

29 October 2021

Notice of 2021 Annual General Meeting and Proxy Form

Gold 50 Limited (Gold 50 or the Company) (ASX: G50)

In accordance with Listing Rule 3.17, Gold 50 Limited (Gold 50 or the Company) attaches a copy of the following documents:

1. Letter to Shareholders regarding arrangements for Annual General Meeting;
2. Notice of Annual General Meeting;
3. Virtual Meeting User Guide; and
4. Proxy Form.

This announcement has been approved for release by the Board of Directors of Gold 50 Limited.

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ABOUT GOLD 50

Gold 50 (ASX: G50) is a precious metals exploration company focussed on discovery in Arizona and Nevada, USA.

Gold 50's strategic intent is to rapidly define and progress exploration targets, leveraging the Company's board and management's track record of discovery in the Southwest USA.

Gold 50's flagship asset is the Golconda Project in the Wallapai Mining District of Arizona, where the Company has consolidated a historical mining district adjacent to a major copper-molybdenum porphyry deposit and known for its extensive mineralised veins containing unusually high precious metals grades. Gold 50 is also exploring a portfolio of high-quality gold projects - Spitfire, Caisson, Broken Hills and Top Gun - in the Walker Lane Trend of Nevada, a prolific yet relatively under-explored region that stands out for its exceptional high gold grades and growing reserves.

Gold 50 listed on the Australian Securities Exchange on 6 August 2021 and has a strongly supported register of institutional and mining investors.

GOLD EXPLORATION IN ARIZONA AND NEVADA



Dear Shareholders,

IMPACT OF COVID-19 RESTRICTIONS ON THE COMPANY'S GENERAL MEETING

The Annual Meeting of Gold 50 Limited (the **Company**) is scheduled to be held on **Monday 29 November 2021, commencing at 11.00am (AEDT) (Meeting)**. In response to Government restrictions and the public health risks arising from COVID-19, the Meeting will be held online. There will not be a physical meeting, but shareholders will be able to attend and participate in the Meeting through an online platform.

The Directors **strongly encourage all shareholders to lodge a directed proxy form prior to the Meeting** and if you wish to ask the Chair a question regarding the business of the Meeting, to **submit your question in writing to mwallace@gold50.com at least 2 business days before the Meeting i.e. by 11am on Thursday 25 November**. This will allow your directed proxy vote to be counted, and your question considered, if for any reason you cannot attend on the day (for example, if there is an issue with your internet connection on the day of the Meeting).

In accordance with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021 made by the Commonwealth Treasurer on 18 August 2021, the Company will not be dispatching physical copies of the Notice of Meeting. Instead the Notice of Meeting is being made available to shareholders electronically:

1. You can access the Notice of Meeting online at the Company's website <https://www.gold50.com/investors/announcements/> or at our share registry's website www.investorserve.com.au by logging in and selecting Company Announcements from the main menu.
2. A copy of the Notice of Meeting has been posted to the Company's ASX Market Announcements page.

Shareholders will be able to participate in the Meeting by

1. Voting their shares prior to the Meeting by lodging their proxy in accordance with the instructions set out in the Notice of Meeting and the proxy form attached to this letter by no later than 11.00am (AEDT) on Saturday 27 November 2021;
2. From their computer, by entering the URL into their browser: <https://web.lumiagm.com> and entering the Meeting ID **328-772-241** when prompted.

If you decide to participate in the Meeting using Option 2 above, you will need

1. The meeting ID, which is **328-772-241**;
2. Your username, which is the Voter Access Code (VAC) (printed on your proxy form); and
3. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the list of country codes on page 4 of the attached Virtual User Meeting Guide.

If you have been nominated as a proxy, please contact Boardroom on 1300 737 760 for further information about the details you will require to login.

Attending the Meeting online enables shareholders to view the Meeting live and to cast votes on the resolutions set out in the Notice of Meeting in real time during the Meeting. Questions may also be submitted in writing through the Lumi portal and in real time during the Meeting.

Please note that if you join the Meeting and vote online as a shareholder for any resolution, any proxy vote previously lodged by you for the relevant resolution will be revoked.

Any further updates required to be given in relation to the Meeting will be made available to shareholders on the Company's website and the Company's ASX announcements platform.

Yours faithfully,

Rob Reynolds
Chairman
For and on behalf of the Board



ABOUT GOLD 50

Gold 50 (ASX: G50) is a precious metals exploration company focussed on discovery in Arizona and Nevada, USA.

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Gold 50 listed on the Australian Securities Exchange on 6 August 2021 and has a strongly supported register of institutional and mining investors.



Notice of annual general meeting and explanatory memorandum

Gold 50 Limited

ACN 645 022 233

Date: Monday 29 November 2021

Time: 11.00 am (AEDT)

Place: The meeting will be a virtual meeting held online only. Instructions for attending the online meeting are provided within this notice

NOTICE OF 2021 ANNUAL GENERAL MEETING

Notice is given that the 2021 Annual General Meeting of Gold 50 Limited ACN 645 022 233 (the Company) will be held online on Monday 29 November 2021 at 11.00 am (AEDT)

The Company has determined that given the COVID-19 pandemic and subsequent government-imposed restrictions on public gatherings and travel, it would be prudent for its Annual General Meeting of Shareholders to be held online only. The Meeting will be held virtually via videoconference, with strictly no Shareholders in physical attendance.

The Board encourages Shareholders to monitor the ASX and the Company's website for any updates in relation to the Annual General Meeting that may need to be provided. In the meantime, the Board encourages Shareholders to submit their proxies as early as possible, even if they intend to attend the Meeting.

1. How to Register for the Online Meeting

To register for the Online Meeting, please visit <https://web.lumiagm.com/328772241>. We encourage shareholders to log into the Lumi portal 15 minutes before the meeting starts.

Online Voting Procedures during the AGM:

Shareholders who wish to participate in the AGM online may do so from their computer or smart phone, by entering the URL into their browser: <https://web.lumiagm.com/328772241>

If you have been nominated as a third party proxy, please contact Boardroom on 1300 737 760.

Attending the meeting online enables shareholders to view the AGM live and to also ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

More information regarding participating in the AGM online can be found by visiting <https://www.gold50.com/investors/> and within this Notice of Meeting

2. How to Ask a Question at the Online Meeting

Shareholders will have the opportunity to vote and ask questions at the Online Meeting via the videoconference. However, in order to provide for an efficient virtual meeting, we request that any questions from Shareholders are provided to the Company Secretary at least 48 hours in advance of the Meeting by emailing the Company Secretary (company.secretary@boardroomlimited.com.au).

3. How to Access the Presentation for the Online Meeting

Shareholders are encouraged to access the Online Meeting via videoconference as a presentation will be displayed. Alternatively, the presentation will be available from the ASX announcement platform before the commencement of the Online Meeting.

4. How to Vote at the Online Meeting

As all resolutions will be decided by way of Poll. The Company strongly recommends that all Shareholders lodge a proxy vote before attending the Online Meeting, via the Company's share registry. For a proxy vote to be effective it must be lodged with the Company's share registry prior to 11.00 am (AEDT) on Saturday 27 November 2021.

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

Ordinary Business

1. FINANCIAL AND RELATED REPORTS

Agenda Item 1	Financial and Related Reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2021.

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING VOTE)

Resolution 1	Adoption of Remuneration Report (non-binding vote)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2021 Annual Report and is available from the Company's website (https://www.gold50.com/financial-reports/). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.
Resolution (Advisory)	To consider and, if thought fit, pass the following resolution as an advisory resolution : <i>"That the Remuneration Report for the financial year ended 30 June 2021 included in the Directors' Report of the Annual Report as required under section 300A of the Corporations Act, be adopted by the Company."</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution: ▪ by or on behalf of a member of the Key Management Personnel (KMP) named in the remuneration report for the year ended 30 June 2021, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; ▪ as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party, unless the vote is cast as a proxy for a person who is entitled to vote on this resolution: ○ in accordance with their directions of how to vote as set out in the proxy appointment; or ○ by the Chair of the Meeting pursuant to an express authorisation on the Proxy Form. Voting Prohibition - s250BD and s250R In accordance with Section 250BD and Section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: ▪ a member of the KMP for the Company; or ▪ a closely related party of a member of the KMP for the company. However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

	▪ the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or ▪ the proxy is the Chair of the Meeting, and the appointment of the Chair as proxy: ○ does not specify the way the proxy is to vote on this Resolution; and ○ expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the KMP.
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3. ELECTION OF DIRECTORS

Resolution 2	Election of Robert Reynolds as Director
Description	In accordance with ASX Listing Rule 14.4 and Rule 6.2b of the Company's Constitution, Mr Reynolds offers himself for election as a Director at the first AGM following his appointment.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"That, for the purpose of rule 6.2b of the Constitution, Listing Rule 14.4 and for all other purposes, and being eligible, Mr Robert Reynolds is elected as a Director."</i>

Resolution 3	Election of Bernard Rowe as Director
Description	In accordance with ASX Listing Rule 14.4 and Rule 6.2b of the Company's Constitution, Mr Rowe offers himself for election as a Director at the first AGM following his appointment.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"That, for the purpose of rule 6.2b of the Constitution, Listing Rule 14.4 and for all other purposes, and being eligible, Mr Bernard Rowe is elected as a Director."</i>

Resolution 4	Election of Mark Wallace as Director
Description	In accordance with ASX Listing Rule 14.4 and Rule 6.2b of the Company's Constitution, Mr Wallace offers himself for election as a Director at the first AGM following his appointment.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"That, for the purpose of rule 6.2b of the Constitution, Listing Rule 14.4 and for all other purposes, and being eligible, Mr Mark Wallace is elected as a Director."</i>

4. APPROVAL OF 10% PLACEMENT CAPACITY

Resolution 5	Approval of 10% Placement Capacity under Listing Rule 7.1A
Description	The Company seeks approval of shareholders to be able to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12-month period, in addition to its 15% Placement Capacity under ASX Listing Rule 7.1A.
Resolution (Special)	To consider and, if thought fit, pass the following resolution as a special resolution : <i>"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12-month period, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i>
Voting Exclusion	If at the time of the Meeting the Company is proposing to make an issue of securities under rule 7.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person, or any associate of that person, who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of equity securities under the increased placement capacity under ASX Listing Rule 7.1A (except a benefit solely by reason of being a holder of ordinary securities in the Company). As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

5. APPOINTMENT OF AUDITOR

Resolution 6	Appointment of Auditor at First Annual General Meeting
Description	In accordance with section 327B of the Corporations Act, it is proposed that the Shareholders approve the appointment of BDJ Partners as auditor of the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"That, for the purposes of section 327B of the Corporations Act and for all other purposes, BDJ Partners, having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company with effect from the close of the Meeting."</i>

Dated: 27 October 2021

By order of the Board of Gold 50 Limited



Eryl Baron
Company Secretary

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, BDJ Partners, in relation to the conduct of the external audit for the year ended 30 June 2021, or the content of its audit report. Please send your questions to:

The Company Secretary, **Gold 50 Limited**

Level 12, 225 George Street, Sydney NSW 2000

E. company.secretary@boardroomlimited.com.au

Written questions must be received by no later than **11.am pm (AEDT) on Friday 22 November 2021**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including Remuneration Report.

During the course of the Annual General Meeting, the Chair will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the Auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

VOTING INFORMATION

Voting by proxy

- (a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast two or more votes at the meeting, two proxies, to attend and vote instead of the shareholder.
- (b) Where two proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
- (e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than one proxy, they may make a copy of the proxy form attached to this notice. For the

proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority by **11.00 am (AEDT) on Saturday 27 November 2021**:

- online by going to:
<https://www.votingonline.com.au/gold502021>
- by post to Boardroom Pty Limited; GPO Box 3993, Sydney NSW 2001;
- by personal delivery to Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000; or
- by facsimile: Australia – +61 2 9290 9655.

Voting and other entitlements at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that shares in the Company which are on issue at **11.00am pm (AEDT) on Saturday 27 November 2021** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the meeting).

Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolution 1. In accordance with this express authority provided by you, the Chair will vote in favour of Resolution 1. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Chair of the Meeting intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chair, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, he or she will not vote your proxy on that item of business.

EXPLANATORY MEMORANDUM TO NOTICE OF 2021 ANNUAL GENERAL MEETING

1. FINANCIAL AND RELATED REPORTS

Agenda Item 1	Financial and Related Reports
Explanation	Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2021 to be laid before the Company's 2021 Annual General Meeting. There is no requirement for a formal resolution on this item. The financial report contains the financial statements of the consolidated entity consisting of Gold 50 and its controlled entity. As permitted by the Corporations Act, a printed copy of the Company's 2021 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy. A copy of the 2021 Annual Report is available from the Company's website (https://www.gold50.com/financial-reports/). The Chair of the meeting will allow a reasonable opportunity at the meeting for Shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, BDJ Partners, questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2021, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of BDJ Partners in relation to the conduct of the audit.

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING VOTE)

Resolution 1	Adoption of Remuneration Report (non-binding vote)
Explanation	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2021 Annual Report and is available from the Company's website (https://www.gold50.com/financial-reports/). The Remuneration Report: ▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; ▪ sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and ▪ explains the differences between the basis for remunerating non-executive directors and senior executives, including the Managing Director (or equivalent). The vote on this resolution is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this resolution and the outcome of the vote when considering the future remuneration policies and practices of the Company.

Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	As the Remuneration Report includes the Directors' own remuneration, the Directors make no recommendation to Shareholders in relation to this resolution.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of Resolution 1.

3. ELECTION OF DIRECTORS

Resolution 2	Election of Robert Reynolds as Director
Explanation	In accordance with ASX Listing Rule 14.4 and Rule 6.2b of the Company's Constitution, Mr Reynolds offers himself for election as a Director at the first AGM following his appointment. Mr Reynolds was appointed to the Board on 12 February 2021.
About Mr Robert Reynolds	Mr Reynolds is the Non-Executive Chairman of Gold 50 Limited. A Chartered Accountant with over 35 years' commercial experience in the mining sector, Mr. Reynolds has worked on mining projects in a number of locations including Australia, Africa and across the Oceania region. Mr. Reynolds was Non-Executive Chairman of Avoca Resources Limited from 2002 until it merged with Anatolia Minerals to form Alacer Gold Corp in 2011, and Mr. Reynolds was Non-Executive Chairman of Alacer Gold Corp until 23 August 2011. He was the Non-Executive Chairman of Global Geoscience Limited (now named Pioneer Ltd) from 2007 to 2015. Mr. Reynolds was a long-term Director of Delta Gold Limited and was a Director of Exterre Gold Mines Limited when it was acquired by Yamana Gold in August 2012 and Exeter Resource Corporation when it was acquired by Goldcorp Inc in August 2017. Mr Reynolds is currently a Non-Executive Director of Dacian Gold Limited and Rugby Mining Limited. Mr Reynolds is an Independent Director.
Board Recommendation	The Board, with Mr Reynolds abstaining, recommends that Shareholders vote in favour of Mr Reynolds' election.

Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of Resolution 2.
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Resolution 3	Election of Bernard Rowe as Director
Explanation	In accordance with ASX Listing Rule 14.4 and Rule 6.2b of the Company's Constitution, Mr Rowe offers himself for election as a Director at the first AGM following his appointment. Mr Rowe was appointed to the Board on 12 October 2020.
About Mr Bernard Rowe	Mr Rowe is a Non-Executive Director of Gold 50 Limited. Mr. Rowe has more than 25 years' international experience in mineral exploration and mine development. His diverse mineral industry experience includes gold, copper, zinc, diamond, lithium and boron exploration in Australia, Europe, Africa, North America and South America. He is the founder and Managing Director of Ioneer Ltd which is progressing the Rhyolite Ridge Lithium-Boron Project in Nevada towards development. Prior to acquiring Rhyolite Ridge in 2016, Mr. Rowe identified exploration properties that attracted funding from Osisko for a Nevada gold property in 2012 and Antofagasta for an Arizona copper property in 2013. Mr Rowe holds a BAppSc (Hons) degree in geology from the University of Ballarat and is a member of the Australian Institute of Geoscientists, the Society of Economic Geologist and the Geological Society of Nevada. Mr Rowe is not considered to be an independent director due to his substantial shareholding in the Company.
Board Recommendation	The Board, with Mr Rowe abstaining, recommends that Shareholders vote in favour of Mr Rowe's election.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of Resolution 3.

Resolution 4	Election of Mark Wallace as Director
Explanation	In accordance with ASX Listing Rule 14.4 and Rule 6.2b of the Company's Constitution, Mr Wallace offers himself for election as a Director at the first AGM following his appointment. Mr Wallace was appointed to the Board on 19 April 2021.
About Mr Mark Wallace	Mr Wallace is the Managing Director of Gold 50 Limited. Mr. Wallace is a finance professional with a background in economics and finance. He has spent almost 20 years working for both major and boutique Investment Banks specialising in the global materials and energy sectors. He spent the bulk of his career in London and Sydney identifying, advising and financing early stage and pre-development mining and energy companies. Mr Wallace holds a Bachelor of Business from Edith Cowan University and is currently a Non-Executive Director of Renegade Exploration Limited. Mr Wallace is not considered by the Board to be an independent director due his executive position as Managing Director of the Company.
Board Recommendation	The Board, with Mr Wallace abstaining, recommends that Shareholders vote in favour of Mr Wallace's election.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of Resolution 4.

4. APPROVAL OF 10% PLACEMENT CAPACITY

Resolution 5	Approval of 10% Placement Capacity under Listing Rule 7.1A
General	Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12-month period. ASX Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12-month period, in addition to its ability to issue securities under Listing Rule 7.1 (10% Placement Capacity). The Company seeks shareholder approval under ASX Listing Rule 7.1A for the 10% Placement Capacity. The effect of this resolution will be to allow the Company, subject to the conditions set out below, to issue Equity Securities under the 10% Placement Capacity without using the Company's 15% placement capacity under

	ASX Listing Rule 7.1. Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.
Eligibility	ASX-listed entities which have a market capitalisation of \$300 million or less, and which are not included in the S&P/ASX 300 Index will be considered eligible to seek shareholder approval under ASX Listing Rule 7.1A. As at the date of this Notice, the Company, which has a market capitalisation of less than \$300 million, is not included in the S&P/ASX 300 Index. Accordingly, the Company is considered eligible to seek shareholder approval under ASX Listing Rule 7.1A.
Formula	The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out ASX Listing Rule 7.1A.2 as follows: $(A \times D) - E$ where: A = the number of fully paid ordinary securities on issue at the commencement of the relevant period, • plus the number of fully paid ordinary securities issued in the relevant period under an exception in rule 7.2 other than exception 9, 16 or 17, • plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where: ○ the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or ○ the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4, • plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where: ○ the agreement was entered into before the commencement of the relevant period; or ○ the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4, • plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4, ▪ plus the number of partly paid ordinary securities that became fully paid in the relevant period), ▪ less the number of fully paid ordinary securities cancelled in the relevant period; <i>'A' has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity</i>

	D is 10%. E is the number of equity securities issued or agreed to be issued under rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under rule 7.4; and “relevant period” means: • if the entity has been admitted to the official list for 12 months or more, the 12 month period immediately preceding the date of the issue or agreement; or • if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.
Conditions of issue under the 10% Placement Capacity	There are a number of conditions applicable to the issue of equity securities under ASX Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions is as follows: (a) Equity Securities issued under the 10% Placement Capacity can only be issued for a cash consideration and only be in a class of securities already quoted. At the date of this Notice, the Company only has one class of securities which are quoted, being ordinary shares. (b) The issue price of each equity security issued under the 10% Placement Capacity must be no less than 75% of the volume weighted average market price (VWAP) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either: i. the date on which the price at which the equity securities are to be issued is agreed; or ii. if the equity securities are not issued within 10 trading days of the date in paragraph (i), the date on which the securities are issued.
Period of validity of shareholder approval	In the event that the Company obtains shareholder approval for Resolution 5 such approval will cease to be valid upon the earlier of: (a) 12 months after the date of this Annual General Meeting, being 29 November 2022; (b) The time and date of the Company’s next Annual General Meeting; or (c) if applicable, the date on which the Company’s shareholders approve a change to the nature or scale of the Company’s activities under ASX Listing Rule 11.1.2, or the disposal of the Company’s main undertaking under ASX Listing Rule 11.2.

INFORMATION TO BE PROVIDED TO SHAREHOLDERS UNDER ASX LISTING RULE 7.3A	
Risk of dilution to shareholders	If Resolution 5 is approved by shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that: ▪ the market price of the Company’s Equity Securities may be significantly lower on the relevant issue date than on the date of this Meeting; and

- the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

The table below shows the potential dilution of existing shareholders under various scenarios on the basis of:

- an issue price of \$0.24 per Share which was the closing price of the Company's shares on the ASX on 27 October 2021; and
- the variable 'A' being calculated as the number of fully paid ordinary shares on issue on the date of this Notice, being 95,500,000 .

The table also shows:

- two examples where variable 'A' has increased by 50% and 100%. The number of shares on issue in the Company may increase as a result of the issue of shares that do not require approval of shareholders (for example, pro-rata entitlement issues or scrip issues under takeover offers) or future placements of shares under ASX Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of shareholders; and
- two examples of where the issue price of shares has decreased by 50% and increased by 100%.

VARIABLE 'A'		Dilution		
		50% decrease in issue price \$0.12	Issue price \$0.240	100% increase in issue price \$0.480
Current Variable 'A'	10% voting dilution	9,550,000 Shares	9,550,000 shares	9,550,000 shares
95,500,000 shares	Funds raised	\$ 1,146,000	\$ 2,292,000	\$ 4,584,000
50% increase in current Variable 'A'	10% voting dilution	14,325,000 shares	14,325,000 shares	14,325,000 shares
143,250,000 shares	Funds raised	\$ 1,719,000	\$ 3,438,000	\$ 6,876,000
100% increase in current Variable 'A'	10% voting dilution	19,100,000 shares	19,100,000 shares	19,100,000 shares
191,000,000 shares	Funds raised	\$ 2,292,000	\$ 4,584,000	\$ 9,168,000

The table has been prepared on the following assumptions:

- the Company issues the maximum number of shares available under the 10% Placement Capacity;
- no options to acquire shares on issue in the Company are exercised and no convertible notes on issue are converted;

	(c) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue; (d) the table does not show an example of dilution that may be caused to a particular shareholder as a result of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Meeting; (e) the table shows only the effect of issues of Equity Securities under the 10% Placement Capacity in accordance with ASX Listing Rule 7.1A and not under the 15% placement capacity under ASX Listing Rule 7.1; (f) the issue of Equity Securities under the 10% Placement Capacity consists only of shares; and (g) the issue price is \$0.24, being the closing price of the Company's shares on the ASX on 27 October 2021.
Reason for issue of shares under 10% Placement Capacity	The Company may seek to issue the Equity Securities to raise capital for the Company's existing and future activities, including research and development and commercialisation of the Company's product offerings; the acquisition of new assets, businesses or investments; marketing activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking placement(s) of shares under ASX Listing Rule 7.1.A and for general working capital. The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.3 upon issue of any equity securities.
Allocation policy	The Company may not issue any or all the equity securities for which approval is given and may issue the equity securities progressively as the Company places the equity securities with investors. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors such as: 1. fund raising options (and their viability) available to the Company at the relevant time; 2. the effect of the issue of the equity securities on the control of the Company; 3. the financial situation of the Company and the urgency of the requirement for funds; and 4. advice from the Company's corporate, financial, legal and broking advisers. The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties. The allottees may include existing substantial shareholders and/or new shareholders, but the allottees will not be related parties of the Company. In the event that the shares under the 10% Placement Capacity are issued as consideration for the acquisition of businesses, assets or investments, it is likely that the allottees will be the vendors of such businesses, assets or investments.

Previous approval	The Company has not previously obtained approval under ASX Listing Rule 7.1A.
Voting Exclusion and Prohibition	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1.A. Accordingly, a voting exclusion statement is not included in this Notice.
Board Recommendation	The Board unanimously recommend that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

5. Appointment of Auditor at the first Annual General Meeting

Resolution 6	Appointment of Auditor
Explanation	Section 327B(1) of the Corporations Act provides that a public company must appoint an auditor at its first annual general meeting and at any subsequent annual general meeting thereafter where there is a vacancy. The Directors appointed BDJ Partners as the Company's auditor following registration of the Company. In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for BDJ Partners to be appointed as the Company's auditor. A copy of the nomination is attached to this Notice as Annexure A. BDJ Partners has given its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act subject to Shareholder approval of this Resolution. If this Resolution is passed, the appointment of BDJ Partners as the Company's auditor will take effect at the close of this Meeting.
Board Recommendation	The Board unanimously recommends that Shareholders vote in favour of the appointment of the Auditor.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of Resolution 6.

DEFINITIONS

Board	means the Company's Board of Directors.
Company or Gold 50	means Gold 50 Limited ACN 604 961 024.
Constitution	means the constitution of Gold 50 Limited.
Corporations Act	means <i>Corporations Act 2001 (C'th)</i> .
Director	means a director of the board of Gold 50 Limited.
Closely Related Party (of a member of KMP of an entity)	has the definition given to it by section 9 of the Corporations Act, and means: a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or 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 dealings with the entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).
Explanatory Memorandum	means this explanatory memorandum accompanying and forming part of this Notice.
FY21	means the financial year from 1 July 2020 to 30 June 2021.
Key Management Personnel or KMP	means those people described as Key Management Personnel in the Remuneration Report and includes all directors.
Meeting	means the annual general meeting of the Company for 2021 to which the Notice relates.
Notice	means this notice of meeting of the Company, including the accompanying Explanatory Memorandum.
Resolution	means a resolution set out in this Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of at least one Share.

-ENDS-

Annexure A to the Notice of Meeting

Sharmila Watson
12/54 Avoca Street
Randwick
NSW 2031

29 September 2021

Eryl Baron
Company Secretary
Gold 50 Limited
Suite 503, 140 Arthur St
NORTH SYDNEY NSW 2060

Dear Ms Baron

NOTICE OF NOMINATION OF AUDITOR

Sharmila Watson is a member of Gold 50 Limited ACN 645 022 233 (the **Company**), holding 16,000 ordinary fully paid shares in the Company.

I, Sharmila Watson hereby give the Company notice under section 328B (1) of the *Corporations Act 2001* (Cth) of the nomination of BDJ Partners of Level 8, 124 Walker Street, North Sydney NSW 2060, for appointment as auditor of the Company at the First Annual General Meeting of the Company or at any adjournment thereof.

Yours sincerely

A handwritten signature in dark ink, appearing to be 'Sharmila', with a stylized flourish extending to the right.

Sharmila Watson

ONLINE SHAREHOLDERS' MEETING GUIDE

Attending the AGM virtually

If you choose to participate online, you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

To access the meeting:

Visit web.lumiagm.com/328772241 on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

Meeting ID: 328-772-241

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 10:00am (AEDT), 29th November 2021

Using the Lumi AGM platform:

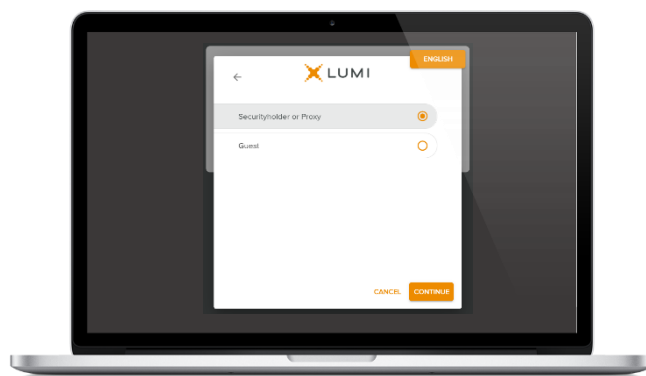
ACCESS

The 1st page of the platform will ask in what capacity you are joining the meeting.

Shareholders or appointed proxies should select

"Shareholder or Proxyholder"

Guests should select **"Guest"**

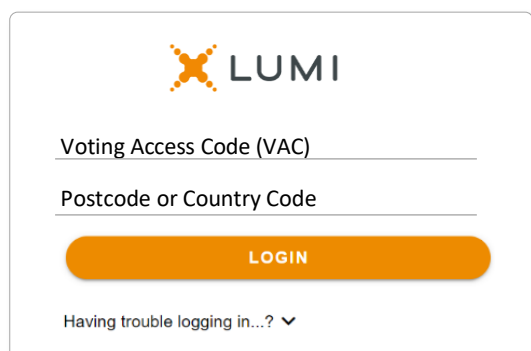


CREDENTIALS

Shareholders/Proxys

Your username is your **Voting Access Code** and your password is your **Postcode or Country Code**, or, for Non-Australian residents, your **3-letter country code**.

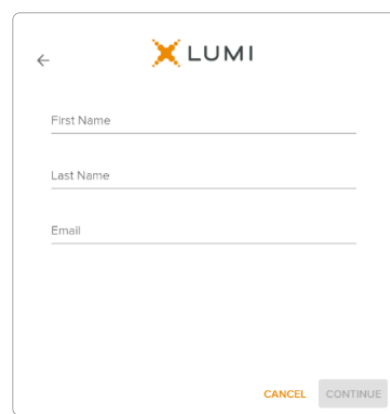
Proxy holders should obtain their log in credentials from the registrar by calling 1300 737 760 or +61 2 9290 9600 from outside Australia

A screenshot of the Lumi AGM platform login form for Shareholders/Proxys. The form has a white background with the Lumi logo at the top. Below the logo, there are two input fields: 'Voting Access Code (VAC)' and 'Postcode or Country Code'. Below these fields is an orange 'LOGIN' button. At the bottom, there is a link that says 'Having trouble logging in...?' with a dropdown arrow.

Guests

Please enter your name and email address to be admitted into the meeting.

Please note, guests will not be able to ask questions or vote at the meeting.

A screenshot of the Lumi AGM platform login form for Guests. The form has a white background with the Lumi logo at the top. Below the logo, there are three input fields: 'First Name', 'Last Name', and 'Email'. At the bottom right, there are 'CANCEL' and 'CONTINUE' buttons.

NAVIGATION

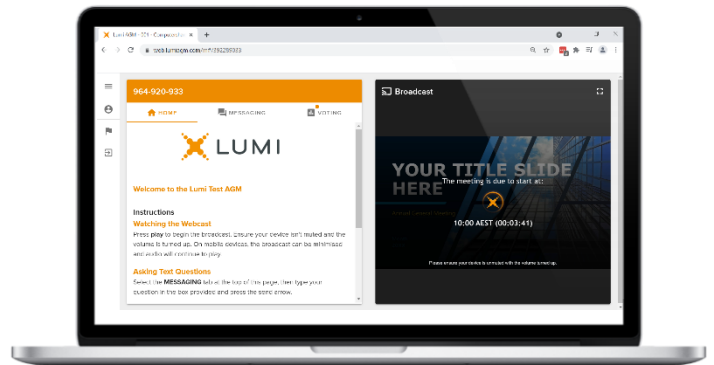
Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and watch the webcast.

If viewing on a computer the webcast will appear at the side automatically once the meeting has started.

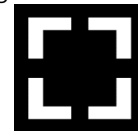
On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.



During the meeting, mobile users can minimise the webcast at any time by selecting the arrow by the broadcast icon. You will still be able to hear the meeting. Selecting the broadcast icon again will reopen the webcast.



Desktop / Laptop users can watch the webcast full screen, by selecting the full screen icon.



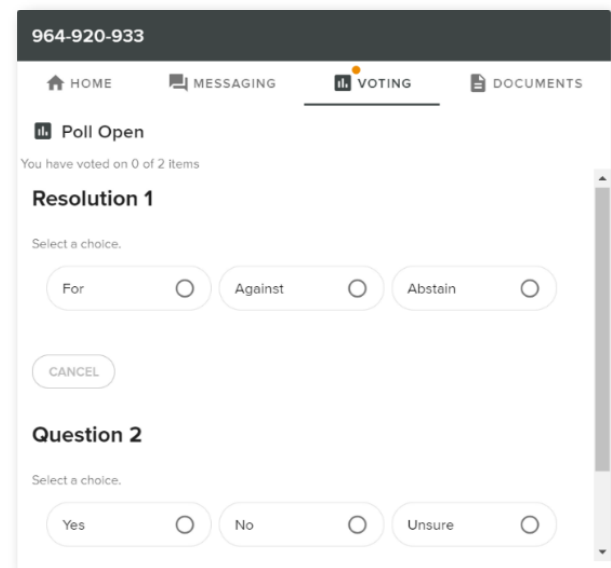
To reduce the webcast to its original size, select the X at the top of the broadcast window.

VOTING

The Chair will open voting on all resolutions at the start of the meeting. Once voting has opened, the voting tab will appear on the navigation bar.



Selecting this tab will open a list of all resolutions and their voting options.

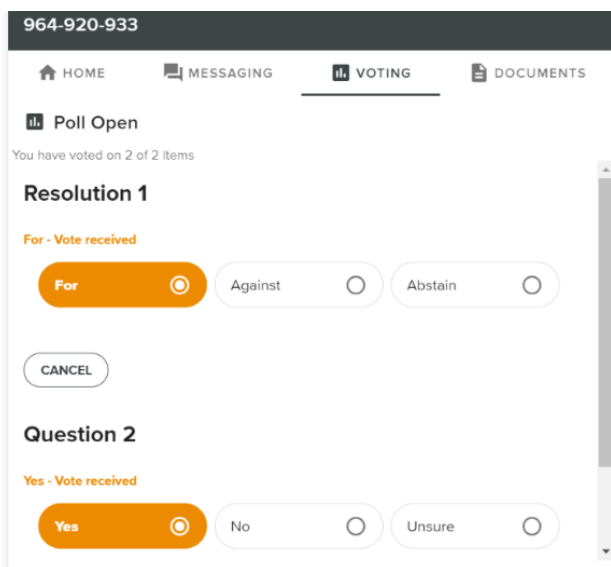


To vote, simply select your voting direction from the options displayed on screen. Your selection will change colour and a confirmation message will appear.

To change your vote, simply select another option. If you wish to cancel your vote, please press cancel.

There is no need to press a submit or send button. Your vote is automatically counted.

Voting can be performed at any time during the meeting until the Chair closes the poll.



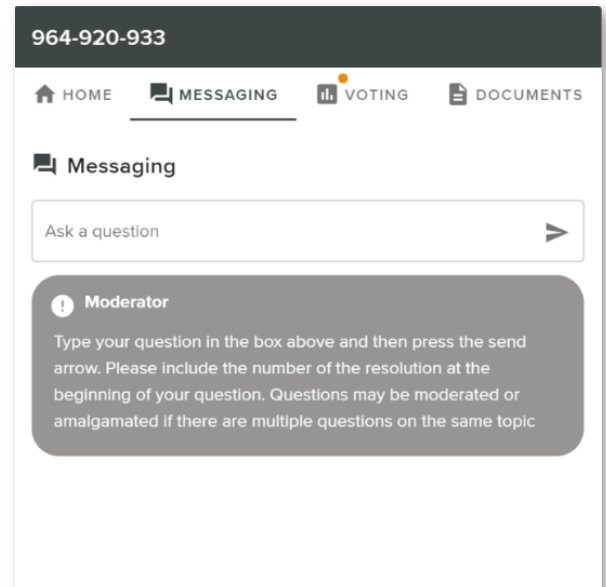
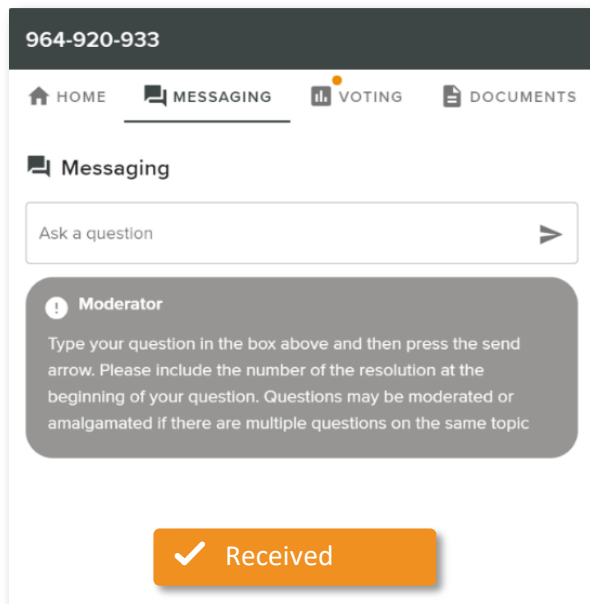
QUESTIONS

Any shareholder or appointed proxy is eligible to ask questions.

If you would like to ask a question. Select the messaging tab.



Messages can be submitted at any time from the start of the meeting, up until the Chair closes the Q&A session.



Select the “Ask a Question” box and type in your message.

Once you are happy with your message, select the send icon.



Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

Meeting ID: 328-772-241

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 10:00am (AEDT), 29th November 2021

web.lumiagm.com

Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW	Aruba
AFG	Afghanistan
AGO	Angola
AIA	Anguilla
ALA	Aland Islands
ALB	Albania
AND	Andorra
ANT	Netherlands Antilles
ARE	United Arab Emirates
ARG	Argentina
ARM	Armenia
ASM	American Samoa
ATA	Antarctica
ATF	French Southern
ATG	Antigua & Barbuda
AUS	Australia
AUT	Austria
AZE	Azerbaijan
BDI	Burundi
BEL	Belgium
BEN	Benin
BFA	Burkina Faso
BGD	Bangladesh
BGR	Bulgaria
BHR	Bahrain
BHS	Bahamas
BIH	Bosnia & Herzegovina
BLM	St Barthelemy
BLR	Belarus
BLZ	Belize
BMU	Bermuda
BOL	Bolivia
BRA	Brazil
BRB	Barbados
BRN	Brunei Darussalam
BTN	Bhutan
BUR	Burma
BVT	Bouvet Island
BWA	Botswana
CAF	Central African Republic
CAN	Canada
CCK	Cocos (Keeling) Islands
CHE	Switzerland
CHL	Chile
CHN	China
CIV	Cote D'ivoire
CMR	Cameroon
COD	Democratic Republic of Congo
COK	Cook Islands
COL	Colombia
COM	Comoros
CPV	Cape Verde
CRI	Costa Rica
CUB	Cuba
CYM	Cayman Islands
CYP	Cyprus
CXR	Christmas Island
CZE	Czech Republic
DEU	Germany
DJI	Djibouti
DMA	Dominica
DNK	Denmark
DOM	Dominican Republic

DZA	Algeria
ECU	Ecuador
EGY	Egypt
ERI	Eritrea
ESH	Western Sahara
ESP	Spain
EST	Estonia
ETH	Ethiopia
FIN	Finland
FJI	Fiji
FLK	Falkland Islands (Malvinas)
FRA	France
FRO	Faroe Islands
FSM	Micronesia
GAB	Gabon
GBR	United Kingdom
GEO	Georgia
GGY	Guernsey
GHA	Ghana
GIB	Gibraltar
GIN	Guinea
GLP	Guadeloupe
GMB	Gambia
GNB	Guinea-Bissau
GNQ	Equatorial Guinea
GRC	Greece
GRD	Grenada
GRL	Greenland
GTM	Guatemala
GUF	French Guiana
GUM	Guam
GUY	Guyana
HKG	Hong Kong
HMD	Heard & Mcdonald Islands
HND	Honduras
HRV	Croatia
HTI	Haiti
HUN	Hungary
IDN	Indonesia
IMN	Isle Of Man
IND	India
IOT	British Indian Ocean Territory
IRL	Ireland
IRN	Iran Islamic Republic of
IRQ	Iraq
ISM	Isle of Man
ISL	Iceland
ISR	Israel
ITA	Italy
JAM	Jamaica
JEY	Jersey
JOR	Jordan
JPN	Japan
KAZ	Kazakhstan
KEN	Kenya
KGZ	Kyrgyzstan
KHM	Cambodia
KIR	Kiribati
KNA	St Kitts And Nevis
KOR	Korea Republic of
KWT	Kuwait
LAO	Laos
LBN	Lebanon

LBR	Liberia
LBY	Libyan Arab Jamahiriya
LCA	St Lucia
LIE	Liechtenstein
LKA	Sri Lanka
LSO	Lesotho
LTU	Lithuania
LUX	Luxembourg
LVA	Latvia
MAC	Macao
MAF	St Martin
MAR	Morocco
MCO	Monaco
MDA	Republic Of Moldova
MDG	Madagascar
MDV	Maldives
MEX	Mexico
MHL	Marshall Islands
MKD	Macedonia Former Yugoslav Rep
MLI	Mali
MLT	Mauritania
MMR	Myanmar
MNE	Montenegro
MNG	Mongolia
MNP	Northern Mariana Islands
MOZ	Mozambique
MRT	Mauritania
MSR	Montserrat
MTQ	Martinique
MUS	Mauritius
MWI	Malawi
MYS	Malaysia
MYT	Mayotte
NAM	Namibia
NCL	New Caledonia
NER	Niger
NFK	Norfolk Island
NGA	Nigeria
NIC	Nicaragua
NIU	Niue
NLD	Netherlands
NOR	Norway Montenegro
NPL	Nepal
NRU	Nauru
NZL	New Zealand
OMN	Oman
PAK	Pakistan
PAN	Panama
PCN	Pitcairn Islands
PER	Peru
PHL	Philippines
PLW	Palau
PNG	Papua New Guinea
POL	Poland
PRI	Puerto Rico
PRK	Korea Dem Peoples Republic of
PRT	Portugal
PRY	Paraguay
PSE	Palestinian Territory Occupied
PYF	French Polynesia
QAT	Qatar
REU	Reunion

ROU	Romania
RUS	Russian Federation
RWA	Rwanda
SAU	Saudi Arabia Kingdom Of
SDN	Sudan
SEN	Senegal
SGP	Singapore
SGS	Sth Georgia & Sth Sandwich Isl
SHN	St Helena
SJM	Svalbard & Jan Mayen
SLB	Solomon Islands
SCG	Serbia & Outlying
SLE	Sierra Leone
SLV	El Salvador
SMR	San Marino
SOM	Somalia
SPM	St Pierre And Miquelon
SRB	Serbia
STP	Sao Tome And Principe
SUR	Suriname
SVK	Slovakia
SVN	Slovenia
SWE	Sweden
SWZ	Swaziland
SYC	Seychelles
SYR	Syrian Arab Republic
TCA	Turks & Caicos Islands
TCO	Chad
TGO	Togo
THA	Thailand
TJK	Tajikistan
TKL	Tokelau
TKM	Turkmenistan
TLS	Timor-Leste
TMP	East Timor
TON	Tonga
TTO	Trinidad & Tobago
TUN	Tunisia
TUR	Turkey
TUV	Tuvalu
TWN	Taiwan
TZA	Tanzania United Republic of
UGA	Uganda
UKR	Ukraine
UMI	United States Minor
URY	Uruguay
USA	United States of America
UZB	Uzbekistan
VNM	Vietnam
VUT	Vanuatu
WLF	Wallis & Futuna
WSM	Samoa
YEM	Yemen
YMD	Yemen Democratic
YUG	Yugoslavia Socialist Fed Rep
ZAF	South Africa
ZAR	Zaire
ZMB	Zambia
ZWE	Zimbabwe



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Saturday 27 November 2021.**

🖥 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/gold502021>

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) on Saturday 27 November 2021.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/gold502021>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

☐**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM**STEP 1 APPOINT A PROXY**

I/We being a member/s of Gold 50 Limited (Company) and entitled to attend and vote hereby appoint:

☐

the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

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 at the Annual General Meeting of the Company to be held virtually via <https://web.lumiagm.com/328772241> on Monday, 29th November, 2021 at 11:00am (AEDT) and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report (non-binding vote)	☐	☐	☐
Resolution 2	Election of Robert G. Reynolds as Director	☐	☐	☐
Resolution 3	Election of Bernard A. Rowe as Director	☐	☐	☐
Resolution 4	Election of Mr Mark Wallace as Director	☐	☐	☐
Resolution 5	Approval of 10% Placement Capacity under Listing Rule 7.1A	☐	☐	☐
Resolution 6	Appointment of Auditor at First Annual General Meeting	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021