



**Notice of General Meeting
and Explanatory Memorandum**

Aus Tin Mining Limited
ACN 122 957 322

Date of Meeting: 8 June 2021

Time of Meeting: 11:00 am (Brisbane time)

Place of Meeting: Offices of HopgoodGanim, Level 7, Waterfront Place,
1 Eagle Street, Brisbane QLD 4000



NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders of Aus Tin Mining Limited (the **Company**) will be held at the offices of HopgoodGanim, Level 7, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000 on 8 June 2021 at 11:00 am (Brisbane time).

Terms used in this Notice of Meeting are defined in the “**DEFINITIONS**” section of the accompanying Explanatory Memorandum.

AGENDA

ORDINARY BUSINESS

Resolution: Ratification of the Placement of 2,000,000,000 Shares

To consider and if thought fit, pass the following Ordinary Resolution with or without modification:

“That in accordance with the provisions of Listing Rule 7.4 and for all other purposes, shareholders ratify the previous issue by the Company on 2 March 2021, of a total of 2,000,000,000 fully paid ordinary shares under either Listing Rules 7.1 or 7.1A, at an issue price of \$0.001 per share, to those recipients in those proportions set out in and otherwise on the terms set out in, the Explanatory Memorandum accompanying this Notice of Meeting.”

See Explanatory Memorandum accompanying this Notice for further information about this Resolution.

VOTING EXCLUSION STATEMENT

In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- the recipients or the intended recipients of the shares the subject of the Resolution; and
- any associate of those recipients.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By Order of the Board
Karl Schlobohm
Company Secretary
4 May 2021

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is provided to Shareholders of Aus Tin Mining Limited ACN 122 957 322 (the **Company**) to explain the Resolution to be put to Shareholders at the General Meeting to be held at the offices of HopgoodGanim, Level 7, Waterfront Place, 1 Eagle Street, Brisbane on 8 June 2021 at 11:00 am (Brisbane time).

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolution contained in the Notice of Meeting.

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

Terms used in this Explanatory Memorandum are defined in the “**DEFINITIONS**” section of this Explanatory Memorandum.

ORDINARY BUSINESS

Resolution: Ratification of the Placement of 2,000,000,000 Shares

1. General

On **2 March 2021** the Company announced to ASX a placement of **2,000,000,000** Shares at an issue price of **\$0.001** per Share (the **Placement Shares**), to various professional and sophisticated investors (the **Placement**).

2. Listing Rules 7.1, 7.1 A and 7.4

In broad terms Listing Rule 7.1 (subject to certain exceptions), limits the number of equity securities that a listed company can issue in any 12 month without the approval of its shareholders, to a number equal to 15% of the fully paid ordinary securities that it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A 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%. This will mean that during the relevant 12 month period the listed entity can issue up to 25% of the fully paid ordinary securities that it had on issue at the start of the relevant 12 month period without shareholder approval.

The Company is an eligible entity for these purposes, and obtained Shareholder approval for the additional 10% capacity under Listing Rule 7.1A, at its 2020 Annual General Meeting held on 21 January 2021.

Of the Placement completed on 2 March 2021, the Company issued without Shareholder approval:

- 1,209,347,757 Shares in reliance on Listing Rule 7.1; and
- 790,652,243 Shares in reliance on Listing Rule 7.1A.

Listing Rule 7.4 allows the shareholders of a listed company to approve the issue of equity securities after that issue has been made. If that approval is granted, the relevant issue will be excluded from the calculation of the listed company's remaining capacity under Listing Rules 7.1 and 7.1A.

The Company wishes to retain as much flexibility as possible to utilise its combined capacity under Listing Rule 7.1 and Listing Rule 7.1A, in order to take advantage of commercial opportunities as they may arise. Accordingly the Company now seeks Shareholder approval to ratify the issue of the Placement Shares in accordance with Listing Rule 7.4.

If the Resolution is not passed, **1,209,347,757** Shares will be included when calculating the Company's capacity under Listing Rule 7.1, and **790,652,243** Shares will be included when calculating the Company's capacity under Listing Rule 7.1A.

3. Information required by Listing Rule 7.5

Listing Rule 7.5 sets out the requirements for notices of meeting at which shareholder approval is sought for the purposes of Listing Rule 7.4. For the purposes of Listing Rule 7.5 the Company notes as follows:

- 1) The Company issued 2,000,000,000 Placement Shares which are fully paid ordinary shares in the capital of the Company. The Placement Shares are not subject to escrow restrictions, and were issued on the same terms as and rank pari passu with the Shares that were already on issue. The rights and liabilities of all Shareholders are set out in the Constitution of the Company. The Constitution can be obtained from the Company's website at the following link: <https://www.austinmining.com.au/s/Constitution.pdf>
- 2) The Placement Shares were issued to the various parties listed in the column headed "Allottee/Subscriber" in Table 1 below.
- 3) The Placement Shares were issued on 2 March 2021.
- 4) The price at which Placement Shares were issued was \$0.001 per share.
- 5) The proceeds of the Placement were used to:
 - a. continue with the restoration of the Company's Balance Sheet;
 - b. progress various initiatives involving the Company's tin projects for the balance of 2021; and
 - c. provide working capital.
- 6) A Voting Exclusion Statement for this Resolution is set out in the Notice of Meeting.

Table 1

Allottee/Subscriber	Number of Placement Shares
MR R REVIS	75,000,000
FIRST INVESTMENT PARTNERS PTY LTD	204,584,497
MR J QI	251,501,397
KIRFIELD PROPERTY INVESTMENTS PTY LTD	5,868,366
MR C J RICHARDS + MRS L RICHARDS	41,916,899
MR A LEWIT	25,150,140
DRM TECHNOLOGIES PTY LTD	83,833,799
MR N C RICHARDS	25,150,140
MR T S PASPALIARIS	33,533,520
JAYART FUNDS MANAGEMENT PTY LTD	12,575,070
MR K D LEARY & MRS H P LEARY	100,000,000
MR S J REID	6,766,760
MR K VARSANI & MRS R VARSANI	10,060,056
M S MELICK PTY LTD	4,191,690
SARISAN CONSULTANTS PTY LTD	16,766,760
MILLWEST INVESTMENTS PTY LTD	43,833,799
MR B N FISHER	6,706,704
MR M QI	100,600,559
MR S HUANG	50,300,279
MR M A TKOCZ	25,150,140
ORCA CAPITAL GMBH	20,958,450
MACDONALD CAPITAL PTY LTD	41,916,900
ROTHERWOOD ENTERPRISES PTY LTD	35,000,000
MS C NIU	39,346,700
MR L PALA	1,038,060
MR E A EDWARDS	692,040
MR G L BANDUCCI	13,840,800

M A TKOCZ	10,380,600
J QI	10,380,600
CROXTON CAPITAL PTY LTD	5,190,300
WHEAD PTY LTD	69,203,898
MCNEICE PAVILION PTY LTD	8,383,380
ELM GROVE SUPER PTY LTD	5,000,000
WHEAD PTY LTD	12,427,000
MR C Q EAM & MRS S TANG	27,000,000
MR S J REID & MRS L S REID	10,000,000
MR S D QIU	10,000,000
MR J W CLARKE	15,000,000
NATJAD & ASSOCIATES PTY LTD	15,000,000
MR S G & MRS P J LEARY	25,750,697
GREGORY DENISE PTY LTD	500,000,000

4. Directors Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

DEFINITIONS

Terms used in this Explanatory Memorandum shall have the meanings ascribed to them in the Listing Rules or the Corporations Act as appropriate, unless otherwise defined below or in the body of this Explanatory Memorandum. The following terms shall have the meanings ascribed to them below when used in this Explanatory Memorandum:

ASX means ASX Limited ACN 008 624 691.

Board means the board of Directors of the Company.

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

Directors means the directors of the Company.

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

Listing Rules means the official listing rules of ASX.

Meeting or General Meeting means the general meeting of the Company to be held on 8 June 2021.

Notice of Meeting or Notice means this Notice of Meeting convening the Meeting and the Explanatory Memorandum.

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

professional and sophisticated investors means persons to whom securities may be offered without disclosure in reliance on either section 708 (8) or (11) as the case may be.

Resolution means the resolution to be proposed at the Meeting.

Shareholder means a holder of Shares in the Company.

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

Special Resolution means a resolution:

- (a) of which notice has been given as set out in Section 249L(1)(c) of the Corporations Act; and
- (b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

ENQUIRIES

Any enquiries in relation to the Resolution or the Explanatory Memorandum should be directed to Karl Schlobohm (Company Secretary), at Level 27, 111 Eagle Street Brisbane QLD 4000, or on (07) 3303-0620.

NOTES

Entitlement to Vote

The Board has determined, in accordance with the Corporations Regulations 2001 that for the purposes of determining those Shareholders entitled to attend and vote at the General Meeting, shall be those persons recorded in the register of Shareholders as at 6:00 pm (Brisbane time) on 6 June 2021. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

The Resolution to be put to the Meeting will be determined by poll.

How to Vote

You may vote by attending the General Meeting in person, by proxy or authorised representative.

Voting in Person

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

Voting by Proxy

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to vote on their behalf. Where a member is entitled to cast two or more votes, they may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. A proxy need not be a member of the Company.

Members who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001* (Cth).

If a representative of the Company is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Signing Instructions

You must sign the proxy form as follows in the spaces provided:

- Individual:** Where the holding is in one name, the holder must sign.
- Joint Holding:** Where the holding is in more than one name, all of the security holders should sign.
- Power of Attorney:** To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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* (Cth)) 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 indicate the office held by signing in the appropriate place.

To vote by proxy, the proxy form provided with this notice (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Company not less than forty-eight (48) hours before the scheduled time for the meeting. Any proxy form received after that time will not be valid for the scheduled meeting. **Completed proxies can be returned to the Company Secretary by either mail to GPO Box 5261, Brisbane, Queensland 4001; or facsimile to (07) 3303-0681, or scanned and emailed to kschlobohm@austinmining.com.au**