

27 October 2021

Perth, Western Australia

Dear AAMEG Member,

2021 ANNUAL GENERAL MEETING

I have the pleasure in inviting you to attend Australia-Africa Minerals and Energy Group's 2021 Annual General Meeting (AGM) to be held at **4:00pm on Thursday, 18 November 2021** in PKF Perth's offices which are located on Level 5 at 35 Havelock Street, West Perth WA 6005.

The purpose of the meeting is to present the 2021 Annual Report and to elect Board Directors.

Attached is the Notice of Annual General Meeting. A copy of the 2021 Annual Report is available on AAMEG's website at aameg.org. A hard copy is available by contacting the Company Secretary of AAMEG, Giovanni Jefferson via email giovanny@paydirt.com.au.

Members who are unable to be at the meeting should submit a Proxy Form nominating another person from your company to attend, a copy of which is attached.

I look forward to seeing you at this year's AGM and sharing with you some of the achievements of 2020/2021 and plans for the upcoming year.

Best Regards,



Peter De Leo
Chairman



AUSTRALIA-AFRICA MINERALS AND ENERGY GROUP LIMITED
ACN 150 520 862

NOTICE OF 2021 ANNUAL GENERAL MEETING OF MEMBERS

Notice is hereby given that the 2021 Annual General Meeting (“**AGM**”) of members of the Australia-Africa Minerals and Energy Group Limited (“**Company**”) will be held at 4:00 PM WST on **Thursday, 18 November 2021** in PKF Perth’s offices, Level 5, 35 Havelock Street, West Perth WA 6005.

AGENDA

ORDINARY BUSINESS

1. 2021 Annual Report

To receive the financial statements of the Company for the year ended 30 June 2021, together with the Directors’ Report and the Auditor’s Report, as set out in the 2021 Annual Report.

2. Election of Directors

It is a policy of the Board that there be a minimum number of Board Members from resources companies and a minimum number of Board Members from resources service or supply companies.

For this AGM, the Company is seeking to fill three (3) vacancies through the appointment of one (1) Director from a resources company; and two (2) other Directors who are from a services or supply company.

There is one nomination (Mr Andrew Dinning) for a resources company Director position for the one vacancy.

There are six (6) nominations for two (2) vacancies that are available for Directors to be elected from services or supply companies.

AAMEG Directors have determined the following procedures are to be applied to the election of Directors:

- (a) The sole candidate from a resources company must receive more than 50% of “FOR” votes, to be invited to join as a Director.
- (b) The two (2) highest polling candidates from resources service or supply companies with the most “FOR” votes less “AGAINST” votes and who receives more than 50% of “FOR” votes, will be invited to join as Directors.

The ordinary resolutions are set out below.

Candidates from Resources Companies

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

Ordinary Resolution 1: “That Andrew Dinning of Sarama Resources be elected a Director, subject to the Procedures.”

Candidates from Resources Service or Supply Companies

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

Ordinary Resolution 2: “That Brendan Augustin of Bina Group be elected a Director, subject to the Procedures.”

Ordinary Resolution 3: “That Cathy Galli of Rescology Environmental Consultants be elected a Director, subject to the Procedures.”

Ordinary Resolution 4: “That Ben Gargett of PwC be elected a Director, subject to the Procedures.”

Ordinary Resolution 5: “That Amanda Murphy of Clifford Chance be elected a Director, subject to the Procedures.”

Ordinary Resolution 6: “That Meriel Steadman of Mills Oakley be elected a Director, subject to the Procedures.”

Ordinary Resolution 7: “That Cameron Watts of Capital Integrity be elected a Director, subject to the Procedures.”

The Chairperson of the meeting intends to vote undirected proxies in FAVOUR of all the resolutions. The Chairperson of the meeting also has a casting vote.

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Company's Constitution and the *Corporations Act 2001 (Commonwealth)*.

By the order of the Board



Giovanni Jefferson
Company Secretary
27 October 2021

Attachments:

- 1) Proxy Form;
- 2) Statements from board nominees;



AUSTRALIA-AFRICA MINERALS AND ENERGY GROUP LIMITED

ACN 150 520 862

PROXY FORM

I/ We _____ of _____
being a member of the Australia-Africa Minerals and Energy Group (“Company”) and entitled to attend and
vote hereby appoint:

(NAME OF PROXY)

of

(ADDRESS OF PROXY)

or in his/ her absence

(NAME OF PROXY)

of

(ADDRESS OF PROXY)

or in his/her absence, the Chairperson of the meeting as my/our proxy, to vote for me/us on my/our behalf
at the 2021 Annual General Meeting (“AGM”) of the Company to be held in the PKF offices, Level 5, 35
Havelock Street, West Perth WA 6005 at 4:00 PM WST on Thursday, 18 November 2021, or any adjournment
of that meeting, in the manner indicated below or, in the absence of such indication, as he/she thinks fit.

INSTRUCTIONS AS TO VOTING:

To direct the Proxy how to vote, place an “X” in the appropriate box against each resolution.

Please note the following with respect to Ordinary Resolutions 1 to 7.

For this AGM, the Company is seeking to fill three (3) vacancies through the appointment of one (1) Director
from a resources company; and two (2) Directors from resources service or supply companies.

AAMEG Directors have determined the following procedures are to be applied to the election of directors:

- a) The sole candidate from a resources company must receive more than 50% of “FOR”
votes, to be invited to join as a Director.
- b) The two (2) highest polling candidates from resources service or supply companies with
the most “FOR” votes less “AGAINST” votes and who receive more than 50% of “FOR”
votes, will be invited to join as Directors.

CANDIDATES FROM RESOURCES COMPANIES		FOR	AGAINST	ABSTAIN
Ordinary Resolution 1:	“That Andrew Dinning of Sarama Resources be elected a Director, subject to the Procedures.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
CANDIDATES FROM RESOURCES SERVICE OR SUPPLY COMPANIES		FOR	AGAINST	ABSTAIN
Ordinary Resolution 2:	“That Brendan Augustin of Bina Group be elected a Director, subject to the Procedures.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 3:	“That Cathy Galli of Rescology Environmental be elected a Director, subject to the Procedures.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 4:	“That Ben Gargett of PwC be elected a Director, subject to the Procedures.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 5:	“That Amanda Murphy of Clifford Chance be elected a Director, subject to the Procedures.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 6:	“That Meriel Steadman of Mills Oakley be elected a Director, subject to the Procedures.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 7:	“That Cameron Watts of Capital Integrity be elected a Director, subject to the Procedures.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairperson of the meeting intends to vote undirected proxies in FAVOUR of all the resolutions. The Chairperson of the meeting also has a casting vote.



MEMBERS MUST SIGN BELOW:

	_____ Sole Director and Sole Company Secretary OR	
_____ Individual, Attorney/ Member 1	_____ Director AND	<i>Affix Company seal here if required</i>
_____ Individual, Attorney/ Member 2 (If Applicable)	_____ Director/ Company Secretary	
_____ Date	_____ Date	

SIGNING AND SEALING REQUIREMENTS:

Individuals, Joint Members and Attorneys:

- * Individual members and Attorneys must sign where indicated above and insert date.
- * Any person acting as an Attorney must, unless previously noted, provide the Company with the original or a certified copy of the relevant authority.

Companies:

- * A company must affix its Common Seal in accordance with its Constitution or in cases where the Common Seal of the company is not required to be affixed (or one does not exist), its directors and officers must sign, state their office and insert date as indicated above.



NOTES ON VOTING BY PROXY:

1. A member entitled to attend, and vote is entitled to appoint not more than one proxy.
2. A proxy need not be a member of the Company.
3. A proxy is not entitled to vote unless the instrument appointing a proxy, together with power of attorney or other authority (if any) under which it is signed, is received at the registered office of the Company in person or by mail to the Company Secretary, AAMEG, Suite 9, 1297 Hay Street, West Perth WA 6005 or PO Box 1018 - West Perth WA 6872, or by email c/- info@aameg.org or by facsimile to (+61) 8 9321 0426 not less than 48 hours prior to the scheduled time of the meeting.
4. If the member is a Company it must execute under its Common Seal or as authorised in accordance with its Constitution.
5. If signing under a power of attorney or other authority, the power of attorney or authority or a certified copy of that power of attorney or authority must be deposited at the Company's registered office either before or together with the lodging of the proxy for the meeting signed under that power of attorney or authority.
6. In the event that the member does not name a proxy, the Chairperson of the meeting will be deemed as being appointed as the proxy.

Statements from Board Nominees – AAMEG AGM 2021

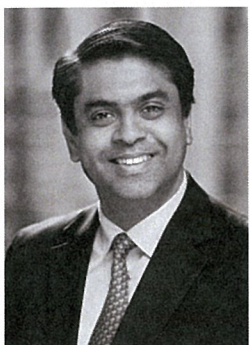
CANDIDATE FROM A RESOURCES COMPANY



Andrew Dinning
Sarama Resources Limited

Andrew Dinning is a founder and the President and CEO of Sarama Resources Ltd. He has over 25 years' experience in the international mining arena having worked in the DRC, West Africa, UK, Russia and Australia. Andrew has extensive mine management, operations and capital markets experience. He was a Director, President and Chief Operating Officer of DRC based Moto Goldmines Ltd from 2005 to 2009. Andrew oversaw the company's flagship Moto Gold Project (now Kibali Gold) develop from 4 million ounces of gold to +22 million ounces of gold and took the project from exploration to pre-development before Moto Goldmines was purchased by Randgold Resources and AngloGold Ashanti in October 2009. Andrew has a MBA, a First Class Mine Managers Certificate (Western Australia) and a Bachelor of Engineering (Mining) degree.

CANDIDATES FROM RESOURCE SERVICE OR SUPPLY COMPANIES



Brendan Augustin
Bina Group

After university I worked in the Department of Foreign Affairs and Trade (DFAT) including diplomatic assignments in Indonesia, Malaysia, Brunei and France. Outside DFAT I have had senior roles in energy and mining in Africa and Asia, namely: for Woodside in Mauritania (General Manager, Corporate and Legal Affairs) and Timor Leste (Country Manager); and for Sundance Resources in Cameroon (Country Manager).

Returning to Perth in 2013, I occupied several roles in Woodside, including as General Manager, Government and International Relations working closely with State, Federal and International Governments achieving significant policy outcomes and leading business development activities in countries such as Senegal, Gabon, Congo, Tanzania and Cameroon. I left Woodside in August 2021 to start Bina Group, a consulting company providing quality and practical policy research, advice and advocacy focused on: strategic government and institutional relations; international business development; and project implementation. While at Woodside, I advocated for the company to become a member of AAMEG and was an active representative of the company in AAMEG. I supported Woodside's former CEO in his role as Chair of the Advisory Group on Australia Africa Relations (AGAAR), drafting the group's policy recommendations to the Government.

I recently became President of the Australian Institute of International Affairs (WA). I speak several languages - to varying degrees of proficiency - including French, Indonesian, Malay, Spanish and Portuguese. I would bring to AAMEG's Board the following: supporting AAMEG's approach to advocacy with governments, media and other public policy actors (domestically and internationally); assisting with expanding membership, especially in the energy sector; sharing my practical experience with members having lived, worked with governments and conducted business in several African countries; and more generally combining my unique background in government, energy, mining and consulting services to provide valuable input into AAMEG's strategy and mission.



Cathy Galli
Rescology Environmental Consultants

As a director, I'll bring to AAMEG experience in environmental and social governance, risk management strategy, leadership, and building government and community relations in Africa and Australia. My experience includes improving performance in green and brown-field projects in socially and environmentally complex environments requiring the astute navigation of politics, social pressures, human rights, and customary, national and international law.

My ability to drive the development and breakthrough on diverse projects is assisted by my African heritage including my cultural and environmental knowledge and fluent language skills. I'm able to provide insightful perspectives from my extensive experience in diverse contexts. These include my role in the nationalisation of the Zimbabwe mining sector in the face of increasing nationalism across Africa. At the opposite end of the spectrum, I have experience in community development in apartheid South Africa. I have also worked in Zambia through changes in government, anti-corruption campaigns and serial summer epidemics. These experiences resonate with the challenges that face the international mining sector operating in Africa today. I am confident that my wide-ranging mining experience alongside my exceptional track record in solution-focused leadership will be of value to AAMEG in navigating an increasingly complex path amidst Covid, a wave of nationalism, political instability and multiculturalism.



Ben Gargett
PwC

Ben has been a member of the AAMEG board since 2015 and is the current Vice-Chair. In this role he has been involved in many of AAMEG's initiatives over the past 6 years, including being a key instigator of the AAMEG Awards, which have now completed their second year.

Ben is a partner in PwC's Assurance practice, based in Melbourne. He specialises in the resources sector, primarily mining. Through his role in driving PwC's growth in the mid-tier mining sector, he has developed a passion for supporting dynamic and growing organisations and helping companies to achieve and exceed their potential.

His focus on the mining sector led to the development of PwC's Australia-Africa Practice, which he leads nationally. In this role he (usually) regularly travels around Africa, deepening the connections between firms. He has extensive experience in providing audit and related services to the resources sector globally.

He spent three years as PwC's Global Mining Knowledge Manager, on the firm's Global Mining Leadership Team, which included responsibility for supporting and growing PwC's major mining account teams around the world. Through this role he developed deep relationships across PwC's global network, the benefit of which he brings to clients.



Amanda Murphy
Clifford Chance

Amanda is Counsel in Clifford Chance's international law and arbitration team. Her practice specialises in advising companies operating in Africa on a wide range of public international law issues including international investment law, international environmental law, human rights, humanitarian law and the law of the sea. She advises many Australian and multinational companies on disputes with foreign governments through international investment treaties and represents companies in international arbitration proceedings in a variety of forums, including under the ICSID, LCIA and UNCITRAL rules.

Amanda is the global Africa Practice Group Leader for Mining at Clifford Chance, and her work is focused in the energy and resources sector, having spent several years as a corporate lawyer in Perth before moving to London to complete a Masters in international law at the University of Cambridge. Amanda publishes regularly on topics significant to companies operating in Africa, including 'Mining Arbitrations in Africa' in the 2021 GAR Middle East and Africa Arbitration Review, as well the GAR Guide to Mining Arbitrations on stabilisation provisions (2020 and 2021 editions), and the Australian chapter on Business & Human Rights for Lexology GTDT.

Amanda is a member of the Australian Red Cross IHL Committee (WA Branch) and conducts training and seminars on international humanitarian law (law of armed conflict) to the public and ADF personnel. In recognition of her work in the field of international law and arbitration, Amanda was awarded both International ADR (Alternative Dispute Resolution) Practitioner of the Year (2020) and Under 40 ADR Practitioner of the Year (2020) at the Australian Disputes Centre.



Meriel Steadman
Mills Oakley

Meriel sits as a Partner at Mills Oakley, a law firm which has operated in Australia for over 150 years and belongs to an international network of law firms. With over 20 years of experience of contract drafting and advising international clients on complex legal disputes, Meriel is renowned for providing clear, concise and commercially sound advice which allows her clients to achieve their strategic objectives. Her experience working for an international resources company in addition to one of Australia's top universities has enabled her to advise clients on strategies to avoid or resolve disputes in a commercially effective way.

Meriel has advised a number of companies with African projects including Sundance Resources Limited, Danakali Limited, Tiger Resources Limited and its subsidiary Société d'Exploitation de Kipoi and Yellow River. As a Graduate of the AICD Company Directors Course, Meriel has sound knowledge of the role and responsibilities of a Director and possesses practical Board experience:

- 2021 to date: Telethon Community Cinemas
- 2017 to date: Western Australian Branch Council of the Australian British Chamber of Commerce (ABCC)
- 2015 – 2017: Perth Centre for Energy and Resources Arbitration (PCERA)

In addition to the legal expertise that she offers to the AAMEG Board, Meriel has been involved in strategic decisions including which events to run, target audiences and engaging with members. In other Board roles

she has also been instrumental in organising numerous events, the most recent including State Ministers and Local Government representatives.

A regular attendee at AAMEG events, Meriel further demonstrated her commitment to the organisation by spearheading the decision for Mills Oakley to join AAMEG as a member and by arranging for Mills Oakley to host AAMEG's upcoming member Christmas Party in 2021.



Cameron Watts
Capital Integrity

Cameron is the founder and CEO of Capital Integrity, a boutique risk consultancy that helps clients ensure their overseas operations are as immune as possible from the risk of bribery and corruption and enables them to place social and governance best practice at the centre of their operations.

Cameron served fourteen years in the Australian Federal Police, most of this time in senior leadership roles, and has worked to resolve some of Australia's biggest corporate criminal matters including foreign bribery and corruption matters.

Cameron's passion and expertise in foreign bribery and corruption has seen him travel and present extensively to diverse audiences including foreign law enforcement, governments, APEC, the OECD, United Nations and the G20.

Cameron was deeply involved in the establishment of the Bribery Prevention Network (www.briberyprevention.com), and now turns his focus to helping companies navigate foreign bribery and corruption risk from a position of deep expertise.

Cameron has extensive experience in engagement with senior decision makers in the Federal Government, along with Members and Senators in Parliament, and regularly uses these networks to facilitate engagement between clients and Parliamentarians.

Cameron is passionate about the responsibility of business to be part of a broader solution to the entrenched nature of bribery and corruption around the world and Capital Integrity has grown to also include a keen focus on ESG as a core principle from which companies can exercise strong leadership and leverage a compelling story for good governance and social licence from which to grow.

Cameron is also a vocal advocate for the prevention and treatment of post-traumatic stress among first responders and is an Ambassador for Fortem Australia (www.fortemastralia.org.au). Cameron also regularly mentors and engages with other current and former first responders to support and encourage a positive mindset, healthy lifestyle and seeking support where necessary.

