facility

#### (a) Quoted securities

Any Equity Securities issued under the Additional Placement Facility must be in the same class as an existing class of Equity Securities of the Company that are quoted on ASX.

As at the date of this Notice, the Company has one class of Equity Securities quoted on ASX, being fully paid ordinary Shares.

#### (b) Formula for Additional Placement Facility

If Resolution 6 is passed, the Company may issue or agree to issue, during the 12-month period after the Meeting, the number of Equity Securities calculated in accordance with the following formula.

$$\text{Additional Placement Capacity} = (A \times D) - E$$

Where:

A = the number of fully paid ordinary securities on issue at the commencement of the relevant period:

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16, or 17;
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
  - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

- the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;
  - plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
    - the agreement was entered into before the commencement of the relevant period; or
    - the agreement or issue was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;
  - plus the number of fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4;
  - plus the number of partly paid ordinary securities that became fully paid in the relevant period;
  - less the number of fully paid ordinary securities cancelled in the relevant period;
- D = 10%; and
- E = the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

### 7.3 Listing Rule requirements

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the proposed approval of the Additional Placement Facility:

(a) **Period for which the approval will be valid**

The Additional Placement Facility would commence on the date of the Meeting and expire on the first to occur of the following:

- the date that is 12 months after this Meeting (i.e. 19 November 2022);
- the time and date of the Company's next annual general meeting; or
- the time and date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(b) **Minimum price at which equity securities may be issued**

Any Equity Securities issued under the Additional Placement Facility must be in an existing quoted class of the Company's securities and issued for cash consideration per security which is not less than 75% of the VWAP for securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed; or
- if the securities are not issued within 10 trading days of the above date, the date on which the securities are issued.

(c) **Purpose for which Equity Securities may be issued**

The Company may seek to issue Equity Securities under the Additional Placement Facility for cash consideration to fund business growth, to acquire new assets or make investments, to develop the Company's existing assets and operations and for general working capital.

(d) **Risk of economic and voting dilution**

If Resolution 6 is passed and the Company issues securities under the Additional Placement Facility, then there is a risk to existing Shareholders of economic and voting dilution, including the risk that:

- (i) the market price for Equity Securities in the same class may be significantly lower on the issue date of the new Equity Securities than on the date of this Meeting; and
- (ii) the new Equity Securities may be issued at a price that is at a discount to the market price for Equity Securities in the same class on the issue date or the new Equity Securities may be issued in consideration for the acquisition of a new asset.

The table below identifies the potential dilution to existing Shareholders following the issue of Equity Securities under the Additional Placement Facility (based on the formula set out above) using different variables for the number of issued Shares and the market price of Shares.

The numbers are calculated on the basis of the latest available market price of Shares before the date of this Notice and the current number of Shares on issue.

Variable A in Listing Rule 7.1A		Nominal issue price		
		\$0.72 (market price)	\$0.54 (25% decrease in market price)	\$0.36 (50% decrease in market price)
<b>Current issued capital</b> A = 229,602,584 Shares	<b>New Shares (10% voting dilution)</b>	22,960,258	22,960,258	22,960,258
	<b>Funds raised</b>	\$16,531,386	\$12,398,540	\$8,265,693
<b>50% increase in issued capital</b> A = 344,403,876 Shares	<b>New Shares (10% voting dilution)</b>	34,440,388	34,440,388	34,440,388
	<b>Funds raised</b>	\$24,797,079	\$18,597,809	\$12,398,540
<b>100% increase in issued capital</b> A = 459,205,168 Shares	<b>New Shares (10% voting dilution)</b>	45,920,517	45,920,517	45,920,517
	<b>Funds raised</b>	\$33,062,772	\$24,797,079	\$16,531,386

**Notes:**

This table has been prepared on the following assumptions:

1. the latest available market price of Shares, being the closing price as at 4 October 2021, was \$0.72;
2. the Company issues the maximum number of equity securities available under the Additional Placement Facility;
3. existing Shareholders' holdings do not change from the date of this Meeting to the date of the issue under the Additional Placement Facility;
4. the Company issues Shares only and does not issue other types of equity securities (such as Options) under the Additional Placement Facility; and
5. the impact of placements under Listing Rule 7.1 or following the exercise of options is not included in the calculations; and

(e) **Allocation policy**

The Company's allocation policy for the issue of Equity Securities under the Additional Placement Facility will depend on the prevailing market conditions at the time of the proposed issue. The allottees will be determined on a case-by-case basis having regard to the factors such as:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the new securities on the control of the Company;

- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate and other advisors.

As at the date of this Notice, the Company has not identified any proposed allottees of Equity Securities using the Additional Placement Facility. However, the eventual allottees may include existing substantial Shareholders, other Shareholders and/or new investors.

None of the allottees will be a related party or an associate of a related party of the Company, except as permitted under Listing Rule 7.2. Existing Shareholders may or may not be entitled to subscribe for Equity Securities under the Additional Placement Facility and it is possible that their shareholding will be diluted.

If the Additional Placement Facility is used to acquire new assets or investments, then it is likely that the allottees will be the vendors of these assets/investments.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities under the Additional Placement Facility.

(f) **Issues under Listing Rule 7.1A in past 12 months**

The Company previously obtained approval under Listing Rule 7.1A at its 2020 Annual General Meeting on 19 November 2020.

During the 12 month period prior to the date of this Notice, the Company issued a total 34,776,146 Shares under this approval, representing approximately 19.63% of the total diluted number of Equity Securities on issue in the Company on 19 November 2020, being 177,128,838 Equity Securities.

Information relating to issues of Equity Securities by the Company under Listing Rule 7.1A in the 12 months prior to the date of this Notice is as follows:

Date of Issue	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to Market Price on the trading day prior to the issue	If issued for cash – the total consideration, what it was spent on and the intended use of any remaining funds  If issued for non-cash consideration – a description of the consideration and the current value of the consideration
26 February 2021	15,462,288	Ordinary fully paid shares	Issued as a placement to institutional and sophisticated investors as clients of PAC Partners and Taylor Collison	\$0.35 per share  The market price of the Company's shares on the trading day prior to the issue was \$0.52	Cash consideration \$5,411,800 before costs of the issue.  100% of the funds from the raising have been used to fund exploration and evaluation at the Company's Oracle Ridge Copper Project, and for working capital purposes.
1 October 2021	19,313,858	Ordinary fully paid shares	Issued as a placement to institutional and sophisticated investors as clients of Canaccord Genuity and PAC Partners	\$0.65 per share  The market price of the Company's shares on the trading day prior to the issue was \$0.795	Cash consideration \$12,554,007 before costs of the issue.  100% of the funds from the raising are available at the date of this Notice and will be used to fund exploration and evaluation at the Company's Oracle Ridge Copper Project, project assessment and for working capital purposes.

**Notes:**

Market Price means the closing price of ordinary fully paid shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises).

**7.4 Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6 as it will give the Company the flexibility to issue Securities without Shareholder approval to raise necessary working capital in the future.

## Glossary of terms

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In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

<b>Associate</b>	Has the meaning given to that term in the Listing Rules.
<b>ASX</b>	ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange operated by ASX Limited, as the context requires.
<b>Board</b>	The Board of Directors of the Company.
<b>Business Day</b>	Has the meaning given to that term in the Listing Rules.
<b>Canaccord Genuity</b>	Canaccord Genuity (Australia) Limited (ACN 075 071 466).
<b>Chairperson</b>	The chair of the Annual General Meeting.
<b>Company</b>	Eagle Mountain Mining Limited (ACN 621 541 204).
<b>Constitution</b>	The constitution of the Company.
<b>Corporations Act</b>	The <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	A director of the Company.
<b>Explanatory Statement</b>	This explanatory statement which accompanies and forms part of the Notice.
<b>Annual General Meeting or Meeting</b>	The general meeting of Shareholders or any adjournment thereof, convened by the Notice.
<b>Joint Lead Managers</b>	Canaccord Genuity and PAC Partners, the joint lead managers to the Placement.
<b>Lead Manager</b>	Canaccord Genuity, a lead manager to the Placement.
<b>Listing Rules</b>	The listing rules of ASX, as amended from time to time.
<b>Managing Director</b>	Mr Charles Bass
<b>Metech</b>	Metech Super Pty Ltd (ACN 083 007 934) ATF Metech No 2 Super Fund A/C
<b>Notice or Notice of Annual General Meeting</b>	The notice of general meeting which accompanies this Explanatory Statement.
<b>Option</b>	An option to acquire a Share.
<b>Option Holder</b>	The holder of an Option.
<b>Oracle Ridge</b>	Oracle Ridge Copper Mine.
<b>PAC Partners</b>	PAC Partners Securities Pty Ltd (ACN 623 653 912)
<b>Placement</b>	The placement of a total of 24,620,000 Shares in the Company to the Placement Participants (including Metech).
<b>Placement Participant</b>	A person to whom Placement Shares have been issued or are to be issued under the Placement.
<b>Placement Share</b>	A Share issued under the Placement.
<b>Proxy Form</b>	The proxy form accompanying the Notice.
<b>Related Party</b>	Has the meaning given to that term in the Listing Rules.
<b>Resolution</b>	A resolution set out in the Notice.
<b>Section</b>	A section of the Explanatory Statement.
<b>Securities</b>	The securities of the Company within the meaning of section 761A of the Corporations Act and includes a Share and an Option.
<b>Share</b>	A fully paid ordinary share in the Company.
<b>Shareholder</b>	The holder of a Share in the Company.
<b>US\$</b>	United States Dollar.
<b>WST</b>	Australian Western Standard Time, being the time in Perth, Western Australia.

## Schedule 1- Terms of Options granted to Canaccord Genuity

The terms and conditions of the 2,000,000 Options issued to Canaccord Genuity are as follows:

- 1.1 Each Option entitles the holder (**Option Holder**) to subscribe for one (1) fully paid ordinary share in the Company.
- 1.2 No amount is payable on grant of the Options.
- 1.3 The exercise price of each Option is \$0.8125 (**Exercise Price**):
- 1.4 The Exercise Price of an Option is payable in full on exercise.
- 1.5 Each Option may be exercised at any time before the date of expiry (**Expiry**), being 5.00pm (WST) on 12 October 2023 (**Expiry Date**).
- 1.6 Any Option not exercised by the Expiry Date will automatically expire.
- 1.7 The Company must give the Option Holder a certificate or Holding Statement stating:
  - (a) the number of Options issued to the Option Holder;
  - (b) the Exercise Price of the Options; and
  - (c) the date of issue of the Options.
- 1.8 The Options may be transferred by an instrument (duly stamped where necessary) in the form commonly used for transfer of Options at any time until the Expiry Date of the Options.
- 1.9 An instrument of transfer of an Option must be:
  - (a) in writing and in any usual form or in any other form approved by the Directors that is otherwise permitted by law;
  - (b) subject to the Corporations Act, executed by or on behalf of the transferor, and if required by the Company, the transferee; and
  - (c) delivered to the Company, at the place where the Company's register of Option Holders is kept, together with the certificate (if any) of the Options to be transferred and any other evidence as the Directors require to prove the title of the transferor to those Options, the right of the transferor to transfer those Options and the proper execution of the instrument of transfer.
- 1.10 The Company will not apply for quotation of the Options on ASX.
- 1.11 In accordance with the Listing Rules the Company will apply for Official Quotation of all Shares allotted pursuant to an exercise of Options.
- 1.12 There will be no participating entitlements inherent in the Options to participate in new issues of capital that may be offered to Shareholders during the currency of each Option. Prior to any new pro-rata issue of securities to Shareholders, holders of Options will be notified by the Company in accordance with the requirements of the Listing Rules.
- 1.13 In the event of a bonus issue of securities, the number of Shares over which Options are exercisable may be increased by the number of Shares that the Option holders would have received if the Options had been exercised before the record date for the bonus issue.
- 1.14 In the event of a reconstruction, including the consolidation, subdivision, reduction or return of issue capital of the Company prior to the Expiry Date, all rights of an Option Holder are to be changed in a manner consistent with the Listing Rules.
- 1.15 There is no right to a change in the Exercise Price of the Options or to the number of Shares over which the Options are exercisable in the event of a new issue of capital (other than a change in accordance with the Listing Rules if there is a bonus issue or a pro rata issue to holders of Shares) during the currency of the Options.
- 1.16 Options are exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the Option Holder to exercise all or a specified number of the Options held by the Option Holder accompanied by an Option certificate and a cheque made payable to the Company for the subscription price for the exercise of the specified Options. An exercise of only some of the Options will not affect the rights of the Option Holder to the balance of the Options held by him or her.
- 1.17 Options will be deemed to have been exercised on the date the exercise notice is received by the Company.
- 1.18 The Company will allot the resultant Shares and deliver the holding statement within five business days after the exercise of the Option.
- 1.19 Shares allotted pursuant to an exercise of Options will rank, from the date of allotment, in all respects equally with existing fully paid ordinary Shares of the Company.
- 1.20 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.



**EAGLE MOUNTAIN MINING**

ABN 34 621 541 204

EM2

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**

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



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AWST) Wednesday, 17 November 2021**.

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

### PARTICIPATING IN THE MEETING

#### Corporate Representative

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

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

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



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



MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

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



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Eagle Mountain Mining Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Eagle Mountain Mining Limited to be held at the Offices of Eagle Mountain Mining Limited, Ground Floor, 22 Stirling Highway, Nedlands, WA 6009 on Friday, 19 November 2021 at 11:00am (AWST) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

## Step 2 Items of Business

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

		For	Against	Abstain
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Director – Mr Roger Port	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(a)	Ratification of Issue of 3,767,681 Placement Shares to Placement Participants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b)	Ratification of Issue of 19,313,858 Placement Shares to Placement Participants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval to issue Shares to Metech Super Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Ratification of issue of Options to Canaccord Genuity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Approval of Additional Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

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





## EAGLE MOUNTAIN MINING

### Annual General Meeting Notice and Proxy Form

18 October 2021

Dear Shareholder

Eagle Mountain Mining Limited (**Eagle Mountain** or the **Company**) is convening its Annual General Meeting (**Meeting**) to be held at Ground Floor, 22 Stirling Highway, Nedlands, Western Australia on **Friday, 19 November 2021 at 11.00 am (AWST)**.

The Company and the Board are cognisant of the current circumstances relating to COVID-19 and the impact it is having, and is likely to continue to have, on physical meetings. Accordingly, the Board has made the decision that it will hold a physical Meeting with appropriate social gathering and physical distancing measures in place to comply with the State and Federal Government's current restrictions for physical gatherings.

In addition and in accordance with the ASIC 'No-Action Position' letter, the Company will not be dispatching physical copies of the Notice of Annual General Meeting (**Notice**). Instead, a copy of the Notice will be available under the "ASX announcements" section of Eagle Mountain's website at <http://eaglemountain.com.au/asx-announcements/>.

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience. **Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Notice.**

Your proxy voting instruction must be received by 11.00am (AWST) on Wednesday, 17 October 2021, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions 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 of Meeting please contact the Company's share registry, Computershare Investor Services Pty Limited on, 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

Circumstances relating to COVID-19 are changing rapidly. The Company will update shareholders if changing circumstances will impact the planning or arrangements for the Meeting by way of announcement on ASX and the details will also be made available on our website at <http://eaglemountain.com.au/asx-announcements/>

The Company appreciates the understanding of shareholders during this time.

Mark Pitts  
Company Secretary  
**Eagle Mountain Mining Limited**