



## **Notice of General Meeting**

Eagle Mountain Mining Limited (ASX:EM2) ("**Eagle Mountain**" or "**the Company**") advises that it is holding a General Meeting of Shareholders to be held at 9:30am on Wednesday 7 January 2026.

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

This ASX announcement was authorised for release by the Mark Pitts, Company Secretary on behalf of the Board of Eagle Mountain Mining Limited.

*For further information please contact:*

***Fabio Vergara***  
*Executive Director*  
*fabio@eaglemountain.com.au*

***Mark Pitts***  
*Company Secretary*  
*mark@eaglemountain.com.au*

### **ABOUT EAGLE MOUNTAIN MINING**

Eagle Mountain is a copper-gold explorer focused on the strategic exploration and development of the Wedgetail and Silver Mountain Projects, both located in Arizona, USA.

Arizona is at the heart of America's mining industry and home to some of the world's largest copper discoveries such as Bagdad, Miami and Resolution, one of the largest undeveloped copper deposits in the world.

Follow the Company's developments through our website and social media channels:



LinkedIn



Website

### **Eagle Mountain Mining Limited**

ASX:EM2

ACN: 621 541 204

Registered office:

Level 5, 191 St George's Tce  
Perth WA 6000

Contact:

[info@eaglemountain.com.au](mailto:info@eaglemountain.com.au)

Website:

[eaglemountain.com.au](http://eaglemountain.com.au)

Shares on issue: 1,32b

Current Market Cap: \$11.8M

Cash: \$0.56M at 30 Sept 2025

### **Board of Directors**

Rick Crabb

*Non-Executive Chairman*

Fabio Vergara

*Executive Director*

Roger Port

*Non-Executive Director*

Michael Fennell

*Non-Executive Director*



# Notice of General Meeting, Explanatory Statement and Proxy Form

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Eagle Mountain Mining Limited  
ACN 621 541 204

## Venue

52 Ord Street  
West Perth, Western Australia 6005

## Time and Date

9:30am (WST)  
Wednesday, 7 January 2026

### IMPORTANT NOTE

The Notice of General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your lawyer or other professional adviser prior to voting.

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## Important Dates

An indicative timetable of key proposed dates is set out below. These dates are indicative only and are subject to change.

Event	Date
Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded	9:30am (WST) 5 January 2026
Snapshot date for eligibility to vote	4:00pm (WST) 5 January 2026
General Meeting	9:30am (WST) 7 January 2026

# Notice of General Meeting

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Notice is hereby given that a General Meeting of Eagle Mountain Mining Limited (ACN 621 541 204) (**Company**) will be held at 52 Ord Street West Perth, Western Australia 6005 at 9:30am (WST) on Wednesday, 7 January 2026.

## Agenda

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<b>Resolution 1</b> <b><i>Ratification of issue of Placement Shares to Placement Participants under Listing Rule 7.1</i></b>	To consider and, if thought fit, to pass with or without amendment, the following resolution as an <b>ordinary resolution</b> :  <i>‘That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 70,396,271 Placement Shares to Placement Participants under Listing Rule 7.1 on 19 November 2025, on the terms set out in the Explanatory Statement.’</i>
<b>Resolution 2</b> <b><i>Ratification of issue of Placement Shares to Placement Participants under Listing Rule 7.1A</i></b>	To consider and, if thought fit, to pass with or without amendment, the following resolution as an <b>ordinary resolution</b> :  <i>‘That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 113,503,729 Placement Shares to Placement Participants under Listing Rule 7.1A on 19 November 2025, on the terms set out in the Explanatory Statement.’</i>
<b>Resolution 3</b> <b><i>Approval to issue Placement Options to Placement Participants</i></b>	To consider and, if thought fit, to pass with or without amendment, the following resolution as an <b>ordinary resolution</b> :  <i>‘That, under and for the purpose of Listing Rule 7.1, and for all other purposes, approval is given to issue up to 61,300,000 Placement Options to Placement Participants on the terms set out in the Explanatory Statement.’</i>
<b>Resolution 4</b> <b><i>Approval to issue Broker Options to the Joint Lead Managers</i></b>	To consider and, if thought fit, to pass with or without amendment, the following resolution as an <b>ordinary resolution</b> :  <i>That, for the purpose of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to 30,000,000 Broker Options to the Joint Lead Managers, Alto Capital and Prenzler Group (or their respective nominees), for the purpose and on the terms set out in the Explanatory Statement.</i>

## Voting Prohibitions and Voting Exclusion Statements

Resolution	Excluded Persons	Exceptions
<b>Listing Rule voting exclusion statements</b>		
<b>Resolutions 1 and 2</b>	<p>The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or an 'associate' (as defined in the Listing Rules) of such persons.</p> <p>In relation to Resolutions 1 and 2, this includes Placement Participants or an associate of that person or those persons.</p>	<p>The Company need not disregard a vote cast in favour of the Resolution if it is cast by:</p> <ul style="list-style-type: none"> <li>a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way;</li> <li>the Meeting Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Meeting Chair on the Resolution as the Meeting Chair decides; or</li> <li>a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> <li>the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an 'associate' (as defined in the Listing Rules) of a person excluded from voting, on the Resolution; and</li> <li>the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>
<b>Resolutions 3 and 4</b>	<p>The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares), or an associate of such persons.</p> <p>In relation to Resolution 3, this includes Placement Participants or an associate of that person or those persons.</p> <p>In relation to Resolution 4, this includes Alto Capital and Prenzler Group (or their respective nominees) or an associate of that person or those persons.</p>	

## Explanatory Statement

For further information in relation to the items of business to be considered at the Meeting, please refer to the Explanatory Statement which accompanies this Notice. The Explanatory Statement forms part of this Notice.

## Glossary

Unless inconsistent with the context, capitalised terms used in this Notice will have the meanings given to them in the Glossary of Terms set out in the Explanatory Statement.

**By order of the Board.**



**Mark Pitts**  
Company Secretary

## Meeting and Voting Information

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<b>Voting entitlement</b>	The Board has determined that, for the purposes of voting at the Meeting, Shares will be taken to be held by persons who are registered as the holders of Shares at <b><u>4:00pm (WST) on Monday, 5 January 2026</u></b> .
<b>Participation</b>	The Meeting will be held as a physical meeting. Shareholders may attend and participate (including to vote) in person or by proxy, attorney or corporate representative.
<b>Appointment of Corporate Shareholder representatives</b>	A Shareholder that is a corporation may appoint an individual to act as its representative in accordance with section 250D of the Corporations Act. The Shareholder must lodge a satisfactory and duly executed appointment document with the Securities Registry in accordance with the instructions below.
<b>Appointment of attorneys</b>	A Shareholder may appoint an attorney to act on the Shareholders' behalf at the Meeting. To do so, the Shareholder must lodge a duly executed power of attorney with the Securities Registry in accordance with the instructions below.
<b>Appointment of proxies</b>	<p>A Shareholder entitled to attend and vote at the Meeting is entitled to appoint up to two proxies. A proxy does not need to be a Shareholder.</p> <p>To appoint a second proxy, a Shareholder must state on each Proxy Form (in the appropriate box) the percentage of voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half the Shareholder's votes. Fractions of votes will be disregarded.</p> <p><b>Appointing the Meeting Chair as proxy</b></p> <p>Shareholders may appoint the Meeting Chair as their proxy by marking the relevant box on the Proxy Form. Proxy Forms submitted without specifying the name of the proxy or expressly nominating the Meeting Chair as proxy will be deemed an appointment of the Meeting Chair. The Meeting Chair will be deemed proxy for a Shareholder if the proxy named in the Proxy Form does not attend the Meeting.</p> <p><b>Directing a proxy how to vote</b></p> <p>Shareholders may direct a proxy whether to vote for or against, or to abstain from voting, on a Resolution by marking the relevant box on the Proxy Form. Shareholders may also specify the proportion or number of votes that a proxy may exercise. All votes must be cast in accordance with such directions.</p> <p>Directed proxies that are not voted on a poll at the Meeting by an appointed proxy will default to the Meeting Chair who will be required to vote proxies as directed on a poll.</p> <p>Subject any legal restrictions on proxy voting, a proxy may vote on a Resolution at their discretion unless the Proxy Form directs the proxy how to vote on the Resolution.</p> <p><b>Voting restrictions that may affect proxy appointment</b></p> <p>Voting under the Corporations Act and/or Listing Rules apply to certain Resolutions. Please refer to the 'Voting Prohibitions and Exclusion Statements' section above for further details in this regard.</p> <p>Shareholders intending to appoint the Meeting Chair, a Director or any other member of Key Management Personnel or any of their Closely Related Parties as proxy are encouraged to direct them how to vote on all the Resolutions.</p> <p>A Shareholder who appoints a proxy but subsequently attends the Meeting may vote on the items of business at the Meeting. Any such vote by the Shareholder will invalidate the votes cast by their proxy.</p>

<b>Lodgement of appointment documents</b>	<p>Duly completed corporate representative appointment documents, powers of attorney and Proxy Forms (together with any power of attorney or other authority under which they are executed, if applicable) must be received by the Securities Registry on or before <b><u>9:30am (WST) on Monday, 5 January 2026</u></b>. Documents received after that time will be invalid.</p> <p>To appoint a proxy please complete the enclosed Proxy Form and deliver as follow:</p> <p><b>online:</b> <a href="http://www.investorvote.com.au">www.investorvote.com.au</a></p> <p><b>by mail:</b> Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, Australia 3001</p> <p><b>by fax:</b> 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)</p> <p><b>by mobile:</b> Scan the QR Code on your proxy form and follow the prompts</p> <p><b>custodian voting:</b> For Intermediary Online subscribers only (custodians) please visit <a href="http://www.intermediaryonline.com">www.intermediaryonline.com</a> to submit your voting intentions</p>
<b>Proxy voting intention of Meeting Chair</b>	<p>The Meeting Chair intends to vote all undirected proxies <b>FOR</b> each of the Resolutions. In exceptional cases, the Meeting Chair may change his or her voting intention, in which case the Company will make an announcement to ASX in this regard.</p>
<b>Voting procedure</b>	<p>Voting on each Resolution at the Meeting will be conducted by way of a poll.</p>
<b>Questions by Shareholders</b>	<p>Please submit any questions to the Company by <b><u>5:00pm (WST) on Monday, 5 January 2026</u></b> in the same manner as outlined above for lodgement of appointment documents.</p>

# Explanatory Statement

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

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

## 1. Resolutions 1 and 2: Ratification of the issue of Placement Shares

### 1.1 Background

On 11 November 2025, the Company announced that it had received binding commitments from various sophisticated and professional investors (**Placement Participants**) identified by Alto Capital and Prenzler (together, **Joint Lead Managers**) to raise \$1,655,100 (before costs) through the issue of 183,900,000 Shares in the Company (**Placement Shares**) at an issue price of \$0.009 per Share (**Placement**) on 19 November 2025, using the Company's existing placement capacity under Listing Rules 7.1 and 7.1A, as follows:

- (a) 70,396,271 Placement Shares pursuant to Listing Rule 7.1, the subject of Resolution 1; and
- (b) 113,503,729 Placement Shares pursuant to Listing Rule 7.1A, the subject of Resolution 2.

### 1.2 Resolution

Resolution 1 is an ordinary resolution to ratify and approve the issue of 70,396,271 Placement Shares to Placement Participants to restore the capacity of the Company to issue further securities under Listing Rule 7.1 in the next 12 months.

Resolution 2 is an ordinary resolution to ratify and approve the issue of 113,503,729 Placement Shares to Placement Participants to restore the capacity of the Company to issue further securities under Listing Rule 7.1A in the next 12 months.

### 1.3 Listing Rule requirements

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

Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A at its annual general meeting may issue or agree to issue during the period the approval is valid an additional number of equity securities which represents 10% of the number of fully paid ordinary securities on issue at the date of the approval, as adjusted in accordance with the formula in Listing Rule 7.1A. Having obtained Shareholder approval at the Company's Annual General Meeting on 14 November 2025, the Company has an additional 10% placement capacity under Listing Rule 7.1A.

The issue of the Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1 and 10% additional limit in Listing Rule 7.1A, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue of the Placement Shares and Listing Rule 7.1A.

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

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

If Resolution 1 is passed, the issue of 70,396,271 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issue date.

If Resolution 1 is not passed, the issue of 70,396,271 Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval under that rule.



If Resolution 2 is passed, the issue of 113,503,729 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issue date.

If Resolution 2 is not passed, the issue of 113,503,729 Placement Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval under that rule.

#### 1.4 Listing Rule information requirements

The following information is provided in relation to Resolutions 1 and 2, as required by Listing Rule 7.5:

Information required	Details
<b>Names of persons to whom the Company issued or agreed to issue the securities or the basis upon which those persons were identified or selected</b>	<p>The Placement Shares were issued to the Placement Participants, being various sophisticated and professional investors identified by the Joint Lead Managers, none of whom were a Related Party of the Company or a Material Investor.</p> <p>Each Placement Participant is a sophisticated or professional investor within the meaning of section 708(8), (10), (11) or (12) of the Corporations Act, being an investor to whom securities may be issued without a prospectus or other disclosure document.</p>
<b>Number and class of securities the Company issued or agreed to be issued</b>	<p>Under the Placement, the Company has issued an aggregate of 183,900,000 Placement Shares, as follows:</p> <p>(a) 70,396,271 Placement Shares under Listing Rule 7.1, being the subject of Resolution 1; and</p> <p>(b) 113,503,729 Placement Shares under Listing Rule 7.1A, being the subject of Resolution 2.</p>
<b>Summary of material terms of securities</b>	Each Placement Share is a fully paid ordinary share in the Company and ranks equally with all other Shares on issue.
<b>Date(s) on which the Company issued or will issue the securities</b>	The Placement Shares were issued on 19 November 2025.
<b>Price or other consideration the Company received or will receive for the securities</b>	\$0.009 per Placement Share, to raise \$1,655,100 before costs.
<b>Purpose of the issue and use or intended use of any funds raised</b>	The purpose of the issue of the Placement Shares was to raise \$1,655,100 before costs, to be applied towards the Company's exploration activities at its Silver Mountain Project, business development opportunities and general working capital requirements.
<b>Summary of material terms of agreement securities were or will be issued under</b>	The Placement Shares were not issued pursuant to any agreement.
<b>Voting exclusion statement</b>	A voting exclusion statement for Resolutions 1 and 2 is included in the Notice preceding this Explanatory Statement.

#### 1.5 Directors' recommendations

The Board considers that the ratification of the issue of the Placement Shares under Resolutions 1 and 2 is beneficial for the Company as it will allow the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months under Listing Rule 7.1, and up to 10% annual placement capacity under Listing Rule 7.1A, without requiring prior Shareholder approval.

Accordingly, the Directors unanimously recommend Shareholders vote in favour of Resolutions 1 and 2.

## 2. Resolution 3: Approval to issue Placement Options

### 2.1 Background

In connection with the Placement detailed in Section 1.1, the Company proposes to issue a total of 61,300,000 attaching Options exercisable at \$0.02 and expiring on 30 November 2028 (**Placement Options**) to the Placement Participants on the basis of one (1) Placement Option for every three (3) Placement Share subscribed for and issued under the Placement. The material terms of the Placement Options are set out in Schedule 1.

### 2.2 Resolution

Resolution 3 is an ordinary resolution for Shareholders to approve the issue of up to 61,300,000 Placement Options for the purpose of Listing Rule 7.1 to the Placement Participants.

### 2.3 Listing Rule requirements

As summarised in Section 1.3 above, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The agreement to issue the Placement Options pursuant to Resolution 3 is conditional on Shareholder approval and therefore the issue falls within Listing Rule 7.2, Exception 17. For the issue to proceed, it requires the approval of the Company's Shareholders under Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of 61,300,000 Placement Options to the Placement Participants. In addition, the Placement Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of 61,300,000 Placement Options unless subsequent Shareholder approval is obtained in the future.

### 2.4 Specific information required by Listing Rule 7.3

The following information is provided in relation to Resolution 3, in accordance with Listing Rule 7.3:

Information required	Details
<b>Names of persons to whom the Company issued securities or the basis upon which those persons were or will be identified or selected</b>	The Placement Options will be issued to Placement Participants, being various sophisticated and professional investors identified by the Joint Lead Managers, none of whom are a Related Party of the Company or a Material Investor.
<b>Number and class of securities the Company will issue</b>	The Company intends to issue up to 61,300,000 Placement Options.
<b>Summary of material terms of securities</b>	Each Placement Option will have an exercise price of \$0.02 and an expiry date of 30 November 2028. The material terms of the Placement Options are set out in Schedule 1 to this Explanatory Statement.
<b>Date(s) on which the Company will issue the securities</b>	The Placement Options will be issued as soon as possible following Shareholder approval but, in any case, not later than 3 months after the date of Shareholder approval pursuant to this Resolution 3 or such later date as approved by ASX.
<b>Price or other consideration the Company will receive for the securities</b>	The Placement Options are attaching Options. Accordingly, the Placement Options have an issue price of nil. The Company will receive up to \$1,226,000 in exercise price payments if all Placement Options are exercised before their expiry date.
<b>Purpose of the issue and intended use of any funds raised</b>	No funds will be raised from the issue of the Placement Options. As at the date of this Notice, the Company has no specific purpose planned for the funds received on exercise of the Placement Options.

Information required	Details
<b>Summary of material terms of agreement securities are being issued under</b>	The Placement Options are not being issued pursuant to any agreement. There are no further material terms to disclose in respect of the Placement Options to be issued under this Resolution 3.
<b>Voting exclusion statement</b>	A voting exclusion statement for Resolution 3 is included in the Notice preceding this Explanatory Statement.

## 2.5 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3, as it will enable the Company to issue the Placement Options to the Placement Participants in accordance with the terms of the Placement.

## 3. Resolution 4: Approval to issue Broker Options

### 3.1 Background

The Company engaged Alto Capital and Prenzler Group to act as Joint Lead Managers to the Placement and Entitlement Offer.

As part of their fees for acting as Joint Lead Managers, Alto Capital and Prenzler Group are entitled to fees of 6% of the funds received under the Placement and 30,000,000 Broker Options. Each Joint Lead Manager (or their respective nominees) will receive fees and Broker Options on a pro rata basis in accordance with the amount of funds each Joint Lead Manager raises under the Placement and Entitlement Offer.

The material terms of the Broker Options are set out in Schedule 1.

### 3.2 Resolution

Resolution 4 is an ordinary resolution for Shareholders to approve the issue of up to 30,000,000 Broker Options for the purpose of Listing Rule 7.1 to the Joint Lead Managers.

### 3.3 Listing Rule requirements

As summarised in Section 1.3 above, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The agreement to issue the Broker Options pursuant to Resolution 4 is conditional on Shareholder approval and therefore the issue falls within Listing Rule 7.2, Exception 17. In order for the issue to proceed, it requires the approval of the Company's Shareholders under Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to proceed with the issue of 30,000,000 Broker Options to the Joint Lead Managers (or their nominees) in their respective proportions. In addition, the Broker Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of 30,000,000 Broker Options unless subsequent Shareholder approval is obtained in the future.

### 3.4 Specific information required by Listing Rule 7.3

The following information is provided in relation to Resolution 4, in accordance with Listing Rule 7.3:

Information required	Details
<b>Names of persons to whom the Company issued securities or the basis upon which those persons were or will be identified or selected</b>	The Broker Options will be issued to the Joint Lead Managers (or their respective nominees) on a pro rata basis in accordance with the amount of funds they raise under the Placement and Entitlement Offer.
<b>Number and class of securities the Company will issue</b>	The Company intends to issue up to a total of 30,000,000 Broker Options.

Information required	Details
<b>Summary of material terms of securities</b>	Each Broker Option will have an exercise price of \$0.02 and an expiry date of 30 November 2028. The material terms of the Broker Options are set out at Schedule 1 to this Explanatory Statement.
<b>Date(s) on which the Company will issue the securities</b>	The Broker Options will be issued as soon as possible following Shareholder approval but, in any case, not later than 3 months after the date of Shareholder approval pursuant to this Resolution 4 or such later date as approved by ASX.
<b>Price or other consideration the Company will receive for the securities</b>	The issue price of the Broker Options will be nil. The Broker Options are being issued in part consideration for services provided to the Company in accordance with the terms of the Alto Mandate and the Prenzler Mandate.  The exercise price payable will be \$0.02 per Broker Option.
<b>Purpose of the issue and intended use of any funds raised</b>	No funds will be raised from the issue of the Broker Options.  As at the date of this Notice, the Company has no specific purpose planned for the funds received on exercise of the Broker Options.
<b>Summary of material terms of agreement securities are being issued under</b>	The Broker Options are being issued pursuant to the Alto Mandate and the Prenzler Mandate (together, the <b>Mandates</b> ). The key terms of the Mandates are that in return for services associated with acting as Joint Lead Managers they are entitled to fees of 6% of the amounts raised under the Placement, in addition to the 30,000,000 Broker Options. The Mandates are otherwise on customary terms for such arrangements.
<b>Voting exclusion statement</b>	A voting exclusion statement for Resolution 4 is included in the Notice preceding this Explanatory Statement.

### 3.5 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4, as it will enable the Company to issue the Broker Options to the Joint Lead Managers (or their nominees) in accordance with the terms of the Mandates.

## Glossary

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

<b>Alto Capital</b>	ACNS Capital Markets Pty Ltd as trustee for The ACNS Unit Trust (ABN 93 088 503 208) (AFSL 279099) trading as Alto Capital.
<b>Alto Mandate</b>	The corporate advisory and joint lead manager mandate between the Company and Alto Capital dated 10 November 2025.
<b>Associate</b>	Has the meaning given to that term in the Listing Rules.
<b>ASX</b>	ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange, as the context requires.
<b>Board</b>	The Company's Board of Directors.
<b>Closely Related Parties</b>	<p>Has same meaning given to it in section 9 of the Corporations Act, being, in relation to a member of Key Management Personnel:</p> <ul style="list-style-type: none"><li>(a) a spouse or child of the member;</li><li>(b) a child of the member's spouse;</li><li>(c) a dependent of the member or the member's spouse;</li><li>(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;</li><li>(e) a company the member controls; or</li><li>(f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth) (currently none are prescribed).</li></ul>
<b>Company</b>	Eagle Mountain Mining Limited (ACN 621 541 204).
<b>Company Secretary</b>	The Company Secretary of the Company at the time of the Meeting.
<b>Constitution</b>	The Constitution of the Company as at the date of this Notice.
<b>Corporations Act</b>	The <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	A director of the Company.
<b>Entitlement Offer</b>	A non-renounceable entitlement offer on a 1 for 6 basis together with 1 attaching Option for every 3 Shares subscribed for and issued, as announced by the Company on 11 November 2025.
<b>Equity Security</b>	<p>Has the meaning given to that term in Listing Rule 19.12, being:</p> <ul style="list-style-type: none"><li>(a) a share;</li><li>(b) a unit;</li><li>(c) a right to a share or unit or option;</li><li>(d) an option over an issued or unissued security;</li><li>(e) a convertible security;</li><li>(f) any security that ASX decides to classify as an equity security;</li><li>(g) but not a security that ASX decides to classify as a debt security.</li></ul>
<b>Exempt Investor</b>	An investor under section 708 of the Corporations Act to whom securities may be offered without a prospectus or other disclosure document.
<b>Explanatory Statement</b>	This explanatory statement which accompanies and forms part of the Notice of Meeting.
<b>General Meeting or Meeting</b>	The general meeting of Shareholders convened by this Notice, including or any adjournment of such meeting.
<b>Glossary</b>	This glossary of terms.

<b>Key Management Personnel</b>	Has the same meaning as the definition of that term in section 9 of the Corporations Act, being those 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).
<b>Broker Options</b>	An Option exercisable at \$0.02 on or before 30 November 2028 and on the terms set out in Schedule 1 to this Explanatory Statement.
<b>Listing Rules</b>	The listing rules of ASX, as amended from time to time.
<b>Mandates</b>	Has the meaning given in section 3.4 of the Explanatory Statement.
<b>Material Investor</b>	means any of the following: <ul style="list-style-type: none"> <li>(a) a related party of the Company;</li> <li>(b) a member of the Company's Key Management Personnel;</li> <li>(c) a substantial holder in the Company;</li> <li>(d) an adviser to the Company; or</li> <li>(e) an associate of any of the above,</li> </ul> where such person or entity is being issued more than 1% of the Company's issued capital.
<b>Meeting Chair</b>	The chairperson of the Meeting.
<b>Notice or Notice of General Meeting</b>	The notice of General Meeting which accompanies this Explanatory Statement.
<b>Option</b>	An option to subscribe for a Share.
<b>Placement Option</b>	An attaching Option to be issued in connection with the Placement, exercisable at \$0.02 on or before 30 November 2028 and on the terms set out in Schedule 1 to this Explanatory Statement.
<b>Placement Share</b>	A Share issued under the Placement.
<b>Prenzler Group</b>	Prenzler Group Pty Ltd (ACN 621 100 730) (Authorised Representative of AFSL 456663).
<b>Prenzler Mandate</b>	The joint lead manager mandate between the Company and Prenzler Group dated 10 November 2025.
<b>Proxy Form</b>	The proxy form accompanying the Notice.
<b>Related Party</b>	Has the same meaning as given to that term in the Listing Rules.
<b>Resolution</b>	A resolution set out in the Notice.
<b>Section</b>	A section of this Notice.
<b>Securities Registry</b>	The Company's securities registry, being Computershare Investor Services Pty Limited (ACN 078 279 277).
<b>Share</b>	A fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	A registered holder of a Share.
<b>WST</b>	Australian Western Standard Time, being the time in Perth, Western Australia.

## Schedule 1 – Terms of Placement Options and Broker Options

The terms of the Placement Options and Broker Options (**Options**) are as follows:

(a) **Entitlement**

Each Option entitles the holder (**Option Holder**) to subscribe for one fully paid ordinary Share in the Company.

(b) **Subscription price on grant**

The Option Holder is not required to pay a subscription amount on the grant of the Options.

(c) **Exercise price**

The exercise price of each Option is \$0.02 (**Exercise Price**).

(d) **Expiry date**

Each Option may be exercised at any time before 5.00pm (WST) on 30 November 2028 (**Expiry Date**). Any Option not exercised by the Expiry Date will automatically expire.

(e) **Certificate or Holding Statement**

The Company must give the Option Holder a certificate or Holding Statement stating:

- the number of Options issued to the Option Holder;
- the Exercise Price of the Options; and
- the date of issue of the Options.

(f) **Transfer**

The Options are transferable, subject to compliance with applicable law.

(g) **Quotation of Shares**

The Company will apply to ASX for official quotation of the Shares issued on exercise of Options.

(h) **New issues**

The Option Holder is not entitled to participate in any new issue to Shareholders of Securities in the Company unless it has exercised its Options before the record date for determining entitlements to the new issue of Securities and participate as a result of holding Shares.

(i) **Bonus issues**

If the Company makes a bonus issue of Shares or other Securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and a Share has not been issued in respect of the Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable will be increased by the number of Shares which the Option Holder would have received if the Option Holder had exercised the Option before the record date for determining entitlements to the issue.

(j) **Reorganisation**

If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option Holder (including the number of Options to which the Option Holder is entitled to and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

Any calculations or adjustments which are required to be made will be made by the Company's Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option Holder.

The Company must, within a reasonable period, give to the Option Holder notice of any change to the Exercise Price of any Options held by the Option Holder or the number of Shares which the Option Holder is entitled to subscribe for on exercise of an Option.

(k) **Exercise of Options**

To exercise Options, the Option Holder must give the Company or its Share Registry, at the same time:

- a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of Options being exercised and Shares to be issued;
- payment of the Exercise Price for the Shares, the subject of the exercise notice, by way of bank cheque or by other means of payment, approved by the Company; and
- any certificate for the Options.

The Option Holder may only exercise Options in multiples of 10,000 Options unless the Option Holder exercises all Options held by the Option Holder.

The Options will be deemed to have been exercised on the date the exercise notice and Exercise Price are received by the Company.

If the Option Holder exercises less than the total number of Options registered in the Option Holder's name:

- the Option Holder must surrender their Option certificate (if any); and
- the Company must cancel the certificate for the Option (if any) and issue the Option Holder a new certificate or Holding Statement stating the remaining number of Options held by the Option Holder.

(l) **Issue of Shares on exercise of Options**

Within 5 Business Days after receiving an application for exercise of Options and payment by the Option Holder of the Exercise Price, the Company must issue the Option Holder the number of Shares specified in the application.

Subject to the Constitution, all Shares issued on the exercise of Options will rank in all respects (including rights relating to dividends) equally with the existing ordinary shares of the Company at the date of issue.

(m) **Governing law**

These terms of the Options are governed by the laws of Western Australia. The Option Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.



## Need assistance?



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



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



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:30am (WST) on Monday, 5 January 2026.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 188486**

**SRN/HIN:**

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

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

## Proxy Form

Please mark ☒ to indicate your directions

### Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Eagle Mountain Mining Limited hereby appoint

☐ the Chair of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Eagle Mountain Mining Limited to be held at 52 Ord Street West Perth, Western Australia 6005 on Wednesday, 07 January 2026 at 09:30am (WST) and at any adjournment or postponement of that meeting.

### Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Ratification of issue of Placement Shares to Placement Participants under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of issue of Placement Shares to Placement Participants under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue Placement Options to Placement Participants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue Broker Options to the Joint Lead Managers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

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



## 2026 General Meeting Notice and Proxy Form

4 December 2025

Dear Shareholder

Eagle Mountain Mining Limited (**Eagle Mountain** or the **Company**) is convening a General Meeting (**Meeting**) to be held at 52 Ord Street, West Perth, Western Australia on **Wednesday, 7 January 2026 at 9:30 am (AWST)**.

The Board has made the decision that it will hold a physical Meeting. In accordance with the Corporations Amendment (Meetings and Documents) Act 2022, the Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (Meeting Materials) are being made available to shareholders electronically and can be viewed and downloaded from the Company's website at: <https://eaglemountain.com.au/investor-centre/#ANNOUNCEMENTS>. Alternatively, the Meeting Materials have been posted on the Company's ASX market announcements page (ASX: EM2).

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience. **Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Notice.**

Your proxy voting instruction must be received by 9:30am (AWST) on Monday, 5 January 2026, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Computershare Investor Services Pty Limited on, 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

The Company will update shareholders if changing circumstances will impact the planning or arrangements for the Meeting by way of announcement on ASX and the details will also be made available on our website at <https://eaglemountain.com.au/investor-centre/#ANNOUNCEMENTS>.

In order to be able to receive communications electronically from the Company in the future, please update your details online at [www.investorcentre.com/au](http://www.investorcentre.com/au).

Mark Pitts  
Company Secretary  
**Eagle Mountain Mining Limited**

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EAGLE MOUNTAIN MINING LIMITED ACN 621 541 204

Level 5, 191 St Georges Terrace, Perth WA 6000 | PO Box 3365 Nedlands WA 6009  
[info@eaglemountain.com](mailto:info@eaglemountain.com) | [eaglemountain.com.au](http://eaglemountain.com.au)