



## 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 3:30pm on Thursday 19 November 2020.

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)

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Investor and Media Relations

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*This Announcement has been approved for release by 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**  
COPPER AND GOLD IN ARIZONA

# **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**

**Ground Floor, 22 Stirling Highway  
Nedlands, Western Australia 6009**

**On Thursday, 19 November 2020 at 3.30pm (WST)**

### **IMPORTANT NOTE**

The Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

## Important Information

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### Contents

Item	Page
Notice of Annual General Meeting	2
Voting Prohibitions and Exclusions	4
Proxy Appointment, Voting and Meeting Instructions	5
Explanatory Statement	7
Glossary	16

### 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
Snapshot date for eligibility to vote	5:00pm (WST) on Tuesday, 17 November 2020
Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded	3:30pm (WST) on Tuesday, 17 November 2020
Annual General Meeting	3.30pm (WST) on Thursday, 19 November 2020

### 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 about the holding of the General Meeting to address 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 Thursday, 12 November 2020.

## **Notice of Annual General Meeting**

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Notice is hereby given that the Annual General Meeting of Eagle Mountain Mining Limited (ACN 621 541 204) (**Eagle Mountain or Company**) will be held at **Ground Floor, 22 Stirling Highway, Nedlands, Perth, Western Australia** at **3.30pm (WST)** on **Thursday, 19 November 2020**.

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

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the Glossary as set out in the Explanatory Statement.

## **AGENDA**

### **Financial Statements and Reports**

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To receive and consider the financial report, Directors' report and Auditor's report of the Company for the year ended 30 June 2020, as contained in the Company's Annual Report.

### **Resolution 1: Adoption of Remuneration Report**

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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 2020, as contained in the Company's Annual Report for 2020, 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 Rick Crabb**

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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 Rick Crabb, 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."*

### **Resolution 3: Ratification of Issue of Placement Shares to Placement Participants**

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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 hereby approve the issue by the Company of up to 5,000,000 Placement Shares, issued at a price of \$0.30 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 of Additional Placement Facility**

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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 4 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.

### **Resolution 5: Re-Approval of Employee Incentive Plan**

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

*“That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, Shareholders re-approve the Company’s Employee Incentive Plan and for the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Statement.”*

**By order of the Board**

**Mark Pitts**  
Company Secretary  
8 October 2020

## Voting Prohibitions and 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.
Resolution 5	A person appointed as a proxy must not vote on the basis of that appointment on this Resolution if: <ol style="list-style-type: none"> <li>a) The proxy is either a member of the Key Management Personnel or a closely related party of such a member and</li> <li>b) The appointment does not specify the way the proxy is to vote on the Resolution.</li> </ol>	This prohibition does not prevent the casting of a vote on Resolution 5 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 person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder).
Resolution 5	A person who is eligible to participate in the Employee Incentive Plan or an associate of that person or persons

However, the Company need not disregard a vote on Resolution 3 or 5 if it is cast in favour of the resolution by:

- a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions on the Proxy Form; or
- the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy 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.

## Proxy Appointment, Voting and Meeting Instructions

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### Lodgement of a 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 given below by **3.30pm (WST)** on **Tuesday, 17 November 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid. Proxy Forms may be lodged as follows:

<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

For all enquiries call: (within Australia) 1300 850 505 / (outside Australia) +61 (03) 9415 4000

### 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.

If you wish to appoint the Chairman as your proxy, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairman, 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 Chairman will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll.

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.

### **Voting restrictions that may affect your proxy appointment**

Members of the Key Management Personnel (except for the Chairman) and their Closely Related Parties are not able to vote your proxy on Resolution 1 (Adoption of the Remuneration Report) unless you have directed them how to vote. This exclusion does not apply to the Chairman if his appointment as proxy expressly authorises him to vote on matters of Key Management Personnel remuneration.

If you intend to appoint the Chairman, a Director or any other member of Key Management Personnel or any of their Closely Related Parties as your proxy, you are encouraged to direct them how to vote on all the Resolutions.

### **Chairman voting undirected proxies**

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

The Proxy Form expressly authorises the Chairman to exercise undirected proxies on all Resolutions including Resolutions 1 (Adoption of the Remuneration Report) and 5 Re-Approval of the Employee Incentive Plan even though these Resolutions are connected directly or indirectly with the remuneration of a member of Key Management Personnel.

### **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 **5:00pm (WST) on Tuesday, 17 November 2020**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General 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 2020, 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, 13 November 2020** in the same manner as outlined above for lodgement 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 2020. 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.

### **1. Annual Financial Report**

The Corporations Act requires that the Directors' report, Auditors' report and the financial statements of the Company for the year ended 30 June 2020 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 2019 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 Rick Crabb**

#### **3.1 Background**

Resolution 2 seeks Shareholder approval for the re-election of Mr Rick Crabb 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 Crabb retires by rotation and offers himself for re-election as a Director.

### 3.2 **Biography – Mr Rick Crabb, Non-Executive Director (Chairman)**

Mr Crabb is a founding director of the Company who was appointed upon incorporation on 6 September 2017.

Mr Crabb holds degrees of Bachelor of Jurisprudence (Honours), Bachelor of Laws and Master of Business Administration from the University of Western Australia. He practised as a solicitor from 1980 to 2004 with Robinson Cox (now Clayton Utz) and Blakiston & Crabb (now Gilbert + Tobin) specialising in mining, corporate and commercial law, advised in relation to numerous project developments in Australia and Africa.

Mr Crabb has since focused on his public company directorships and investments. He has been involved as a director and strategic shareholder in a number of successful public companies. He is currently Non-executive Chairman of Ora Gold Limited and a Non-executive Director of WarpForge Limited. He is a former director of Paladin Energy Limited (February 1994-October 2019).

Mr Crabb was a councillor on the Western Australian Division of the Australian Institute of Company Directors from 2008 to 2017.

### 3.3 **Directors' recommendation**

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

## 4. **Resolution 3: Ratification of issue of Placement Shares to Placement Participants**

### 4.1 **Placement**

On 6 October 2020, the Company announced that it had received firm commitments from various sophisticated and professional investors (**Placement Participants**) identified by PAC Partners and Taylor Collison (together, **Joint Lead Managers**) to raise \$1,500,000 (before costs) through the issue of 5,000,000 Shares in the Company at an issue price of \$0.30 per Share (**Placement Shares**). The Placement was made pursuant to the Company's "10%" additional placement capacity under Listing Rule 7.1A, the **Placement**.

Placement Shares were issued by the Company on 14 October 2020 using its issuing capacities under Listing Rule 7.1A. Subsequent ratification of this issue by Shareholders is sought under Resolution 3.

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

Funds raised from the Placement will be used to extend a surface diamond drilling program at the Company's high-grade Oracle Ridge Copper Mine Project (**Oracle Ridge**), for the potential acquisition of prospective ground in the vicinity of Oracle Ridge 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 5,000,000 Placement Shares under the Placement to the Placement Participants using its issuing capacity under Listing Rule 7.1A

None of the Placement Participants are Related Parties of the Company.

Resolution 3 is an ordinary resolution seeking approval by Shareholders of the ratification of the issue 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 2019 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 Rule 7.1A.

To this end, Resolution 3 seeks Shareholder approval for the issue of Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 3 is passed, the issue of the Placement Shares will be excluded in calculating the Company's 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 Resolution 3 is not passed, the issue of the Placement Shares will be included in calculating the Company's 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 Resolution 3:

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

In respect of Resolution 3, 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**

5,000,000 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 14 October 2020.

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

The Placement Shares were issued to Placement Participants at an issue price of \$0.30 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.

(f) **Material terms of the agreement to issue**

The Placement Shares were not issued pursuant to an agreement.

(g) **The voting exclusion statement**

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

#### 4.5 Directors' recommendation – Resolution 3

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3 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 of Additional Placement Facility

### 5.1 Background

Resolution 4 seeks Shareholder approval for an additional issuing capacity under Listing Rule 7.1A (**Additional Placement Facility**).

If approved, Resolution 4 would enable the Company to issue additional Equity Securities (calculated below) over a 12 month period without obtaining Shareholder approval.

Resolution 4 is a special resolution. It must be passed by at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

## 5.2 Applicable Listing Rules

Listing Rule 7.1A permits eligible entities that have obtained the approval of shareholders by special resolution at an annual general meeting, to have an additional capacity to issue additional Equity Securities issue equal to approximately 10% of its issued capital, over a 12 month period.

The Company is an eligible entity (being an entity with market capitalisation of \$300 million or less and which is not included in the S&P/ASX 300 index) and seeks Shareholder approval under this Resolution for the Additional Placement Facility.

## 5.3 Requirements of Listing Rule 7.1A

### (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) Number of Equity Securities that may be issued

Listing Rule 7.1 permits the Company to issue Equity Securities equal to approximately 15% of the Company's issued capital over a 12 month period without shareholder approval.

The Additional Placement Facility under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1. The effect of Shareholders passing Resolution 4 is to allow the Company to issue Equity Securities equal to approximately 25% of its issued capital during the next 12 months without first obtaining specific Shareholder approval.

The exact number of additional Equity Securities that the Company may issue under the Additional Placement Facility is not fixed but is calculated under a formula prescribed by the Listing Rules (set out below).

At the date of this Notice the Company has 143,477,968 Shares on issue. If Resolution 4 is approved, the Company will be permitted to issue (as at the date of this Notice) approximately:

- (i) 21,521,695 Equity Securities under the Listing Rule 7.1 (15% placement capacity); and
- (ii) 14,347,797 Equity Securities under the Additional Placement Capacity (subject to Resolution 3 being passed).

### (c) Formula for Additional Placement Facility

If Resolution 4 is approved, the Company may issue or agree to issue, during the 12 month period after this 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 12 months before the issue date or date of agreement to issue:
- plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2;
  - plus the number of partly paid ordinary securities that became fully paid in the 12 months;

- plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under Listing Rule 7.1 or Listing Rule 7.4;
- less the number of fully paid ordinary securities cancelled in the 12 months.

**D =** 10%

**E =** the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

#### 5.4 Listing Rule information requirements

Listing Rule 7.3A requires that the following information be provided to Shareholders in relation to Resolution 4 for the purposes of obtaining approval under Listing Rule 7.1A:

(a) **Minimum price at which Equity Securities may be issued**

The issue price of any Equity Security under the Additional Placement Facility will not be less than 75% of the VWAP for securities in the same 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 date above, the date on which the securities are issued.

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

If Resolution 4 is approved 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:

- 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
- 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		Issue price		
		\$0.39 (market price)	\$0.293 (25% decrease in market price)	\$0.195 (50% decrease in market price)
Current issued capital A = 143,477,968	Shares issued under LR 7.1A	14,347,797	14,347,797	14,347,797
	Voting dilution	10%	10%	10%
	Funds raised	\$5,595,641	\$4,196,731	\$2,797,820
	Economic dilution	0%	2.27%	4.55%

Variable A in Listing Rule 7.1A		Issue price		
		\$0.39 (market price)	\$0.293 (25% decrease in market price)	\$0.195 (50% decrease in market price)
50% increase in issued capital A = 215,216,952	Shares issued under LR 7.1A	21,521,695	21,521,695	21,521,695
	Voting dilution	10%	10%	10%
	Funds raised	\$8,393,461	\$6,295,096	\$4,196,731
	Economic dilution	0%	2.27%	4.55%
100% increase in current issued capital A = 286,955,936	Shares issued under LR 7.1A	28,695,594	28,695,594	28,695,594
	Voting dilution	10%	10%	10%
	Funds raised	\$11,191,282	\$8,393,461	\$5,595,641
	Economic dilution	0%	2.27%	4.55%

The above table has been prepared on the following assumptions:

1. the latest available market price of Shares, being the closing price as at 8 October 2020, was \$0.39;
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;
5. the impact of placements under Listing Rule 7.1 or following the exercise of Options is not included in the calculations; and
6. Economic dilution (ED) is calculated using the following formula:

$$ED = (MP - (NMC / TS)) / MP$$

where:

**MP** = the market price of shares traded on ASX, expressed in dollars;

**MC** = market capitalisation prior to issue of Equity Securities, being the MP multiplied by the number of shares on issue;

**NMC** = notional market capitalisation, being the MC plus the NSV;

**NSV** = new security value, being the number of new Equity Securities multiplied by the issue price of those Equity Securities; and

**TS** = total shares on issue following new Equity Security issue.

(c) **Date by which Equity Securities may be issued**

Equity Securities may be issued under the Additional Placement Facility for 12 months after the Meeting (i.e. until 19 November 2021).

However, the approval of the Additional Placement Facility under this Resolution will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or Listing Rule 11.2 (disposal of the Company's main undertaking).

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

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

(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 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) **Additional information on issued securities**

The Company previously obtained approval under Listing Rule 7.1A at its 2019 Annual General Meeting on 26 November 2019.

During the 12 month period prior to the date of this Notice, the Company issued a total of 39,601,929 new Shares and 8,646,154 new Options, being a total of 48,257,083 New Equity Securities.

The total amount of 48,257,083 New Equity Securities issued represents approximately 37.23% of the total diluted number of Equity Securities on issue in the Company on 26 November 2019, being 129,597,354.

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

<b>Date of Issue</b>	<b>Number of Equity Securities</b>	<b>Class of Equity Securities and summary of terms</b>	<b>Names of recipients or basis on which recipients determined</b>	<b>Issue price of Equity Securities and discount to Market Price<sup>1</sup> on the trading day prior to the issue</b>	<b>If issued for cash – the total consideration, what it was spent on and the intended use of any remaining funds</b>  <b>If issued for non-cash consideration – a description of the consideration and the current value of the consideration</b>
15 January 2020	150,000 performance rights	Note 2	Issued to the CEO pursuant to the terms of the Company's Employee Share Option Plan.	Nil issue price.  Market price of the Company's shares on the trading day prior to issue was 16.5 cents.	Performance rights issued to the CEO for no cash consideration.  At the date of this Notice of Meeting the performance rights have a fair value of \$58,500 comparing the nil exercise price of the performance rights and the underlying market value of the Company's shares of \$0.39.
15 January 2020	1,500,000 unlisted options	Note 3	Issued to the CEO pursuant to the terms of the Company's Employee Share Option Plan.	Nil issue price.  Market price of the Company's shares on the trading day prior to issue was 16.5 cents.	Unlisted options issued to the CEO for no cash consideration.  At the date of this Notice of Meeting the options have a fair value of \$262,500 comparing the exercise price of the options and the underlying market value of the Company's shares of \$0.39.
17 January 2020	650,000 unlisted options	Note 4	Issued to certain employees of the Company pursuant to the terms of the Company's Employee Share Option Plan.	Nil issue price.  Market price of the Company's shares on the trading day prior to issue was 17 cents.	Unlisted options issued to employees of the Company for no cash consideration.  At the date of this Notice of Meeting the options have a fair value of \$123,500 comparing the exercise price of the options and the underlying market value of the Company's shares of \$0.39.
21 January 2020	25,000 ordinary fully paid shares	Note 5	Issued to employees on the exercise of vested performance rights (previously issued pursuant to the Company's Employee Option Plan).	Issued for nil consideration.  Market price of the Company's shares on the trading day prior to issue was 16 cents.	Shares issued for nil consideration.  Value of the shares issued at the current market price of \$0.39 per share is \$9,750.



<b>Date of Issue</b>	<b>Number of Equity Securities</b>	<b>Class of Equity Securities and summary of terms</b>	<b>Names of recipients or basis on which recipients determined</b>	<b>Issue price of Equity Securities and discount to Market Price<sup>1</sup> on the trading day prior to the issue</b>	<b>If issued for cash – the total consideration, what it was spent on and the intended use of any remaining funds</b>  <b>If issued for non-cash consideration – a description of the consideration and the current value of the consideration</b>
31 January 2020	7,000,006 ordinary fully paid shares	Note 5	Issued as a Placement to sophisticated and institutional investors.	Issued at a price of 15 cents per share.  Market price of the Company's shares on the trading day prior to issue was 16 cents.	Cash consideration \$1,050,000 before costs of the issue.  Funds from the raising have been used to fund exploration and evaluation at the Company's Oracle Ridge Copper Project, project assessment and for working capital purposes.
9 March 2020	5,000,000 ordinary fully paid shares	Note 5	Issued to Mr Charles Bass a Director of the Company following approval from a General Meeting held on 5 March 2020.	Issued at a price of 15 cents per share.  Market price of the Company's shares on the trading day prior to issue was 9.5 cents.	Cash consideration \$750,000 before costs of the issue.  Funds from the raising have been used to fund exploration and evaluation at the Company's Oracle Ridge Copper Project, project assessment and for working capital purposes.
28 July 2020	23,076,923 ordinary fully paid shares	Note 5	Issued as a Placement to sophisticated and institutional investors.	Issued at a price of 13 cents per share.  Market price of the Company's shares on the trading day prior to issue was 18 cents.	Cash consideration \$3,000,000 before costs of the issue.  Funds from the raising have been used to fund exploration and evaluation at the Company's Oracle Ridge Copper Project, project assessment and for working capital purposes.
5 October 2020	4,500,000 ordinary fully paid shares	Note 5	Issued to Silver Mountain Nominee Pty Ltd on the exercise of unlisted options (issued prior to IPO).	Issued for \$0.30 per option conversion.  Market price of the Company's shares on the trading day prior to issue was 34.50 cents.	Shares issued for consideration of \$1,350,000.  Funds from the exercise of options will be used to fund exploration and evaluation at the Company's Oracle Ridge Copper Project, project assessment and for working capital purposes.

**Notes:**

1. Market Price means the closing price of ordinary fully paid shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises).
2. Performance Rights issued pursuant to the Eagle Mountain Mining Limited Employee Incentive Plan to the CEO, vested on 15 April 2020 and exercisable after 15 January 2021 and before 15 January 2024.

3. *Unlisted options issued pursuant to the Eagle Mountain Mining Limited Employee Incentive Plan, vesting in tranches 500,000 on 15 January 2021 and the balance on the achievement of management KPI, exercisable at 21.5 cents each on or before 15 January 2023.*
4. *Unlisted options issued pursuant to the terms and conditions of the Eagle Mountain Mining Limited Employee Incentive Plan, vesting in three equal tranches on 7 October 2020, 2021 and 2022 and exercisable at 20 cents each on or before 7 October 2023.*
5. *Ordinary fully paid shares (EM2), terms of which are set out in the Company's constitution.*

(g) **Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4 as it will give the Company the flexibility to raise and fund necessary working capital whilst preserving the Company's cash reserves.

## **6. Resolution 5 – Re-Approval of Employee Incentive Plan**

### **6.1 Background**

Resolution 5 seeks Shareholder re-approval of the Company's Employee Incentive Plan (the Plan) and for the issue of securities under the Plan in accordance with Listing Rule 7.2 (Exception 13(b)).

The objective of the Plan when it was first adopted was to attract, motivate and retain key employees and the Company considers that the adoption of the Plan and the future issue of securities under the Plan will provide selected employees with the opportunity to participate in the future growth 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.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1. The Plan was adopted in December 2017 prior to the Company's listing, and therefore in order for the Company to continue to rely on Listing Rule 7.2 (Exception 13(b)), the Plan needs to be re-approved at this Meeting.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 5 is passed, the Company will be able to issue securities under the Plan to eligible participants over a period of 3 years. The issue of any securities to eligible participants under the Plan (up to the maximum number of securities stated in Section 6.2(c) below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 5 is not passed, the Company will be able to proceed with the issue of securities under the Plan to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the securities.

### **6.2 Technical information required by Listing Rule 7.2 (Exception 13)**

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 5:

- (a) a summary of the key terms and conditions of the Plan is set out in Annexure A;
- (b) the Company has issued 5,095,000 securities under the Plan since the Company was admitted to the Official List; and
- (c) the maximum number of Securities proposed to be issued under the Plan, following Shareholder approval, will be 7,173,898 (being 5% of the number of the Company's fully paid ordinary shares on issue as at the date of this Notice). It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.

## Glossary

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

<b>A\$ or \$</b>	Australian dollars.
<b>Additional Placement Capacity</b>	Has the meaning given to that term in section 5.1 of this Explanatory Statement.
<b>Annual General Meeting or Meeting</b>	The annual general meeting of Shareholders, or any adjournment thereof, convened by this Notice.
<b>Annual Report</b>	The annual report of the Company for the year ended 30 June 2020, including the financial report, the Directors' report and the Auditor's report.
<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, as the context requires.
<b>Auditor</b>	The auditor of the Company, being William Buck at the date of this Notice.
<b>Board</b>	The board of Directors of the Company.
<b>Chairman</b>	The chairman of the Annual General Meeting.
<b>Closely Related Party</b>	Has same meaning given to that term in section 9 of the Corporations Act, being, in relation to a member of Key Management Personnel: <ul style="list-style-type: none"><li>(a) a spouse or child of the member;</li><li>(b) a child of the member's spouse;</li><li>(c) a dependent of the member or the member's spouse;</li><li>(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;</li><li>(e) a company the member controls; or</li><li>(f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth) (currently none are prescribed).</li></ul>
<b>Company or Eagle Mountain</b>	Eagle Mountain Mining Limited (ACN 621 541 204).
<b>Company Secretary</b>	The company secretary of the Company at the time of the Meeting.
<b>Constitution</b>	The Constitution of the Company.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Director</b>	A director of the Company.
<b>Equity Security</b>	Has the meaning given to that term in ASX Listing Rule 19.12, being: <ul style="list-style-type: none"><li>(a) a share;</li><li>(b) a unit;</li><li>(c) a right to a share or unit or option;</li><li>(d) an option over an issued or unissued security;</li><li>(e) a convertible security;</li><li>(f) any security that ASX decides to classify as an equity security;</li><li>(g) but not a security that ASX decides to classify as a debt security.</li></ul>

<b>Explanatory Statement</b>	This explanatory statement which accompanies and forms part of the Notice.
<b>Glossary</b>	This glossary of terms.
<b>Key Management Personnel</b>	Has the same meaning as the definition of that term in section 9 of the Corporations Act, being those persons details of whose remuneration are included in the Remuneration Report having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
<b>Listing Rules</b>	The listing rules of ASX, as amended from time to time.
<b>Notice or Notice of Meeting</b>	The notice of Annual General Meeting which accompanies this Explanatory Statement.
<b>Option</b>	An option to subscribe for a Share.
<b>Proxy Form</b>	The proxy form accompanying this Notice of Meeting.
<b>Related Party</b>	Has the meaning given to that term in section 228 of the Corporations Act.
<b>Remuneration Report</b>	The remuneration report of the Company for the year ended 30 June 2020, appearing in the Annual Report.
<b>Resolution</b>	A resolution set out in the Notice.
<b>Shareholder</b>	The holder of a Share.
<b>VWAP</b>	The volume weighted average market price as that term is defined in the Listing Rules.
<b>William Buck</b>	William Buck Audit (WA) Pty Ltd (ACN 125 012 124).
<b>WST</b>	Australian Western Standard Time, being the time in Perth, Western Australia.

## Annexure A

### Employee Incentive Plan Rules

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Eagle Mountain has established an Employee Incentive Plan for its officers and employees (Plan) which is governed by the Employee Incentive Plan Rules (Rules).

Under the Plan, Eagle Mountain may grant options (**Plan Options**) to subscribe for fully paid ordinary shares in the capital of Eagle Mountain (**Shares**), performance rights entitling the holder to be issued Shares, or share appreciation rights entitling the holder to subscribe for Shares or to be paid a cash amount of equivalent value as determined by the Board in its sole and absolute discretion (collectively **Plan Rights**), on terms and conditions set by the Board at its discretion.

The material terms of the Plan, as set out in the Rules, are as follows:

<b>Subject</b>	<b>Provision</b>
<b>Purpose</b>	<p>The purpose of the Plan is:</p> <ul style="list-style-type: none"><li>• to establish a method by which eligible persons can participate in the future growth and profitability of Eagle Mountain;</li><li>• to provide an incentive and reward for eligible persons for their contribution to Eagle Mountain;</li><li>• to attract and retain a high standard of managerial and technical personnel for the benefit of Eagle Mountain; and</li><li>• to align the interests of eligible persons more closely with the interests of Shareholders, by providing an opportunity for eligible persons to hold an equity interest in Eagle Mountain.</li></ul>
<b>Eligible participants</b>	<p>The following persons can participate in the Plan if the Board makes them an offer to do so:</p> <ul style="list-style-type: none"><li>• a full-time or part-time employee, including an Executive Director, a Non-Executive Director, and their related bodies corporate;</li><li>• a contractor of Eagle Mountain or its related bodies corporate; and</li><li>• a casual employee of Eagle Mountain or its related bodies corporate where the employee or contractor is, or might reasonably be expected to be, engaged to work the pro-rata equivalent of 40% or more of a comparable full-time position.</li></ul>
<b>Conditions of grant</b>	<p>Plan Options and Plan Rights (collectively <b>Awards</b>) issued under the Plan are subject to the terms and conditions set out in the Rules, which include:</p> <ul style="list-style-type: none"><li>• Vesting Conditions – which are time-based criteria, requirements or conditions (as specified in the offer and determined by the Board) which must be met prior to Awards vesting in a participant, which the Board may throughout the course of the period between the grant of an Award and its vesting, waive or accelerate as the Board considers reasonably appropriate; and</li><li>• Exercise Conditions – which are criteria, requirements or conditions, as determined by the Board or under the Plan, which must be met (notwithstanding the satisfaction of any Vesting Conditions) prior to a Participant being entitled to exercise vested Options.</li></ul>
<b>Plan limits</b>	<p>In accordance with ASIC Class Order 14/1000, the total Awards that may be issued under the Plan will not exceed 5% of the total number of Shares on issue. In calculating this limit, Awards issued to participants under the Plan other than in reliance upon this Class Order are discounted.</p>

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<b>Subject</b>	<b>Provision</b>
<b>Administration</b>	The Board has the unfettered and absolute discretion to administer the Plan.
<b>Transferability and quotation</b>	Awards issued under the Plan are not transferable and will not be quoted on ASX.

The Rules otherwise contain terms and conditions considered standard for employee incentive plan rules of this nature.



## Annual General Meeting Notice and Proxy Form

8 October 2020

Dear Shareholder

Eagle Mountain Mining Limited (**Eagle Mountain** or the **Company**) is convening an Annual General Meeting (**Meeting**) to be held at Ground Floor, 22 Stirling Highway, Nedlands, Western Australia on Thursday, 19 November 2020 at 3.30pm (AWST).

The Company and the Board are very aware of the current circumstances resulting from 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 any appropriate social gathering and physical distancing measures in place to comply with the State and Federal Government's current restrictions for physical gatherings.

In accordance with subsection 5(f) of the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020, 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 3.30pm (AWST) on Tuesday, 17 November 2020, 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 263 821 (within Australia) or +61 3 9415 4873 (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**