

NOTICE OF 2024 ANNUAL GENERAL MEETING

Eagle Mountain Mining Limited (ASX: **EM2**) is pleased to advise that its Annual General Meeting will be held at 10:00am (WST) on Thursday 28 November 2024.

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

This ASX announcement was authorised for release by the Board of Eagle Mountain Mining Limited.

For further information please contact:

Tim Mason
Chief Executive Officer
tim@eaglemountain.com.au

Mark Pitts
Company Secretary
mark@eaglemountain.com.au

Jane Morgan
Investor and Media Relations
jm@janemorganmanagement.com.au

ABOUT EAGLE MOUNTAIN MINING

Eagle Mountain is a copper-gold explorer focused on the strategic exploration and development of the Oracle Ridge Copper Mine and the highly prospective greenfields Silver Mountain Project, both located 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's developments through our website and social media channels:



LinkedIn



Twitter



EM2 Website

AUS REGISTERED OFFICE

Ground Floor, 22 Stirling Highway
Nedlands WA 6009
ACN: 621 541 204

CONTACT

E: info@eaglemountain.com.au



ASX: **EM2**
eaglemountain.com.au



2024 Annual General Meeting Notice and Proxy Form

29 October 2024

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 **Thursday, 28 November 2024 at 10.00 am (AWST)**.

The Board has made the decision that it will hold a physical Meeting. In accordance with the Corporations Amendment (Meetings and Documents) Act 2022, the Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (Meeting Materials) are being made available to shareholders electronically and can be viewed and downloaded from the Company's website at: <https://eaglemountain.com.au/investor-centre/#ANNOUNCEMENTS>. Alternatively, the Meeting Materials have been posted on the Company's ASX market announcements page (ASX: EM2).

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 10.00am (AWST) on Tuesday, 26 November 2024, 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).

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 <https://eaglemountain.com.au/investor-centre/#ANNOUNCEMENTS>.

In order to be able to receive communications electronically from the Company in the future, please update your details online at www.investorcentre.com/au.

Mark Pitts
Company Secretary
Eagle Mountain Mining Limited



Notice of Annual General Meeting, Explanatory Statement and Proxy Form

Eagle Mountain Mining Limited
ACN 621 541 204

Venue

Ground Floor, 22 Stirling Highway
Nedlands, Western Australia 6009

Time and Date

10:00 am (WST)
Thursday, 28 November 2024

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 lawyer or other professional adviser prior to voting.

Contents

Item	Page
Notice of Annual General Meeting	2
Meeting and Voting Information	4
Explanatory Statement	6
Glossary of Terms	15
Schedule 1 – Terms of Placement Options	17
Schedule 2 – Material Terms of Loan Agreement	19
Proxy Form	Attached

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	10:00am (WST) 26 November 2024
Snapshot date for eligibility to vote	4:00pm (WST) 26 November 2024
Annual General Meeting	10:00am (WST) 28 November 2024

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Eagle Mountain Mining Limited (ACN 621 541 204) (**Company**) will be held at Ground Floor, 22 Stirling Highway, Nedlands, Western Australia 6009 at 10:00am (WST) on 28 November 2024.

Agenda

Receive and Consider Reports	To receive and consider the annual financial report, Directors' report and Auditor's report of the Company for the financial year ended 30 June 2024, as contained in the Company's 2024 Annual Report
Resolution 1 Adoption of Remuneration Report (advisory only)	<p>To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:</p> <p><i>That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2024, as contained in the Company's 2024 Annual Report, be adopted by the Company.</i></p> <p>Note: This Resolution is advisory only and is not binding.</p>
Resolution 2 Re-Election of Director by rotation – Rick Crabb	<p>To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:</p> <p><i>That for the purpose of Listing Rule 14.5 and article 6.3 of the Constitution, and for all other purposes, Rick Crabb, a Non-Executive Director of the Company, who retires by rotation in accordance with article 6.3(c) of the Constitution and, being eligible, offers himself for re-election, is re-elected as a Director.</i></p>
Resolution 3 Ratification of prior issue of Placement Shares and Placement Options	<p>To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:</p> <p><i>That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 11,666,667 Placement Shares and 11,666,667 Placement Options under the Additional Placement, pursuant to the Company's issuing capacity under Listing Rule 7.1, as described in the Explanatory Statement.</i></p>
Resolution 4 Approval to issue Accrued Interest Shares to Metech Super Pty Ltd	<p>To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:</p> <p><i>That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 7,782,854 Accrued Interest Shares to Metech Super Pty Ltd, an entity associated with Mr Charles Bass, in lieu of interest payable pursuant to the Loan Agreement, on the terms and conditions set out in the Explanatory Statement.</i></p>
Resolution 5 Approval of Additional Placement Facility	<p>To consider and, if thought fit, to pass, with or without amendment, the following resolution as a special resolution:</p> <p><i>That for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.</i></p>

By order of the Company's Board of Directors.



Mark Pitts
Company Secretary

29th October 2024

Voting Prohibitions and Voting Exclusion Statements

Resolution	Excluded Persons	Exceptions
Corporations Act prohibitions		
Resolution 1	<p>For the purposes of sections 250BD and 250R(4) of the Corporations Act, a vote on the Resolution must not be cast, and the Company will disregard votes cast:</p> <ul style="list-style-type: none"> by or on behalf of a member of Key Management Personnel the details of whose remuneration is included in the Remuneration Report or their Closely Related Parties, regardless of the capacity in which the vote is cast; or by a proxy for a member of Key Management Personnel at the date of the Meeting or their Closely Related Parties. <p>Any ineligible votes will not be counted in working out a percentage of votes cast or whether the Resolution is approved.</p>	<p>A vote is not prohibited and will not be disregarded if the vote is cast by a proxy on behalf of a person entitled to vote on the Resolution:</p> <ul style="list-style-type: none"> in accordance with the directions on how the proxy is to vote, as specified in the proxy appointment; or by the Meeting Chair in accordance with the express authorisation in the proxy appointment to exercise the proxy even though it is connected with the remuneration of a member of Key Management Personnel.
Listing Rule voting exclusion statements		
Resolution 3	<p>For the purposes of Listing Rules 7.5.8 and 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or an 'associate' (as defined in the Listing Rules) of such persons.</p> <p>In relation to Resolution 3, this includes Additional Placement Participants.</p>	<p>The Company need not disregard a vote cast in favour of the Resolution if it is cast by:</p> <ul style="list-style-type: none"> a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; the Meeting Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Meeting Chair on the Resolution as the Meeting 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: <ul style="list-style-type: none"> the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an 'associate' (as defined in the Listing Rules) 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.
Resolution 4	<p>For the purposes of Listing Rules 10.13.10 and 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of Shares) or an 'associate' (as defined in the Listing Rules) of such person.</p> <p>In relation to Resolution 4, this includes Charles Bass, Metech No 2 Super Fund Pty Ltd and its nominees.</p>	
Resolution 5	<p>If at the time the approval is sought the entity is proposing to make an issue of equity securities under Listing Rule 7.1A.2, any 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 holder of ordinary securities in the entity).</p> <p>At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2. Accordingly, no votes are currently anticipated to be excluded for the purposes of Listing Rules 7.3A.7 and 14.11.</p>	

Explanatory Statement

For further information in relation to the items of business to be considered at the Meeting, please refer to the Explanatory Statement which accompanies this Notice. The Explanatory Statement forms part of this Notice.

Glossary

Unless inconsistent with the context, capitalised terms used in this Notice will have the meanings given to them in the Glossary of Terms set out in the Explanatory Statement.

Meeting and Voting Information

Voting entitlement The Board has determined that, for the purposes of voting at the Meeting, Shares will be taken to be held by persons who are registered as the holders of Shares at **4:00pm (WST) on 26 November 2024**.

Participation The Meeting will be held as a physical meeting. Shareholders may attend and participate (including to vote) in person or by proxy, attorney or corporate representative.

Appointment of Corporate Shareholder representatives A Shareholder that is a corporation may appoint an individual to act as its representative in accordance with section 250D of the Corporations Act. The Shareholder must lodge a satisfactory and duly executed appointment document with the Securities Registry in accordance with the instructions below.

Appointment of attorneys A Shareholder may appoint an attorney to act on the Shareholders' behalf at the Meeting. To do so, the Shareholder must lodge a duly executed power of attorney with the Securities Registry in accordance with the instructions below.

Appointment of proxies A Shareholder entitled to attend and vote at the Meeting is entitled to appoint up to two proxies. A proxy does not need to be a Shareholder.

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

Appointing the Meeting Chair as proxy

Shareholders may appoint the Meeting Chair as their proxy by marking the relevant box on the Proxy Form. Proxy Forms submitted without specifying the name of the proxy or expressly nominating the Meeting Chair as proxy will be deemed an appointment of the Meeting Chair. The Meeting Chair will be deemed proxy for a Shareholder if the proxy named in the Proxy Form does not attend the Meeting.

Directing a proxy how to vote

Shareholders may direct a proxy whether to vote for or against, or to abstain from voting, on a Resolution by marking the relevant box on the Proxy Form. Shareholders may also specify the proportion or number of votes that a proxy may exercise. All votes must be cast in accordance with such directions.

Directed proxies that are not voted on a poll at the Meeting by an appointed proxy will default to the Meeting Chair who will be required to vote proxies as directed on a poll.

Subject to any legal restrictions on proxy voting, a proxy may vote on a Resolution at their discretion unless the Proxy Form directs the proxy how to vote on the Resolution.

Voting restrictions that may affect proxy appointment

Voting under the Corporations Act and/or Listing Rules apply to certain Resolutions. Please refer to the 'Voting Prohibitions and Exclusion Statements' section above for further details in this regard.

Shareholders intending to appoint the Meeting Chair, a Director or any other member of Key Management Personnel or any of their Closely Related Parties as proxy are encouraged to direct them how to vote on all the Resolutions.

A Shareholder who appoints a proxy but subsequently attends the Meeting may vote on the items of business at the Meeting. Any such vote by the Shareholder will invalidate the votes cast by their proxy.

Lodgement of appointment documents

Duly completed corporate representative appointment documents, powers of attorney and Proxy Forms (together with any power of attorney or other authority under which they are executed, if applicable) must be received by the Securities Registry on or before **10:00am (WST) on 26 November 2024**. Documents received after that time will be invalid.

To appoint a proxy please complete the enclosed Proxy Form and deliver as follows:

online: www.investorvote.com.au

by mail: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, Australia 3001

by fax: 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

by mobile: Scan the QR Code on your proxy form and follow the prompts

custodian voting: For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Proxy voting intention of Meeting Chair

The Meeting Chair intends to vote all undirected proxies **FOR** each of the Resolutions. In exceptional cases, the Meeting Chair may change his or her voting intention, in which case the Company will make an announcement to ASX in this regard.

Voting procedure

Voting on each Resolution at the Meeting will be conducted by way of a poll.

Questions by Shareholders

The Meeting Chair will allow a reasonable opportunity at the Meeting for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report. The Meeting Chair will also allow a reasonable opportunity for Shareholders to put questions to the representative of the Auditor about the following matters, and for the representative to respond:

- 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.

Please submit any questions to the Company by **5:00pm (WST) on 21 November 2024** in the same manner as outlined above for lodgement of appointment documents. The Company will make available at the Meeting questions directed to the Auditor which the Auditor considers relevant to the conduct of the audit of the 2024 Annual Report received in writing before this time.

Explanatory Statement

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 annual financial statements, Directors' report and Auditor's report of the Company for the year ended 30 June 2024 be tabled at the Meeting. These reports are contained in the 2024 Annual Report which is available on the Company's website, eaglemountain.com.au/.

Shareholders will be given reasonable opportunity to raise questions on these reports and ask questions of the Auditor.

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

2.1 Background

Resolution 1 is an ordinary resolution to approve the Remuneration Report. The Remuneration Report is set out in the Directors' report which forms part of the 2024 Annual Report.

The vote on Resolution 1 is advisory only and does not bind the Board or the Company. Notwithstanding this, the Board will take the outcome of the vote into consideration when considering remuneration policy of the Company going forward.

2.2 Corporations Act requirements

Section 250R(2) of the Corporations Act requires a listed public company put a resolution to its shareholders that the remuneration report set out in the directors' report for the preceding financial year be adopted. The resolution is advisory only and does not bind the relevant company or its directors.

If 25% or more of votes that are cast on the resolution are voted against the adoption of the remuneration report at two consecutive annual general meetings of a company, its shareholders will be required to vote at the second of those annual general meetings on a resolution (a **Spill Resolution**) that a further 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.

2.3 Directors' recommendation

The Directors decline to make a recommendation as to how Shareholders should vote in respect of Resolution 1 as they each have an interest in the outcome of the Resolution.

3. Resolution 2: Re-Election of Director by rotation – Rick Crabb

3.1 Background

Resolution 2 is an ordinary resolution to approve the re-election of Rick Crabb as a Director by rotation.

Mr Crabb was first appointed as a Director on 6 September 2017. He was last re-elected at an annual general meeting of the Company held on 14 November 2022.

Mr Crabb will retire at the Meeting by rotation, and being eligible, submits himself for re-election.

If Resolution 2 is not passed, Mr Crabb will not be re-elected to his current directorship position, in which case the Board may consider an appointment to fill a casual vacancy pursuant to the Constitution, with ratification at the Company's next annual general meeting.

3.2 Legal requirements

Listing Rule 14.5 requires that a listed entity which has directors must hold an election of directors at each annual general meeting. The rule does not apply to an entity's managing director, unless there is more than one managing director, in which case only one is entitled not to be subject to re-election.

Article 6.3(c) of the Constitution provides that if the Company has 3 or more Directors, one third of the Directors (rounded down to the nearest whole number) must retire at each annual general meeting of the Company. The Directors to retire must be those who have held their office as Director the longest period of time since their last election or appointment to that office. A Director who retires is eligible for re-election at that meeting.

The rule requires Rick Crabb retire at or before the Meeting.

3.3 Biography - Mr Rick Crabb, Non-Executive Director (Chairman)

Rick 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. Rick 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 operating in mining, oil production and property development. He is currently non-executive chairman of Ora Gold Limited and Leo Lithium Limited.

If Resolution 2 is passed, Rick Crabb will be re-elected as a Non-Executive Director of the Company. If Rick Crabb 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.

3.4 Directors' recommendations

The Directors (other than Mr Crabb) support the re-election of Mr Crabb and recommend that Shareholders vote in favour of Resolution 2. Mr Crabb declines to make a voting recommendation noting his interest in the Resolution.

4. Resolution 3: Ratification of prior issue of Placement Shares and Placement Options

4.1 Background

As announced on 16 and 22 April 2024, the Company completed a placement of Shares and attaching Options to Exempt Investors to raise approximately \$1.1 million, comprising:

- the issue of residual shortfall from the Company's renounceable entitlement offer of new Shares and attaching new Options which closed on 20 March 2024, being 6,573,150 Shares and 6,573,150 attaching Options (**Shortfall Placement**); and
- an additional placement of 11,666,667 Shares (**Placement Shares**) and 11,666,667 attaching Options, exercisable at \$0.20 each on or before 31 March 2027 (**Placement Options**), using the Company's Listing Rule 7.1 issuing capacity (**Additional Placement**).

The issue of the Shares and attaching Options under the Shortfall Placement falls within exception 3 of Listing Rule 7.2 and accordingly, the issue did not use any of the Company's Listing Rule 7.1 issuing capacity.

4.2 Listing Rule requirements

Subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed entity can issue without the 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. The issue of the Placement Shares and Placement Options under the Additional Placement to Additional Placement Participants does not fall within any of the exceptions to Listing Rule 7.1, as set out in Listing Rule 7.2.

Listing Rule 7.4 allows the shareholders of a listed entity to subsequently ratify and approve an issue of Equity Securities after it has been made or agreed to be made, provided that the issue did not breach Listing Rule 7.1. If they do, the issue is taken to have been approved under Listing Rule 7.1 and therefore does not reduce the Company's capacity to issue further Equity Securities without Shareholder approval under that rule.

If Resolution 3 is approved, the Company's issuing capacity under Listing Rule 7.1 will be restored to the extent of the Equity Securities the subject of Resolution 2. This will allow the Company to issue further Equity Securities of an equivalent number (i.e. 23,333,334) in the next 12 months.

However, if Resolution 3 is not approved, the Company's issuing capacity under Listing Rule 7.1 will not be restored in respect of the Placement Shares and Placement Options.

4.3 Listing Rule information requirements

The following information is provided in relation to Resolution 3, as required by Listing Rule 7.5:

Information required	Details
Names of persons to whom the Company issued securities or the basis upon which those persons were identified or selected	<p>Additional Placement Participants, being Exempt Investors identified by Prenzler Group and Foster Stockbroking Pty Ltd via a bookbuild, in consultation with the Directors, to participate in the Additional Placement.</p> <p>None of the Additional Placement Participants was:</p> <ul style="list-style-type: none"> • a 'related party' of the Company for the purposes of the Corporations Act or the Listing Rules; • a member of Key Management Personnel; • a substantial holder (i.e. a person who has a 'relevant interest' (as defined in the Corporations Act) in 5% or more of the Shares on issue); or • an adviser to the Company.
Number and class of securities the Company issued	11,666,667 Placement Shares and 11,666,667 Placement Options.
Summary of material terms of securities	<p>Each Placement Share is a fully paid ordinary share in the Company and ranks equally with all other Shares on issue.</p> <p>Each Placement Option will have an exercise price of \$0.20 and an expiry date of 31 March 2027. The material terms of the Placement Options are set out at Schedule 1 to this Explanatory Statement. The Placement Options will rank equally with the Company's existing EM2O class of Options currently on issue.</p>
Date(s) on which the Company issued the securities	22 April 2024.
Price or other consideration the Company received for the securities	<p>\$0.06 per Placement Share, raising \$700,000 before costs.</p> <p>The Placement Options were attaching Options. Accordingly, the Placement Options had an issue price of nil. The Company will receive up to \$2,333,333 in exercise price payments if all Placement Options are exercised before their expiry date.</p>
Purpose of the issue and intended use of any funds raised	To raise \$700,000 before costs to be applied towards the Company's exploration activities at its Oracle Ridge and Silver Mountain Projects and general working capital requirements.
Summary of material terms of agreement securities were issued under	The Placement Shares and Placement Options were not issued under any agreement.
Voting exclusion statement	A voting exclusion statement for Resolution 3 is included in the Notice.

4.4 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3 so that the Company's 15% issuing capacity under Listing Rule 7.1 is restored. This will give the Company the flexibility to raise additional working capital through the offer and issue of Equity Securities

5. Resolution 4: Approval to issue Accrued Interest Shares to Metech Super Pty Ltd

5.1 Background

On 15 May 2023, the Company entered into a loan agreement with Metech Super Pty Ltd as trustee for the Metech No 2 Super Fund Pty Ltd (**Metech**), an entity associated with Managing Director, Charles Bass (**Loan Agreement**).

Under the Loan Agreement, Metech agreed to make \$3,000,000 (**Loan**) available to the Company until 31 December 2024, with interest accruing on the outstanding amount at a rate of 10% per annum.

The Company, Metech and Silver Mountain Mining Nominee Pty Ltd as trustee for the Silver Mountain Trust (**Silver Mountain**), an entity also associated with Managing Director, Charles Bass, entered into a deed of assignment, assumption and variation in relation to the Loan Agreement (**Assignment Deed**) which took effect on 30 September 2024 to:

- give effect to the assignment to, and assumption by, Silver Mountain of Metech's contractual rights and obligations under the Loan Agreement;
- extend the maturity date of the Loan to 31 December 2025; and
- amend the terms of the Loan such that interest will not accrue on the Loan balance.

Under the terms of the Assignment Deed the Company has agreed to issue Metech the Accrued Interest Shares, subject to obtaining Shareholder approval, in satisfaction of interest accrued on the Loan to 30 September 2024.

Resolution 4 is an ordinary resolution seeking Shareholder approval for the issue of the Accrued Interest Shares to Metech or its nominee.

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 Accrued Interest 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 Accrued Interest 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 Accrued Interest Shares to Metech. As approval is obtained under Listing Rule 10.11, the issue of Accrued Interest Shares will not use up any of the Company's 15% issuing capacity under Listing Rule 7.1.

If Resolution 4 is not approved, the Company will not be able to proceed with the proposed issue of the Accrued Interest Shares and:

- the proposed assignment, assumption and variation set out in the Assignment Deed will still be effective; and
- the Company will be required to pay the Accrued Interest to Metech in cash.

5.3 Corporations Act requirements

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.

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 Charles Bass) consider that the Accrued Interest Shares are being issued as consideration for the provision of capital invested into the Company under the Loan Agreement. Accordingly, the proposed issue reflects arm's length terms.

The Directors (other than 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 7,782,854 Accrued Interest Shares to Metech, subject to Shareholder approval of Resolution 4.

(d) **The terms of securities**

The Accrued Interest Shares are 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 Accrued Interest 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**

No funds will be raised from the issue of the Accrued Interest Shares as the Accrued Interest Shares will be issued in lieu of interest owing under the Loan Agreement.

(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**

A summary of the material terms of the Loan Agreement, as varied by the Assignment Deed, is set out in Schedule 1 to this Explanatory Statement.

(i) **The voting exclusion statement**

A voting exclusion statement is set out in this Notice under the Voting Exclusion Section on page 3.

5.5 Directors' recommendation

The Directors (excluding Charles Bass who has a material personal interest in the outcome of Resolution 4) unanimously recommend that Shareholders vote in favour of Resolution 4 to permit the Company to issue the Accrued Interest Shares to:

- satisfy its obligation to pay Interest under the Loan Agreement;
- preserve the Company's cash reserves; and
- give effect to the proposed assignment to, and assumption by, Silver Mountain of Metech's contractual rights and obligations under the Loan Agreement.

6. Resolution 5: Approval of Additional Issuance Capacity

6.1 Background

Resolution 5 seeks Shareholder approval for an additional issuing capacity under Listing Rule 7.1A (**Additional Issuance Capacity**).

If approved, the Resolution will enable the Company to issue additional Equity Securities (calculated below) over a 12 month period without having to obtain Shareholder approval. If the Resolution is not approved, the Company's ability to issue Equity Securities without Shareholder approval will remain limited to the amount permitted under Listing Rule 7.1

Resolution 5 is a special resolution. It must be passed by at least 75% of the votes cast by Shareholders present and entitled to vote on the Resolution.

6.2 Applicable Listing Rules

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting, to allow it to issue Equity Securities totalling up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (i.e. the Additional Issuance Capacity). This capacity is in addition to the 15% annual issuance capacity under Listing Rule 7.1.

An "eligible entity" for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company meets the requirements of an eligible entity for this purpose because it is not included in the S&P/ASX 300 Index and has a market capitalisation of less than \$300 million.

6.3 Overview of Listing Rule 7.1A

(a) Quoted securities

Equity Securities issued under the Additional Issuance Capacity must be the same as an existing class of Equity Securities of the Company quoted on ASX.

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

(b) Formula for calculating Additional Issuance Capacity

Listing Rule 7.1A.2 provides that the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula under the Additional Issuance Capacity:

Additional Issuance Capacity = (A x D) – E

where:

A is the number of Shares on issue 12 months before the commencement of the relevant period:

- plus the number of Shares issued in the period from the date the Company was admitted to the official list of ASX to the date immediately preceding the date of the issue or agreement (**Relevant Period**) under an exception in Listing Rule 7.2 (other than exceptions 9, 16 or 17);
- plus the number of Shares 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 these rules to have been approved, under Listing Rules 7.1 or 7.4;
- plus the number of Shares 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 these rules to have been approved, under Listing Rules 7.1 or rule 7.4;
 - plus the number of Shares issued in the Relevant Period with approval under Listing Rules 7.1 or 7.4;
 - plus the number of partly paid ordinary securities that became fully paid in the Relevant Period; and
 - less the number of Shares cancelled in the Relevant Period;
- D** is 10%; and
- E** is 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 the Shareholders under Listing Rule 7.4.

(c) **Interaction with Listing Rule 7.1**

Listing Rule 7.1 limits the number of Equity Securities that an entity may 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, subject to certain exceptions.

The Additional Issuance Capacity under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

6.4 **Listing Rule requirements**

The following information is provided in relation to Resolution 5, in accordance with Listing Rule 7.3A:

(a) **Period over which approval will be valid**

The Additional Issuance Capacity will commence on date of the Meeting and expire on the earlier of:

- 12 months from the Meeting date (28 November 2025);
- the Company's next annual general meeting; and
- when a transaction under Listing Rules 11.1.2 (change to nature or scale of activities) or 11.2 (change involving main undertaking) is approved by Shareholders.

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

The issue price of any Equity Security under the Additional Issuance Capacity 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.

(c) **Purposes for which funds may be used**

The Company does not have any current intention to issue Equity Securities using the Additional Issuance Capacity. However, it may decide to do so for cash consideration to fund working capital requirements, advancing projects (including those outlined in its initial public offer prospectus), potential acquisitions, meet financial commitments and capital management activities.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon any issue of Equity Securities under Listing Rule 7.1A.

(d) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional Issuance Capacity.

The Company has not yet identified allottees to receive the Equity Securities under the Additional Issuance Capacity. However, they may include current Shareholders, new investors, or both. None of the allottees will be Related Parties or Associates of Related Parties.

Potential allottees will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the purpose of the issue;

- the methods of raising funds that are available to the Company including, but not limited to, an entitlements issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the financial situation and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers (if applicable).

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

Any issue of Equity Securities under the Additional Issuance Capacity will dilute the interests of Shareholders who do not receive Shares under the issue.

If Resolution 5 is approved and the Company issues Equity Securities under the Additional Issuance Capacity, 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 the 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.

This may have an effect on the amount of funds raised by the issue of the Equity Securities.

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

Number of Shares on issue	Share price	New Shares issued	Funds raised	Voting dilution	Economic dilution
392,874,922 (Shares currently on issue / current variable 'A' in Listing Rule 7.1A)	\$0.051 (current price)	39,287,492	\$2,003,662	10.00%	0.00%
	\$0.038 (25% decrease)	39,287,492	\$1,502,747	10.00%	2.27%
	\$0.026 (50% decrease)	39,287,492	\$1,001,831	10.00%	4.55%
589,312,383 (50% increase)	\$0.051 (current price)	58,931,238	\$3,005,493	10.00%	0.00%
	\$0.038 (25% decrease)	58,931,238	\$2,254,120	10.00%	2.27%
	\$0.026 (50% decrease)	58,931,238	\$1,502,747	10.00%	4.55%
785,749,844 (100% increase)	\$0.051 (current price)	78,574,984	\$4,007,324	10.00%	0.00%
	\$0.038 (25% decrease)	78,574,984	\$3,005,493	10.00%	2.27%
	\$0.026 (50% decrease)	78,574,984	\$2,003,662	10.00%	4.55%

Notes: The above table has been prepared on the following assumptions:

1. the current market price is the closing price at which Shares were traded on 3 October 2024;
2. the current Shares on issue are the Shares at 3 October 2024, being 392,874,922 Shares;
3. the Company issues the maximum number of Equity Securities available under the Additional Issuance Capacity;
4. existing Shareholders' holdings do not change from the date of this Meeting to the date of the issue under the Additional Issuance Capacity;
5. the Company issues Shares only and does not issue other types of Equity Securities (such as Options) under the Additional Issuance Capacity;
6. the impact of placements under Listing Rule 7.1 or following the conversion of convertible securities (e.g. Options) is not included in the calculations; and
7. 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 market capitalisation 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.

(f) **Details of prior issues**

Shareholders approved an Additional Issuance Capacity at the Company's 2023 annual general meeting, held on 29 November 2023.

The Company has not issued Shares utilising its Additional Issuance Capacity during the 12 month period prior to the date of this Notice.

6.5 **Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5 as it will give the Company the flexibility to raise additional working capital whilst preserving the Company's cash reserves.

Glossary

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

2024 Annual Report	The annual report of the Company for the financial year ended 30 June 2024, including the annual financial report, the Directors' report and the Auditor's report.
Additional Issuance Capacity	Has the meaning given to that term in Section 6.1 of this Explanatory Statement.
Additional Placement	Has the meaning given to that term in Section 4.1 of this Explanatory Statement.
Additional Placement Participant	An Exempt Investor who was issued Placement Shares and Placement Options under the Additional Placement.
Accrued Interest Shares	A Share issued to satisfy the Company's obligation under the Loan Agreement to pay the Accrued Interest.
Annual General Meeting or Meeting	The annual general meeting of Shareholders convened by this Notice, including or any adjournment of such meeting.
Associate	Has the meaning given to that term in the Listing Rules.
ASX	ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange, as the context requires.
Auditor	The auditor of the Company, being at the date of this Notice, William Buck Audit (WA) Pty Ltd (ACN 125 012 124).
Board	The Company's Board of Directors.
Closely Related Parties	<p>Has same meaning given to it in section 9 of the Corporations Act, being, in relation to a member of Key Management Personnel:</p> <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child of the member's spouse;(c) a dependent of the member or the member's spouse;(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;(e) a company the member controls; or(f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth) (currently none are prescribed).
Company	Eagle Mountain Mining Limited (ACN 621 541 204).
Company Secretary	The Company Secretary of the Company at the time of the Meeting.
Constitution	The Constitution of the Company as at the date of this Notice.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Equity Security	<p>Has the meaning given to that term in Listing Rule 19.12, being:</p> <ul style="list-style-type: none">(a) a share;(b) a unit;(c) a right to a share or unit or option;(d) an option over an issued or unissued security;(e) a convertible security;(f) any security that ASX decides to classify as an equity security;(g) but not a security that ASX decides to classify as a debt security.

Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice of Meeting.
Glossary	This glossary of terms.
Key Management Personnel	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).
Listing Rules	The listing rules of ASX, as amended from time to time.
Loan Agreement	Has the meaning given to that term in Section 5.1 of this Explanatory Statement.
Meeting Chair	The chairperson of the Meeting.
Notice or Notice of Annual General Meeting	The notice of Annual General Meeting which accompanies this Explanatory Statement.
Option	An option to subscribe for a Share.
Placement Option	An Option issued under the Additional Placement, exercisable at \$0.20 on or before 31 March 2027 and on the terms set out in Section 4.1 to this Explanatory Statement.
Placement Share	A Share issued under the Additional Placement.
Proxy Form	The proxy form accompanying the Notice.
Related Party	Has the same meaning as given to that term in the Listing Rules.
Remuneration Report	The remuneration report of the Company for the financial year ended 30 June 2024, appearing in the Director's report as set out in the 2024 Annual Report.
Resolution	A resolution set out in the Notice.
Section	A section of this Notice.
Securities Registry	The Company's securities registry, being Computershare Investor Services Pty Limited (ACN 078 279 277).
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	A registered holder of a Share.
VWAP	The volume weighted average sale prices of Shares sold on ASX during the specified period, excluding any transaction defined in the ASX Operating Rules as 'special', crossings prior to the commencement of normal trading, crossings during the after-hours adjust phase and any overseas trades or exchange traded option exercises.
WST	Australian Western Standard Time, being the time in Perth, Western Australia.

Schedule 1 – Terms of Placement Options

The terms of the Placement Options are as follows:

(a) Entitlement

Each Placement Option entitles the holder (**Option Holder**) to subscribe for one fully paid ordinary Share in the Company.

(b) Subscription price on grant

The Option Holder is not required to pay a subscription amount on the grant of the Placement Options.

(c) Exercise price

The exercise price of each Placement Option is \$0.20 (**Exercise Price**).

(d) Expiry date

Each Placement Option may be exercised at any time before 5.00pm (WST) on 31 March 2027 (**Expiry Date**). Any Placement Option not exercised by the Expiry Date will automatically expire.

(e) Certificate or Holding Statement

The Company must give the Option Holder a certificate or Holding Statement stating:

- the number of Placement Options issued to the Option Holder;
- the Exercise Price of the Placement Options; and
- the date of issue of the Placement Options.

(f) Transfer

The Placement Options are transferable, subject to compliance with applicable law.

(g) Quotation of Shares

The Company will apply to ASX for official quotation of the Shares issued on exercise of Placement Options.

(h) New issues

The Option Holder is not entitled to participate in any new issue to Shareholders of Securities in the Company unless it has exercised its Placement Options before the record date for determining entitlements to the new issue of Securities and participate as a result of holding Shares.

(i) Bonus issues

If the Company makes a bonus issue of Shares or other Securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and a Share has not been issued in respect of the Placement Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Placement Option is exercisable will be increased by the number of Shares which the Option Holder would have received if the Option Holder had exercised the Placement Option before the record date for determining entitlements to the issue.

(j) Reorganisation

If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option Holder (including the number of Placement Options to which the Option Holder is entitled to and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

Any calculations or adjustments which are required to be made will be made by the Company's Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option Holder.

The Company must, within a reasonable period, give to the Option Holder notice of any change to the Exercise Price of any Placement Options held by the Option Holder or the number of Shares which the Option Holder is entitled to subscribe for on exercise of a Placement Option.

(k) Exercise of Placement Options

To exercise Placement Options, the Option Holder must give the Company or its Share Registry, at the same time:

- a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of Placement Options being exercised and Shares to be issued;
- payment of the Exercise Price for the Shares, the subject of the exercise notice, by way of bank cheque or by other means of payment, approved by the Company; and
- any certificate for the Placement Options.

The Option Holder may only exercise Placement Options in multiples of 10,000 Placement Options unless the Option Holder exercises all Placement Options held by the Option Holder.

Placement Options will be deemed to have been exercised on the date the exercise notice and Exercise Price are received by the Company.

If the Option Holder exercises less than the total number of Placement Options registered in the Option Holder's name:

- the Option Holder must surrender their Placement Option certificate (if any); and
- the Company must cancel the certificate for the Placement Option (if any) and issue the Option Holder a new certificate or Holding Statement stating the remaining number of Placement Options held by the Option Holder.

(l) Issue of Shares on exercise of Placement Options

Within five Business Days after receiving an application for exercise of Placement Options and payment by the Option Holder of the Exercise Price, the Company must issue the Option Holder the number of Shares specified in the application.

Subject to the Constitution, all Shares issued on the exercise of Placement Options will rank in all respects (including rights relating to dividends) equally with the existing ordinary shares of the Company at the date of issue.

(m) Governing law

These terms of the Placement Options 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.

Schedule 2 – Material Terms of Loan Agreement

The material terms of the Loan Agreement, as varied by the Assignment Deed (subject to and conditional on the issue of the Accrued Interest Shares), are as follows:

Item	Details
Loan Agreement	\$3,000,000 unsecured Loan Agreement.
Drawdown	The Company (Borrower) may request to draw-down any portion of the facility, provided that no default event subsists.
Interest	Subject to Shareholder approval to issue the Accrued Interest Shares being obtained, Interest will not accrue Loan balance.
Repayment	<p>The facility is to be repaid in full by 31 December 2025.</p> <p>The Lender may elect to convert all or part of the outstanding balance by giving the Borrower a Lender Conversion Notice. The Borrower may elect to repay all or part of the outstanding amount by way of cash repayment or by issuing Conversion Shares.</p> <p>Any such conversion whether effected by the Lender or the Borrower will be subject to receiving the required regulatory approvals.</p> <p>Conversion Shares are to be issued at a deemed issue price equal to 90% of the VWAP of Shares over the 30 days prior to the date the Conversion Notice is received by the Borrower or issued by the Borrower to the Lender.</p>
Default	<p>If a default event occurs, the Lender will not advance any funds under the facility to the Borrower.</p> <p>The following events constitute a default event:</p> <ul style="list-style-type: none"> the Company fails to pay an amount of money when due under this Agreement and such failure continues for more than 10 business days; the Company breaches or fails to perform or observe any of the Company's obligations under this Agreement to be performed or observed (other than a failure to make payment) and the Company does not remedy such breach or failure within 15 days of receiving a written notice to do so from the Lender, or the breach or failure is not capable of remedy; or the Company suffers or becomes the subject of an insolvency event.

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Tuesday, 26 November 2024.**

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 and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at 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: 184272

For Intermediary Online subscribers (custodians) go to 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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **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.

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 Ground Floor, 22 Stirling Highway, Nedlands, Western Australia 6009 on Thursday, 28 November 2024 at 10:00am (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
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Director by rotation – Rick Crabb	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of prior issue of Placement Shares and Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue Accrued Interest Shares to Metech Super Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

