



## Notice of General Meeting

Eagle Mountain Mining Limited (ASX:EM2) (“Eagle” or “the Company”) advises that a General Meeting of Shareholders will be held at 11 am (AWST) on Friday 20 May 2022 at Ground Floor, 22 Stirling Highway, Nedlands WA 6009.

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

For further information please contact:

Tim Mason  
BEng, MBA, GAICD  
Chief Executive Officer  
tim@eaglemountain.com.au

Mark Pitts  
B.Bus, FCA, GAICD  
Company Secretary  
mark@eaglemountain.com.au

*This Announcement has been approved for release by Mark Pitts Company Secretary of Eagle Mountain Mining Limited*

### EAGLE MOUNTAIN MINING LIMITED

Eagle Mountain is a copper-gold explorer focused on the strategic exploration and development of the Oracle Ridge Copper Mine and the highly-prospective greenfield (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 developments through our website and social media channels



Website <https://eaglemountain.com.au/>



Twitter [https://twitter.com/eagle\\_mining](https://twitter.com/eagle_mining)



LinkedIn <https://www.linkedin.com/company/eagle-mountain-mining-ltd/>

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**EAGLE MOUNTAIN MINING LIMITED | ACN 621 541 204**

Ground Floor, 22 Stirling Hwy, Nedlands WA 6009 | PO Box 3365 Nedlands WA 6009  
info@eaglemountain.com.au | eaglemountain.com.au



## General Meeting Notice and Proxy Form

12 April 2022

Dear Shareholder,

Eagle Mountain Mining Limited (**Eagle Mountain** or the **Company**) is convening a General Meeting of Shareholders (**Meeting**) to be held at Ground Floor, 22 Stirling Highway, Nedlands, Western Australia on **Friday, 20 May 2022 at 11.00 am (AWST)**.

As stated in the Company's ASX announcement on 24 March 2022, \$15 million was recently raised from institutional investors, with an additional \$1 million to be raised (subject to shareholder approval) from an entity associated with Managing Director Charles Bass who continues to show his unwavering financial support for the Company.

On behalf of the Board and Management, I welcome Ausbil Investment Management Limited ("**Ausbil**") and Paradice Investment Management Pty Ltd ("**Paradice**") as substantial shareholders following their participation in the recent equity raising (refer to substantial shareholder notices released on ASX on 31 March and 1 April 2022). We value the support given to Eagle Mountain by all shareholders, including Ausbil and Paradice who join existing substantial holders Regal Funds Management Pty Ltd and Charlie Bass, as we strive to become a significant copper producer.

The funds raised will enable the Company to continue to expand and upgrade the high-grade mineral resources at Oracle Ridge and pave the way for the commencement of a preliminary feasibility study.

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: <http://eaglemountain.com.au/asx-announcements/>. Alternatively, the Meeting Materials have been posted on the Company's ASX market announcements page (ASX: EM2).

For those shareholders that 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 **11:00am (AWST) on Wednesday, 18 May 2022**, being not later than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the scheduled Meeting.

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

With regards to the COVID-19 pandemic, the Company will adhere to all social distancing measures prescribed by government authorities at the Meeting, and shareholders attending the Meeting will need to ensure they comply with the protocols. Should circumstances change and impact the arrangements for the Meeting, the Company will advise shareholders by way of announcement on ASX and by placing a notice on our website at <http://eaglemountain.com.au/asx-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](http://www.investorcentre.com).

Yours sincerely

A handwritten signature in black ink, appearing to read "Rick Crabb".

Rick Crabb  
Chairman



**EAGLE MOUNTAIN MINING**

**Eagle Mountain Mining Limited**

ACN 621 541 204

**Notice of General Meeting,  
Explanatory Statement and Proxy Form**

**General Meeting to be held at**

**The Offices of Eagle Mountain Mining Limited  
Ground Floor, 22 Stirling Highway Nedlands  
Western Australia**

**At 11.00am (WST) on Friday, 20 May 2022**

**Shareholders please refer to the Important Information regarding  
the General Meeting on pages 1 and 2 of this Notice.**

## Important Information

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### 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	11.00am (WST) on Wednesday, 18 May 2022
Snapshot date for eligibility to vote	5.00pm (WST) on Wednesday, 18 May 2022
General Meeting	11.00am (WST) on Friday, 20 May 2022

### Defined terms

Capitalised terms used in this Notice of General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary set out in the Explanatory Statement.

### Important information - COVID-19 virus health and safety requirements

The Board of Directors have elected to hold a physical meeting and have undertaken to implement certain protocols and practices to ensure the safe conduct of the General Meeting in line with general health advisory recommendations.

#### Please note the following:

- Eagle Mountain Mining Limited's General Meeting will be held at Ground Floor, 22 Stirling Highway, Nedlands WA as noted on the front page of this Notice.
- **Shareholders are encouraged to vote by proxy.**
- No refreshments will be served at the Meeting.
- Voting on all Resolutions will be conducted by poll and not by show of hands.
- The minimum number of Directors and the Secretary will attend the Meeting in person (taking into account social distancing practices).
- Questions for the Board of Directors can be emailed to [info@eaglemountain.com.au](mailto:info@eaglemountain.com.au) and must be received no later than 5.00pm (WST) on Friday, 13 May 2022.

## Notice of General Meeting

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Notice is hereby given that a General Meeting of Eagle Mountain Mining Limited ACN 621 541 204 (**Company** or **Eagle Mountain**) will be held at **Ground Floor, 22 Stirling Highway, Nedlands WA** at **11.00am (WST) on Friday, 20 May 2022** for the purpose of transacting the business referred to in this Notice of General Meeting.

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

### AGENDA

#### **Resolutions 1(a) and 1(b): Ratification of Issue of Placement Shares to Placement Participants**

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

- (a) *“That under and for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders hereby approve the issue by the Company of up to 10,161,574 Placement Shares, issued at a price of \$0.45 each to the Placement Participants utilising the Company’s placement capacity under Listing Rule 7.1, in the manner and on the terms and conditions set out in the Explanatory Statement.”*
- (b) *“That under and for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders hereby approve the issue by the Company of up to 23,171,758 Placement Shares, issued at a price of \$0.45 each to the Placement Participants utilising the Company’s placement capacity under Listing Rule 7.1A, in the manner and on the terms and conditions set out in the Explanatory Statement.”*

#### **Resolution 2: Approval to issue Shares to Metech Super Pty Ltd**

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

*“That under and for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders hereby approve the issue by the Company of up to 2,222,223 Placement Shares, at a price of \$0.45 each, to Metech Super Pty Ltd ATF The Metech No. 2 Super Fund A/C (Metech), an entity associated with Mr Charles Bass, the Managing Director of the Company, and/or Metech’s nominee(s), in the manner and on the terms and conditions set out in the Explanatory Statement.”*

**By order of the Board**

**Mr Mark Pitts**  
Company Secretary

8 April 2022

## Voting Exclusions

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### ASX voting exclusion statements

For the purposes of Listing Rule 14.11, the following voting exclusion statements apply to the Resolutions.

The Company will disregard any votes cast in favour of the following Resolutions by or on behalf of the following persons or an Associate of those persons.

Resolution	Excluded Parties
Resolution 1(a)	The Placement Participants, being the persons to whom the Placement Shares were issued.
Resolution 1(b)	The Placement Participants, being the persons to whom the Placement Shares were issued.
Resolution 2	Metech (or its nominee) and Charles Bass (or his nominees) and any Associate of Metech (or its nominee) and Charles Bass (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the Placement Shares to Metech (except a benefit received solely by reason of being a Shareholder in the Company).

However, this does not apply to a vote cast in favour of the above Resolutions by:

- the person as proxy or attorney for a person who is entitled to vote on a Resolution, in accordance with directions given to the proxy or attorney to vote on a Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on a Resolution, in accordance with a direction given to the chair to vote on a Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary providing the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on a Resolution; and
  - the holder votes on a Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

# Proxy Appointment and Voting Instructions

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## Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address below, or by fax or email by **11.00am (WST) on Wednesday, 18 May 2022**. A Proxy Form received after that time will not be valid.

<b>Online</b>	At <a href="http://www.investorvote.com.au">www.investorvote.com.au</a>
<b>By mail</b>	Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
<b>By fax</b>	1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)
<b>By mobile</b>	Scan the QR Code on your proxy form and follow the prompts
<b>Custodian voting</b>	For Intermediary Online subscribers only (custodians) please visit <a href="http://www.intermediaryonline.com">www.intermediaryonline.com</a> to submit your voting intentions

## Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not, be a Shareholder.

The Company encourages Shareholders to appoint the Chairperson as your proxy. To do so, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairperson, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairperson will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, you may photocopy the Proxy Form or an additional Proxy Form may be obtained by telephoning the Share Registry on 1300 850 505 (within Australia) or +61 (3) 9415 4000 (overseas).

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

**Please note, it is recommended Shareholders complete the attached proxy form and send to the Company via the communication methods outlined above.**

## Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary, that director.

## Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of

appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

### **Votes on Resolutions**

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate boxes. If you do not mark any of the boxes next to a Resolution, your proxy may vote as he or she chooses. If you mark more than one box on the Resolution, your vote will be invalid.

### **Chairperson voting undirected proxies**

If the Chairperson is your proxy, the Chairperson will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chairperson to vote your undirected proxies at his/her discretion.

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

### **Voting entitlement (snapshot date)**

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at **5.00pm (WST) on Wednesday, 18 May 2022**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

### **Questions from Shareholders**

Questions for the Board of Directors can be submitted in the same manner as outlined above for the lodgement of Proxy Forms and must be received by no later than **5.00pm (WST) on Friday, 13 May 2022**.

The Board of Directors will endeavour to prepare answers to these questions, where necessary they will be moderated and curated to cover common ground.

Copies of written questions will be made available on the Company's website prior to the Meeting.

# Explanatory Statement

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This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the 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 General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting.

Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

## 1. Resolutions 1(a) and 1(b): Ratification of issue of Tranche 1 Placement Shares to Placement Participants

### 1.1 Placement

On 24 March 2022, the Company announced that it had received firm commitments from various sophisticated and professional investors (**Placement Participants**) identified by Canaccord Genuity and PAC Partners (together, **Joint Lead Managers**) to raise \$16,000,000 (before costs) through the issue of a total of 35,555,555 Shares in the Company at an issue price of \$0.45 per Share (**Placement Shares**).

The Placement has been conducted in tranches comprising the following:

- a private placement of 33,333,332 Placement Shares to Placement Participants (who are not Related Parties of the Company), at an issue price of \$0.45 per Placement Share, comprising:
  - 10,161,574 Placement Shares issued pursuant to the Company's "15%" placement capacity under Listing Rule 7.1; and
  - 23,171,758 Placement Shares issued pursuant to the Company's "10%" additional placement capacity under Listing Rule 7.1A; and
- a proposed placement of 2,222,223 Placement Shares to Metech Super Pty Ltd, an entity associated with Mr Charles Bass, the Managing Director of the Company, and thus a Related Party to the Company; the issue of these Placement Shares to Metech is subject to Shareholder approval of Resolution 2.

together, the **Placement**.

Placement Shares issued to Placement Participants who were not Related Parties of the Company were issued by the Company on 30 March 2022 and 4 April 2022 using its issuing capacities under Listing Rules 7.1 and 7.1A. Subsequent ratification of this issue by Shareholders is sought under Resolutions 1(a) and 1(b).

### 1.2 Use of funds raised under the Placement

Funds raised from the Placement will be used to:

- continue to expand and upgrade the JORC mineral resources at Oracle Ridge;
- drill testing other prospective targets at Oracle Ridge;
- recommissioning the underground mine at Oracle Ridge;
- geophysical surveys over the Company's Golden Eagle project and potential drill testing;

- minor exploration work on the Company's Silver Mountain project; and
- for general working capital purposes.

### **1.3 Requirement for Shareholder approval**

As described in Section 1.1 above, the Company has issued a total of 33,333,332 Placement Shares under the Placement to the Placement Participants using its issuing capacities under Listing Rules 7.1 and 7.1A, in the following proportions:

- (a) 10,161,574 Placement Shares pursuant to Listing Rule 7.1; and
- (b) 23,171,758 Placement Shares pursuant to Listing Rule 7.1A.

None of the Placement Participants who participated in the issue of 33,333,332 Placement Shares were or are Related Parties of the Company.

Resolutions 1(a) and 1(b) are ordinary resolutions seeking approval by Shareholders of the ratification of the issue of the 33,333,332 Placement Shares.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Placement Shares does not fall within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period from the issue date of the Placement Shares.

A Listing Rule 7.1A mandate allows an entity to increase its 15% limit in Listing Rule 7.1 by an extra 10% if Shareholders approve a special resolution at a company's General Meeting. The Company's Shareholders approved the extra 10% placement capacity mandate pursuant to Listing Rule 7.1A at the Company's 2021 General Meeting, allowing the Company the ability to place a total of 25% of the fully paid ordinary shares it had on issue at the start of that period.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rules 7.1 or 7.1A and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A.

To this end, Resolutions 1(a) and 1(b) seek Shareholder approval for the issue of Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolutions 1(a) and 1(b) are passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolutions 1(a) and 1(b) are not passed, the issue of the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

### **1.4 Listing Rule information requirements**

In accordance with the disclosure requirements of Listing Rule 7.5, the following information is provided in relation to Resolutions 1(a) and 1(b):

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

In respect of Resolutions 1(a) and 1(b), Placement Shares were issued to Placement Participants, being various sophisticated and professional investors identified by the Joint Lead Managers and who are not Related Parties of the Company.

Each Placement Participant is a sophisticated or professional investor within the meaning of section 708(8), (10), (11) or (12) of the Corporations Act, being an investor to whom securities may be issued without a prospectus or other disclosure document.

None of the Placement Participants in respect of Resolutions 1(a) and 1(b) who were issued more than 2,317,175 Shares under the Placement (being 1% of the 231,717,584 Shares on issue prior to the Placement) were or are:

- (i) a Related Party of the Company;
- (ii) a member of key management personnel;
- (iii) a substantial holder in the Company;
- (iv) an advisor of the Company; or
- (v) an Associate of any of the above.

(b) **The number of securities issued**

- (i) in respect of Resolution 1(a) – 10,161,574 Placement Shares were issued to Placement Participants under tranche 1 utilising the Company's placement capacity pursuant to Listing Rule 7.1; and
- (ii) in respect of Resolution 1(b) – 23,171,758 Placement Shares were issued to Placement Participants under tranche 2 utilising the Company's additional placement capacity pursuant to Listing Rule 7.1A.

The Placement Shares are fully paid ordinary Shares ranking equally with the Company's existing Shares then on issue.

(c) **The date on which the securities were issued**

The Placement Shares in respect of Resolutions 1(a) and 1(b) were issued by the Company on 30 March 2022 and 4 April 2022.

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

For both Resolutions 1(a) and 1(b), the Placement Shares were issued to Placement Participants at an issue price of \$0.45 per Placement Share.

(e) **The purpose of issue and the use or intended use of the funds raised**

The Company intends to use the funds from the issue of the Placement Shares for the purposes described in Section 1.2.

## **1.5 Directors' recommendations – Resolutions 1(a) and 1(b)**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1(a) as it will refresh the Company's issuing capacity under Listing Rule 7.1 and give the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and as required.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1(b) as it will refresh the Company's issuing capacity under Listing Rule 7.1A and give the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and as required.

## **2. Resolution 2: Approval to issue of Placement Shares to Metech Super Pty Ltd**

### **2.1 Background to Resolution 2**

As part of the Placement to raise \$16,000,000 referred to in Section 1.1, the Company proposes to issue to Metech 2,222,223 Placement Shares, at an issue price of \$0.45 per Placement Share, to raise \$1,000,000, subject to Shareholder approval of the issue.

Metech is an entity associated with Mr Charles Bass, the Managing Director of the Company, and thus a Related Party to the Company.

Resolution 2 is an ordinary resolution seeking Shareholder approval for the issue of 2,222,223 Placement Shares to Metech or its nominee.

Metech is a Related Party of the Company as it is controlled by Charles Bass.

Charles Bass presently has a relevant interest in 68,116,749 Shares [25.68% of the total 265,240,916 Shares presently on issue), held by Silver Mountain Mining Nominee Pty Ltd ATF Silver Mountain Trust, Quartz Mountain ATF The Bass Family Trust and Metech Super Pty Ltd ATF The Metech No. 2 Super Fund. Mr Bass is a controller of these trustee companies and a beneficiary of the trusts.

If Resolution 2 is approved and 2,222,223 Placement Shares are issued to Metech, the entities which Charles Bass controls will hold a total of 70,338,972 Shares, representing a relevant interest in 26.30% of a total of 267,463,139 Shares then on issue (assuming no other Shares are issued to other persons).

### **2.2 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 Placement 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 2 seeks the required Shareholder approval to issue Placement Shares to Metech under and for the purposes of Listing Rule 10.11.

If Resolution 2 is passed, the Company will be able to proceed with the issue of Placement Shares to Metech and raise \$1,000,000.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of Placement Shares to Metech and will not raise \$1,000,000, which in turn will reduce the amount of capital the Company has to direct towards its exploration and drilling projects.

## **2.3 Corporations Act requirements**

### **(a) Related party financial benefit restrictions**

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.

### **(b) Arm's length exception**

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 subscription for Placement Shares by Metech is on arm's length terms as the agreement for the issue of Shares is at the same price per Share (\$0.45) as the other Placement Shares issued to the other Placement Participants. 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.

## **2.4 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 2,222,223 Shares to Metech, subject to Shareholder approval of Resolution 2.

### **(d) The terms of securities**

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 Placement 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**

\$0.45 per Share for a total of \$1,000,000 in cash.

- (g) **The purpose of the issue and use of funds**

The Company intends to use the funds from the issue of the Placement Shares for the purposes described in Section 1.2.

- (h) **The material terms of an agreement relating to the proposed issue of securities**

Metech has agreed to subscribe for, and the Company has agreed to issue, 2,222,223 Shares at \$0.45 per Shares, subject to Shareholder approval of the issue.

- (i) **The voting exclusion statement**

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

## **2.5 Directors' recommendations**

Mr Bass has a material personal interest in Resolution 2 and therefore declines to make any voting recommendation to Shareholders in relation to this Resolution.

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

The Directors (other than Mr Bass) consider that the issue of Placement Shares to Metech (or its nominee) is an appropriate method to raise capital given Mr Bass' interest as the major shareholder of the Company. The issue of Placement Shares to Metech will not materially increase the voting power of Mr Bass in the Company compared to Mr Bass' current voting power in the Company.

## Glossary of terms

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

<b>Associate</b>	Has the meaning given to that term in the Listing Rules.
<b>ASX</b>	ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange operated by ASX Limited, as the context requires.
<b>Board</b>	The Board of Directors of the Company.
<b>Business Day</b>	Has the meaning given to that term in the Listing Rules.
<b>Canaccord Genuity</b>	Canaccord Genuity (Australia) Limited (ACN 075 071 466).
<b>Chairperson</b>	The chair of the General Meeting.
<b>Company</b>	Eagle Mountain Mining Limited (ACN 621 541 204).
<b>Constitution</b>	The constitution of the Company.
<b>Corporations Act</b>	The <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	A director of the Company.
<b>Explanatory Statement</b>	This explanatory statement which accompanies and forms part of the Notice.
<b>General Meeting or Meeting</b>	The general meeting of Shareholders or any adjournment thereof, convened by the Notice.
<b>Joint Lead Managers</b>	Canaccord Genuity and PAC Partners, the joint lead managers to the Placement.
<b>Lead Manager</b>	Canaccord Genuity, a lead manager to the Placement.
<b>Listing Rules</b>	The listing rules of ASX, as amended from time to time.
<b>Managing Director</b>	Mr Charles Bass
<b>Metech</b>	Metech Super Pty Ltd (ACN 083 007 934) ATF Metech No 2 Super Fund A/C
<b>Notice or Notice of General Meeting</b>	The notice of general meeting which accompanies this Explanatory Statement.
<b>Option</b>	An option to acquire a Share.
<b>Option Holder</b>	The holder of an Option.
<b>Oracle Ridge</b>	Oracle Ridge Copper Mine.
<b>PAC Partners</b>	PAC Partners Securities Pty Ltd (ACN 623 653 912)
<b>Placement</b>	The placement of a total of 35,555,555 Shares in the Company to the Placement Participants (including Metech).
<b>Placement Participant</b>	A person to whom Placement Shares have been issued or are to be issued under the Placement.
<b>Placement Share</b>	A Share issued under the Placement.
<b>Proxy Form</b>	The proxy form accompanying the Notice.
<b>Related Party</b>	Has the meaning given to that term in the Listing Rules.
<b>Resolution</b>	A resolution set out in the Notice.
<b>Section</b>	A section of the Explanatory Statement.
<b>Securities</b>	The securities of the Company within the meaning of section 761A of the Corporations Act and includes a Share and an Option.
<b>Share</b>	A fully paid ordinary share in the Company.

<b>Shareholder</b>	The holder of a Share in the Company.
<b>US\$</b>	United States Dollar.
<b>WST</b>	Australian Western Standard Time, being the time in Perth, Western Australia.

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**EAGLE MOUNTAIN MINING**

ABN 34 621 541 204

## Need assistance?



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



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AWST) on Wednesday, 18 May 2022.**

# 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](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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: 186721**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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

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 General Meeting of Eagle Mountain Mining Limited to be held at The Offices of Eagle Mountain Mining Limited, Ground Floor, 22 Stirling Highway, Nedlands, Western Australia 6009 on Friday, 20 May 2022 at 11:00am (AWST) and at any adjournment or postponement of that meeting.

## 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 1a	Ratification of Issue of Placement Shares to Placement Participants - Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1b	Ratification of Issue of Placement Shares to Placement Participants - Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue Shares to Metech Super Pty Ltd	<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	Securityholder 2	Securityholder 3	/ /
<input type="text"/>	<input type="text"/>	<input type="text"/>	
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

**Update your communication details** (Optional)

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number	Email Address
<input type="text"/>	<input type="text"/>

