



20 October 2023

Annual General Meeting – Notice and Proxy Form

Dear Shareholder,

Australia United Mining Limited (“AYM” or “the Company”) wishes to advise AYM’s 2023 Annual General Meeting (“Meeting”) will be held at Suite 1705, Level 17, 1 Bligh Street, Sydney NSW 2000 on Friday, 24 November 2023 at 1:00pm (AEDT) (**Meeting**).

Following the recent changes in the Corporations Act, the Company will not be dispatching physical copies of the Notice of Meeting (“Notice”). Instead, a copy of the Notice will be available on <https://www2.asx.com.au/markets/company/aym>

All resolutions at the Meeting will be voted by poll and Shareholders who are entitled to vote may vote either prior to the Meeting by proxy or by poll during the Meeting. To vote by proxy, please complete and sign the Proxy Form enclosed with the Notice of the Meeting and return by the time and in accordance with the instructions set out on the Proxy Form.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action 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, please contact the Company’s share registry Computershare Investor Services Pty Limited on 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

For and behalf of the Board

A handwritten signature in black ink, appearing to read 'Xuekun Li', followed by a small horizontal line.

Xuekun Li
Company Secretary



AUMML
Australia United Mining Limited

**Notice of Annual General
Meeting
&
Explanatory Memorandum**

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Australia United Mining Limited (ASX: AYM) will be held at Suite 1705, Level 17, 1 Bligh Street, Sydney NSW 2000 on Friday, 24 November 2023 at 1pm (AEDT) (Meeting).

The Explanatory Memorandum provides additional information on the business of the Meeting. The Explanatory Memorandum and the Proxy Forms are included in this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company at 7pm (AEDT) on Wednesday, 22 November 2023.

Capitalised terms and abbreviations used in the Notice are defined in Schedule 1.

ITEM 1. Company Financial Report

To receive the financial statements, Directors' report and auditor's report for the Company and its controlled entities for the financial year ended 30 June 2023.

ITEM 2. Resolution 1 - Remuneration Report*

To consider and if thought fit, pass the following resolution as an **ordinary resolution**:

"That the Remuneration Report of Company and its controlled entities for the financial year ended 30 June 2023 as set out in the Annual Report be adopted."

Voting exclusion statement:

A vote on the resolution must not be cast (in any capacity) by or on behalf of either of:

- a member of the key management personnel details of whose remuneration are included in the remuneration report; or
- a closely related party of such a member, ("Prohibited Voter").

A Prohibited Voter may cast a vote on the resolution if a Prohibited Voter does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution and the vote is not cast on behalf of a Prohibited Voter.

If a Prohibited Voter is appointed but not directed how to vote on Resolution 1, they will not vote your proxy on this resolution.

ITEM 3 Resolution 2 - Re-election of Director – TAO WANG

To consider and if thought fit, pass the following as an **ordinary resolution**:

"That the following individual, having retired from his office as a Director pursuant to Article 59.1 of the Constitution, Mr Tao Wang be re-elected as a Director pursuant to the Constitution."

ITEM 4 Resolution 3 - Re-election of Director – JIA YU

To consider and if thought fit, pass the following as an **ordinary resolution**:

"That the following individual, having retired from her office as a Director pursuant to Article 59.1 of the Constitution, Ms Jia Yu be re-elected as a Director pursuant to the Constitution."

By Order of the Board



Xuekun Li
Company Secretary

20 October 2023

Explanatory Memorandum

A. Introductions

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the annual general meeting of Shareholders to be held on at Suite 1705, Level 17, 1 Bligh Street, Sydney NSW 2000 on Friday, 24 November 2023 at 1pm (AEDT).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the resolutions.

Capitalised terms and abbreviations used in the Explanatory Memorandum are defined in Schedule 1.

A Proxy Form is located at the end of the Explanatory Memorandum.

B. Voting on Resolutions

Shareholders should read the Notice, including the Explanatory Memorandum carefully before deciding how to vote on each Resolution.

Voting in Person

To vote in person, attend the AGM on the date and at the place set out above. If a representative of the corporation is to attend the Meeting the appropriate "Appointment of Corporate Representative" should be produced prior to admission. A form may be obtained from the Company's share registry.

Voting by proxy

A Shareholder entitled to attend and vote at the AGM is entitled to appoint not more than two proxies. If the Shareholder is entitled to two or more votes, the Shareholder may appoint two proxies and if this occurs the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

Pursuant to sections 250BB and 250BC of the Corporations Act, a proxy must cast all directed proxies as directed. Any directed proxies which are not voted will automatically default to the Chair, who will vote the proxies as directed.

A proxy need not be a Shareholder of the Company. If you sign the enclosed proxy form and do not write the name of a person or a body corporate in the proxy form, you will have appointed the Chair of the AGM as your proxy.

The Chair of the AGM will vote undirected proxies on, and in favour of, all of the proposed resolutions, except for Resolution 1 where the Chair will only vote if expressly directed to do so.

Please refer to the enclosed proxy form and the accompanying instructions for appointment of a proxy and lodging proxy forms.

If a shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the certificate of appointment of corporate representative should be completed and lodged in the manner specified.

To be effective, proxies must be received by 1pm (AEDT) on Wednesday 22 November 2023. Proxies lodged after this time will be invalid.

The proxy form

A Proxy Form is enclosed with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with instructions thereon.

Lodgement of a proxy form will not preclude a Shareholder from attending the Meeting in person.

The enclosed Proxy Form provides further details on appointing proxies and Proxy Form lodgment.

ITEM 1. Financial Report

The financial statements, Directors' report and auditor's report for the year ended 30 June 2023 will be laid before the meeting.

There is no requirement for shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the operations and management of the Company.

Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the auditor's report.

The Annual Report, which contains the Directors' Report, the Financial Report and the Remuneration Report, is available on the Company's website (<http://australiaunitedmining.com.au/>) and ASX's website (<https://www2.asx.com.au/markets/company/aym>).

ITEM 2. Resolution 1 - Remuneration Report

The Corporations Act requires the Company to include in the directors' report for the year ended 30 June 2023 a detailed remuneration report setting out certain prescribed information relating to the remuneration of the Directors ("Remuneration Report") and to submit this Remuneration Report for adoption by resolution of the shareholders at the annual general meeting of the Company.

The Remuneration Report:

- outlines the Board's policy for determining the nature and amount of remuneration of Directors of the Company;
- sets out remuneration details for each Director of the Company;
- summarises the key terms of any contract of any Director of the Company for the financial year ended 30 June 2023.

The Chair of the AGM will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Corporations Act requires that a resolution in relation to the Remuneration Report be put to the vote at the Company's AGM. The vote on the resolution is advisory only and does not bind the Directors or the Company.

Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (Spill resolution), if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote, if required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (Spill Meeting) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year), other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

Previous voting results

At the Company's previous annual general meeting held in 2022, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

ITEM 3 Resolution 2 - Re-election of Director – Tao Wang

Article 59.1 of the Constitution requires two (2) Directors to retire at each Annual General Meeting.

Accordingly, Mr Wang retires from his office as Director in accordance with Article 59.1 of the Constitution and, being eligible under Article 59.5 of the Constitution, offers himself for re-election as Director.

ABOUT MR WANG

Mr Tao Wang has extensive experience in energy and resource industry. He is the General Manager of Gansu Mineral Resources Company Limited and specialises in investments in utility and mineral industries. He has abundant management and investment experience with extensive contacts and keen market insight. Aged 41.

BOARD RECOMMENDATION

Having received an acknowledgement from Mr Wang that he has sufficient time available to carry out the duties of a Director of the Company and considered Mr Wang's industry knowledge and experience is a valuable part of the Board's existing skills and experience, the Directors, other than Mr Wang, recommend that Shareholders vote in favour of this resolution.

The board of directors recommends that you vote in favour of this item.

ITEM 4 Resolution 3 - Re-election of Director – Jia Yu

Article 59.1 of the Constitution requires two (2) Directors to retire at each Annual General Meeting.

Accordingly, Ms Yu retires from her office as Director in accordance with Article 59.1 of the Constitution and, being eligible under Article 59.5 of the Constitution, offers herself for re-election as Director.

ABOUT MS YU

Ms Jia Yu holds a Bachelor of Political Science and Law Degree and has passed the British Association of Chartered Certified Accountants exam. She is currently an Executive Officer of Oriental Foundation Investment Group, a large company based in Beijing with interests in real estate, mineral industry, energy sector and finance sector.

Aged 53.

BOARD RECOMMENDATION

Having received an acknowledgement from Ms Yu that she has sufficient time available to carry out the duties of a Director of the Company and considered Ms Yu's finance background and experience is a valuable part of the Board's existing skills and experience, the Directors, other than Ms Yu, recommend that Shareholders vote in favour of this resolution.

The board of directors recommends that you vote in favour of this item.

Australia United Mining Limited
ACN 126 540 547

Schedule 1 – Definitions

In the Notice of Meeting, words importing the singular include the plural and vice versa.

Act means the Corporations Act 2001 (Cth);

Annual Report means the report for the financial year ended on 30 June 2023 that is available at <https://www2.asx.com.au/markets/company/aym> or at <https://australiaunitedmining.com.au/>.

ASX means the ASX Limited (ABN 98 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited;

Company means Australia United Mining Limited ACN 126 540 547 (ASX: AYM);

Constitution means the constitution of the Company as at the date of the Meeting;

Director means a director of the Company;

Explanatory Memorandum means the explanatory memorandum attached to the Notice of Meeting;

Meeting means the meeting the subject of the Notice of Meeting;

Notice of Meeting means this notice of meeting dated 20 October 2023;

Proxy Form means the proxy form attached to this Notice of Meeting;

Resolution means a Resolution contained in this Notice of Meeting;

Shares means fully paid ordinary shares of the Company;

Shareholder means a registered holder of a Share.



Need assistance?

**Phone:**

1300 855 080 (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 **1:00pm (AEDT) on Wednesday, 22 November 2023.**

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:

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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

Custodian

For Intermediary Online
subscribers (custodians) go to
www.intermediaryonline.com



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

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I/We being a member/s of Australia United 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 Australia United Mining Limited to be held at Suite 1705, Level 17, 1 Bligh Street, Sydney, NSW 2000 on Friday, 24 November 2023 at 1:00pm (AEDT) 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	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – TAO WANG	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – JIA YU	<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

AYM

304130A



Computershare

