

Annual General Meeting

The Australasian Institute of Mining and Metallurgy

Thursday 20 May 2021, 12.00 pm AEST, online

Minutes

AGM panel

Dave Clark FAusIMM(CP), AusIMM President (The President)

Janine Herzig FAusIMM(CP), AusIMM Immediate Past President (The Immediate Past President)

Stephen Durkin FAusIMM, AusIMM CEO (The CEO)

Miriam Way MAusIMM, AusIMM General Manager, Member Engagement and Company Secretary (The Company Secretary)

Jeffrey Luckins, William Buck Audit (Vic) Pty Ltd, Director (The Auditor)

1. Welcome from Miriam Way, General Manager, Member Engagement and Company Secretary

At 12.00 pm AEST, the Company Secretary welcomed members to our 2021 Annual General Meeting (AGM). There were 358 registrations received and 155 people attending the meeting. The Company Secretary provided an overview of the agenda, clarified how members could ask questions and vote, and introduced the AGM panel.

2. Official opening from AusIMM President Dave Clark

The President welcomed attendees to the 2021 AusIMM AGM and declared the meeting officially open. AusIMM Director Nicole Brook was noted as an apology.

3. Confirmation of Minutes from AusIMM's 2020 Annual General Meeting (held Tuesday 12 May 2020)

The President noted that the 2020 AGM Minutes had been distributed to attendees, and invited the opportunity for any questions or comments. No questions or comments were made. The President presented a motion that the 2020 AGM Minutes be confirmed.

Moved by: Morrie Goodz FAusIMM CP(Ret)

Seconded by: Bruce Fulton FAusIMM

Motion endorsed by the AGM (65% of eligible members present voted, with 100% of members who voted being in favour of the motion).

4. Overview of 2020-21 from AusIMM President Dave Clark and CEO Stephen Durkin

The President presented an overview of AusIMM's 2020 activities, outlining how AusIMM is in a strong position strategically and financially despite the disruption of COVID-19.

The CEO then provided further detail on key activities undertaken in 2020 and 2021. The CEO also shared an update on AusIMM's digital ecosystems and outlined the planned and approved ongoing investment made in AusIMM's digital capability.

The CEO stated that AusIMM:

- is in good financial shape
- successfully navigated the impacts of COVID-19 in 2020
- is in a strong strategic position, and
- continues to grow in 2021 with a focus on our content strategy and using technology as an enabler.

The following questions received from attendees during the online AGM were addressed:

What is the total membership?

The CEO confirmed the number of members as of 18 May was 13,559.

Which other organisations are considered like AusIMM when membership is being considered? Please provide organisation names.

The President noted the Global Minerals Professionals Alliance (GMPA) represented similar bodies around the world, for example in the USA [Society for Mining, Metallurgy and Exploration], Canada [Canadian Institute of Mining, Metallurgy and Petroleum], and South Africa [the Southern African Institute of Mining and Metallurgy]. The President also noted other similar [non-mining] associations in Australia included organisations such as Engineers Australia and that our membership data is benchmarked against membership associations across the world. The CEO also gave some more detail around the GMPA and AusIMM's collaboration with these like-minded associations.

5. 2020 Annual Financial Statements presented by Immediate Past President Janine Herzig

The Immediate Past President presented the 2020 AusIMM annual financial statements, noting that despite the impacts of the pandemic, AusIMM is in a healthy financial position. The Immediate Past President reported that, as at 31 December 2020:

- Net assets held as a reserve for provision of services were \$4.03 million. Cash and investments totalled \$11.7 million.
- Net assets held on behalf of AusIMM Communities of Interest (COIs) totalled \$3.12 million.
- The consolidated operating loss for the 12 months ending 31 December 2020 was \$342,167.
- AusIMM has a diversified investment portfolio, and AusIMM's balance sheet position is strong.

The CEO noted that this strong balance sheet meant AusIMM did not need to draw into reserves in order to navigate an unprecedented year, and then provided some details on AusIMM's ongoing sustainability through revenue diversification and growth.

The following questions received from attendees during the online AGM were addressed:

What was the increase in sundry income from?

The CEO noted that this line item increased primarily due to a \$938,000 Australian Federal Government JobKeeper payment, as well as a smaller amount in relation to rental relief and Australian Taxation Office (ATO) relief.

Was the increase in office administration costs due to increased staffing levels?

The CEO responded that this line item included a significant uplift in the investment in consultants and service providers for AusIMM's digital capabilities, including \$850,000 for digital ecosystems, and \$600,000 related to the content strategy. The CEO noted that in future these line items will be presented in a more explicit way.

The CEO asked the Auditor if he wanted to make any comments. The Auditor noted there was a net increase in cashflows from operations of more than \$1 million, an important aspect adding to AusIMM's financial stability.

Net revenue from conferences has increased significantly from 40% in 2019 to 65% in 2020. How has the Institute managed such a good outcome and is this sustainable?

The CEO responded that the financial contribution from conferences was disrupted in 2020 as AusIMM could not deliver these face to face and had moved conferences to an online format. The online format meant profitability [in percentage terms] of conferences was higher. However, the bottom-line contribution [in dollar terms] of conferences was impacted significantly. Contribution from conferences in 2019 was more than \$2 million; in 2020 this figure was less than \$1 million. So, while profitability increased, overall revenue was significantly reduced. The strategy going forward is to deliver a hybrid conference format to provide continuing professional development to a broader audience and increase the financial contribution conferences make to the organisation overall.

The President responded to the following question that was received prior to the AGM [summarised below].

Please provide details of the terms and process by which facilitators are appointed for AusIMM courses, and how AusIMM manages potential conflicts of interest with regards to compensation for goods supplied or services provided.

The President responded that AusIMM transparently reports on compensation for goods supplied or services provided in its annual financial statements and that such payments are made on appropriate commercial terms. For example, AusIMM's JORC Course went through a tender process to commission the work; other courses have an advisory group appointed to ensure the experience and skills of facilitators are appropriate and relevant. Furthermore, the terms on which facilitators are engaged is based on a defined scope of work. There are also appropriate controls in place to manage the process, for example through Conflict-of-Interest management at Board level.

The President presented a motion that the 2020 annual financial statements had been considered by the AGM.

Moved by: Peter Hills FAusIMM(CP)

Seconded by: Peter Waggitt FAusIMM(CP)

Motion endorsed by the AGM (66% of eligible members present voted, with 99% of members who voted being in favour of the motion).

6. Appointment of auditors for 2021

The President responded to the following question submitted prior to the AGM:

Please advise the name of the auditors the AGM wishes to reappoint, their address and auditor's registration number.

The President responded: William Buck Audit (Vic) Pty Ltd; Level 20, 181 William Street, Melbourne, VIC, 3000; ASIC registered company auditor number: 296 288.

The President noted that as per 2019 and 2020 AGMs, the recommendation was to appoint William Buck as the AusIMM auditor for a period of 3 years with an option to extend, this therefore being the third year that William Buck will be auditors. No questions or comments were made.

The President presented a motion to endorse the appointment of William Buck as AusIMM auditors for the 2021 financial year.

Moved by: Ray Tolhurst MAusIMM

Seconded by: Colin Moorhead FAusIMM(CP)

Motion endorsed by the AGM (60% of eligible members present voted, with 100% of members who voted being in favour of the motion).

7. Timetable for Election of Directors to the AusIMM Board 2022-2024

The President noted that three current AusIMM Directors (Ivy Chen FAusIMM, Katrina Crook MAusIMM(CP) and Rene Sterk FAusIMM(CP)) are all completing their first term at the end of 2020. There are therefore three positions vacant on the AusIMM Board for the period 2022-2024.

The President outlined that AusIMM will open nomination for candidates mid-June and nominations must be received by 5.00 pm AEST Friday 30 July 2021. If an election is required, ballots will be sent to all members in August. The close of ballot date will be 5.00 pm AEDT Wednesday 20 October 2021. The elected Directors will be announced as soon as possible after the close of the ballot.

The President noted and thanked the Immediate Past President who will retire from the Board at the end of her term on 31 December 2021.

The President responded to the following question submitted prior to the AGM.

What is the AusIMM doing to ensure that the election process for Board positions is properly governed?

The President noted that queries were raised in 2020 regarding the application of highly desirable criteria, however ultimately all 10 candidates meeting the mandatory criteria were included in the ballot, and all three Directors were deemed to have been lawfully elected.

AusIMM is committed to continually improving governance processes, with Director elections governed by the By-Laws and overseen by a Nominations Committee. A detailed review has been undertaken in relation to the 2020 election process as part of measures fully endorsed by the Board to strengthen AusIMM processes.

The Nominations Committee has agreed to draw on independent/external specialist guidance to ensure activities are consistent with AusIMM By-Laws and industry guidance/charters (eg AICD) relating to nomination committees.

There were no further questions or comments.

8. General Business

The President responded to the following questions submitted prior to the AGM.

When you are a member grade of AusIMM, are you a Competent Person? Is there a process to become a Competent Person? How can we get JORC Certification?

The President noted that attaining Member grade does not automatically qualify any member as a Competent Person, and referred to JORC Code Clauses 9, 10 and 11 for more information. There is no prescriptive process to become a Competent Person, and while there is no such qualification as JORC Certification, there are courses that cover how to report Exploration Results, Mineral Resources and Ore Reserves according to the JORC Code.

Please advise status of Indonesian Branch establishment.

The President responded that AusIMM is in the process of confirming requirements with local regulations to support our member representatives and members in networking and professional development activities.

There were two additional items raised in advance of the AGM that the President addressed:

Review of Digital Transformation Project

The President responded that in line with the information provided in the CEO's update, AusIMM's Digital Transformation has been an ongoing capability build. As the strategy has matured, AusIMM has invested more money with full oversight of the Board. As part of AusIMM's commitment to governance, the organisation will be capturing a range of insights and learnings by conducting an external,

independent review of the planning, implementation and costs for the AusIMM Digital Transformation program, with key findings to be communicated with members by the end of the year.

Setting fees for AusIMM Community of Interest activities

The President noted that part of AusIMM's standard operating procedure is to build trust through a collaborative approach and hosting of forums to discuss matters relating to our COIs. A recent example is the setting of fees for our COI webinar events. Decisions on this were made on a basis of mutual agreement between the groups in the best interest of AusIMM.

The President and CEO then responded to some other questions raised by attendees during the AGM:

What is AusIMM and its partners' engagement with tertiary institutions to encourage continuation with Mining Engineering courses?

The CEO responded that AusIMM has launched its Working Group on the Resources Industry Future Workforce in partnership with key representatives from both industry and academia to address the supply and demand of skills in the sector.

What is the turnaround time to correct factual errors within the new website?

The CEO responded that AusIMM aims to update simple content corrections within 24 hours.

Has there been a commensurate investment in people and senior staff leadership to get the most out of the digital transformation investment?

The CEO responded that under the guidance of the Board, there has been a significant investment in staff resources as AusIMM continues to implement its growth strategy and in particular build its digital capability.

Is there any update on our members/activity in China?

The CEO responded that AusIMM has a number of members based in China and continues to have a strong relationship with GMAC (Global Mining Association of China). AusIMM is working closely with member representatives and stakeholders in Beijing and Hong Kong.

The President noted that in the interests of time any further questions would be followed up after the AGM.

9. Formal meeting close

The President made concluding comments, reiterating that the AusIMM Board and Management Team are proud of the achievements made during a difficult period for members, communities and the industry. The President thanked AusIMM Directors, the AusIMM Management Team and delegates and formally closed the 2021 AGM at 1.20 pm AEST.