

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To: Company Name/Scheme AIC Mines Limited (ASX: A1M)  
ACN/ARSN 060 156 452

**1. Details of substantial holder (1)**

Name FMR Investments Pty Limited (FMR), Peter Mervyn Bartlett and Ronald George Sayers and their associated entities (listed in Part 6 of this form), (together, the FMR Group)  
ACN/ARSN (if applicable) 009 411 349

The holder became a substantial holder on 1 / 11 / 2021

**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary fully paid	80,250,000	80,250,000	25.99% (based on 308,715,018 shares on issue)

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
FMR Group	Shares issued to FMR as part consideration for the sale by FMR of the Eloise Copper Mine to AIC Copper Pty Ltd (a wholly owned subsidiary of AIC Mines Limited). Shares issued under Prospectus dated 27 September 2021 released to ASX on 29 September 2021.	80,000,000 ordinary shares
FMR Group	Existing shares held through Bremerton Pty Ltd ATF the PM Bartlett Family Trust	250,000 ordinary shares

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of Securities	Person entitled to be registered as a holder (8)	Class and number of securities
FMR Group	FMR	FMR	80,000,000 ordinary shares
FMR Group	Bremerton Pty Ltd ATF the PM Bartlett Family Trust	Bremerton Pty Ltd ATF the PM Bartlett Family Trust	250,000 ordinary shares

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
FMR Group	1 November 2021	-	Sale of Eloise Copper Mine	80,000,000 ordinary shares

**6. Associates**

The reasons the person named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
FMR Unit Trust ABN 24 757 019 296, Bremerton Pty Ltd ACN 009 141 682 ATF the PM Bartlett Family Trust, Bremerton Super Fund Pty Ltd ACN 149 588 152, PM Bartlett Pty Ltd ACN 113 414 805, Laurinay Pty Ltd ACN 009 142 269, Kookynie Resources Pty Ltd ACN 009 217 903, Higginsville Mining Pty Ltd ACN 074 880 247, Connemara Gold Mines Pty Ltd ACN 077 150 264, JFK Engineering Pty Ltd ACN 090 503 790, Learmonth Limestone Pty Ltd ACN 088 238 411 Whitestyle Pty Ltd ACN 100 788 976, Nebraska Pty Ltd ACN 009 141 922 as trustee of the R.G. Sayers Family Trust and Cherry Garden Nominees Pty Ltd ACN 008 900 285.	Entities controlled by Peter Mervyn Bartlett and/or Ronald George Sayers
Peter Mervyn Bartlett and Ronald George Sayers	Controllers of FMR and FMR Group

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
FMR Investments Pty Limited ACN 009 411 349, FMR Unit Trust ABN 24 757 019 296, Bremerton Pty Ltd ACN 009 141 682 ATF the PM Bartlett Family Trust, Bremerton Super Fund Pty Ltd ACN 149 588 152, PM Bartlett Pty Ltd ACN 113 414 805, Laurinay Pty Ltd ACN 009 142 269, Kookynie Resources Pty Ltd ACN 009 217 903, Higginsville Mining Pty Ltd ACN 074 880 247, Connemara Gold Mines Pty Ltd ACN 077 150 264, JFK Engineering Pty Ltd ACN 090 503 790, Learmonth Limestone Pty Ltd ACN 088 238 411, Whitestyle Pty Ltd ACN 100 788 976, Nebraska Pty Ltd ACN 009 141 922 as trustee of the R.G. Sayers Family Trust and Cherry Garden Nominees Pty Ltd ACN 008 900 285.	Level 2, 2 Hardy Street, South Perth WA 6151
Peter Mervyn Bartlett and Ronald George Sayers	Level 2, 2 Hardy Street, South Perth WA 6151

**Signature**

print name ROBIN ROMERO capacity LEGAL COUNSEL

sign here R.R. Romero date 2/11/2021

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant issues (eg. A corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in Section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
- (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
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