



Notice of Annual General Meeting SOON MINING LIMITED ACN 603 637 083

The 2021 Annual General Meeting of Soon Mining Limited (the "Company") will be held:

Date: 30 July 2021

Time: 10:30 am (Brisbane time)

Venue: Virtual meeting via audio cast

Please check the details on the Company's website www.soonmining.com on or after 21 July 2021

Ordinary business

Financial statements and reports

To receive and consider the Financial Report, Director's report and Auditor's report for the financial year ended 31 December 2020.

Ordinary Shareholder Resolutions

1. Remuneration Report

To consider, and, if thought fit, pass the following non-binding ordinary resolution:

"That the Remuneration Report for the year ended 31 December 2020 be adopted."

A voting exclusion statement for this resolution is set out on page 8.

Note: The Remuneration Report is contained within the Directors' Report of the 2020 Annual Report and commences on page 8 of the Report. This is a non-binding advisory vote.

2. Re-election of Frederic Ferges as Director

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

"That Frederic Ferges, who retires in accordance with clause 12.5(a) of the Company's Constitution and, being eligible, is re-elected as a director of the Company."

3. Election of Kevin Gan as Director

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

"That Kevin Gan, who retires in accordance with clause 12.4(b) of the Company's Constitution and, being eligible, is re-elected as a director of the Company."

4. Election of Annie Huang as Director

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

"That Annie Huang, who retires in accordance with clause 12.4(b) of the Company's Constitution and, being eligible, is re-elected as a director of the Company."

5. Appointment of the Auditor

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

"That Hall Chadwick, for the purposes of section 327B of the Corporations Act and for all other purposes, having been nominated by a shareholder of the Company and having consented to act as auditor of the Company, be appointed as auditor of the Company with immediate effect."

6. Issue of Related Party Shares to Titanoboa

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

“That for the purpose of Listing Rule 10.11 and for all other purposes, approval is given to the Company to issue 1,780,195 Shares to Titanoboa, on the terms and conditions detailed in the Explanatory Notes.”

A voting exclusion statement applies to this item of business, as set out on page 8.

7. Issue of Related Party Shares to Kirin

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

“That for the purpose of Listing Rule 10.11 and for all other purposes, approval is given to the Company to issue 1,551,690 Shares to Kirin, on the terms and conditions detailed in the Explanatory Notes.”

A voting exclusion statement applies to this item of business, as set out on page 8.

8. Issue of Related Party Shares to Brainpower

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

“That for the purpose of Listing Rule 10.11 and for all other purposes, approval is given to the Company to issue 300,000 Shares to Brainpower, on the terms and conditions detailed in the Explanatory Notes.”

A voting exclusion statement applies to this item of business, as set out on page 8.

9. Issue of Related Party Shares to TTFT

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

“That for the purpose of Listing Rule 10.11 and for all other purposes, approval is given to the Company to issue 185,000 Shares to TTFT, on the terms and conditions detailed in the Explanatory Notes.”

A voting exclusion statement applies to this item of business, as set out on page 8.

10. Issue of Shares to Sunlake

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

“That for the purpose of Listing Rule 7.1 and for all other purposes, approval is given to the Company to issue 1,815,097 Shares to Sunlake, on the terms and conditions detailed in the Explanatory Notes.”

A voting exclusion statement applies to this item of business, as set out on page 8.

Special business

11. Approval of Additional 10% Placement Capacity

To consider and, if in favour, to pass the following resolution as a **special resolution**:

“That for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Notes.”

A voting exclusion statement applies to this item of business, as set out on page 8.

By order of the Board of Soon Mining Limited

Kevin Gan
Company Secretary
28 June, 2021

Explanatory Notes

These Explanatory Notes have been prepared to help Shareholders understand the business to be put to Shareholders at the forthcoming Annual General Meeting ("AGM").

Financial Statements and Reports

The financial reports and the reports of the Directors and of the auditor for the financial year ended 31 December 2020 will be laid before the AGM, as required by section 317 of the Corporations Act. The Corporations Act does not require a vote of Shareholders on these reports.

The Company's 2020 Annual Report (which includes the Directors', Auditor's and Financial Reports) is available on the Company's website www.soonmining.com.

During this item of business, shareholders will be given a reasonable opportunity to ask questions about, and make comments on, those reports and the business and management of the Company.

Shareholders will also be given a reasonable opportunity to ask a representative of the Company's auditor, RSM, questions relevant to the conduct of the audit, the preparation and the content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of financial statements or the independence of the auditor in relation to the conduct of the audit.

1. Resolution 1 - Remuneration Report

The Corporations Act requires that the section of the Director's Report dealing with the remuneration of Directors ("Remuneration Report") be put to a vote of Shareholders for adoption by way of a resolution. The Remuneration Report commences on page 8 of the 2020 Annual Report which is available from the Company's website (www.soonmining.com).

The Report:

- describes the policies behind, and the objectives and structure of, the remuneration arrangements of the Company; and
- sets out the remuneration arrangements in place for each Director and for each of the key management personnel (KMP) of the Company.

The Corporations Act provides that the vote on the resolution is advisory only and will not bind the Directors or the Company, however the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies.

If more than 25% of the votes are cast against two consecutive annual section 250R(2) resolutions, the Corporations Act requires a shareholder vote on whether to convene a special meeting at which all Directors (other than a managing director) who were in office when the second 250R(2) resolution was passed must stand for re-election.

At the Company's last annual general meeting, the votes cast against the 2019 remuneration report represented less than 25% of the total votes cast.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or to make comments upon, the Remuneration Report before the resolution is put to the vote.

A voting exclusion statement applies to this item of business, as set out on page 8.

Board recommendation

The Directors recommend that Shareholders vote in favour of adopting the Remuneration Report.

2. Resolution 2 - Re-election of Frederic Ferges as Director

Retirement by rotation

The Company's Constitution requires that one-third of the Directors (other than alternate Directors and the Managing Director) must retire at the AGM (retirement by rotation). If eligible, the retiring Director may offer himself or herself for re-election.

Accordingly, Mr Frederic Ferges has agreed to retire by rotation as a Director of the Company at the AGM and, being eligible, offers himself for re-election.

Biographical details for Mr Frederic Ferges

Mr Ferges is an accomplished professional with over 15 years of experience in executive management, corporate transformation, finance and audit. He has extensive global experience and has operated from both an executive management and advisory capacity. Frederic is also a CPA, Registered Company Auditor, and holds a Bachelor of Science degree.

Frederic was appointed as a Non-Executive Director on 1 October 2019.

Board recommendation

The Board (other than Mr Ferges) unanimously recommend that shareholders vote in favour of Resolution 2.

3. Resolution 3 - Election of Kevin Gan as Director

Background

The Company's Constitution provides that where a Director was appointed during the year, the Director only holds office until the next AGM. If eligible, the Director may offer themselves for election.

Accordingly, Mr Kevin Gan, who was appointed by the Board after the Company's last AGM, will cease to hold office at the AGM and, being eligible, offers himself for election.

Biographical details for Mr Gan

Mr Gan is a Non-Executive Director and Company Secretary of the Company, and was appointed on 20 October 2020.

Mr Gan is an independent consultant and provides accounting, advisory, and tax services. He has over 20 years of experience in professional services, tax and audit management in Asia Pacific region.

Mr Gan's qualification includes a Bachelor of Business (Accounting); Associate of Institute of Financial Accountants; Member of Institute of Public Accountants; Accredited SMSF Auditors; Tax Agent; and Commissioner of Declaration.

Board recommendation

The Board (other than Mr Gan) unanimously recommend that shareholders vote in favour of Resolution 3.

4. Resolution 4 - Election of Annie Huang as Director

Background

The Company's Constitution provides that where a Director was appointed during the year, the Director only holds office until the next AGM. If eligible, the Director may offer themselves for election.

Accordingly, Ms Annie Huang, who was appointed by the Board after the Company's last AGM, will cease to hold office at the AGM and, being eligible, offers herself for election.

Biographical details for Ms Huang

Ms Huang is a Non-Executive Director of the Company, and was appointed on 16 April 2021.

Ms Huang is a professional with long-term international trading experience, as well as expertise in public relationship and corporate management. In her key manager position for more than 30 years, she has demonstrated outstanding execution and superior business capabilities.

Ms Huang was elected as the president of the Youth Chamber of Commerce, the president of Taichung Kiwanis International, and the consultant of the Association of Small and Medium Enterprises.

Board recommendation

The Board (other than Ms Huang) unanimously recommend that shareholders vote in favour of Resolution 4.

5. Resolution 5 - Appointment of the Auditor

Background

Under section 327B(1)(b) of the Corporations Act, the Company must appoint an auditor to fill any vacancy at each annual general meeting, and pursuant to section 328B of the Corporations Act, the Company must receive a valid notice of nomination of auditor from a shareholder of the Company in order to put an auditor up for appointment at an annual general meeting of members.

A copy of a valid nomination of auditor from a Shareholder is attached as Annexure B to this Notice of Meeting.

Section 328A of the Corporations Act provides that a company must not appoint an individual, firm or company as auditor of the company unless that individual, firm or company has consented, before the appointment, to act as auditor and has not withdrawn that consent before the appointment is made. The Company confirms that Hall Chadwick has consented to its appointment as the Company's auditor and has not, as at the date of this Notice, withdrawn that consent.

Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 5.

6. Resolutions 6 – 9 - Issue of Shares to related parties

Background

Resolutions 6 – 9 seek Shareholder approval for the issue of Shares to related parties of the Company, in order to extinguish debts owing by the Company (all such debts having been verified by the Company's auditor) to those related parties, in summary, details of the resolution are as follow:

- (a) Resolution 6 – 1,780,195 Shares to Titanoboa in lieu of \$356,039 in consulting fees owing by the Company to Titanoboa for services rendered by, and reimbursement of reasonable expenses of, Titanoboa for the period on and from 31 January 2019 to 31 December 2020 pursuant to the consulting arrangement between Titanoboa and the Company for the provision of services, including Osgard Huang's services in connection with the Company's projects, and the provision of services to the Company's subsidiary Soon Mining Ghana .
- (b) Resolution 7 – 1,551,690 Shares to Kirin in lieu of \$310,338 in director and related service fees owing by the Company to Kirin relating to the provision of director and consulting services of Linna Chi for the period between 31 December 2018 and 31 December 2020, pursuant to a consulting and related services agreement between the Company and Kirin, including for the provision of executive assistant services.

- (c) Resolution 8 – 300,000 Shares to Brainpower in lieu of \$60,000 in consulting fees owing by the Company to Brainpower in respect of the provision of consulting services of Jessica Chi for the period between 31 January 2019 and 31 December 2021, pursuant to the consulting agreement between the Company and Brainpower.
- (d) Resolution 9 – 185,000 Shares to TTFT in lieu of \$37,000 in fees owing by the Company to TTFT for the provision of non-executive director and company secretary services of Frederic Ferges for the period between 31 October 2019 and 2 December 2020.

(together, the **Related Party Shares**).

Chapter 2E Corporations Act

Chapter 2E of the Corporations Act regulates the provision of "financial benefits" to "related parties" by a public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

A "related party" is widely defined under the Corporations Act, and includes the directors of the company, and will capture all the entities and persons falling within Resolutions 6 to 9.

A "financial benefit" is construed widely and in determining whether a financial benefit is being given, Section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. Section 229 of the Corporations Act includes as an example of a financial benefit, the issuing of securities or the granting of an option to a related party.

There are two relevant exemptions to the Related Party provisions under Chapter 2E, being:

- (a) the "arms' length exemption", which states that member approval is not needed to give a financial benefit on arm's length terms, or terms that are less favourable than arm's length terms; and
- (b) the "reasonable remuneration exemption", which states that member approval is not needed to give a financial benefit to a related party as an officer or employee of that company (or certain related companies) that is reasonable in the circumstances of the entity and the related party.

The issue of the Related Party Shares to the related parties under Resolutions 6 to 9 falls within the above two exceptions as the Board considers that the purpose of converting the outstanding fees into the Company's shares is to support the company's cash flow and reduce the Company's debt, and the deemed issue price of \$0.2 per Share is the quoted share price on the date of conversion (31 December 2020) and is also the long-term average share price.

Listing Rule 10.11

In addition to the Corporations Act requirements, Listing Rule 10.11 provides that unless one of the exceptions to Listing Rule 10.11 are met (as set out in Listing Rule 10.12), a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party (as defined in the Listing Rules);
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

- 10.11.4 an associate of a person referred to in 10.11.1 – 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in 10.11.1 – 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains approval from its shareholders.

The issue of the Related Party Shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. Resolutions 6 – 9 therefore require the approval of Shareholders under Listing Rule 10.11.

Information required by Listing Rule 14.1A

If Resolutions 6 – 9 are passed, the Company will be able to proceed with the issue of the Related Party Shares within one month after the date of the AGM (or such other later date permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Related Party Shares (because approval is being sought under Listing Rule 10.11), the issue of the Related Party Shares will not extinguish any of the Company's 15% annual placement capacity.

If Resolutions 6 – 9 are not passed, the Company will not be able to issue the Related Party Shares in lieu of consultancy fees or loans (as applicable) owing, and will need to satisfy those payments out of the Company's cash reserves.

Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided in respect of Resolutions 6 – 9:

- (a) the Related Party Shares will be issued to the following persons in the following numbers:
- (i) Resolution 6 – 1,780,195 Shares to Titanoboa, who falls within the category in Listing Rule 10.11.1 as Titanoboa is controlled by Osgard Huang who is a director of the Company.
 - (ii) Resolution 7 – 1,551,690 Shares to Kirin, who falls within the category in Listing Rule 10.11.1 as Kirin is controlled by Linna Chi who is a former director of the Company.
 - (iii) Resolution 8 – 300,000 Shares to Brainpower, who falls within the category in Listing Rule 10.11.1 as Brainpower is controlled by Jessica Chi who is the spouse of current director of the Company.
 - (iv) Resolution 9 – 185,000 Shares to TTFT, who falls within the category in Listing Rule 10.11.1 as TTFT is controlled by Frederic Ferges who is a director of the Company.
- (b) the Related Party Shares are ordinary shares which will rank pari passu with all other quoted Shares of the Company;
- (c) the Related Party Shares will be issued no later than 1 month after the date of the AGM (or such other date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (d) the deemed issue price of the Related Party Shares will be \$0.2 per Share. The Company will not receive any consideration for the issue save for the extinguishment of the consulting fees and loans outstanding to those related parties;
- (e) the purpose of the issue of the Related Party Shares is to extinguish debts owing by the Company to each of those related parties in lieu of the Company paying such debts in cash. Accordingly, no funds will be raised by the issue of the Related Party Shares;
- (f) the purpose of issuing the Related Party Shares is not to remunerate or incentivize any person and is

being used to satisfy outstanding debts owing to the related parties;

- (g) the terms of the agreements underlying the issue of the Related Party Shares are set out in the background of this section 6 above; and
- (h) the voting exclusion statement in respect of Resolutions 6 – 9 are set out towards the end of these Explanatory Notes.

Board recommendation

The Board (excluding the relevant persons set out in the voting exclusions for these Resolutions) recommends that Shareholders vote in favour of Resolutions 6 - 9.

7. Resolution 10 – Issue of Shares

Background

Resolution 10 seeks Shareholder approval pursuant to Listing Rule 7.1 for the Company to issue the following Shares:

- (a) Resolution 10 – 1,815,095 Shares to Sunlake in lieu of \$363,019 in consulting fees owing by the Company to Sunlake pursuant to the provision of consulting services for the period between 28 February 2019 and 31 December 2020 under the consulting arrangement between the same (**Repayment Shares**).

Regulatory requirements

Listing rule 7.1

Listing Rule 7.1 generally 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.

Information required by Listing Rule 14.1A

If Resolution 10 is passed, the Company will be able to proceed with issuing the Repayment Shares. Additionally, the issue of the Repayment Shares will be excluded from the calculation of the number of Shares the Company is able to issue without Shareholder approval under Listing Rule 7.1.

If Resolution 10 is not passed, the issue of the Repayment Shares may still proceed, but will reduce the Company's capacity to issue Shares without Shareholder approval under Listing Rule 7.1 during the 12 months following the issue.

Resolution 10 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Repayment Shares.

Information required under Listing Rules 7.1 and 7.3

In accordance with Listing Rule 7.3, the following information is provided in respect of Resolutions 10:

- (a) the Repayment Shares will be issued to the following persons in the following numbers:
 - (i) Resolution 10 – 1,815,095 Shares to Sunlake.
- (b) the Repayment Shares are ordinary shares which will rank pari passu with all other quoted Shares of the Company;
- (c) the Repayment Shares will be issued not later than 3 months after the date of the AGM (or such alter date to the extent permitted by any ASX waiver or modification to the ASX Listing Rules);
- (d) the deemed issue price of the Repayment Shares will be \$0.2 per Share. The Company will not receive any consideration for the issue save for the extinguishment of the consulting fees and loans outstanding to those persons;
- (e) the purpose of the issue of the Repayment Shares is to extinguish debts owing by the Company to each of

those persons in lieu of the Company paying such debts in cash. Accordingly, no funds will be raised by the issue of the Repayment Shares;

- (f) the terms of the agreements underlying the issue of the Repayment Shares are set out in the background of this section 7 above;
- (g) the Repayment Shares are not being issued under, or to fund, a reverse takeover; and
- (h) a voting exclusion statement in respect of Resolution 10 is set out towards the end of these Explanatory Notes.

Board recommendation

The Board (excluding the relevant persons set out in the voting exclusions for these Resolutions) recommends that Shareholders vote in favour of Resolution 10.

8. Resolution 11 - Approval of additional 10% placement capacity

Listing Rule 7.1A

Under Listing Rule 7.1A, certain eligible entities (being companies that are outside the S&P/ASX 300 index and that also have a market capitalisation of \$300 million or less) may issue Equity Securities up to a further 10% of its share capital within a 12 month period without further Shareholder approval if Shareholders have passed a special resolution under Listing Rule 7.1A at the Company's AGM. The 10% capacity is in addition to the 15% placement capacity under Listing Rule 7.1.

The number of Equity Securities that may be issued is to be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

(A x D) – E

Where:

- A** is the number of fully paid Shares on issue 12 months before the date of issue or agreement:
 - plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
 - plus the number of partly paid Shares that became fully paid in the 12 months;
 - plus the number of fully paid Shares issued in the 12 months with approval of Shareholders under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the Company's 15% capacity pursuant to Listing Rule 7.1 without Shareholder approval; and
 - less the number of fully paid Shares cancelled in the 12 months;
- D** is 10%; and
- E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

The Company is not a member of the S&P / ASX 300 Index and has a market capitalisation of approximately \$31.64 million (as at market close on 30 June 2020). The Company is therefore an 'eligible entity' for the purpose of Listing Rule 7.1A.

Refer to Annexure A for additional disclosures required in accordance with Listing Rule 7.3A.

A voting exclusion statement applies to this item of business, as set out on page 8.

Board recommendation

The Directors recommend that Shareholders vote in favour of the additional 10% placement capacity.

Definitions

Annual General Meeting or **AGM** means the Company's annual general meeting the subject of this Notice of Meeting.

ASX means ASX Limited ABN 98 008 624 691 or the securities market which it operates, as the context requires.

Brainpower means Brainpower Investment Management Limited. The registered office is in British Virgin Islands with Company Number 1860672.

Company means Soon Mining Limited ACN 603 637 083.

Constitution means the constitution of the Company.

Control has the meaning given in section 50AA of the Corporations Act.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Equity Securities has the meaning given in Chapter 19 of the Listing Rules.

Hall Chadwick means The Trustee For Gwk Discretionary Trust No 2 & The Trustee For Sloman No 2 Family Trust & The Trustee For Michael Williams No 2 Trust & The Trustee For Sendall No 2 Trust & Others trading as Hall Chadwick QLD ABN 66 897 367 267.

Kirin means Kirin International Limited. The registered office is in British Virgin Islands with Company Number 1799584.

KMP means the key management personnel of the Company, being those persons listed in the Remuneration Report.

Listing Rules mean the official listing rules of the ASX.

Notice of Meeting means the notice of meeting and includes the Explanatory Notes.

Related Party Shares means the 3,816,885 Shares to be issued pursuant to Resolutions 6 to 9.

Repayment Shares means the 1,815,095 Shares to be issued pursuant to Resolution 10.

Remuneration Report means the section of the Directors' report for the year ended 31 December 2020 that is included under section 300A(1) of the Corporations Act.

Share means a fully paid ordinary share issued in the capital of the Company.

Shareholder means a holder of one or more Shares.

Sunlake means Sunlake International Management Consulting Co., Ltd. The location of business is in Taiwan with Business Account Number 24726926.

Titanoboa means Titanoboa Group Limited. The registered office is in British Virgin Islands with Company Number 1800302.

TTFT means TTFT as trustee for the Ferges Trust ABN 27 816 266 123.

Voting Exclusion and Prohibition Statements

Resolution 1 – Remuneration Report

The Company will disregard any votes cast on this Resolution by, or on behalf of:

- any of the Company's KMP, whose remuneration details are disclosed in the 2020 Remuneration Report; and
- a closely related party of such a KMP, unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the proxy form.

A closely related party includes close family Shareholders and companies the KMP controls. However, votes will not be disregarded if cast by the Chairman of the meeting in accordance with a direction of the proxy form or if the proxies are undirected.

Resolutions 6 - 9 – Issue of Shares to Related Parties

Voting Exclusion Statement

The Company will disregard any votes cast in favour of:

- Resolution 6 by or on behalf of Titanoboa or Oscar Huang and any other person who will obtain a material benefit as a result of the issue of the Shares pursuant to the relevant Resolution (except a benefit solely by reason of being a holder of Shares in the Company) or an associate of that person or those persons;
- Resolution 7 by or on behalf of Kirin or Linna Chi and any other person who will obtain a material benefit as a result of the issue of the Shares pursuant to the relevant Resolution (except a benefit solely by reason of being a holder of Shares in the Company) or an associate of that person or those persons;
- Resolution 8 by or on behalf of Brainpower or Jessica Chi and any other person who will obtain a material benefit as a result of the issue of the Shares pursuant to the relevant Resolution (except a benefit solely by reason of being a holder of Shares in the Company) or an associate of that person or those persons ; and
- Resolution 9 by or on behalf of TTFT or Frederic Ferges and any other person who will obtain a material benefit as a result of the issue of the Shares pursuant to the relevant Resolution (except a benefit solely by reason of being a holder of Shares in the Company) or an associate of that person or those persons.
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However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- the chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolutions 10 – Issue of Shares to Non-Related Party

The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of Sunlake and any other person who will obtain a material benefit as a result of the issue of the Shares pursuant to the Resolution (except a benefit solely by reason of being a holder of Shares in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- the chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 11 – Approval of additional 10% placement capacity

The Company will disregard any votes cast on resolution 11 by any person who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary shares in the Company) and any of their associates.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- the chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Information

The required quorum for the meeting is at least two members, holding not less than 5% of the votes that may be cast at the meeting, present in person or by proxy. Voting will be decided on a show of hands unless a poll is demanded by the chairperson or a member or members entitled to do so before the vote is taken or before or immediately after the declaration of the result on a show of hands. On a show of hands, every member shall have one vote. On a poll, each member present shall have one vote for each share held by that member and in respect of which that member is entitled to vote. If shares are jointly held and more than one of the joint holders vote, only the vote of the holder whose name appears first in the register of members will be counted.

Individuals

If you plan to attend the virtual meeting, we ask that you logged in at least 30 minutes prior to the time designated for the meeting.

Proxy voting by Chairman

The Chairman of the Meeting will vote undirected proxies in favour of all resolutions. This includes resolution 2 even though the resolution is connected with the remuneration of KMP.

Other KMP as proxy

If you appoint a Director (other than the Chairman of the meeting) or another member of the KMP (or a closely related party of a Director or KMP) as your proxy, you should direct them how to vote on the resolution 2 by marking the appropriate box on the proxy form. If you do not do so, your proxy will not be able to vote on your behalf on resolution 2.

Entitlement to vote

The Board has determined that a shareholder's voting entitlement at the Annual General Meeting will be taken to be the entitlement of the person shown on the register of members as at 07:00 pm (Brisbane time) on Wednesday, 28 July 2021. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting by corporations

In order to vote at the meeting (other than by proxy – see below for instructions), a corporation that is a shareholder must appoint a person to act as its representative. The appointment must comply with the Corporations Act. A letter of representation must be either lodged with the Company by email to info@soonmining.com, prior to the commencement of the meeting or the representative must bring to the meeting evidence of his or her appointment including any authority under which it is signed.

Voting by Proxy or Attorney

A member is entitled to appoint a proxy, attorney or representative (who need not be a shareholder in the Company) to vote on his or her behalf at the meeting. A proxy can be either an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act; and
- provides the Company with satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If such evidence is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

A member may appoint no more than two proxies or attorneys. Each proxy or attorney must be appointed to represent a specified proportion of the member's voting rights. If no proportion is specified, each proxy or attorney is entitled to exercise half the member's votes. Where a member appoints two proxies or attorneys, neither will be entitled to vote on a show of hands if more than one proxy or attorney attends and each may only exercise the voting rights the proxy or attorney represents on a poll.

A Proxy Form is enclosed with this Notice of Meeting. Proxy voting instructions are outlined on the back of the Proxy Form. To be effective, the Proxy Form (and the authority pursuant to which the instrument is signed) must be received **no later than 10:30am (Brisbane time) on Wednesday, 28 July 2021** by:

- **online** to www.linkmarketservices.com.au
- **post** to Soon Mining Limited, C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235, Australia
- **by hand** to 1A Homebush Bay Drive, Rhodes NSW 2138, Australia

For any enquiries, please call: +61 1300 554 474

Soon Mining Limited 2020 Annual Report

The Company's Annual Report (including the Financial Report) is accessible from the Company's website at www.soonmining.com.

Annexure A – Additional disclosure required under Listing Rule 7.3A

Additional disclosure obligations are imposed when the special resolution is proposed, when the Equity Securities are issued and when any further approval is sought. For the purposes of Listing Rule 7.3A, the Company provides the following information:

Minimum price at which the Equity Securities may be issued	The issue price of each Equity Security must be no less than 75% of the volume weighted average price for the Equity Securities calculated over the 15 trading days on which trades in that class were recorded immediately before: (a) the date on which the price at which the Equity Securities are to be issued is agreed; or (b) if the Equity Securities are not issued within 5 trading days of the date in paragraph (a), the date on which the Equity Securities are issued.
Purpose of issue under 10% placement capacity	The Company may issue equity securities under the 10% placement capacity as cash consideration, in which case the Company intends to use the funds raised to: (a) to continue exploration in the exploration projects; (b) to purchase additional machinery and equipment; and (c) general operating expenses.
Risk of economic and voting dilution	An issue of Equity Securities under Listing Rule 7.1A involves the risk of economic and voting dilution for existing Shareholders. The risks include: (a) the market price for Equity Securities may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and (b) the Equity Securities may be issued at a price that is at a discount to the market price for the Shares on the issue date. In accordance with Listing Rule 7.3A.2, a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.
Date by which the Company may issue the Equity Securities	The period commencing on the date of this Annual General Meeting (if resolution 5 is approved) and expiring on the first to occur of the following: (a) the date which is 12 months after the date of this Annual General Meeting; and (b) the date of the approval by holders of the Company's ordinary securities of a transaction under Listing Rules 11.1.2 or 11.2. The approval under Listing Rule 7.1A will cease to be valid in the event that holders of the Company's ordinary securities approve a transaction under Listing Rules 11.1.2 or 11.2.
Details of the Company's allocation policy for issues under approval	The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to the factors including but not limited to the following: (a) the methods of raising funds that are available to the Company including, but not limited to, rights issues or other issues in which existing Shareholders can participate; (b) the effect of the issue of Equity Securities under Listing Rule 7.1A on the control of the Company; (c) the financial situation and solvency of the Company; and (d) advice from corporate, financial and broking advisers (if applicable). The allottees under the Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company. If the Company undertakes an acquisition, it is also possible that the allottees under the Listing Rule 7.1A facility could include the vendors of the relevant target company or companies.
Previous approvals under Listing Rule 7.1A	The Company has not previously sought approval under Listing Rule 7.1A.

Issued capital	50% decrease in market price (\$0.10)		Current market price (\$0.20)		100% increase in market price (\$0.40)	
	10% voting dilution	Funds raised	10% voting dilution	Funds raised	10% voting dilution	Funds raised
Variable "A" (158,222,821 Shares)	15,822,282	\$1,582,228.20	15,822,282	\$3,164,456.40	15,822,282	\$6,328,912.80
50% increase in variable "A" (237,334,232 Shares)	23,733,423	\$2,373,352.30	23,733,423	\$4,746,684.60	23,733,423	\$9,493,369.20
100% increase in variable "A" (316,445,642 Shares)	31,644,564	\$3,164,456.40	31,644,564	\$6,328,912.80	31,644,564	\$12,657,825.60

Notes:

- Variable A refers to the calculation required by Listing Rule 7.1A.2, which equates to the current issued share capital of the Company (as at 31 March 2021).
- The table assumes the Company will issue the maximum number of Shares available under the additional 10% placement capacity pursuant to Listing Rule 7.1A. This is why the voting dilution is shown in each example as 10%.
- The table provides general information only and does not show an example of dilution that may be caused to any particular Shareholder.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The table assumes that the issue of Equity Securities under Listing Rule 7.1A consists only of Shares.
- The current issue price is \$0.20, being the closing price of the Shares trading on ASX on 31 March 2021.

Annexure B – Shareholder’s nomination of auditor

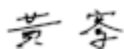
The Company Secretary
Soon Mining Limited
1G, 528 Compton Road, Stretton QLD 4116

Dear Sir,

NOMINATION OF AUDITOR

For the purposes of section 328B(1) of the Corporations Act 2001 (Cth) (Corporations Act), I, Chien Huang, being a member of Soon Mining Limited ACN 603 637 083 (Company), nominate Hall Chadwick of Level 4, 240 Queen Street, Brisbane QLD 4001 for appointment as auditor of the Company at the Annual General Meeting of the Company convened for 10:30am (Brisbane time) on Friday, 30 July 2021 (or any adjournment thereof).

Please distribute copies of this notice of nomination as required by section 328B(3) of the Corporations Act.



Chien Huang
10 May 2021