

AUSTRALIA & INTERNATIONAL HOLDINGS LIMITED

ACN 009 706 414 (the 'Company')

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of the members of the Company will be held at its registered office on Level 4, 24 Little Edward Street, Spring Hill QLD at 12:00 pm (AEST) on Wednesday, 17th November, 2021.

Chairman's Address

Portfolio Manager's Address

Ordinary Business

1. Accounts and Reports

To receive and consider the financial statements of the Company for the year ended 30 June 2021 and the related Directors' Report, Directors' Declaration and Auditor's Report.

2. Directors' remuneration report

To consider and, if thought fit, pass the following resolution:

'That the remuneration report of the Directors for the financial year ended 30 June 2021 be adopted.'

3. Re-election of Mr. Roger J Burrell as a Director

To consider and, if thought fit, pass the following resolution:

'That Mr. Roger J Burrell, who retires by rotation, pursuant to Rule 16 of the Company's Constitution, be re-elected as a Director of the Company'.

4. Re-election of Mr. Gregory J Vickery as a Director

To consider and, if thought fit, pass the following resolution:

'That Mr. Gregory J Vickery, who retires by rotation, pursuant to Rule 16 of the Company's Constitution, be re-elected as a Director of the Company'.

5. Election of Mr. Steven Pritchard as a Director

To consider and, if thought fit, pass the following resolution:

'That Mr. Steven Pritchard, having offered himself for election, pursuant to Rule 16 of the Company's Constitution, be elected as a Director of the Company'.

6. Retirement of Prof. Francis J Finn as a Director

Prof. Francis J Finn, pursuant to Rule 15 of the Company's Constitution, has provided notice in writing to the Company of his resignation as a Director, effective from close of business of this Annual General Meeting.

Proxies

A member who is entitled to attend and cast a vote at the Annual General Meeting has the right to appoint a proxy (an individual or a body corporate) who need not be a member of the Company. If the 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. If the member appoints two proxies and the appointment does not specify the proportion or number of the Member's votes each proxy may exercise, each proxy may exercise half the votes. If a member appoints two proxies, neither may vote on a show of hands.

For the appointment of a proxy to be effective, the Proxy Form, together with any authority under which the Proxy Form was executed or a certified copy of that authority must be deposited at the Company's Registered Office at Level 4, 24 Little Edward Street, Spring Hill QLD, 4000, or returned in the Reply Paid envelope to GPO Box 1398, Brisbane QLD 4001, or sent by facsimile to the Company Secretary, Australia & International Holdings Limited, on (07) 3839 6964 by 5.00 pm (AEST) on Tuesday 16th November 2021.

If a representative of either a corporate member or a proxy which is a body corporate is to attend the meeting, a certificate of appointment of the representative must be produced prior to admission to the meeting.

By Order of the Board, Brisbane, 8th September 2021

A handwritten signature in cursive script, appearing to read "Ian F. Davey".

Company Secretary

EXPLANATORY MEMORANDUM FOR SHAREHOLDERS

Australia & International Holdings Limited ACN 009 706 414 (the “Company”)

Introduction

This explanatory memorandum provides information for shareholders in respect of items 1 to 6 of the Ordinary Business of the Agenda to be considered at the Annual General Meeting of the Company, to be held at Level 4, 24 Little Edward Street, Spring Hill QLD at 12:00 pm on Wednesday 17th November 2021.

The Directors believe that it is in the interests of the Company that the resolutions set out in items 2 to 5 be passed and recommend that you vote in favour of each resolution.

Ordinary Business

1. Accounts and Reports

The Corporations Act requires the Financial Statements, Directors’ Report and Declaration and Auditor’s Report to be laid before the meeting. There is no requirement in the Corporations Act or the Company’s Constitution for shareholders to vote on, approve or adopt these documents. Shareholders will have reasonable opportunity at the meeting to ask questions and make comments on these documents and on the management of the Company.

In addition to asking questions at the meeting, shareholders may address written questions to the chairman about the management of the Company or to the Company’s auditor, Liam Murphy, Partner of PKF Brisbane Audit, if the question is relevant to:

- (a) the content of the auditor’s report; or
- (b) the conduct of its audit of the annual financial report to be considered at the meeting.

Note: Under section 250PA(1) Corporations Act a shareholder must submit the question to the Company no later than the fifth business day before the day on which the AGM is held.

Written questions for the auditor must be delivered by Wednesday, 10th November 2021. Please send any written questions for Liam Murphy, Partner of PKF Brisbane Audit to the address listed in section 5 of the proxy form attached to this notice of meeting.

2. Directors’ remuneration report

Section 250R(2) of the Corporations Act 2001 requires that the section of the Directors’ Report detailing the remuneration of the Directors, the Company Secretary and Senior Executives of the Company be voted on by shareholders. This resolution is required by the Corporations Act even though no remuneration was paid to the Directors, Secretary or Senior Executives.

Whilst the resolution will be decided as if it were an ordinary resolution, under section 250R(3) of the Corporations Act 2001 the vote on this resolution is advisory only and does not bind the Directors or the Company.

The Directors recommend you vote for this resolution.

3. Re-election of Roger J Burrell as a Director

In accordance with the procedure for the election of Directors in the Constitution of the Company, Roger Burrell retires from the Board and offers himself for re-election.

The Directors recommend you vote for this resolution.

4. Re-election of Gregory J Vickery as a Director

In accordance with the procedure for the election of Directors in the Constitution of the Company, Gregory Vickery retires from the Board and offers himself for re-election.

The Directors recommend you vote for this resolution.

5. Election of Steven Pritchard as a Director

In accordance with the procedure for the election of Directors in the Constitution of the Company, Steven Pritchard, being eligible, offers himself for election to the Board.

Steven is a qualified accountant - B Com, CPA, F. Fin.

He was previously a member of the Stock Exchange of Newcastle Limited, and has been a director of the accounting firm, Rees Pritchard Pty Limited, since 1989. In 1996 he established Pritchard & Partners Pty Limited which became the first new member firm of the Stock Exchange of Newcastle Limited in 26 years. He has many years' experience in providing financial and strategic advice to a broad range of clients.

Directorships of other listed entities: Chairman of Pritchard Equity Limited since 10 May 2002, Chairman of Illuminator Investment Company Limited since 22 December 2003, director of Florin Mining Investment Company Limited since 29 September 2004, and Winpar Holdings Limited (since 4 July 2003).

The Directors recommend you vote for this resolution.

6. Retirement of Prof. Francis J Finn as a Director

In accordance with the procedure for the resignation of Directors in the Constitution of the Company, Prof. Francis J Finn, has provided notice of his resignation, to be effective from the close of business of this Annual General Meeting.

IMPORTANT NOTES

Voting Entitlements

The Directors have determined that the shareholding of each shareholder for the purposes of ascertaining voting entitlements for the Annual General Meeting will be as it appears in the Share Register at 5pm (AEST) on Tuesday, 16th November 2021.