

30 October 2024

Perth, Western Australia

## 2024 ANNUAL GENERAL MEETING

Dear AAMEG Members,

I have the pleasure in inviting you to attend Australia-Africa Minerals and Energy Group Limited's 2024 Annual General Meeting (**AGM**) to be held at **4:00pm WST** on **Thursday, 21 November 2024** at the offices of **BDO**, located at Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth, WA 6000.

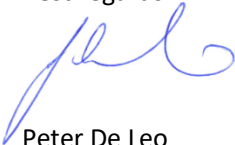
The purpose of the meeting is to present the 2024 Annual Report and to elect Board Directors.

Attached is the Notice of Annual General Meeting. A copy of the 2024 Annual Report is available on AAMEG's website at [aameg.org](http://aameg.org). A hard copy is available by contacting the Company Secretary of AAMEG, Giovanni Jefferson via email [giovanny@paydirt.com.au](mailto:giovanny@paydirt.com.au).

Unless an individual member attending in person, Members are encouraged to submit a Proxy Form, a copy of which is attached, to the Company, or to appoint an attorney or Corporate Representative to attend on your behalf.

I look forward to seeing you at this year's AGM and sharing with you some of the achievements of 2023-24 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 2024 ANNUAL GENERAL MEETING OF MEMBERS

Notice is hereby given that the 2024 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, 21 November 2024** at the offices of **BDO**, located Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth, WA 6000.

#### AGENDA

##### ORDINARY BUSINESS

1. **2024 Annual Report**

To receive the financial statements of the Company for the year ended 30 June 2024, together with the Directors’ Report and the Auditor’s Report, as set out in the 2024 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 two (2) Directors from resources companies, and one (1) other Director from a resources service or supply company.

There are two (2) nominations for resources company Directors positions for the two (2) vacancies, with one (1) nomination being from Richard Hyde, a retiring current director who is seeking re-election.

There are six (6) nominations for one (1) vacancy that is available for a Director to be elected from a resources service or supply company, with one (1) nomination being from Meriel Steadman, a retiring current director who is seeking re-election.

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

- (a) Two (2) candidates from resources companies who receive more than 50% of “FOR” votes, will be invited to join as Directors.
- (b) The highest polling candidate from a resources service or supply company with the most “FOR” 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 Richard Hyde of West African Resources Ltd be elected a Director, subject to the Procedures.”

**Ordinary Resolution 2:** “That Mark Somlyay of Aura Energy Ltd 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 3:** “That Jo Feldman of Norton Rose Fullbright Ltd be elected a Director, subject to the Procedures.”

**Ordinary Resolution 4:** “That Peter Hughes of Corpay be elected a Director, subject to the Procedures.”

**Ordinary Resolution 5:** “That Greg Hull be elected a Director, subject to the Procedures.”

**Ordinary Resolution 6:** “That Reuben Joseph of Ausenco be elected a Director, subject to the Procedures.”

**Ordinary Resolution 7:** “That Lisa Koch of Norton Rose Fullbright be elected a Director, subject to the Procedures.”

**Ordinary Resolution 8:** “That Meriel Steadman of Piper Alderman 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  
30 October 2024

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 Limited (“**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 2024 Annual General Meeting (“**AGM**”) of the Company to be held at **4:00 PM WST on Thursday, 21 November  
2024** at the offices of **BDO**, located Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth, WA 6000, 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 8:**

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 two (2) Directors from  
resources companies, and one (1) other Director from a resources service or supply company.

There are two (2) nominations for resources company Directors positions for the two (2) vacancies, with one (1)  
nomination being from Richard Hyde, a retiring current director who is seeking re-election.

There are six (6) nominations for one (1) vacancy that is available for a Director to be elected from a resources  
service or supply company, with one (1) nomination being from Meriel Steadman, a retiring current director who  
is seeking re-election.

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

- (a) Two (2) candidates from resources companies who receive more than 50% of “FOR” votes, will be invited to join as Directors.
- (b) The highest polling candidate from a resources service or supply company with the most “FOR” 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
<b>Ordinary Resolution 1:</b>	“That Richard Hyde of West African Resources Ltd be elected a Director, subject to the Procedures.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution 2:</b>	“That Mark Somlyay of Aura Energy Ltd 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
<b>Ordinary Resolution 3:</b>	“That Jo Feldman of Norton Rose Fulbright be elected a Director, subject to the Procedures.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution 4:</b>	“That Peter Hughes of Corpay be elected a Director, subject to the Procedures.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution 5:</b>	“That Greg Hull be elected a Director, subject to the Procedures.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution 6:</b>	“That Reuben Joseph of Ausenco be elected a Director, subject to the Procedures.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution 7:</b>	“That Lisa Koch of Norton Rose Fulbright be elected a Director, subject to the Procedures.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution 8:</b>	“That Meriel Steadman of Piper Alderman 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](mailto: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 2024

### CANDIDATES FROM RESOURCES COMPANIES



**Richard Hyde**  
*West African Resources Ltd*

**Retiring current director seeking re-election**

Richard is a geologist with 30 years' experience in the mining industry and over 25 years' experience operating in West Africa. He founded West African Resources in 2006, leading the company through its IPO in 2010, major gold discovery in 2016, to first gold production in 2020, completing construction 6 months ahead of schedule and US\$20 million under budget. In 2021 Richard led West African's acquisition of the 7.8Moz Kiaka Gold Project, including raising over A\$136 million in equity to support the transaction. In 2023 Richard and his team secured a further US\$265 million in debt funding for the development and construction of Kiaka, which is over 50% complete and remains on schedule to pour first gold in the second half of 2025. Richard holds a Bachelor of Science degree in Geology and Geophysics from the University of New England and is a Member of the Australian Institute of Mining and Metallurgy and a Member of the Australian Institute of Geoscientists.



**Mark Somlyay**  
*Aura Energy Ltd*

Mark is currently the Chief Financial Officer for Aura Energy, an ASX listed Uranium development company focussed on developing the Tiris Uranium Project in Mauritania. Mark has over 25 Years experience in the mining industry. A substantial portion of his career has been spent working for ASX listed companies in Africa with a particular focus on bringing greenfield developments into operation. His experience spans the fields of accounting, legal, tax, human resources, supply chain and government relations. Mark has worked in Tanzania, Democratic Republic of Congo, Sierra Leone, Ghana, Côte d'Ivoire, Senegal and Mauritania for companies such as Barrick Gold, Perseus Mining, Chesser Resources and more recently, Aura Energy. Mark has an extensive on ground network across many countries in Africa, within government and the business community. Mark has a desire to contribute to the ongoing success of Australian outbound investment into Africa by both service providers and mining companies and would welcome the opportunity to do so through contribution to the strategy and stewardship of the Australia, Africa Minerals and Energy Group, an organisation which provides valuable services, advocacy insights and connections for its members.



## CANDIDATES FROM RESOURCES SERVICE OR SUPPLY COMPANIES

**Jo Feldman**  
*Norton Rose Fulbright*



Jo is a Partner at Norton Rose Fulbright, a global law firm that includes offices in Africa. Jo is a GAICD and currently sits on the board of the Centre for International Arbitration (Australian Chapter), and as co-Chair of the Australian Law Council Trade and Business Committee.

Jo brings significant expertise across ESG, legal, regulatory compliance, risk and stakeholder engagement. She has advised resources companies on structuring, risk, ESG, and dispute management for projects in Burkina Faso, DRC, Mali, Senegal, South Africa, Tanzania, Zambia, and Zimbabwe. She attends Indaba and Africa Down Under annually. She has also worked on regulatory regimes in relation to sustainability, modern slavery, and foreign investment, which enables her to provide unique insights to clients in the resources sector operating internationally from Australia.

Jo has extensive experience engaging with governments, having spent over a decade as a diplomat for the Australian government. Jo has negotiated treaties, commercial agreements, and MOUs, managed regulatory reform, and navigated different regulatory regimes. She has worked closely with government officials from African countries, including through her work as Australia's representative to the United Nations in New York and as Vice Chair of a United Nations Commission. She was also a negotiator on many of Australia's trade and investment agreements, and is experienced working closely with peak bodies and facilitating collaboration between industry, governments, communities, and other stakeholders.

**Peter Hughes**  
*Corpay*



With 11 years+ of financial markets and banking experience, I specialise in the execution of emerging markets currency transactions, risk management (strategy and policy) and global payments. I provide advice to explorers, producers and service providers about reducing the risks, costs and delays associated with transactions into and out of the African region. Testimony to this is the 20+ AAMEG members and Directors of the Board that are my clients.

I am a strong advocate for AAMEG and its members with my commitment to AAMEG demonstrated by personal (and my teams) attendance of AAMEG events over the last 2.5 years. To the Company, I offer my skills, knowledge and network within the minerals and energy industry to engage and retain current members and my aptitude for business development to help drive sustainable growth and funding for AAMEG.

To our members I will continue to provide expert solutions and advice to improve international cashflow and treasury management – with a focus on solutions for illiquid and challenging emerging economic regions. As a Board member I will continue to endorse AAMEG. I will also leverage my senior management position internally at Corpay to seek appropriate funding and I will seek additional membership and sponsorship opportunities from within my network. From a personal perspective, as a Board member, I will gain a strong sense of value by contributing to the funding and strategy of AAMEG and playing my part in the economic development and prosperity of the emerging nations of Africa.

I look forward to your consideration.

## **Greg Hull**



Three of my six Austrade postings involved extensive mining and oil/gas industry engagement (Mexico/USA; PNG/SW Pacific and Africa). Other related experience included education/training; business into (foreign) governments; and work with multilateral agencies such as World Bank; Asian Development Bank; African Development Bank.

I have assisted hundreds of Australian public and private mining and associated companies across the spectrum, from large multinationals as BHP and Rio Tinto, through to METS and mining services companies in legal, accounting, logistics, training, or country risk.

In my Mexico posting, I initiated a successful Coal Lobby Group comprising Australian suppliers into the Mexican state utility (CFE), winning contracts over A\$200 million.

In my PNG posting, I initiated the concept of mine site visits, facilitating convenient group access and individual presentations by mining and METS companies who otherwise found it difficult to access mine management at site.

In my Africa posting, with others including Paydirt and DFAT, I initiated and managed the Australian national industry annual presence at Mining Indaba. With support, I helped create what is now AAMEG.

I increased our national trade and investment promotion presence into Africa, especially into West Africa. This was and remains a national challenge considering Australia's proximity to Asia and a commercial propensity to seek proximate export markets or countries with less political risk.

I started my own consulting business in Africa with mining clients. I have established and then maintain relationships with Ministers and high-level representatives of relevant areas of foreign governments, agencies and multilateral or national development assistance organisations.

I have recruited, employed and worked alongside a significantly diverse range of people across race, culture, religion, gender, age and attitude. I know how Federal and State governments operate and allocate resources. I have systemically used strategic-level thinking and planning.

## **Reuben Joseph**

### **Ausenco**



Reuben is an engineering, project delivery and management professional based in Perth. He has over 20 years' experience in the business management and the end-to-end delivery of multi-disciplinary portfolios and projects using a variety of delivery and contract models. Reuben has worked in owner, consultant and contractor organisations in the resources sector across several commodities including lithium, gold, alumina, iron ore, mineral sands and petroleum.

A strong advocate of development, Reuben is a volunteer mentor with local university and industry mentoring programs and consistently takes part in formal and informal mentoring at his organisation. He is passionate about talent development and people management, with considered and mutually beneficial development plans and programs.



Reuben has a Master of Business Administration and a Master of Project Management from Curtin University and a Bachelor of Electrical Engineering from the University of Western Australia.

He currently is a senior executive in an established multinational engineering organisation leading a high performing leadership team within the APAC and Africa region, including a growing presence of delivery projects in Africa. Reuben is a long-term contributor to the resources industry with extensive network of relationships across the sector.

Reuben is driven to provide his experience and add value to the AAMEG board and wider membership base. If voted as a AAMEG Director, Reuben will provide value to the board through leveraging his study management and project delivery experience, as well as his knowledge of the resources sector and development of African resource projects. Utilising his experience and his extensive networks within the industry to support AAMEG's purpose to be the partner of choice developing resources projects in Africa.

**Lisa Koch**  
***Norton Rose Fulbright***



Lisa is a partner of global law firm Norton Rose Fulbright, where she is Head of the Sydney office, the second largest office globally. She is co-head of the Asia-Pacific Projects group, and in Australia is head of Project Finance and co-head of Mining. She sat on the Global Executive Committee at a time of leadership transform, and currently sits on the Australian partner remuneration committee and the ESG committee, which report to the board.

Lisa's expertise spans finance, mining and renewables, with particular expertise in mining finance in Africa. She has worked on projects across 50 countries, including mining projects in Ethiopia, DRC, Senegal, Mali, Burkina Faso, Namibia, South Africa, Congo, Cameroon, Ghana, Tanzania, Guinea and Botswana, amongst others.

Lisa advises majors, midcaps and juniors, and diverse financial institutions, on project structuring, financing, implementation and delivery; ESG issues; commercial and legal negotiations; due diligence, risk analysis and risk mitigation; and the impacts of sovereign risk and changing geopolitical factors. She presents to client boards on legal, governance and strategic matters.

Lisa's expertise and market knowledge in mining and project finance, her leadership on ESG, and her deep experience in Africa, are assets for driving initiatives for the financial sector to support the resources sector in Africa.

Lisa was an Advisory Board member of Blue Nodules, an EU research consortium investigating the commerciality of deep-sea mining. She supports and collaborates with industry bodies and think tanks related to resources, participates in Mining Indaba and Africa Down Under, is a Committee Member of Women in Sustainable Finance and is member of Women in Sustainable Energy and Resources.

Lisa splits her time between Sydney and Perth. She is qualified as a solicitor in Australia, England and South Africa, and most recently was recognised in Thomson Reuter's Stand Out Lawyers list 2024.



**Meriel Steadman**  
*Piper Alderman*

**Retiring current director seeking re-election**

I have been involved with AAMEG for the last decade and have spent the last 3 years on the Board. I have been an active director of AAMEG, sitting on three sub-committees, organising and supporting Legal & Tax Working Group events, representing AAMEG at Mining Indaba when the CEO was unwell in 2023, representing AAMEG in meetings with DFAT, assisting with AAMEG's submission to the Australian Government on Bilateral Investment Treaties (BITs), arranging for my firm to sponsor networking sundowners (including the inaugural pre-IMARC sundowner last year) and regularly attending networking sundowners outside of this.

I am passionate about the organisation and offer my expertise as a lawyer of nearly 25 years and a Partner of nearly a decade. I have represented Australian clients with projects in Africa for over a decade and connect AAMEG members who require legal advice on the ground in their particular jurisdiction of operation, as well as assisting Australian companies' African subsidiaries myself, where appropriate.

I hope that the Members will support me to continue the work I have been doing for AAMEG as a Director.