

24 October 2022

Perth, Western Australia

Dear AAMEG Member

2022 ANNUAL GENERAL MEETING

I have the pleasure in inviting you to attend Australia-Africa Minerals and Energy Group's 2022 Annual General Meeting (AGM) to be held at **4:00pm on Thursday, 24 November 2022** in PKF Perth's offices which are located on Level 5, 35 Havelock Street, West Perth WA 6005.

The purpose of the meeting is to present the 2022 Annual Report and to elect Board Directors.

Attached is the Notice of Annual General Meeting. A copy of the 2022 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 2021/2022 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 2022 ANNUAL GENERAL MEETING OF MEMBERS

Notice is hereby given that the 2022 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, 24 November 2022** at PKF Perth’s offices on Level 5, 35 Havelock Street, West Perth WA 6005.

AGENDA

ORDINARY BUSINESS

1. **2022 Annual Report**

To receive the financial statements of the Company for the year ended 30 June 2022, together with the Directors’ Report and the Auditor’s Report, as set out in the 2022 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 four (4) vacancies through the appointment of three (3) Directors from resources companies, and one (1) other Director who is from a resources service or supply company.

There are three (3) nominations for resources company Directors positions for the three (3) vacancies. All three nominations are from retiring current Directors who are seeking re-election.

There are three (3) nominations for one (1) vacancy that is available for a Director to be elected from a resources service or supply company.

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

- (a) Candidates from resources companies must receive more than 50% of “FOR” votes, to be invited to join as Directors.
- (b) The highest polling candidate from a resources service or supply company with the most “FOR” votes less “AGAINST” votes and who receives more than 50% of “FOR” votes, will be invited to join as a Director.
- (c) An ‘ABSTAIN’ vote cast for a resolution will be treated as though no vote has been cast for that particular resolution, and no vote will be counted in calculating the required majority.

The ordinary resolutions are set out below.

Candidates from Resources Companies

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

- Ordinary Resolution 1:** “That Colin Carson of CRC Minerals Pty Ltd be elected a Director, subject to the Procedures.”
- Ordinary Resolution 2:** “That Tim Carstens of Base Resources Limited be elected a Director, subject to the Procedures.”
- Ordinary Resolution 3:** “That Mark Norwell of Perenti Group Limited 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**:

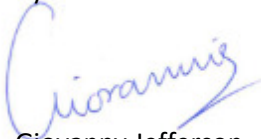
- Ordinary Resolution 4:** “That Mynhardt (Manny) Claassens of Enernet Global be elected a Director, subject to the Procedures.”
- Ordinary Resolution 5:** “That Paul Howard of Gerard Daniels be elected a Director, subject to the Procedures.”
- Ordinary Resolution 6:** “That Joseph Taboni of International SOS Pte Ltd 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
24 October 2022

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 2022 Annual General Meeting ("**AGM**") of the Company to be held at 4:00 PM WST on Thursday, 24
November 2022 at PKF Perth's offices on Level 5, 35 Havelock Street, West Perth WA 6005, 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 a tick or a cross or in the appropriate box for each resolution.

Please note the following with respect to Ordinary Resolutions 1 to 6:

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and a minimum number of Board Members from resources service or supply companies.

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from resources companies, and one (1) other Director who is from a resources service or supply company.

There are three (3) nominations for resources company Directors positions for the three (3) vacancies. All
three nominations are from retiring current Directors who are seeking re-election.



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- (b) The highest polling candidate from a resources service or supply company with the most “FOR” votes less “AGAINST” votes and who receives more than 50% of “FOR” votes, will be invited to join as a Director.
- (c) An ‘ABSTAIN’ vote cast for a resolution will be treated as though no vote has been cast for that particular resolution, and no vote will be counted in calculating the required majority.

CANDIDATES FROM RESOURCES COMPANIES		FOR	AGAINST	ABSTAIN
Ordinary Resolution 1:	“That Colin Carson of CRC Minerals Pty Ltd be elected a Director, subject to the Procedures.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 2:	“That Tim Carstens of Base Resources Limited be elected a Director, subject to the Procedures.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 3:	“That Mark Norwell of Perenti Group Limited 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 4:	“That Mynhardt (Manny) Claassens of Enernet Global be elected a Director, subject to the Procedures.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 5:	“That Paul Howard of Gerard Daniels be elected a Director, subject to the Procedures.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 6:	“That Joseph Taboni of International SOS Pte Ltd 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/- giovanny@paydirt.com.au 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 2022

CANDIDATES FROM RESOURCES COMPANIES



Colin Carson
CRC Minerals Pty Ltd

Colin was a foundation director and principal of Corporate & Resources Consultants Pty Ltd, a company specialising in assisting with mainly African focussed mining industry transactions and stock exchange listings since 1996.

He has acted as a director and company secretary of a number of ASX listed exploration and mining companies operating in Australia, Asia and Africa, and was an executive director of Perseus Mining Limited from its incorporation in 2003 until retiring from that role in 2020. He currently acts as a director of CRC Minerals Pty Ltd, which is actively developing West African exploration interests.

Colin has had extensive experience in structuring commercial arrangements to comply with mining, foreign investment, foreign exchange and tax laws of African countries, including interaction with West African governments and mining associations on issues surrounding mining and tax legislation.



Tim Carstens
Base Resources Limited

Tim Carstens has been Managing Director of Base Resources Ltd since its inception in 2008. During this time, it has acquired, designed, funded, developed and successfully operationalised the \$310 million Kwale Mineral Sands Project Operation, Kenya's first large scale mining project. Tim has been instrumental in laying the foundations for the company's progressive governance, sustainability and social responsibility programs, which have secured broad local community and Kenyan government support for the Kwale Operation and the company. As well as continuing to manage the Kwale Operation, Base Resources is now developing the Toliara Project in Madagascar.

A Chartered Accountant by profession, Tim's resources career spans more than 20 years, including senior executive roles with Perilya Limited, North Limited, Robe River Iron Associates, Iron Ore Company of Canada and St Barbara Mines Limited in operations, strategy, corporate development and finance, both in Australia and overseas. Tim was Chairman of AAMEG from November 2015 to March 2021.



Mark Norwell
Perenti Group Limited

Mark was appointed as the Managing Director and CEO of Perenti (formerly Ausdrill) in September 2018. He has more than 25 years' experience in the mining industry throughout Australia, New Zealand, Africa and the Americas. Prior to joining Perenti, Mark held several executive roles and various operational leadership positions with international mining service providers.

Mark holds a Bachelor of Civil Engineering degree from the University of Western Australia and an Executive MBA from the University of New South Wales.

Mark's strategy and growth expertise coupled with his operational experience have fostered a strong understanding of the success factors that drive business performance in the mining industry.

CANDIDATES FROM RESOURCES SERVICE OR SUPPLY COMPANIES



Mynhardt (Manny) Claassens
Enernet Global

I am an experienced Sales Director, specializing in hybrid power solutions for APAC region and Africa. I have over 25 years' experience in leadership positions in sales and business development of various international companies. I am passionate about achieving organizational growth. The experience and knowledge I can bring to the board as a Director is my knowledge about hybrid power systems (microgrids), mining, Africa, investment into mining and understanding ESG. I am passionate about AAMEG and what is standing for, and I want to work with the rest of the board to achieve success in growing the members, but also find ways of attracting investors and more members to AAMEG. I am also passionate about communities, people and investing in mining in Australia and Africa.

Loyalty, compassionate, diligence, and mutual respect among colleagues are of utmost importance to me. Positive criticism to improve my personal performance is always welcome. To work hard, taking leadership, be an exceptional team player and adapt to change, is effortless. I thrive on being out of my comfort zone. I am focused, result and purpose driven. Willing to make the necessary sacrifices to support the bigger picture.

My key strengths are:

- Passion for AAMEG and its success
- Excellent listening skills
- High level of self-control
- Rapport and closeness with the executives
- Being fully committed and well prepared
- Being calm and supportive
- Being innovative
- Well organised



Paul Howard
Gerard Daniels

Paul has worked with Gerard Daniels for more than 17 years and has extensive international experience in the mining and energy sectors across Asia-Pacific and Africa. He has led and delivered a large number of executive search assignments for clients either based in Africa or with assets in Africa. He has been directly involved in assignments in South Africa, Mozambique, Namibia, Botswana, Tanzania, Zambia, DRC, Senegal, Republic of Congo, Ghana and Libya. He is a regular delegate to the Mining Indaba held in

Cape Town and through this and his professional activity has developed extensive networks in these sectors across Africa.

Paul has been a long-time voluntary contributor to the Institute of Materials Engineering Australasia (the Materials Society of Engineers Australia) a long-running and highly successful membership organisation. He has served on Branch Councils in Queensland, Victoria and WA and became a Director of this organisation in 2011. Paul completed his AICD qualifications in 2008.

In addition to holding the Honorary Treasurer role, Paul has also chaired the national Committee for Technical Training and been an active committee member on both the Membership and Publications. Prior to joining Gerard Daniels, Paul was Company Secretary of a JV spin-off company with Swinburne University that had developed unique laser cladding solutions for industry.

He is a qualified metallurgist and has worked with companies such as Rio Tinto and North Limited. He has worked in iron ore, diamonds, coal, bauxite and alumina. He has also spent some time servicing the oil & gas sector. Paul has worked in combined technical and marketing management roles for a number of OEM and mining services companies providing leading edge products and technology to the mining and energy sectors.

Paul understands the unique pressures on smaller Not-for-Profit Membership organisations and the need for a focused strategy and well-directed executive team. I would be able to commit to the time required to attend Board meetings etc. and have the support of my current employer to take on this additional responsibility.



Joseph Taboni
International SOS Pte Ltd

Joseph (Joe) Taboni sits as Director – Global Risk Services for International SOS. His remit covers the Resources & Energy sector, which sees him regularly working with Australian clients who have overseas projects in Africa.

With on-ground experience in African countries including Ghana, Mozambique, Mali and Burkina Faso, Joe's current role now sees him designing and overseeing the creation and delivery of medical and security protocols to assist clients with operations throughout Africa.

As an active AAMEG member, Joe has been on the security and business resilience working group within AAMEG for a number of years and regularly facilitates the provision of security advisory briefings and support to many of AAMEG's members.