



Advanced Energy Minerals Limited

ACN 095 907 565

NOTICE OF GENERAL MEETING

The General Meeting of the Company will be held at Room 2, Level 14, 60 Martin Place, Sydney NSW 2000 on 22 August 2022 at 9.30am (AEST).

This Notice and the accompanying Explanatory Memorandum should be read in its entirety.

*Advanced Energy Minerals Limited (**Company**) advises Shareholders that the Meeting will be held in compliance with any restrictions on public gatherings.*

Due to the evolving COVID-19 situation, it may not be possible for Shareholders to physically attend the Meeting. As a result, the Company strongly encourages all Shareholders to vote by directed proxy rather than attend the Meeting in person. Proxy Forms for the Meeting should be lodged before 3.00pm (AEST) on 19 August 2022.

If the above arrangements with respect to the Meeting change, Shareholders will be updated on the Company's website at www.aem-international.com.

The business of the Meeting affects your shareholding and your vote is important. This Notice and the accompanying Explanatory Memorandum should be read in its entirety.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary, Rachel Wong, via email at rwong@aem-international.com or by telephone on +61 410 121 888

ADVANCED ENERGY MINERALS LIMITED

ACN 095 907 565

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Advanced Energy Minerals Limited (**Company**) will be held at Room 2, Level 14, 60 Martin Place, Sydney NSW 2000 on 22 August 2022 at 9.30am (AEST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form forms part of this Notice.

The Directors have determined pursuant to regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 19 August 2022 at 5pm (AEST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

AGENDA

1. Annual Report

To receive and consider the Annual Report of the Company and its controlled entities for the financial year ended 31 December 2021, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: There is no requirement for shareholders to approve these reports.

2. Resolutions

Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass with or without amendment, as a non-binding ordinary resolution the following:

“That the Remuneration Report be adopted by Shareholders.”

Voting prohibition

In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf 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.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 2 – Re-election of Director – Michael Geoffrey William Adams

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

“That, Michael Geoffrey William Adams, who retires in accordance with article 7.21 of the Constitution and for all other purposes, retires and, being eligible and offering himself for re-

election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.”

Resolution 3 – Re-election of Director – Gregory Cousins Baker

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

“That, Gregory Cousins Baker, who retires in accordance with article 7.21 of the Constitution and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.”

Resolution 4 – Re-election of Director – Hans Kasper Bohi

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

“That, Hans Kasper Bohi, who retires in accordance with article 7.13.2 of the Constitution and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.”

Resolution 5 – Re-election of Director – John Wilfred Sword Fletcher

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

“That, John Wilfred Sword Fletcher, who retires in accordance with article 7.13.2 of the Constitution and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.”

Resolution 6 – Re-election of Director – Timothy John Sword Fletcher

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

“That, Timothy John Sword Fletcher, who retires in accordance with article 7.13.2 of the Constitution and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.”

Resolution 7 – Re-election of Director – Steven Petersohn

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

“That, Steven Petersohn, who retires in accordance with article 7.21 of the Constitution and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.”

Resolution 8 – Re-election of Director – Richard Phillip Seville

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

“That, Richard Phillip Seville, who retires in accordance with article 7.21 of the Constitution and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.”

Resolution 9 – Re-election of Director – Peter Mewburn Thomson

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

“That, Peter Mewburn Thomson, who retires in accordance with article 7.21 of the Constitution and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.”

BY ORDER OF THE BOARD

Rachel Wong
Company Secretary

Dated: 29 July 2022

ADVANCED ENERGY MINERALS LIMITED

ACN 095 907 565

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Room 2, Level 14, 60 Martin Place, Sydney NSW 2000 on 22 August 2022 commencing at 9.30am (AEST)).

The Company notes that, due to a delay in auditing of the Annual Report, the Company requested, and was granted by, ASIC an extension of time to hold the Meeting at a later date than the date that was required under the Corporations Act. The Company thanks Shareholders for their support.

This Explanatory Memorandum forms part of the Notice which should be read in its entirety. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2:	Action to be taken by Shareholders
Section 3:	Annual Report
Section 4:	Resolution 1 – Remuneration Report
Section 5:	Resolution 2 – Re-election of Director – Michael Geoffrey William Adams
Section 6:	Resolution 3 – Re-election of Director – Gregory Cousins Baker
Section 7:	Resolution 4 – Re-election of Director – Hans Kasper Bohi
Section 8:	Resolution 5 – Re-election of Director – John Wilfred Sword Fletcher
Section 9:	Resolution 6 – Re-election of Director – Timothy John Sword Fletcher
Section 10:	Resolution 7 – Re-election of Director – Steven Petersohn
Section 11:	Resolution 8 – Re-election of Director – Richard Phillip Seville
Section 12:	Resolution 9 – Re-election of Director – Peter Mewburn Thomson
Schedule 1:	Definitions

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

2. Action to be taken by Shareholders

Shareholders should read the Notice (including this Explanatory Memorandum) carefully before deciding how to vote on the Resolutions.

2.1 Proxies

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 the instructions set out in the Proxy Form. Returning the Proxy Form to the Company will not preclude a Shareholder from attending or (subject to the voting exclusions set out in the Notice) voting at the Meeting in person.

Please note that:

- (a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a Shareholder; and
- (c) a Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 3.00pm (AEST) on 19 August 2022, being at least 48 hours before the Meeting.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Attendance at the Meeting

The Company advises Shareholders that the Meeting will be held in compliance with the any government's restrictions on public gatherings.

Due to the evolving COVID-19 situation, the Company strongly encourages all Shareholders to vote by proxy rather than attend the meeting in person. Proxy Forms for the meeting should be lodged before 3.00pm (AEST) on 19 August 2022.

The Company has made arrangements for Shareholders who wish to remotely participate in the Meeting via electronic means. Those Shareholders should contact the Company by email to rwong@aem-international.com to obtain further details of how to participate and vote at the Meeting by no later 5pm (AEST) on 19 August 2022.

Shareholders can also submit any questions in advance of the Meeting by emailing the questions to the Company Secretary, Rachel Wong, at rwong@aem-international.com by no later than 5 pm (AEST) on 19 August 2022.

If the above arrangements with respect to the Meeting change, Shareholders will be updated on the Company's website at www.aem-international.com.

2.3 Chair's voting intentions

Subject to the voting prohibitions described above, the Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 22 August 2022.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at [this link](#);
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;

- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit, may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Remuneration Report

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and nonexecutive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2023 annual general meeting, this may result in the re-election of the Board. The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

5. Resolution 2 – Re-election of Director – Michael Geoffrey William Adams

5.1 General

Executive Director, Mr Michael Geoffrey William Adams, was appointed under article 7.6 of the Constitution on 20 January 2021.

Article 7.21 of the Constitution provides that unless a Director appointed under article 7.6 of the Constitution has retired pursuant to article 7.20 of the Constitution, that Director must retire at the next annual general meeting, and is eligible for re-election at that meeting.

Accordingly, Mr Adams retires at this Meeting and, being eligible, seeks re-election pursuant to Resolution 2.

Mr Adams is not considered to be an independent Director due to his executive position in the Company.

5.2 Michael Geoffrey William Adams

Mr Adams has nearly 40 years of business experience in the development and financing of major projects and new business initiatives. He joined Somerley in 2009, having previously worked for several multinational corporations and advisory firms. A Chartered Engineer, Mr Adams is a past Chairman of the Shanghai Chapter of the European Union Chamber of Commerce in China and holds a master's degree in Engineering from Cambridge University and an MBA from INSEAD.

5.3 Directors Recommendation

Resolution 2 is an ordinary resolution. The Board (other than Mr Adams) recommends that Shareholders vote in favour of Resolution 2.

If Resolution 2 is passed, Mr Adams will be re-elected as a Director. If Resolution 2 is not passed, Mr Adams will not be re-elected as a Director.

6. Resolution 3 – Re-election of Director – Gregory Cousins Baker

6.1 General

Executive Director, Mr Gregory Cousins Baker, was appointed under article 7.6 of the Constitution on 25 August 2021.

Article 7.21 of the Constitution provides that unless a Director appointed under article 7.6 of the Constitution has retired pursuant to article 7.20 of the Constitution, that Director must retire at the next annual general meeting, and is eligible for re-election at that meeting.

Accordingly, Mr Baker retires at this Meeting and, being eligible, seeks re-election pursuant to Resolution 3.

Mr Baker is considered to be an independent Director.

6.2 Gregory Cousins Baker

Mr Baker has over 30-years of experience in financial services and investment management. He has worked in Sydney, Hong Kong, Ireland and Singapore. He now manages investment portfolios from Sydney, Australia.

6.3 Directors Recommendation

Resolution 3 is an ordinary resolution. The Board (other than Mr Baker) recommends that Shareholders vote in favour of Resolution 3.

If Resolution 3 is passed, Mr Baker will be re-elected as a Director. If Resolution 3 is not passed, Mr Baker will not be re-elected as a Director.

7. Resolution 4 – Re-election of Director – Hans Kasper Bohi

7.1 General

Article 7.13.2 of the Constitution provides that a Director (excluding the Managing Director) must not hold office without re-election past the third annual general meeting following that Director's election or three years following that Director's last election or appointment, whichever is longer.

Article 7.17 of the Constitution provides that a Director who retires in accordance with article 7.13.2 of the Constitution is eligible for re-election.

Non-Executive Director, Mr Hans Kasper Bohi, was appointed on 17 August 2018. Accordingly, Mr Bohi retires at this Meeting and, being eligible, seeks re-election pursuant to Resolution 4.

Mr Bohi is not considered to be an independent Director due to his indirect substantial shareholding in the Company.

7.2 Hans Kasper Bohi

Mr Bohi is a Suisse national who manages a century old family business. He is experienced in remote area development and construction. During his tenure, the family business has expanded its hydro power production and electric utility operations, while also re-developing abandoned factories and commercial real estate in Switzerland. In recent times, the family business has expanded its agricultural and forestry real estate from Switzerland to the USA and to Australia. The expansion strategy is targeting agriculture, timberland and renewable energy.

7.3 Directors Recommendation

Resolution 4 is an ordinary resolution. The Board (other than Mr Bohi) recommends that Shareholders vote in favour of Resolution 4.

If Resolution 4 is passed, Mr Bohi will be re-elected as a Director. If Resolution 4 is not passed, Mr Bohi will not be re-elected as a Director.

8. Resolution 5 – Re-election of Director – John Wilfred Sword Fletcher

8.1 General

Article 7.13.2 of the Constitution provides that a Director (excluding the Managing Director) must not hold office without re-election past the third annual general meeting following that Director's election or three years following that Director's last election or appointment, whichever is longer.

Article 7.17 of the Constitution provides that a Director who retires in accordance with article 7.13.2 of the Constitution is eligible for re-election.

Non-Executive Director, Mr John Wilfred Sword Fletcher, was appointed on 25 June 2007. Accordingly, Mr Fletcher retires at this Meeting and, being eligible, seeks re-election pursuant to Resolution 5.

Mr Fletcher is not considered to be an independent Director due to his indirect substantial shareholding in the Company.

8.2 John Wilfred Sword Fletcher

Mr Fletcher served on the main board of Trafalgar House Public Co., Ltd. as Director and Chairman and subsequently Chairman and President of Kvaerner's worldwide engineering

and construction operations. With over 40 years of experience, John has extensive high-level connections and international exposures overseeing major projects including construction, property, energy and finance. He is currently a director and substantial shareholder of the Hong Kong and Beijing based investment bank, Somerley Group Limited.

8.3 Directors Recommendation

Resolution 5 is an ordinary resolution. The Board (other than Mr Fletcher) recommends that Shareholders vote in favour of Resolution 5.

If Resolution 5 is passed, Mr Fletcher will be re-elected as a Director. If Resolution 5 is not passed, Mr John Fletcher will not be re-elected as a Director.

9. Resolution 6 – Re-election of Director – Timothy John Sword Fletcher

9.1 General

Article 7.13.2 of the Constitution provides that a Director (excluding the Managing Director) must not hold office without re-election past the third annual general meeting following that Director's election or three years following that Director's last election or appointment, whichever is longer.

Article 7.17 of the Constitution provides that a Director who retires in accordance with article 7.13.2 of the Constitution is eligible for re-election.

Non-Executive Director, Mr Timothy John Sword Fletcher, was appointed on 25 June 2007. Accordingly, Mr Fletcher retires at this Meeting and, being eligible, seeks re-election pursuant to Resolution 6.

Mr Fletcher is not considered to be an independent Director due to his indirect substantial shareholding in the Company.

9.2 Timothy John Sword Fletcher

Mr Fletcher's expertise in overseeing commercial property development cover various international locations including Mexico, London, Hong Kong and China. He is also an advisor for Mainland China & Australia in the area of mining and minerals.

9.3 Directors Recommendation

Resolution 6 is an ordinary resolution. The Board (other than Mr Fletcher) recommends that Shareholders vote in favour of Resolution 6.

If Resolution 6 is passed, Mr Fletcher will be re-elected as a Director. If Resolution 6 is not passed, Mr Fletcher will not re-elected as a Director.

10. Resolution 7 – Re-election of Director – Steve Petersohn

10.1 General

Executive Director, Mr Steve Petersohn, was appointed under article 7.6 of the Constitution on 21 April 2022.

Article 7.21 of the Constitution provides that unless a Director appointed under article 7.6 of the Constitution has retired pursuant to article 7.20 of the Constitution, that Director must retire at the next annual general meeting, and is eligible for re-election at that meeting.

Accordingly, Mr Petersohn retires at this Meeting and, being eligible, seeks re-election pursuant to Resolution 7.

Mr Petersohn is not considered to be an independent Director due to his executive position in the Company.

10.2 Steve Petersohn

Mr Petersohn has over 40 years of international experience in trading and distribution, investment banking and fund management. Based in Hong Kong and New York, Steven currently holds directorships in a boutique business and management consultancy firm and a SGX listed premium automotive dealership group.

10.3 Directors Recommendation

Resolution 7 is an ordinary resolution. The Board (other than Mr Petersohn) recommends that Shareholders vote in favour of Resolution 7.

If Resolution 7 is passed, Mr Petersohn will be re-elected as a Director. If Resolution 7 is not passed, Mr Petersohn will not be re-elected as a Director.

11. Resolution 8 – Re-election of Director – Richard Phillip Seville

11.1 General

Executive Chairman, Mr Richard Phillip Seville, was appointed under article 7.6 of the Constitution on 1 January 2022.

Article 7.21 of the Constitution provides that unless a Director appointed under article 7.6 of the Constitution has retired pursuant to article 7.20 of the Constitution, that Director must retire at the next annual general meeting, and is eligible for re-election at that meeting.

Accordingly, Mr Seville retires at this Meeting and, being eligible, seeks re-election pursuant to Resolution 8.

Mr Seville is not considered to be an independent Director due to his executive position and substantial shareholding in the Company.

11.2 Richard Phillip Seville

Mr Seville has a highly successful track record in the junior to mid-cap resources space with over 25 years as Managing Director or Executive Director of various ASX, TSX or AIM listed companies. This included 12 years as MD/CEO of lithium producer Allkem ASX:AKE (formerly Orocobre) which he took from at IPO in 2007 to a significant producer of lithium chemicals and party of the battery supply chain. He currently is an NED of ASX100 lithium producer Allkem, ASX100 copper producer Oz Minerals, and non-executive Chair of ASX listed potash developer Agrimin.

11.3 Directors Recommendation

Resolution 8 is an ordinary resolution. The Board (other than Mr Seville) recommends that Shareholders vote in favour of Resolution 8.

If Resolution 8 is passed, Mr Richard Seville will be re-elected as a Director. If Resolution 8 is not passed, Mr Richard Seville will not be appointed as a Director of the Company.

12. Resolution 9 – Re-election of Director – Peter Mewburn Thomson

12.1 General

Executive Director, Mr Peter Mewburn Thomson, was appointed under article 7.6 of the Constitution on 30 August 2021.

Article 7.21 of the Constitution provides that unless a Director appointed under article 7.6 of the Constitution has retired pursuant to article 7.20 of the Constitution, that Director must retire at the next annual general meeting, and is eligible for re-election at that meeting.

Accordingly, Mr Thomson retires at this Meeting and, being eligible, seeks re-election pursuant to Resolution 9.

Mr Thomson is not considered to be an independent Director due to his executive position and substantial shareholding in the Company.

12.2 Peter Mewburn Thomson

Mr Thomson has over 30 years of Business Development experience in Engineering & Construction, Power & Water Industries, spread across the UK, Hong Kong/China, Japan, South Africa and Australia. Now based in Perth, WA, and MD of Glenfield Asia Pacific Ltd, manages a services business providing valve related technical sales support for Dams, Reservoirs and Hydro sectors across the Asia Pacific Region.

12.3 Directors Recommendation

Resolution 9 is an ordinary resolution. The Board (other than Mr Thomson) recommends that Shareholders vote in favour of Resolution 9.

If Resolution 9 is passed, Mr Thomson will be re-elected as a Director. If Resolution 9 is not passed, Mr Thomson will not be re-elected as a Director.

Schedule 1 – Definitions

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

AEST means Australian Eastern Standard Time.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2021.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Advanced Energy Minerals Limited ACN 095 907 565.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Explanatory Memorandum means this explanatory memorandum.

Financial Report means the annual financial report prepared under chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of resolutions.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution proposed in this Notice.

Share means an ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Strike has the meaning given to that term in section 4 of the Explanatory Memorandum.



ADVANCED ENERGY MINERALS LIMITED

ACN 095 907 565

PROXY FORM

The Company Secretary
Advanced Energy Minerals Limited

By delivery:

3 Amy Close
Wyong NSW 2259

By post:

3 Amy Close
Wyong NSW 2259

By e-mail:

rwong@aem-international.com

Name of Shareholder:

Address of Shareholder:

Number of Shares entitled to vote:

Please mark to indicate your directions. Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting. Further instructions are provided overleaf.

Step 1 – APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/we being Shareholder/s of the Company hereby appoint:

The Chairperson
(mark box)

OR if you are NOT appointing the Chairperson as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairperson, as my/our proxy to act generally 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 Advanced Energy Minerals Limited to be held at Room 2, Level 14, 60 Martin Place, Sydney NSW 2000 on 22 August 2022 commencing at 9.30am (AEST) and at any adjournment or postponement of such meeting. If 2 proxies are appointed, the proportion or number of votes that this proxy is authorised to exercise is []% of the Shareholder's votes / [] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

Step 2 – INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

Resolutions	For	Against	Abstain*
1. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election – M Adams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election – G Baker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election – H Bohi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election – J Fletcher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-election – T Fletcher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-election – S Petersohn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Re-election – R Seville	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Re-election – P Thomson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

The Chairperson intends to vote all available and undirected proxies in favour of each Resolution.

Step 3 – AUTHORISED SIGNATURE/S

This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or an electronic copy which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received electronically by e-mail or by facsimile transmission at the NSW office of the Company (3 Amy Close, Wyong NSW 2259), or by post to 3 Amy Close, Wyong NSW 2259, or by e-mail to rwong@aem-international.com not less than 48 hours prior to the time of commencement of the Meeting (AEST).