

Golden Mile Resources Ltd

ACN: 614 538 402

Notice of Extraordinary General Meeting

Date: 27 July 2021

Time: 2:00 pm (AEST)

Venue: Virtual Meeting

Due to the ongoing uncertainty of the COVID-19 pandemic and the potential for further restrictions on gathering and travel to occur, the Meeting will be held as a fully virtual Extraordinary General Meeting via conference facility. **Shareholders will not be able to attend the Meeting in person.**

If you are a Shareholder who wishes to attend and participate in the virtual Meeting, you will need to register as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy form in accordance with the instructions in this Notice of Meeting.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Golden Mile Resources Ltd
ACN 614 538 402
Notice of Extraordinary General Meeting

MEETING DETAILS

Notice is hereby given that the Extraordinary General Meeting of Golden Mile Resources Ltd ACN 614 538 402 will be held virtually on 27 July 2021 at 2:00 pm AEST ('**Meeting**').

Important notes:

1. Due to the ongoing uncertainty of the COVID-19 pandemic and the potential for further restrictions on gathering and travel to occur, the Meeting will be held as a fully virtual Extraordinary General Meeting via the Online Platform. **Shareholders will not be able to attend the Meeting in person.**
2. Consistent with ASIC's no-action position contained in its Media Release 21-061 dated 29 March 2021, the Online Platform used to hold the Meeting virtually will provide Shareholders with a reasonable opportunity to ask questions or make comments (ensuring that Shareholders who are participating remotely are able to actively do so), voting at the Meeting is occurring by way of a poll rather than a show of hands and each person entitled to vote is to be given the opportunity to vote in real time.
3. To join the virtual Meeting please register to attend by 5:00 pm AEST on 22 July 2021 by contacting the Company by email to info@goldenmilresources.com.au or by calling (03) 8395 5446. Instructions regarding attending, voting and asking questions at the Meeting will be provided following registration.
4. Shareholders wishing to vote on the items of business to be considered at the Meeting, may do so either at the virtual Meeting or by completing and returning the proxy enclosed herein.
5. Discussion will take place on all the items of business set out below.
6. The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.
7. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.
8. As explained in the 'voting exclusion statement' and 'voting prohibition statement' below, certain shareholders are excluded from voting in relation to particular resolutions and the Company must disregard any votes cast by those shareholders. Please do not vote if your vote must be disregarded.

1. AGENDA FOR THE MEETING

Item 1 – Ordinary Resolutions

Resolution 1 - Ratification of prior issue of Placement Shares issued under ASX Listing Rule 7.1

To consider and, if thought fit, to pass, with or without amendment the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and prior issue of 3,698,168 Placement Shares issued by the Company on 19 March 2021 pursuant to the Placement undertaken by the Company and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved (namely, the sophisticated and institutional investors who participated in the Placement); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with directions given to the proxy or attorney to vote on Resolution 1 in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the Chair of the Meeting to vote on Resolution 1 as the Chair of the Meeting decides; or
- (iii) 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 Resolution 1; and
 - the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

Please note that the Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 2 – Ratification of prior issue of Placement Shares under ASX Listing Rule 7.1A

To consider and, if thought fit, to pass, with or without amendment the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify prior issue and allotment of 12,301,832 Placement Shares on 19 March 2021 pursuant to the Placement and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved (namely, the sophisticated and institutional investors who participated in the Placement); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with directions given to the proxy or attorney to vote on Resolution 2 in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with a direction given to the Chair of the Meeting to vote on Resolution 2 as the Chair of the Meeting decides; or
- (iii) 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 Resolution 2; and
 - the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

Please note that the Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 3 - Ratification of prior issue of Placement Options under ASX Listing Rule 7.1

To consider and, if thought fit, to pass, with or without amendment the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the prior issue and allotment of 8,000,000 Placement Options, each exercisable at \$0.10 per Placement Option and expiring on 23 September 2023, to sophisticated and institutional investors who participated in the Placement, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved (namely, the sophisticated and institutional investors who participated in the Placement); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with directions given to the proxy or attorney to vote on Resolution 3 in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair of the Meeting to vote on Resolution 3 as the Chair of the Meeting decides; or
- (iii) 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 Resolution 3; and
 - the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

Please note that the Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 4 - Ratification of prior issue of Vendor Shares and Vendor Options to the Yarrabee Project Vendor under ASX Listing Rule 7.1

To consider and, if thought fit, to pass, with or without amendment the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue and allotment of 1,000,000 Shares and 1,000,000 Vendor Options on 5 May 2021 to the Yarrabee Project Vendor on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved (namely, the Yarrabee Project Vendor); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with directions given to the proxy or attorney to vote on Resolution 4 in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair of the Meeting to vote on Resolution 4 as the Chair of the Meeting decides; or
- (iii) 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 Resolution 4; and
 - the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Please note that the Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 5 - Approval of Issue of KMP Shares and KMP Options to Mr Rhoderick Grivas, Non-Executive Director

To consider and, if thought fit, to pass, with or without amendment the following resolution as an **Ordinary Resolution**:

“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue and allotment of 400,000 KMP Shares and 200,000 free-attaching KMP Options, to Mr Rhoderick Grivas (or his Nominees) pursuant to the KMP Offer and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) Mr Rhoderick Grivas (or his nominee);
- (b) a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with directions given to the proxy or attorney to vote on Resolution 5 in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair of the Meeting to vote on Resolution 5 as the Chair of the Meeting decides; or
- (iii) 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 Resolution 5; and
 - the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

Please note that the Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 6 - Approval of Issue of KMP Shares and KMP Options to Mr Caedmon Marriott, Non-Executive Director

To consider and, if thought fit, to pass, with or without amendment the following resolution as an **Ordinary Resolution**:

“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue and allotment of 200,000 KMP Shares and 100,000 free-attaching KMP Options, to Mr Caedmon Marriott (or his Nominees) pursuant to the KMP Offer and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) Mr Caedmon Marriott (or his nominee);
- (b) a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with directions given to the proxy or attorney to vote on Resolution 6 in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair of the Meeting to vote on Resolution 6 as the Chair of the Meeting decides; or
- (iii) 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 Resolution 6; and
 - the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

Please note that the Chairman of the Meeting intends to vote undirected proxies in favour of this resolution.

Resolution 7 - Approval of Issue of KMP Shares and KMP Options to Mr Phillip Grundy, Non-Executive Director

To consider and, if thought fit, to pass, with or without amendment the following resolution as an **Ordinary Resolution**:

“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue and allotment of 200,000 KMP Shares and 100,000 free-attaching KMP Options, to Mr Phillip Grundy (or his Nominees) pursuant to the KMP Offer and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) Mr Phillip Grundy (or his nominee);

- (b) a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with directions given to the proxy or attorney to vote on Resolution 7 in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with a direction given to the Chair of the Meeting to vote on Resolution 7 as the Chair of the Meeting decides; or
- (iii) 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 Resolution 7; and
 - the holder votes on Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

Please note that the Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 8 - Approval of Issue of KMP Shares and KMP Options to Mr James Merrillees, Managing Director

To consider and, if thought fit, to pass, with or without amendment the following resolution as an **Ordinary Resolution**:

“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue and allotment of 200,000 KMP Shares and 100,000 free-attaching KMP Options, to Mr James Merrillees (or his Nominees) pursuant to the KMP Offer and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) Mr James Merrillees (or his nominee);
- (b) a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 8 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with directions given to the proxy or attorney to vote on Resolution 8 in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with a direction given to the Chair of the Meeting to vote on Resolution 8 as the Chair of the Meeting decides; or
- (iii) 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 Resolution 8; and
 - the holder votes on Resolution 8 in accordance with directions given by the beneficiary to the holder to vote in that way.

Please note that the Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 9 – Approval to Issue of Unlisted Options to Mr James Merrillees, Managing Director

To consider and, if thought fit, to pass, with or without amendment the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue and allotment of up to 1,000,000 unlisted Options to James Merrillees (or his Nominee) on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (a) Mr James Merrillees (or his nominee);
- (b) a person who is to receive the Options in question and any other person who will obtain a material benefit as a result of the issue of the Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 9 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with directions given to the proxy or attorney to vote on Resolution 9 in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with a direction given to the Chair of the Meeting to vote on Resolution 9 as the Chair of the Meeting decides; or
- (iii) 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 Resolution 9; and
 - the holder votes on Resolution 9 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 9 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a Closely Related Party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution 9.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Please note that the Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 10 - Approval of Issue of Listed Options to Mr Rhoderick Grivas, Non-Executive Director

To consider and, if thought fit, to pass, with or without amendment the following resolution as an **Ordinary Resolution**:

"That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue and allotment of 66,666 Listed Options to Mr Rhoderick Grivas (or his nominee) on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- (a) Mr Rhoderick Grivas (or his nominee);
 - (b) a person who is to receive the Listed Options in question and any other person who will obtain a material benefit as a result of the issue of the Listed Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
 - (c) an Associate of that person or those persons described in (a) or (b).
- However, this does not apply to a vote cast in favour of Resolution 10 by:
- (i) a person as proxy or attorney for a person who is entitled to vote on Resolution 10, in accordance with directions given to the proxy or attorney to vote on Resolution 10 in that way; or
 - (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 10, in accordance with a direction given to the Chair of the Meeting to vote on Resolution 10 as the Chair of the Meeting decides; or
 - (iii) 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 Resolution 10; and
 - the holder votes on Resolution 10 in accordance with directions given by the beneficiary to the holder to vote in that way.

Please note that the Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 11 - Approval of Issue of Listed Options to Mr Caedmon Marriott, Non-Executive Director

To consider and, if thought fit, to pass, with or without amendment the following resolution as an **Ordinary Resolution**:

“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue and allotment of 33,333 Listed Options to Mr Caedmon Marriott (or his Nominees) on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- (a) Mr Caedmon Marriott (or his nominee);
- (b) a person who is to receive the Listed Options in question and any other person who will obtain a material benefit as a result of the issue of the Listed Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 11 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on Resolution 11, in accordance with directions given to the proxy or attorney to vote on Resolution 11 in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 11, in accordance with a direction given to the Chair of the Meeting to vote on Resolution 11 as the Chair of the Meeting decides; or
- (iii) 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 Resolution 11; and
 - the holder votes on Resolution 11 in accordance with directions given by the beneficiary to the holder to vote in that way.

Please note that the Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 12 - Approval of Issue of Listed Options to Mr Phillip Grundy, Non-Executive Director

To consider and, if thought fit, to pass, with or without amendment the following resolution as an **Ordinary Resolution**:

“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue and allotment of 33,333 Listed Options to Mr Phillip Grundy (or his Nominees) on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:

- (a) Mr Phillip Grundy (or his nominee);
- (b) a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of a person who is to receive the Listed Options in question and any other person who will obtain a material benefit as a result of the issue of the Listed Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 12 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on Resolution 12, in accordance with directions given to the proxy or attorney to vote on Resolution 12 in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 12, in accordance with a direction given to the Chair of the Meeting to vote on Resolution 12 as the Chair of the Meeting decides; or
- (iii) 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 Resolution 12; and
 - the holder votes on Resolution 12 in accordance with directions given by the beneficiary to the holder to vote in that way.

Please note that the Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 13 - Approval of Issue of Listed Options to Mr James Merrillees, Managing Director

To consider and, if thought fit, to pass, with or without amendment the following resolution as an **Ordinary Resolution**:

“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue and allotment of 33,333 Listed Options to Mr James Merillees (or his Nominees) otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of:

- (a) Mr James Merrillees (or his nominee);
- (b) a person who is to receive the Listed Options in question and any other person who will obtain a material benefit as a result of the issue of the Listed Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 13 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on Resolution 13, in accordance with directions given to the proxy or attorney to vote on Resolution 13 in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 13, in accordance with a direction given to the Chair of the Meeting to vote on Resolution 13 as the Chair of the Meeting decides; or
- (iii) 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 Resolution 13; and
 - the holder votes on Resolution 13 in accordance with directions given by the beneficiary to the holder to vote in that way.

Please note that the Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

2. Information for shareholders

Entitlement to attend and vote at the Meeting

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that for the purpose of ascertaining a person's entitlement to vote at the Meeting, a person will be recognized as a Shareholder and the holder of Shares and will be entitled to vote at the Meeting if that person is registered as a holder of those Shares at 7:00 pm AEST on 25 July 2021.

Votes

Voting on each Resolution will be on a poll. Every Shareholder, who is eligible to vote and is present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, shall have one vote for each Share held by him, her or it.

In the case of joint Shareholders, all holders may attend the Meeting but only one holder may vote at the Meeting in respect of the relevant Shares (including by proxy). If more than one joint Shareholder is present, and more than one of the joint Shareholders vote in respect of the relevant Shares, only the vote of the joint Shareholder whose name stands first in the register in respect of the relevant Shares is counted.

Proxies

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote on behalf of the Shareholder.

Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

A proxy need not be a Shareholder and may be a body corporate.

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the Meeting and provide satisfactory evidence of the appointment of its corporate representative prior to the commencement of the Meeting.

If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on the Resolutions by marking either "For", "Against" or "Abstain" on the form of proxy for that item of business. An instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filed in will be deemed to be given in the favour of the Chair of the Meeting.

Voting by Proxy if appointment specifies way to vote:

Section 250BB(1) of the *Corporations Act* provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution, and if that appointment does specify the way the proxy is to vote, then the following applies:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote as directed; and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution then the proxy must not vote on a show of hands; and
- (c) if the proxy is the chair of the meeting at which the resolution is voted on then the proxy must vote on a poll and must vote as directed; and
- (d) if the proxy is not the chair then the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as directed.

Transfer of non – chair proxy to chair in certain circumstances:

Section 250BC of the *Corporations Act* provides that if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) if a record of attendance is made for the meeting – the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Undirected vote – Resolutions 1 to 8 and Resolutions 10 to 13

Subject to the voting restrictions set out in the Voting Exclusion Statements, the Chairman will vote undirected proxies on, and in favour of all Resolutions (other than Resolution 9).

Direction to Chairman for Resolution 9

If the proxy is the Chair, the Chair can also vote undirected proxies on Resolution 9, provided that the proxy form expressly authorises the Chair to vote on Resolution 9 even though Resolution 9 is connected with the remuneration of Key Management Personnel.

The Chair will not vote any undirected proxies in relation to Resolution 9 unless the Shareholder expressly authorises the Chair to vote in accordance with the Chair's stated voting intentions in their proxy form. Subject to the voting restrictions set out in the Voting Exclusion Statements and the Voting Prohibitions Statements, the Chair intends to, and, if so authorized by a Shareholder, will, vote undirected proxies on, and in favour of Resolution 9.

A form of proxy accompanies this Notice.

A corporate Shareholder must sign the proxy form in accordance with its constitution or otherwise in accordance with the Corporations Act.

To be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority) must be received by the Company using one of the following methods by 2:00 pm (AEST) on 25 July 2021:

- by mail at Automic GPO Box 5193 Sydney NSW 2001;
- in person Level 5, 126 Phillip Street, Sydney NSW 2000;
- by email at meetings@automicgroup.com.au; or
- lodge online at <https://investor.automic.com.au/#/loginsah> by following the following instructions:
 - login to the Automic website using the holding details as shown on the proxy Form.
 - Click on 'Meetings' – 'Vote'.
 - To use online Lodgement facility, Shareholders will need their holder number (Securityholder reference number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.

Proxy Forms received later than this time will be invalid.

Questions

A reasonable opportunity will be given to Shareholders to ask questions and/or make comments on the management of the Company at the Meeting.

If you have any questions in regard to this Notice, please contact the Company Secretary, Justyn Stedwell, on +61(0) 3 8395 5446.

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Item 1 – Resolutions

1. Resolutions 1, 2 and 3 - Ratification of prior issue of Placement Shares and Placement Options under ASX Listing Rules 7.1 and 7.1A

1.1 Background

On 11 March 2021, the Company announced that it had received firm commitments from institutional and sophisticated investors ("**Placement Participants**") to subscribe for 16,000,000 new Shares ("**Placement Shares**") at an issue price of \$0.05 per Placement Share, raising A\$800,000 (before costs) for the Company ("**Placement**").

On 19 March 2021 the Company issued 16,000,000 Placement Shares, of which:

- (a) 3,698,168 Placement Shares were issued utilising its available 15% placement capacity under ASX Listing Rule 7.1 (being the subject of Resolution 1); and
- (b) The remaining 12,301,832 Placement Shares were issued utilising its available additional 15% placement capacity under ASX Listing Rule 7.1A (being the subject of Resolution 2).

Under the Placement, the Company agreed to offer to issue to the Placement Participants, for every two (2) Placement Shares subscribed for and issued under the Placement, one (1) Option, exercisable at \$0.10 per Option on or before 23 September 2023 ("**Placement Options**").

Pursuant to the Prospectus dated 26 March 2021, the Company invited the Placement Participants to apply for the Placement Options on the basis of one (1) Placement Option for every two (2) Placement Shares subscribed for and issued to them under the Placement ("**Placement Option Offer**").

On 10 May 2021, pursuant to the Placement Option Offer, the Company issued 8,000,000 Placement Options to the Placement Participants utilising its available 15% placement capacity under ASX Listing Rule 7.1.

Resolutions 1 and 2 propose that Shareholders of the Company approve and ratify the prior issue and allotment of 16,000,000 Placement Shares, which were issued by the Company on 19 March 2021 pursuant to the Placement.

Resolution 3 proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 8,000,000 Placement Options, which were issued by the Company on 10 May 2021 pursuant to the Placement Option Offer.

1.2 ASX Listing Rules 7.1 and 7.1A

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

Under ASX Listing Rule 7.1A, however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual meeting, to increase this 15% limit by an extra 10% to 25%.

At its 2020 AGM, the Company, being an Eligible Entity at the time, sought and obtained approval of its Shareholders under ASX Listing Rule 7.1A to increase its 15% limit by an extra 10% to 25%.

1.3 ASX Listing Rule 7.4

The issue of Placement Shares and Placement Options did not fit within any of the exceptions (to ASX Listing Rules 7.1 and 7.1A) and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the expanded 25% limit in ASX Listing Rules 7.1 (15%) and 7.1A (10%) , reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1 and 7.1A for the 12 month period following the issue date of the Placement Shares or Placement Options (as applicable) (noting that the extra 10% under ASX Listing Rule 7.1A will expire on the LR7.1A Expiry Date unless re-approved by the Company's Shareholders on an annual basis).

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

A note to ASX Listing Rule 7.4 also provides that an issue made in accordance with ASX Listing Rule 7.1A can be approved subsequently under ASX Listing Rule 7.4 and, if it is, the issue will then be excluded from variable "E" in ASX Listing Rule 7.1A.2 (which means that the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1A is not reduced).

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolutions 1 and 2 seek Shareholder approval to ratify the prior issue and allotment of the Placement Shares, and Resolution 3 seeks Shareholder approval to ratify the prior issue and allotment of the Placement Options, to the Placement Participants under and for the purposes of ASX Listing Rule 7.4.

If Resolutions 1 and 2 are passed, the issue of the Placement Shares will be excluded in calculating the Company's combined 25% capacity to issue equity securities under ASX Listing Rules 7.1 (15%) and 7.1A (10%), effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date of those Placement Shares.

If Resolutions 1 and/or 2 are not passed, the issue of Placement Shares that are the subject of the disapproved Resolution(s) will be included in calculating the Company's combined 25% capacity in ASX Listing Rules 7.1 (15%) and 7.1A (10%), effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date of those Placement Shares.

If Resolution 3 is passed, the issue of the Placement Options will be excluded in calculating the Company's 15% capacity to issue equity securities under ASX Listing Rule 7.1 (15%), effectively increasing the number of equity securities it can issue, under ASX Listing Rule 7.1, without Shareholder approval over the 12 month period following the issue date of those Placement Options.

If Resolution 3 is not passed, the issue of the Placement Options will be included in calculating the Company's 15% capacity to issue equity securities under ASX Listing Rule 7.1 (15%), effectively decreasing the number of equity securities it can issue, under ASX Listing Rule 7.1, without Shareholder approval over the 12 month period following the issue date of the Placement Options.

It is noted that the Company's ability to utilise the additional 10% placement capacity provided for in ASX Listing Rule 7.1A for issues of equity securities following the LR7.1A Expiry Date will be conditional upon the Company obtaining shareholder approval for the purposes of ASX Listing Rule 7.1A at its next annual general meeting.

1.4 Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 1, 2 and 3:

The number and class of securities issued	The Company issued 16,000,000 Placement Shares and 8,000,000 Placement Options of which: a. 3,698,168 Placement Shares issued under ASX Listing Rule 7.1 (Resolution 1); b. 12,301,832 Placement Shares issued under ASX Listing Rule 7.1A (Resolution 2); and c. 8,000,000 Placement Options issued under ASX Listing Rule 7.1 (Resolution 3).
Issue price per security	The Placement Shares were issued at the issue price of \$0.05 per Placement Share. The Placement Options were free attaching Options and were issued for nil consideration.
Terms of security	The Placement Shares issued were fully paid ordinary Shares in the capital of the Company and rank equally with all existing Shares on issue. The Placement Options were Listed Options (ASX code: G88O), each exercisable at \$0.10 per Placement Option with an expiry date of 23 September 2023, and were otherwise issued on the terms summarised in Annexure A.
Persons whom securities were issued or basis of issue	The Placement Shares and Placement Options were allotted and issued under private Placement to professional and sophisticated investors introduced to the Company by the lead manager to the Placement, Sanlam Private Wealth Pty Ltd. None of the Placement Participants were, or are, related parties of the Company, a member of KMP, a substantial holder in the company, an adviser to the Company or an associate of any of them.
Date of Issue	The Placement Shares were issued on 19 March 2021. The Placement Options were issued on 10 May 2021.

Purpose of the issue, including the use of funds raised	The purpose of the issue of the Placement Shares and the Placement Options was to raise A\$800,000 (before costs), which were principally used by the Company for the following matters: a. airborne geophysical survey at Yarrabee Project; b. drill testing geophysical targets at Yarrabee Project; c. drilling programs at the Company's Benalla Project; d. target generation and testing at the Company's Yuinmery Gold Project; e. ongoing project evaluation; f. working capital purposes; and g. payment of the costs associated with undertaking the Placement.
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The Placement Shares and the Placement Options were not issued under an agreement, but the Placement Options were issued pursuant to the Prospectus.

Voting exclusion statements are contained in Resolutions 1, 2 and 3 of the Notice (as applicable).

1.5 Directors' recommendation

The Board of Directors recommend that Shareholders vote in favour of Resolutions 1, 2 and 3.

2. Resolutions 4 - Ratification of prior issue of Shares and Options to the Yarrabee Project Vendor issued under ASX Listing Rule 7.1

2.1 Background

As announced on 11 March 2021, the Company entered into a binding Sale and Purchase Agreement with Bruce Legendre ("**Yarrabee Project Vendor**") and Nemex Pty Ltd to acquire the rights to the Yarrabee Project on the following key terms ("**SPA**"):

- The payment of cash consideration of \$60,000;
- Issuing of 1,000,000 Shares to the Yarrabee Project Vendor;
- Issuing of 1,000,000 unlisted Options to the Yarrabee Project Vendor, with an exercise price of \$0.10 per Option and expiring two years from the date of issue ("**Vendor Options**"); and
- Granting the Yarrabee Project Vendors a 1.0% Net Smelter Royalty over the project.

On 5 May 2021, completion of the SPA occurred and, in accordance with the SPA, the Company issued 1,000,000 Shares and 1,000,000 Vendor Options to the Yarrabee Project utilising its available placement capacity under ASX Listing Rule 7.1.

Resolution 4 proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 1,000,000 Shares and 1,000,000 Vendor Options which were issued by the Company on 5 May 2021 under ASX Listing Rule 7.1 (collectively, the “Vendor Securities”).

2.2 ASX Listing Rule 7.1

As detailed in section 1 of this Explanatory Statement, subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Vendor Securities to the Yarrabee Project Vendor did not fit within any of the exceptions and, as it has not been approved by the Company’s Shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company’s capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the issue date of the Vendor Securities.

2.3 ASX Listing Rule 7.4

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company’s capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to ratify the prior issue and allotment of the Vendor Securities to the Yarrabee Project Vendor under and for the purposes of Listing Rule 7.4.

If Resolution 4 is passed, the issue of the Vendor Securities to the Yarrabee Project Vendor will be excluded in calculating the Company’s 15% capacity to issue equity securities under ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date of the Vendor Securities.

If Resolution 4 is not passed, the issue of the Vendor Securities to the Yarrabee Project Vendor will be included in calculating the Company’s 15% capacity to issue equity securities under ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date of the Vendor Securities.

2.4 Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 4:

The number of securities issued	1,000,000 Shares and 1,000,000 Vendor Options.
Issue price per security	The securities were issued in part consideration for the acquisition of the Yarrabee Project under the SPA.
Terms of security	The Shares issued were fully paid ordinary Shares in the capital of the Company and rank equally with all existing Shares on issue.

	The Vendor Options were unlisted Options, each exercisable at \$0.10 per Option with an expiry date of 5 May 2023 (being two years from the date of issue) and were otherwise issued on the terms summarised in Annexure B.
Persons whom securities were issued or basis of issue	The Yarrabee Project Vendor.
Date of Issue	5 May 2021.
Purpose of the issue, including use of funds raised	The Vendor Securities were issued to satisfy the Company's obligations under the SPA. No funds were raised through the issue of Vendor Securities to the Yarrabee Project Vendor.

The Vendor Securities were issued under the SPA, the key terms of which are summarized in Section 2.1 of this Explanatory Statement.

A voting exclusion statement is contained in Resolution 4 of the Notice.

2.5 Directors' recommendation

The Board of Directors recommend that Shareholders vote in favour of Resolution 4.

3. Resolutions 5 to 8 – Approval to Issue KMP Shares and KMP Options to Related Parties of the Company

3.1 Background

As detailed in section 6.2 of the Prospectus, the Directors advised that they had intended to apply for up to 1,000,000 Shares ("**KMP Shares**") at the same issue price, and on the same terms, as the Placement Shares offered to unrelated Placement Participants in the Placement, being an issue price of \$0.5 (5 cents) per Share, together with one (1) free-attaching Placement Option for every two (2) Shares subscribed for and issued ("**KMP Options**"), subject to Shareholder approval being obtained.

Pursuant to the Prospectus, the Company invited the Directors and/or their nominees to apply for a total of 1,000,000 KMP Shares at the issue price of \$0.05 per Shares, together with one (1) free-attaching KMP Option for every two (2) KMP Shares subscribed for and issued, subject to Shareholder approval being obtained ("**KMP Offer**").

Accordingly, Resolutions 5 to 8 respectively seek Shareholder approval for the issue of:

- (a) 400,000 KMP Shares and 200,000 KMP Options to Mr. Rhoderick Grivas (or his nominee);
- (b) 200,000 KMP Shares and 100,000 KMP Options to Mr. Caedmon Mariott (or his nominee);
- (c) 200,000 KMP Shares and 100,000 KMP Options to Mr. Phillip Grundy (or his nominee); and
- (d) 200,000 KMP Shares and 100,000 KMP Options to Mr. James Merrillees (or his nominee),

under and pursuant to the KMP Offer.

3.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

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

The proposed issue of KMP Shares and KMP Options (which are types of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

As each Messrs Rhoderick Grivas, Caedmon Marriott, Phillip Grundy and James Merrillees are current Directors of the Company, they are each considered a “related party” of the Company.

In relation to the proposed issue of the KMP Shares and the KMP Options to a Director and/or his nominee, the other Directors consider that the issue of those KMP Shares and KMP Options to the other Directors and/or their nominees fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act, as the KMP Shares and the KMP Options are proposed to be issued on the same terms as offered to non related parties of the Company as detailed in Resolutions 1, 2 and 3.

It is therefore in the view of the Directors (other than with regards to the Resolution pursuant to which they may be issued the KMP Shares and the KMP Options) that the proposed issue of the KMP Shares and the KMP Options under the KMP Offer does not require Shareholder approval under and for the purposes of Chapter 2E of the Corporations Act.

3.3 Section 195(4) of the Corporations Act

Section 195(4) of the Corporations Act provides that a director of a public company may not vote or be present during meetings of directors where matters in which that director holds a “material personal interest” are being considered, except in certain limited circumstances.

Relevantly, section 195(4) of the Corporations Act provides that if there are not enough directors to form a quorum for a directors meeting because of the restriction set out in section 195 of the Corporations Act, one or more of the directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, is it thought by the Board to be the case) that all of the Directors comprising the Board have a material personal interest in the outcome of Resolutions 5 to 8. If each does have such an interest, then a quorum could not be formed to consider the matters completed by Resolutions 5 to 8 at the Board level.

Accordingly, for the avoidance of any doubt, for the purpose of transparency and for best practice corporate governance, the Company seeks Shareholder approval for Resolutions 5 to 8 in accordance with section 195(4) of the Corporations Act in respect of the reliance on the arm’s length exception and the decision not to seek Shareholder approval under Chapter 2E of the Corporations Act.

For the avoidance of doubt, Resolutions 5 to 8 are **not** inter-conditional.

3.4 ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to:

- 10.11.1 a related party of the Company;
- 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 to 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 (a) to (c) above; and
- 10.11.5 a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders,

(each a “**LR10.11 Party**”) unless it obtains the approval of its Shareholders.

The proposed issue of KMP Shares and KMP Options falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.11.

To this end, Resolutions 5 to 8 seek the required Shareholder approval to issue the KMP Shares and the free-attaching KMP Options to the Directors (or their nominees), and in the proportions (“**Relative Proportions**”), detailed in section 3.1 of this Explanatory Statement under and for the purposes of ASX Listing Rule 10.11.

If Shareholder approval is obtained for the issuance of the KMP Shares and KMP Options under ASX Listing Rule 10.11, in accordance with ASX Listing Rule 7.2, Exception 14, separate Shareholder approval is not required under ASX Listing Rule 7.1.

If Resolutions 5 to 8 are passed, the Company will be able to proceed with the proposed issue of the KMP Shares and KMP Options to the Directors (or their nominees), in the Relative Proportions, under the KMP Offer within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and will raise additional funds (of up to \$500,000) which will be used in the manner set out in Section 1.1 of the Explanatory Statement. Additionally, as Shareholder approval pursuant to ASX Listing Rule 7.1 will not be required for the issue of the KMP Shares and KMP Options under the KMP Offer (because approval is being obtained under ASX Listing Rule 10.11), the issue of the KMP Shares and KMP Options will not be included in the calculation of the Company's 25% limit in ASX Listing Rules 7.1 (15%) and 7.1A (10%).

If any or all of Resolutions 5 to 8 are not passed, the Company will not be able to proceed with the proposed issue of the KMP Shares and KMP Options that are the subject of the disapproved Resolutions and the corresponding issue price will not be raised as part of the KMP Offer.

3.5 Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the KMP Shares and attaching KMP Options to the related parties is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The related parties are as follows:
 - (i) Resolution 5: Mr. Rhoderick Grivas or his nominee;
 - (ii) Resolution 6: Mr. Caedmon Marriott or his nominee;
 - (iii) Resolution 7: Mr. Phillip Grundy or his nominee;
 - (iv) Resolution 8: Mr. James Merrillees or his nominee.
- (b) Messrs Rhoderick Grivas, Caedmon Marriott, Phillip Grundy and James Merrillees are each Directors of the Company. They therefore all fall under ASX Listing Rule 10.11.1 as related parties of the Company.
- (c) The maximum number of KMP Shares to be issued is:
 - (i) Resolution 5 (Mr Grivas): 400,000;
 - (ii) Resolution 6 (Mr Marriott): 200,000;
 - (iii) Resolution 7 (Mr Grundy): 200,000; and
 - (iv) Resolution 8 (Mr Merrillees): 200,000.
- (d) The maximum number of attaching KMP Options to be issued is:
 - (i) Resolution 5 (Mr Grivas): 200,000;
 - (ii) Resolution 6 (Mr Marriott): 100,000;
 - (iii) Resolution 7 (Mr Grundy): 100,000; and
 - (iv) Resolution 8 (Mr Merrillees): 100,000.
- (e) The KMP Options will be Listed Options (ASX code: G88O) each exercisable at \$0.10 per KMP Option with an expiry date of 23 September 2023. Shares issued on conversion of the KMP Options will rank equally in all aspects with the existing Shares on issue.
- (f) The KMP Shares will be fully paid Shares in the capital of the Company and will rank equally in all aspects with the then issued Shares of the Company.
- (g) The KMP Shares and attaching KMP Options will be issued within 1 month of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing rules) and it is anticipated that all KMP Shares and KMP Options are issued on the same date.
- (h) The issue price of the KMP Shares will be \$0.05 per Share (being the same issue price offered to the Placement Participants under the Placement). The KMP Options will be free-attaching Options to be issued on the basis of every one KMP Option for every two KMP Shares subscribed and issued under the KMP Offer. As such, the KMP Options will be issued nil cash consideration.
- (i) The purpose of the issue of the KMP Shares and the KMP Options under the KMP Offer is to raise up to \$500,000 (before costs), which are intended to be used by the Company for the following matters:
 - (i) airborne geophysical survey at Yarrabee Project;
 - (ii) drill testing geophysical targets at Yarrabee Project;
 - (iii) drilling programs at the Company's Benalla Project;
 - (iv) target generation and testing at the Company's Yuinmery Gold Project;
 - (v) ongoing project evaluation;
 - (vi) working capital purposes; and
 - (vii) the costs of the KMP Offer.
- (j) Funds will not be raised from the issue of the KMP Options as they will be free-attaching Options to be issued for nil cash consideration, as detailed above. However, if the KMP Options are issued and subsequently exercised the proceeds from the exercise of the KMP Options are intended to be used by the Company to fund an aggressive exploration program at the Yarrabee Project.

- (k) The KMP Shares and the KMP Options will not be issued under any agreement, other than pursuant to the Prospectus.

Voting exclusion statements are contained in Resolutions 5 to 8 of the Notice.

3.6 Directors' recommendation

The Board considers that, given the personal interests of the Directors in their respective KMP Shares and KMP Options that are the subject of Resolutions 5 to 8, it would be inappropriate for the Board to give any voting recommendation with respect to these Resolutions,

4. Resolution 9 – Approval to Issue of Unlisted Options to Mr. James Merrillees, Managing Director as part of Appointment

4.1 Background

On 18 November 2020 ("**Appointment Date**"), the Company announced that it had appointed Mr James Merrillees as Managing Director of the Company.

Pursuant to the terms of his Executive Services Agreement ("**Employment Contract**"), Mr James Merrillees will be remunerated as follows:

- (a) \$220,000 per annum (plus superannuation); and
- (b) a grant of the following unlisted Options ("**Merrillees Options**") to James Merrillees, subject to the terms and conditions set out in the Employment Contract:

	Number and type of security	Exercise Price	Expiry date	Vesting Period
Tranche 1 Merrillees Options	1,000,000 Merrillees Options	150% of 20-day VWAP prior to date of issue	The date which is 3 years from the date of issue of Tranche 1 Merrillees Options	6 months from the Appointment Date
Tranche 2 Merrillees Options	1,000,000 Merrillees Options	175% of 20-day VWAP prior to date of issue	3 year exercise period from the date of issue of Tranche 2 Merrillees Options	18 months from the Appointment Date

The key terms and conditions for the issuance of the Merrillees Options are summarised below:

- (a) the issue of the Merrillees Options is subject to the Company obtaining any necessary Shareholder approval for the issuance of the relevant Merrillees Options under the ASX Listing Rules and/or Corporations Act (if required);
- (b) each Merrillees Option will vest automatically:
 - (i) upon the expiration of the applicable Vesting Period provided that Mr James Merrillees remain employed by the Company under the Employment Contract for the duration of the Vesting Period;

- (ii) where a change in control event (as defined in the Employment Contract) occurs prior to the expiration of the relevant Vesting Period; or
 - (iii) where Mr James Merrillees ceases to be employed by the Company on special circumstances and the Directors (excluding Mr James Merrillees) exercise their discretion to waive the condition referred to in paragraph (i); and
- (c) once vested, the relevant Merrillees Options will be issued on the date when the Shareholder approval for the granting of those Options is granted.

The Board (with Mr James Merrillees abstaining due to his material personal interest in the Merrillees Options) had considered the issue of the Merrillees Options to be a cost effective and efficient remuneration structure to reward and incentivise the Company's Managing Director, Mr James Merrillees, in that:

- (a) these Merrillees Options are intended to provide remuneration that is linked to the performance of the Company in the future;
- (b) the Merrillees Options (once issued upon satisfaction of the Vesting Conditions and Shareholder approval being obtained) would not be transferrable. Thus, Mr James Merrillees would only benefit from the issue of the Merrillees Options if and to the extent that the Vesting Condition is met and the Share price exceeds the exercise price of the Merrillees Options that warrant their exercise, following the issuance; and
- (c) the issue of the Merrillees Options will be a non-cash form of remuneration and would allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr James Merrillees.

As the Vesting Condition for the Tranche 1 Merrillees Options has now been achieved, the Company is proposing to issue to Mr. James Merrillees, the Tranche 1 Merrillees Options, for which Shareholder approval is being sought under Resolution 9.

4.2 Chapter 2E of the Corporations Act

Pursuant to Chapter 2E of the Corporations Act a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions set out in Sections 210 to 216 of the Corporations Act apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party. The issue of Tranche 1 Merrillees Options to Mr James Merrillees constitutes giving a financial benefit and Mr James Merrillees is a related party by virtue of being a Director of the Company.

The Directors (other than Mr James Merrillees who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Tranche 1 Merrillees Options to James Merrillees and/or his nominee because they form part of Mr James Merrillees's remuneration as an officer of the Company and the remuneration is reasonable given Mr James Merrillees's circumstances and the circumstances of the Company.

Accordingly, approval will not be sought under Chapter 2E for the issue of these Options to James Merrillees as the issue of the Tranche 1 Merrillees Options constitute 'reasonable remuneration' in accordance with section 211 of the Corporations Act.

4.3 ASX Listing Rule 10.11

As detailed in section E of this Explanatory Statement, Shareholder approval is required for the issue of equity securities to a LR10.11 Party unless any of the exceptions in ASX Listing Rule 10.12 applies.

The issue of the Tranche 1 Merrillees Options fall within ASX Listing Rule 10.11. It is the view of the Directors (with Mr James Merrillees abstaining due to his personal interest in the Merrillees Options) that none of the exceptions in ASX Listing Rule 10.12 apply to the issue of the Tranche 1 Merrillees Options. Therefore, Shareholder approval is required under ASX Listing Rule 10.11 for the issue of the Tranche 1 Merrillees Options to James Merrillees and/or his nominee.

It is however noted that no Shareholder approval is being sought in this Notice for the agreement by the Company to issue, nor the subsequent issuance of, the Tranche 2 Merrillees Options if the Vesting Condition is met. This is because:

- (a) the Board (with Mr James Merrillees abstaining due to his personal interest in the Merrillees Options) considers that the agreement by the Company to issue the Tranche 2 Merrillees Options that is conditional upon both the satisfaction of the applicable Vesting Condition and Shareholder approval being obtained, falls within Exception 11 of ASX Listing Rule 10.12. Hence, Shareholder approval is not required under ASX Listing Rule 10.11 for the said agreement to issue the Tranche 2 Merrillees Options; and
- (b) the Vesting Condition for the Tranche 2 Merrillees Options has not been met; and
- (c) there may be a risk that the Vesting Condition for the Tranche 2 Merrillees Options will not be achieved.

The Company intends to seek Shareholder approval for the issuance of the Tranche 2 Merrillees Options to Mr James Merrillees after the Vesting Condition is achieved.

Resolution 9 seeks the required Shareholder approval to the issue of the Tranche 1 Merrillees Options under and for the purposes of ASX Listing Rule 10.11.

If Resolution 9 is passed, the Company will be able to issue the Tranche 1 Merrillees Options to Mr James Merrillees within 1 month after the Meeting (or a longer period if allowed by the ASX). Additionally, pursuant to ASX Listing Rule 7.2, Exception 14, where Shareholder approval under ASX Listing Rule 10.11 is obtained, separate Shareholder approval is not required under ASX Listing Rule 7.1 and the issue of the Tranche 1 Merrillees Options will not be included in the Company's 15% limit in ASX Listing Rule 7.1.

If Resolution 9 is not passed, James Merrillees will not be entitled to issue the Tranche 1 Merrillees Options. In that event, the Company may then be required to re-renegotiate with Mr James Merrillees such other reasonable remuneration as may be applicable in substitution of these Tranche 1 Merrillees Options, which may include the payment of additional cash amounts, reducing the Company's cash reserves.

4.4 Information Required by Listing Rule 10.13

The following information is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottee is Mr James Merrillees (or his nominee).
- (b) Mr James Merrillees is a related party of the Company, by virtue of being a Director, and hence a LR10.11 Party pursuant to ASX Listing Rule 10.11.1.
- (c) The number and class of securities to be issued for which Shareholder approval is being sought under Resolution 9 is 1,000,000 Tranche 1 Merrillees Options.
- (d) The full terms of the Tranche 1 Merrillees Options are set out in Annexure B of this Notice of Meeting and section 4.1 of this Explanatory Statement.

- (e) The Tranche 1 Merrillees Options will be issued by within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (f) The Tranche 1 Merrillees Options will be issued for nil cash consideration in part consideration for his appointment as a Managing Director of the Company and as part remuneration for services provided by Mr James Merrillees. Accordingly, no funds will be raised on issue of the Tranche 1 Merrillees Options.
- (g) The remuneration and emoluments from the Company to Mr James Merrillees for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

Director	Current Financial Year	Financial Year ended 30 June 2020
Mr James Merrillees ^{1&2}	\$220,000 per annum	N/A

Notes:

- 1. The amount is exclusive superannuation.
 - 2. Mr James Merrillees was appointed as a director on 25 November 2020.
- (h) The value of the Tranche 1 Merrillees Options and the valuation methodology is set out in Schedule 1.
 - (i) The primary purpose of the issue of the Tranche 1 Merrillees Options to James Merrillees is to provide a performance linked cost effective incentive component in the remuneration package for James Merrillees and to motivate and reward the performance of James Merrillees in his role as managing director.
 - (j) The Tranche 1 Merrillees Options were issued under and pursuant to the Employment Contract between Mr Merrillees and the Company. The key terms of the Employment Contract are set out in Section 4.1 of this Explanatory Statement.
 - (k) A voting exclusion statement is contained in Resolution 9 of the Notice.

4.4 ASX Listing Rule 7.1 and ASX Listing Rule 7.2. Exception 14

Pursuant to ASX Listing Rule 7.2, Exception 14, Shareholder approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Tranche 1 Merrillees Options as Shareholder approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issuance of the Tranche 1 Merrillees Options to James Merrillees (or his nominee) will not be included in the calculation of the Company's 15 placement capacity under ASX Listing Rule 7.1.

Directors' Recommendation

The Board of Directors (with Mr. James Merrillees abstaining) recommend Shareholders vote for this Resolution.

Mr James Merrillees declines to make a recommendation to Shareholders in relation to Resolution 9 due to his material personal interest in the outcome of the Resolution.

The Board is not aware of any other information would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 9

5. Resolutions 10 to 13– Approval to Listed Options to Related Parties of the Company

5.1 Background

On 26 March 2021, the Company announced a non-renounceable entitlement issue of Options to eligible Shareholders on the basis of one Listed Option (“**Loyalty Option**”) for every six Shares held by eligible shares at 7 pm AEST on the record date of 8 April 2021, at an issue price of \$0.005 (“**Entitlement Offer**”) and otherwise on the terms and conditions set out in the Prospectus dated and lodged with ASIC and ASX on the same day.

On 6 May 2021, the Company announced that there were a shortfall of 9,429,778 Loyalty Options (“**Shortfall Options**”) resulting from the Entitlement Offer and that the Board may at its discretion place any or all of the Shortfall Options within 3 months of the closing date of the Entitlement Offer (namely, 3 May 2021) pursuant to the Shortfall Offer.

Under the Prospectus, the Shortfall Options cannot be issued, nor allocated, to any related party of the Company.

Nonetheless, in recognition of the Directors’ agreement to participate in the Placement, subject to Shareholder approval being sought under Resolutions 5 to 8, the Company proposes to issue a total of 166,666 Listed Options to the Directors and/or their nominees at an issue price of \$0.005 as follows:

- (a) 66,666 Listed Options to Mr Rhoderick Grivas (or his nominee);
- (b) 33,333 Listed Options to Mr Caedmon Mariott (or his nominee);
- (c) 33,333 Listed Options to Mr Phillip Grundy (or his nominee); and
- (d) 33,333 Listed Options to Mr James Merrillees (or his nominee),

(“**Allocated Proportion**”).

For the avoidance of doubt, Resolutions 10 to 13 are **not** inter-conditional. Nor are Resolutions 10 to 13 conditional upon the passage of any or all of Resolutions 5 to 8.

5.2 Chapter 2E of the Corporations Act

As detailed in sections 3 and 4 of this Explanatory Statement, Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

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

The proposed issue of the Listed Options (which are types of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

As each Messrs Rhoderick Grivas, Caedmon Marriott, Phillip Grundy and James Merrillees are current Directors of the Company, and consequently, a “related party” of the Company, the proposed issue of the Listed Options will require Shareholder approval under Chapter 2E of the Corporations Act unless one of the exceptions to the provisions apply.

In relation to the proposed issuance of Listed Options to each Director or his nominee, the other Directors consider that the issue of those Listed Options to the that Directors and/or his nominee on terms set out herein fall within

the “arm’s length terms” exception as set out in section 210 of the Corporations Act, as the Listed Options are proposed to be issued at the same price as offered to non related parties of the Company under the Shortfall Offer and the Entitlement Offer under the Prospectus.

It is therefore in the view of the Directors (other than with regards to the Resolution pursuant to which they may be issued the Listed Options) that the proposed issue of the Listed Options to the Directors and/or their nominee does not require Shareholder approval under and for the purposes of Chapter 2E of the Corporations Act.

5.3 Section 195(4) of the Corporations Act

As detailed in Section 3 of this Explanatory Statement, section 195(4) of the Corporations Act provides that:

- (a) a director of a public company may not vote or be present during meetings of directors where matters in which that director holds a “material personal interest” are being considered, except in certain limited circumstances; and
- (b) if there are not enough directors to form a quorum for a directors meeting because of the restriction set out in section 195 of the Corporations Act, one or more of the directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, is it thought by the Board to be the case) that all of the Directors comprising the Board have a material personal interest in the outcome of Resolutions 10 to 13. If each does have such an interest, then a quorum could not be formed to consider the matters completed by Resolutions 10 to 13 at the Board level.

Accordingly, for the avoidance of any doubt, for the purpose of transparency and for best practice corporate governance, the Company seeks Shareholder approval for Resolutions 10 to 13 in accordance with section 195(4) of the Corporations Act in respect of the reliance on the arm’s length exception and the decision not to seek Shareholder approval under Chapter 2E of the Corporations Act.

5.4 ASX Listing Rule 10.11

As detailed in Section 3 and 4 of this Explanatory Statement, ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to any LR10.11 Party unless it obtains the approval of its Shareholders.

The proposed issue of Listed Options to the Directors and/or their nominees falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12, and therefore requires the approval of the Company’s Shareholders under ASX Listing Rule 10.11.

To this end, Resolutions 10 to 13 seek the required Shareholder approval to issue the Listed Options to the Directors (or their nominees), and in the proportions (“**Allocated Proportions**”), detailed in section 5.1 of this Explanatory Statement under and for the purposes of ASX Listing Rule 10.11.

If Shareholder approval is obtained for the issuance of the Listed Options under ASX Listing Rule 10.11, in accordance with ASX Listing Rule 7.2, Exception 14, separate Shareholder approval is not required under ASX Listing Rule 7.1.

If Resolutions 10 to 13 are passed, the Company will be able to proceed with the proposed issue of the Listed Options to the Directors (or their nominees), in the Allocated Proportions, within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and will raise additional funds (of up to \$833) which will be used in the manner set out in below.

Additionally, if Resolutions 10 to 13 are passed, Shareholder approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Listed Options (because approval is being obtained under ASX Listing Rule 10.11), the issue of the Listed Options will not be included in the calculation of the Company's 25% limit in ASX Listing Rules 7.1 (15%) and 7.1A (10%).

If any or all of Resolutions 10 to 13 are not passed, the Company will not be able to proceed with the proposed issue of the Listed Options that are the subject of the disapproved Resolutions and the corresponding issue price will not be raised.

5.5 Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Listed Options to the related parties is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The related parties are as follows:
 - (i) Resolution 10: Mr. Rhoderick Grivas or his nominee;
 - (ii) Resolution 11: Mr. Caedmon Marriott or his nominee;
 - (iii) Resolution 12: Mr. Phillip Grundy or his nominee; and
 - (iv) Resolution 13: Mr. James Merrillees or his nominee.
- (b) Messrs Rhoderick Grivas, Caedmon Marriott, Phillip Grundy and James Merrillees are each Directors of the Company. They therefore all fall under ASX Listing Rule 10.11.1 as related parties of the Company.
- (c) The maximum number of attaching Listed Options to be issued is:
 - (i) Resolution 10 (Mr Grivas): 66,666;
 - (ii) Resolution 11 (Mr Marriott): 33,333;
 - (iii) Resolution 12 (Mr Grundy): 33,33; and
 - (iv) Resolution 13 (Mr Merrillees): 33,222.
- (d) The related parties are entitled to Directors' fees as follows
 - (i) Resolution 10 (Mr Grivas): \$65,705 per annum, inclusive of superannuation;
 - (ii) Resolution 11 (Mr Marriott): \$40,000 per annum, inclusive of superannuation;
 - (iii) Resolution 12 (Mr Grundy): \$40,000 per annum, inclusive of superannuation; and
 - (iv) Resolution 13 (Mr Merrillees): \$220,000 per annum plus superannuation.
- (e) The Listed Options will be listed Options (ASX code: G88O) each exercisable at \$0.10 per Listed Option with an expiry date of 23 September 2023. Shares issued on conversion of the Listed Options will rank equally in all aspects with the existing Shares on issue at the time.
- (f) The Listed Options will be issued within 1 month of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing rules) and it is anticipated that all Listed Options will be issued on the same date.
- (g) The issue price of the Listed Shares will be \$0.005 per Option (being the same issue price offered under the Entitlement Offer and the Shortfall Offer pursuant to the Prospectus).
- (h) The principal purpose of the issue of the Listed Options is not to raise funds, but to recognise the Directors' pre-existing agreement to participate in the Placement that are conditional upon Shareholder approval being obtained at the Meeting. Nevertheless, the issue of the Listed Options (if proceeding upon Shareholder approval being sought under Resolutions 10 to 13), will raise up to \$500,000 (before costs), which are intended to be used by the Company for working capital purposes. If the Listed Options are issued and

subsequently exercised the proceeds from the exercise of the Listed Options are intended to be used by the Company to fund an aggressive exploration program at the Yarrabee Project.

- (i) The Listed Options will not be issued under any agreement.

Voting exclusion statements are contained in Resolutions 10 to 13 of the Notice.

5.6 Directors' recommendation

The Board considers that, given the personal interests of the Directors in their respective Listed Options that are the subject of Resolutions 10 to 13, it would be inappropriate for the Board to give any voting recommendation with respect to these Resolutions,

Justyn Stedwell

Company Secretary

On behalf of the Board of Directors

Golden Mile Resources Ltd

GLOSSARY

In the Notice of Meeting and Explanatory Statement the following terms have the following meanings:

\$ or A\$ means Australian dollars.

2020 AGM means the Company's annual general meeting held on 15 December 2020.

AEST means Australian Eastern Standard Time.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the listing rules of ASX.

Board means the Board of Directors of the Company.

Chair means the Chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of "closely related party" in the Corporations Act.

Company means Golden Mile Resources Ltd ACN 614 538 402.

Constitution means the constitution of the Company.

Corporations Act means Corporations Act 2001 (Cth).

Director means a current director of the Company.

Eligible Entity has the meaning given to that term in Chapter 19 of the ASX Listing Rules.

Expiry Date means:

- (a) in respect of the Listed Options or the Placement Options, 23 September 2023; and

- (b) in respect of the Tranche 1 Merrillees Options, the date which is 3 years from the date of issue of Tranche 1 Merrillees Options;
- (c) in respect of the Vendor Options, \$5 May 2023.

Exercise Price means:

- (a) in respect of the Listed Options or the Placement Options, \$0.10 per Option; and
- (b) in respect of the Tranche 1 Merrillees Options, the price which is 150% of 20-day VWAP prior to date of issue; and
- (c) in respect of the Vendor Options, \$0.10 per Option.

Explanatory Statement means the explanatory statement to this notice of Extraordinary General Meeting.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and mean those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

KMP Offer means the offer of 1,000,000 Shares and 1 free-attaching Option (exercisable at \$0.10 each on or before 23 September 2023) for every two Shares subscribed for and issued under the said offer), to the selected Directors and/or their nominees under the Prospectus.

KMP Shares means up to 1,000,000 Shares to be issued under the KMP Offer.

KMP Options means up to 500,000 Option (exercisable at \$0.10 each on or before 23 September 2023) to be issued under the KMP Offer.

Listed Options means the Options quoted on the ASX under ASX ticker 'G88O' exercisable at the exercise price of \$0.10 per Option on or before 23 September 2023 and otherwise with the terms and conditions as listed in **Annexure A**.

LR7.1A Expiry Date means the date on which the additional 10% limit in ASX Listing Rule 7.1A expires, as determined in accordance with ASX Listing Rule 7.1A.1.

Meeting means the 2021 Extraordinary General Meeting of the Shareholders of the Company to be held on 29 July 2021, to which the Notice of Meeting and Explanatory Statement relate.

Notice or Notice of Meeting means this notice of Extraordinary General Meeting of the Company dated 24 June 2021.

Official List means the list of securities permitted to Official Quotation

Official Quotation means official quotation by ASX in accordance with the ASX Listing Rules.

Option means an option to acquire a Share.

Placement means the private placement of 16,000,000 Shares and one (1) free-attaching Option (exercisable at \$0.10 each on or before 23 September 2023) for every two (2) Shares subscribed for and issued under the placement, as announced by the Company on 11 March 2021.

Placement Options means Options exercisable at \$0.10 each on or before 23 September 2023 and issued under and pursuant to the Placement.

Placement Shares means 16,000,000 Shares offered for issue by the Company under and pursuant to the Prospectus.

Prospectus means the prospectus dated 26 March 2021 and which was lodged with ASIC and ASX on that date.

Resolution means a resolution referred to in the Notice.

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

Shareholder means a holder of Shares.

VWAP has the meaning given to that term in the ASX Listing Rules.

Words importing the singular include the plural and vice versa.

Schedule 1
Option Value and Pricing Methodology

The Company has valued the Options proposed to be issued to Mr James Merrillees using the Black & Scholes Option Model. The valuation of an option using the Black & Scholes Model is a function of a number of variables.

Assumption	
Spot price	\$0.049
Exercise price	\$0.07
Life	3.0
Volatility	95%
Risk free interest rate	0.11%
Indicative value per Option	\$0.0253
Total value of the Tranche 1 Merrillees Options	\$25,318.55

Annexure A

Terms of Options

The terms and conditions upon which the Placement Options and the Listed Options (each an **Option** for the purpose of this Annexure A) are set out below:

- (a) Entitlement**
Subject to paragraph (n), each Option entitled the holder to subscribe for one (1) Share upon exercise of the Option.
- (b) Exercise Price**
Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.10 (**Exercise Price**).
- (c) Expiry Date**
Option will expire at 5.00 pm AEST on 23 September 2023 (Expiry Date). Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) Exercise Period**
The Options are exercisable at any time on or prior to 5.00 pm AEST on the Expiry Date (**Exercise Period**).
- (e) Notice of Exercise**
The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option Certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) Exercise Date**
A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (g) Timing of issue of Shares in exercise**
Within 15 Business Days after the Exercise Date, the Company will:

 - (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) if admitted to the Official List of the ASX at the time, apply for Official Quotation of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Shares issued on exercise

Shares issued in exercise of the Options rank equally with all other Shares on issue at that time.

(i) Quotation of Shares issued on exercise

If the Company is admitted to the Official List at the relevant time, application will be made by the Company to ASX for Official Quotation of the Shares issued upon the exercise of the Options.

(j) Reconstruction of capital

If at any time, the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) Change in Exercise Price

The Options do not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Options can be exercised.

(m) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by the ASX or under applicable Australian securities laws.

(n) Bonus Issues

If prior to the Expiry Date, the Company makes a bonus issue of Shares to Shareholders, then the holders of Options, upon the exercise of such Options, would be entitled to have issued to them, in addition to Shares which would otherwise be issued to them upon the exercise of the Options, the Shares which would have been issued under that bonus issue (**Bonus Shares**) if, on the record date applicable to the Bonus Shares, they had been registered as the holder of the Shares to be issued to them upon exercise of the Options. Such Bonus Shares will be paid by the Company out of profits or reserves in the same manner as was applied in relation to the bonus issue and upon issue will rank equally in all respects with the Bonus Share.

Annexure B

Terms of Options

The terms and conditions on which the Vendor Options or the Tranche 1 Merrillees Options (as applicable) are issued as applicable:

- (a) Each Option entitles its holder to subscribe in cash for one Share.
- (b) Each Option is exercisable at its Exercise Price at any time prior to its Expiry Date by completing an option exercise form and delivering it, together with payment for the number of Shares in respect of which the Option is exercised, to the registered office of the Company. Any Option that has not been exercised prior to the Expiry Date automatically lapses.
- (c) An Option automatically lapses without any claim against the Company on the occurrence of any of the following events:
 - (i) upon the bankruptcy, liquidation or winding up of the holder or the happening of any other event that results in the holder being deprived of the legal or beneficial ownership of the Option; or
 - (ii) upon the liquidation or winding up of the Company for any reason other than by the way of members' voluntary winding up.
- (d) The Options will not be quoted on the Official List.
- (e) Subject to the Corporations Act, the ASX Listing Rules, and the constitution of the Company, each Option is freely transferable.
- (f) The Company will apply for Official Quotation of the Shares issued upon the exercise of the Options, subject to any restriction imposed by ASX.
- (g) Shares issued upon the exercise of the Options will rank *pari passu* with all other Shares on issue at that time.
- (h) The Company will apply for official quotation by ASX of the Shares issued upon exercise of Options within 10 business days after the date of the issue, subject to any restriction obligations imposed by ASX.
- (i) The Options will not give any right to participate in dividends unless and until Shares are issued upon exercise of the relevant Options.
- (j) There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the life of the Option. The Company will ensure that holders will be given at least seven business days' notice to allow for the exercise of Options prior to the record date in relation to any offers of securities made to Shareholders.
- (k) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the rights attaching to the Options or both will be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- (l) There is no right to vary the Exercise Price.
- (m) If there is any inconsistency between any of the preceding terms and conditions and the ASX Listing Rules, then the ASX Listing Rules prevail to the extent of the inconsistency.

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Your proxy voting instruction must be received by **2.00pm (AEST) on Sunday, 25 July 2021**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at
<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the **Holder Number as shown at the top of this Proxy Voting Form.**



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

