Notice of General Meeting, Explanatory Statement and Proxy Form

General Meeting to be held at
Level 1, 51 Colin Street, West Perth, Western Australia
at 10:00am WST on Tuesday 27th February, 2024

Important note

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

Contents

Important dates

Event	Date
Snapshot date for eligibility to vote	5:00pm WST on Sunday, 25 February 2024
Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded	10:00am WST on Sunday, 25 February 2024
General Meeting	10:00am WST on Tuesday 27th February, 2024

Voting

In compliance with ASX guidelines, each Resolution will be decided by poll, based on proxy votes and by votes from Shareholders in attendance at the General Meeting. Shareholders are strongly encouraged to vote by lodging the proxy form attached to this Notice of General Meeting in accordance with the instructions set out on that form by no later than 10:00am WST on Sunday, 25 February 2024.

Notice of General Meeting

Notice is hereby given that a General Meeting of Great Boulder Resources Limited (ACN 611 695 955) (**Company**) will be held at the offices of the Company located on the Level 1, 51 Colin Street, West Perth, Western Australia at **10:00am WST on Tuesday 27th February, 2024.**

The Explanatory Statement, which accompanies and forms part of this Notice, describes the various matters to be considered.

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the Glossary set out in the Explanatory Statement.

AGENDA

Resolution 1: Ratification of prior issue of Service Provider Shares to Challenge Drilling under 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 Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 2,239,966 Service Provider Shares to Challenge Drilling (or its nominees) on the terms and conditions set out in the Explanatory Statement."*

Resolution 2: Ratification of prior issue of Tranche 1 Placement Shares under 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 Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 32,474,282 Tranche 1 Placement Shares to the Tranche 1 Placement Participants on the terms and conditions set out in the Explanatory Statement."*

Resolution 3: Ratification of prior issue of Tranche 1 Placement Shares under 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 Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 16,525,718 Tranche 1 Placement Shares to the Tranche 1 Placement Participants on the terms and conditions set out in the Explanatory Statement."*

Resolution 4: Ratification of prior issue of Tranche 2 Placement Shares under 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 Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 41,000,000 Tranche 2 Placement Shares to the Tranche 2 Placement Participants on the terms and conditions set out in the Explanatory Statement."*

Resolution 5: Approval to issue Attaching Options to the Placement

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

> *"That for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 45,000,000 Attaching Options to the Placement Participants on the terms and conditions set out in the Explanatory Statement."*

Resolution 6: Approval to issue Lead Manager Options

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

> *"That for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 5,000,000 Lead Manager Options to Discovery Capital Partners Pty Ltd and Cumulus Wealth Pty Ltd (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

Resolution 7: Ratification of prior issue of Shares to Mining + Heritage Legal under 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 and approve the prior issue of 158,938 Shares to RMOB Pty Ltd trading as Mining + Heritage Legal as part consideration for provision of project and operational services provided to the Company from 1 October 2023 until 30 November 2023, on the terms and conditions set out in the Explanatory Statement."*

Resolution 8: Ratification of prior issue of Shares to Castle Minerals Ltd under 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 and approve the prior issue of 816,539 Shares issued to Castle Minerals Ltd, on the terms and conditions set out in the Explanatory Statement."*

By order of the Board

Melanie Ross
Company Secretary
22 January 2024

Voting exclusion statements

ASX voting exclusions

For the purposes of Listing Rule 14.11, the following voting exclusion statements apply to the Resolutions.

The Company will disregard any votes cast in favour of the following Resolutions by or on behalf of the following persons or an Associate of those persons.

Resolution	Excluded parties
Resolution 1	Challenge Drilling or its nominee(s) who is the counterparty to the agreement being approved or any Associate of Challenge Drilling.
Resolutions 2 to 4	Placement Participants, being persons who participated in the issue, and any person who will obtain a material benefit as a result of the issue of Placement Shares (except a benefit solely by reason of being a Shareholder).
Resolution 5	Persons to whom the Attaching Options are being issued to, being the Placement Participants to whom the Placement Shares were issued in Resolutions 2 through 4, and any person who will obtain a material benefit as a result of the issue of the Attaching Options (except a benefit solely by reason of being a Shareholder).
Resolution 6	The Lead Managers (Discovery Capital Partners Pty Ltd and Cumulus Wealth Pty Ltd), any nominee of a Lead Manager who was granted Lead Manager Options, and any other person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of Shares).
Resolution 7	RMOB Pty Ltd trading as Mining + Heritage Legal or its nominee(s) who is the counterparty to the agreement being approved or any Associate of RMOB Pty Ltd trading as Mining + Heritage Legal.
Resolution 8	Castle Minerals Ltd who is the counterparty to the agreement being approved or any Associate of Castle Minerals Ltd.

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

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

Proxy appointment, voting and Meeting instructions

Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

If you wish to appoint the Chairperson as your proxy, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairperson please write the name of that person. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairperson will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary – that director.

Votes on Resolutions

You may direct your proxy how to vote on a Resolution by placing a mark in one of the boxes opposite the Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions 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 Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on the Resolution will be invalid.

Chairperson voting undirected proxies

The Chairperson will vote undirected proxies **in favour** of all of the proposed Resolutions.

Voting entitlement (snapshot date)

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at **5.00pm WST on Sunday, 25 February 2024**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

Questions from Shareholders

At the Meeting, the Chairperson will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company.

Explanatory Statement

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

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

This Explanatory Statement should be read in conjunction with the Notice of General Meeting. Capitalised terms not otherwise defined in this Explanatory Statement shall have the meaning given to them in the Glossary.

1. Resolution 1: Ratification of prior issue of Service Provider Shares to Challenge Drilling under Listing Rule 7.1

1.1 Background

In October 2023, Challenge Drilling (**Service Provider**) provided drilling services to the Company under their Service Agreement (**Service Agreement**). As part consideration for these services, the Service Provider agreed to settle $126,187.37 of the outstanding amounts owing to them in Shares, calculated on the five day volume weighted average price of Shares on 11 October 2023. Accordingly, the Company agreed to issue 2,239,966 Shares (**Service Provider Shares**) to the Service Provider.

On 16 October 2023, the Company issued the Service Provider Shares to the Service Provider (or its nominees) using its 15% placement capacity under Listing Rule 7.1, without the need for Shareholder approval.

1.2 ASX Listing Rule 7.1, 7.1A and 7.4

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

The share issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by the Company's Shareholders, effectively uses up the Company's 15% limit in Listing Rule 7.1 reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Placement share issue date.

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 Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under that rule.

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

Accordingly, Resolution 1 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Service Provider Shares to the Service Provider.

1.3 Technical Information Required by Listing Rule 14.1A

If Resolution 1, is passed, the Service Provider Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of Equity

Securities it can issue without shareholder approval over the 12 month period following the date of issue of the Service Provider Shares (being 16 October 2023).

If Resolution 1 is not passed, the Service Provider Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Service Provider Shares (being 16 October 2023).

1.4 **Listing Rule 7.5 information requirements**

In accordance with the requirements of Listing Rule 7.5, the following information is provided in relation to Resolution 1:

(a) **The names of the persons to whom the securities were issued or the basis on which those persons were determined**

The Service Provider Shares were issued to Challenge Drilling (or its nominees), a non-related party of the Company.

(b) **The number and class of securities and date of issue**

The Company issued 2,239,966 fully paid ordinary shares on 16 October 2023. These shares were issued using the Company's 15% limit under Listing Rule 7.1 and the issue of these shares did not breach Listing Rule 7.1 at the time of issue.

(c) **The price or consideration the entity has received or will receive for the issue**

The Service Provider Shares were issued for nil cash consideration, as partial consideration for the Services provided under the Service Agreement.

(d) **The purpose of the issue, including use or intended use of the funds raised**

No funds were raised from the issue of the Service Provider Shares as they were issued as partial consideration for the services provided under the Service Agreement.

(e) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The Service Provider Shares were issued in part payment for services provided to the Company under the Service Agreement. The Service Agreement was entered into for the provision of ongoing drilling services to the Company for an agreed upon fee. There were no other material terms of the agreement relevant to the issue of the Service Provider Shares.

(f) **Voting exclusion**

A voting exclusion statement for Resolution 1 is included at page 3 of this Notice.

1.5 **Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1 as it will refresh the Company's issuing capacity under Listing Rule 7.1 and give the Company the flexibility to raise additional working capital through the offer and issue of Equity Securities, if and as required.

2. Resolutions 2, 3 and 4: Ratification of issue of Placement Shares to Placement Participants – Tranche 1 and 2

2.1 Background

On 23 November 2023, the Company announced its intention to raise up to a total of $4,500,000 (before costs) by the issue of Shares to persons who are sophisticated and institutional investors (**Placement Participants**) at $0.05 per Share (**Placement**).

On 30 November 2023, the Company issued a total of 49,000,000 Shares (**Tranche 1 Placement Shares**) to certain sophisticated and institutional investors (**Tranche 1 Placement Participants**) at an issue price of $0.05 each to raise $2,450,000 before costs, using its issuing capacities under Listing Rule 7.1 and 7.1A as follows:

(a) 32,474,282 Tranche 1 Placement Shares using its placement capacity under Listing Rule 7.1; and

(b) 16,525,718 Tranche 1 Placement Shares using its placement capacity under Listing Rule 7.1A.

On 12 December 2023, the Company issued a total of 41,000,000 Shares (**Tranche 2 Placement Shares**) to certain sophisticated an institutional investors (**Tranche 2 Placement Participants**) at an issue price of $0.05 each to raise $2,050,000 before costs using its placement capacity under Listing Rule 7.1.

None of the Placement Participants are Related Parties of the Company.

Accordingly, Resolutions 2, 3 and 4 are ordinary resolutions seeking ratification and approval by Shareholders of the prior issue of the Placement Shares under its Listing Rules 7.1 and 7.1A placement capacities respectively.

2.2 ASX Listing Rule 7.1, 7.1A and 7.4

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

Listing Rule 7.1A provides that, in addition to the 15% placement capacity permitted without prior shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue, during the period the approval is valid, a number of quoted Equity Securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period as adjusted in accordance with the formula in Listing Rule 7.1.

The share issues do not fit within any of the exceptions set out in Listing Rule 7.2 and, as they have not yet been approved by the Company's Shareholders, effectively uses up the Company's placement capacity in Listing Rules 7.1 and 7.1A reducing the Company's capacity to issue further equity securities without Shareholder approval 7.1 for the 12 month period following the Placement share issue date.

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

The Company obtained approval from its Shareholders to refresh its Listing Rule 7.1A capacity at its last annual general meeting held on 21 November 2023.

2.3 **Listing Rule 7.4**

Listing Rule 7.4 allows the Shareholders of a listed company to subsequently ratify and approve issues of Equity Securities that have reduced the listed company's placement capacities under Listing Rule 7.1 (15% limit) and Listing Rule 7.1A (10% limit). If Shareholders approve an issue under Listing Rule 7.4, the issue is taken to have been approved under Listing Rule 7.1 or Listing Rule 7.1A and does not reduce the Company's placement capacities under those rules.

Accordingly, Resolutions 2, 3 and 4 seek Shareholder approval under Listing Rule 7.4 in relation to the 49,000,000 Tranche 1 Placement Shares and 41,000,000 Tranche 2 Placement Shares issued under the Company's placement capacities.

2.4 **Technical Information required by Listing Rule 14.1A**

If Resolution 2 is passed, the 32,474,282 Tranche 1 Placement Shares will be excluded in calculating the Company's 15% placement capacity pursuant to Listing Rule 7.1. In addition, the 32,474,282 Tranche 1 Placement Shares will be counted in Variable A under Listing Rule 7.1, which is the base number of Shares on which the 15% placement capacity under Listing Rule 7.1 is based. This will effectively increase the number of Equity Securities that can be issued without Shareholder approval under the 15% placement capacity under those rules.

If Resolution 2 is not passed, the 32,474,282 Tranche 1 Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, until 12 months after the issue date of those Placement Shares (being 30 November 2024) unless subsequently approved by Shareholders before that date.

If Resolution 3 is passed, the 16,525,718 Tranche 1 Placement Shares will be excluded in calculating the Company's 10% placement capacity pursuant to Listing Rule 7.1A. In addition, the 16,525,718 Tranche 1 Placement Shares will be counted in Variable A under Listing Rule 7.1, which is the base number of Shares on which the 10% placement capacity under Listing Rule 7.1A is based. This will effectively increase the number of Equity Securities that can be issued without Shareholder approval under the 10% placement capacity under those rules.

If Resolution 3 is not passed, the 16,525,718 Tranche 1 Placement Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A, until 12 months after the issue date of those Placement Shares (being 30 November 2024) unless subsequently approved by Shareholders before that date.

If Resolution 4 is passed, the 41,000,000 Tranche 2 Placement Shares will be excluded in calculating the Company's 15% placement capacity pursuant to Listing Rule 7.1. In addition, the 41,000,000 Tranche 1 Placement Shares will be counted in Variable A under Listing Rule 7.1, which is the base number of Shares on which the 15% placement capacity under Listing Rule 7.1 is based. This will effectively increase the number of Equity Securities that can be issued without Shareholder approval under the 15% placement capacity under those rules.

If Resolution 4 is not passed, the 41,000,000 Tranche 2 Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, until 12 months after the issue date of those Placement Shares (being 12 December 2024) unless subsequently approved by Shareholders before that date.

2.5 **Listing Rule 7.5 information requirements**

In accordance with the requirements of Listing Rule 7.5, the following information is provided in relation to Resolutions 2, 3 and 4:

(a) **The names of the persons to whom the securities were issued or the basis on which those persons were determined**

The Placement Shares were issued to Placement Participants, being

(i) new institutional professional and sophisticated investors who were identified by Discovery Capital Partners Pty Ltd and Cumulus Wealth Pty Ltd (the **Lead Managers**); and

(ii) existing significant Shareholders.

Each Placement Participant is a sophisticated or professional investor within the meaning of section 708(8), (10), (11) or (12) of the Corporations Act, being an investor to whom securities may be issued without a prospectus or other disclosure document.

The Placement Participants were identified through a bookbuild process, which involved the Lead Managers seeking expressions of interest to participate in the capital raising process from non-related parties of the Company and existing significant Shareholders.

None of the Placement Participants are Related Parties of the Company.

One of the Company's substantial holders (i.e. a person who together with their Associates holds a 'relevant interest' for the purposes of the Corporations Act in 5% or more of the total Shares on issue), Chris Retzos, participated in the Placement through his associated entities, Retzos Executive Pty Ltd and Retzos Family Pty Ltd. These entities subscribed for a total of 4,930,744 Placement Shares. From substantial holder information filed by Mr Retzos, the Company estimates that his relevant interest changed from approximately 6.18% to 6.07% as a result of the Placement.

None of the other recipients of Placement Shares who were issued more than 5,077,117 Shares under the Placement (being 1% of the total number of Shares on issue prior to the Placement) is:

(i) a Related Party of the Company;

(ii) a member of key management personnel;

(iii) a substantial Shareholder in the Company;

(iv) an advisor of the Company; or

(v) an Associate of any of the above.

(b) **The number and class of securities and the date issued**

The Company issued a total of 90,000,000 Placement Shares using its issuing capacities under Listing Rule 7.1 and 7.1A as follows:

(i) 49,000,000 Tranche 1 Placement Shares issued on 30 November 2023 (the subject of Resolutions 2 and 3); and

(ii) 41,000,000 Tranche 2 Placement Shares issued on 12 December 2023 (the subject of Resolution 4).

All Placement Shares were fully-paid ordinary shares in the Company which rank equally with all other Shares on issue. These shares were issued using the Company's available capacity under Listing Rules 7.1 and 7.1A and the issue of these shares did not breach either of Listing Rule 7.1 and 7.1A at the time of issue.

(c) **The price or consideration the entity has received or will receive for the issue**

The Placement Shares were issued at an issue price of $0.05 per Share paid in cash, raising $4,500,000.

(d) **The purpose of the issue, including use or intended use of the funds raised**

The funds raised under the Placement are proposed to be used by the Company:

(i) to undertake resource expansion exploration and drilling campaigns at the Company's flagship Side Well Gold Project that hosts a JORC 2012 Mineral Resource Estimate (MRE) of 668koz @ 2.8g/t Au incl. a high-grade core of 496Koz @ 5.3g/t;

(ii) for continued extensional RC and diamond drilling designed to expand the Mulga Bill and Ironbark resource base including priority follow up drilling at Mulga Bill North for inclusion in future MRE updates;

(iii) to test high-priority regional discovery targets including the highly prospective +14km Ironbark corridor;

(iv) for low cost exploration at the 100%-owned Wellington Base Metal Project located along strike from Rumble Resources' (ASX:RTR) recent zinc-lead discovery at the Earaheedy Project; and

(v) for corporate costs and general working capital requirements.

(e) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The Placement Shares were not issued under any agreement.

(f) **Voting exclusion**

Voting exclusion statements for Resolutions 2, 3 and 4 are included at page 3 of this Notice.

2.6 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 2, 3 and 4 as it will refresh the Company's issuing capacities under Listing Rules 7.1 and 7.1A and give the Company the flexibility to raise additional working capital through the offer and issue of Equity Securities, if and as required.

3. Resolution 5: Approval of issue of Attaching Options

3.1 Background

In connection with the Placement noted in Section 2, the Company has agreed to issue 45,000,000 attaching Options (**Attaching Options**) to the 90,000,000 Shares to Placement Participants as part of the Placement.

As summarised in Section 1.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Attaching Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Attaching Options to Placement Participants.

3.2 **Technical information required by Listing Rule 14.1A**

If Resolution 5 is passed, the Company will be able to proceed with the issue of the 45,000,000 Options. In addition, the issue of the 45,000,000 Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the 45,000,000 Options. Therefore, the Company will be in breach of the terms of the Placement and may require to renegotiate the terms of the Placement.

3.3 **Listing Rule 7.3 information requirements**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 5:

(a) **The names of the persons to whom the securities were issued or the basis on which those persons were determined**

The Attaching Options will be issued to the Placement Participants, as described in Section 2.5(a) above.

(b) **The number and class of securities to be issued**

45,000,000 Attaching Options are to be issued, being Options to subscribe for Shares in the Company.

(c) **A summary of the material terms of the securities**

The material terms and conditions of Attaching Options are set out in the Schedule.

(d) **The date on or by which the securities will be issued**

The Attaching Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Options will occur on the same date.

(e) **The price or other consideration the entity will receive for the issue**

The Attaching Options will be issued at a nil issue price as they are options attaching to the Shares under the Placement. The Company will not receive any other consideration for the issue of Options (other than in respect of funds received on exercise of the Options).

(f) **The purpose of the issue, including use or intended use of the funds raised**

The purpose of the issue of the Attaching Options is to comply with the terms of the Placement. While the Company will not receive funds from the issue of the Attaching Options, any funds raised through the exercise of the Options will be used for general working capital requirements.

(g) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

the Options were issued pursuant to customary placement offer letters between the Lead Managers and each of the Placement Participants.

(h) **Voting exclusion**

A voting exclusion statement is included for Resolution 5 at page 3 of this Notice.

3.4 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

4. Resolution 6: Approval to issue Lead Manager Options

4.1 Background

In connection with the Placement noted in Section 2, the Company has entered into an agreement to issue 5,000,000 Options (**Lead Manager Options**) in consideration for Brokerage services provided by Discovery Capital Partners Pty Ltd and Cumulus Wealth Pty Ltd (the **Lead Managers**).

As summarised in Section 1.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the 45,000,000 Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 6 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 5,000,000 Options to the Lead Managers.

4.2 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of the 5,000,000 Lead Manager Options. In addition, the issue of the 5,000,000 Lead Manager Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the 5,000,000 Lead Manager Options. Therefore, the Company will have to renegotiate the terms of the Lead Manager Mandate.

4.3 Listing Rule 7.3 information requirements

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 6:

(a) **The names of the persons to whom the securities were issued or the basis on which those persons were determined**

The 5,000,000 Lead Manager Options will be issued to the Lead Managers of the Placement (being Discovery Capital Partners Pty Ltd and Cumulus Wealth Pty Ltd).

(b) **The number and class of securities to be issued**

5,000,000 Lead Manager Options are to be issued, being Options to subscribe for Shares in the Company.

(c) **A summary of the material terms of the securities**

The material terms and conditions of Lead Manager Options are set out in the Schedule.

(d) **The price or other consideration the entity will receive for the issue**

The Lead Manager Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Lead Manager Options will occur on the same date.

(e) **The price or other consideration the entity will receive for the issue**

The Lead Manager Options will be issued at a nil issue price, in consideration for Brokerage services provided by the Lead Managers.

(f) **The purpose of the issue, including use or intended use of the funds raised**

The purpose of the issue of the Lead Manager Options is to satisfy the Company's obligations under the Lead Manager Mandate;

(g) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The Lead Manager Options are being issued to the Lead Managers or their nominee(s) under the Lead Manager Mandate. The Lead Managers were appointed to act as the lead manager of the Placement noted in Section 2. The material terms for the Lead Managers acting as joint Lead Manager are that the Company will pay:

(i) a 6% management fee on the gross proceeds raised under the Placement, payable in cash (plus GST); and

(ii) subject to Shareholder approval (pursuant to Resolution 6), issue 5,000,000 Options to the Lead Managers.

(h) **Voting exclusion**

A voting exclusion statement is included for Resolution 6 at page 3 of this Notice.

4.4 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

5. Resolution 7: Ratification of issue of Shares to Mining + Heritage Legal under Listing Rule 7.1

5.1 Background

The company has entered into an engagement agreement with RMOB Pty Ltd trading as Mining + Heritage Legal (**Mining + Heritage Legal**) for the ongoing provision of project and operational services. The agreed fee for this work is a monthly retainer of $10,000 of which:

(a) $5,000 plus GST will be settled in cash;

(b) $5,000 will be settled in Shares, at a price per Share equal to the 5-day VWAP prior to the end of each month (Consideration Shares);

(c) GST on the Consideration Shares will be payable in cash; and

(d) the Consideration Shares are to be issued on a quarterly basis.

The Company has subsequently issued a total of 158,938 Shares to Mining + Heritage Legal on 12 December 2023 as consideration for services provided over the months of October and November 2023, with the Shares issued at prices of $0.0650 (76,956 Shares) and $0.0610 (81,982 Shares) per Share, being the 5-day VWAPs of Shares traded on ASX prior to 31 October and 30 November 2023 respectively.

As summarised in Section 1.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period. Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

Resolution 7 is an ordinary resolution seeking ratification and approval by Shareholders of the prior issue of the Shares to Mining + Heritage Legal under its Listing Rule 7.1 placement capacity.

5.2 **Technical information required by Listing Rule 14.1A**

If Resolution 7 is approved, the Company's issuing capacity under Listing Rule 7.1 will be refreshed, allowing the Company to issue, without Shareholder approval, further Equity Securities representing up to an aggregate of 15% of the Company's issued capital in the next 12 months.

If Resolution 7 is not passed, the 158,938 Shares issued will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issue date.

5.3 **Listing Rule 7.5 information requirements**

In accordance with the requirements of Listing Rule 7.5, the following information is provided in relation to Resolution 7:

(a) **The names of the persons to whom the securities were issued or the basis on which those persons were determined**

The Shares were issued to RMOB Pty Ltd trading as Mining + Heritage Legal.

(b) **The number and class of securities**

158,938 Shares (fully-paid ordinary shares). These shares were issued using the Company's 15% limit under Listing Rule 7.1 and the issue of these shares did not breach Listing Rule 7.1 at the time of issue.

(c) **The date on which the securities were issued**

12 December 2023.

(d) **The price or consideration the entity has received or will receive for the issue**

Of the 158,938 Shares issued:

(i) 76,956 Shares were issued at a price of $0.0650 per Share, being the 5-day VWAP of Shares traded on ASX prior to 31 October 2023; and

(ii) 81,982 Shares were issued at a price of $0.0610 per Share, being the 5-day VWAP of Shares traded on ASX prior to 30 November 2023.

(e) **The purpose of the issue, including use or intended use of the funds raised**

The purpose of the issue was for consideration payable by the Company to Mining + Heritage Legal for the ongoing provision of project and operational services. The Shares issued were in consideration for services provided during October and November 2023.

(f) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The material terms of the agreement are set out in Section 5.1 above.

(g) **Voting exclusion statement**

A voting exclusion statement is located on page 3 of the Notice.

5.4 **Directors' recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 7.

6. Resolution 8: Ratification of issue of Shares to Castle Minerals Ltd under Listing Rule 7.1

6.1 **Background**

On 30th November 2023 the Company announced it had signed a Heads of Agreement with Castle Minerals Ltd (**Castle Minerals**) for an option to acquire 75% of their Polelle and Wanganui Gold Projects.

Consideration for the 12 month option is $50,000 in GBR scrip valued at a 30-day VWAP prior to the execution date of the agreement, with a commitment to spend a minimum of $250,000 on exploration.

The Company subsequently issued 816,539 shares to Castle Minerals on 12 December 2023 with the Shares issued at a 30-day VWAP of $0.0612 each.

As summarised in Section 1.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period. Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

Resolution 8 is an ordinary resolution seeking ratification and approval by Shareholders of the prior issue of the Shares to Castle Minerals under its Listing Rule 7.1 placement capacity.

6.2 **Technical information required by Listing Rule 14.1A**

If Resolution 8 is approved, the Company's issuing capacity under Listing Rule 7.1 will be refreshed, allowing the Company to issue, without Shareholder approval, further Equity Securities representing up to an aggregate of 15% of the Company's issued capital in the next 12 months.

If Resolution 8 is not passed, the 816,539 Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issue date.

6.3 **Listing Rule 7.5 information requirements**

In accordance with the requirements of Listing Rule 7.5, the following information is provided in relation to Resolution 8:

(a) **The names of the persons to whom the securities were issued or the basis on which those persons were determined**

The 816,539 Shares were issued to Castle Minerals Ltd, an ASX listed exploration company, on signing of a Heads of Agreement for an option to acquire 75% of their Polelle and Wanganui Gold Projects.

(b) **The number and class of securities**

816,539 Shares (fully-paid ordinary shares). These shares were issued using the Company's 15% limit under Listing Rule 7.1 and the issue of these shares did not breach Listing Rule 7.1 at the time of issue.

(c) **The date on which the securities were issued**

12 December 2023.

(d) **The price or consideration the entity has received or will receive for the issue**

The 816,539 Shares were issued at a price of $0.0612 each, being 30-day VWAP of Shares traded on ASX prior to 30 November 2023.

(e) **The purpose of the issue, including use or intended use of the funds raised**

The Shares were issued as part-consideration payable by the Company for an option to acquire 75% of Castle Minerals' Polelle and Wanganui Gold Projects.

(f) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The Shares were issued under a Head of Agreement (Agreement) between the Company and Castle Minerals. Under the Agreement, the Company has the option to an option to acquire a 75% interest in the Polelle and Wanganui Projects, as broadly summarised in Section 6.1 above.

Under the Agreement:

(i) Great Boulder has a 12-month option to explore the Polelle and Wanganui projects. Consideration for the option is $50,000 in GBR scrip valued at a 30-day VWAP prior to the execution date of the agreement, with a commitment to spend a minimum of $250,000 on exploration;

(ii) The Company may exercise the option and acquire a 75% interest in The Projects by paying Castle an additional $100,000 in scrip valued at a 30-day VWAP.

(iii) Great Boulder may also extend the option for an additional 12-month period by paying a second option fee of $100,000 in GBR scrip as well as a commitment to spend $400,000 during the second option period.

(iv) Upon exercising the option GBR and Castle will form a 75:25 contributing joint venture. If Castle elects not to contribute, their joint venture interest will dilute annually on a pro-rata basis. If the Castle joint venture interest drops below 10% it will automatically convert to a 1% net smelter royalty; and

(v) There is also a pre-existing 1% Gross Revenue Royalty over both projects which has been acquired by Castle.

The Agreement was otherwise on terms and conditions that are standard to agreements of its kind.

(g) **Voting exclusion statement**

A voting exclusion statement is located on page 4 of the Notice.

6.4 **Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8.

7. Glossary

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

Associate	Has the meaning given to that term in the Corporations Act.
ASX	ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange, as the context requires.
Attaching Options	Has the meaning given in Section 3.1.
Board	The Company's Board of Directors.
Chairperson	The chairperson of the Meeting.
Company	Great Boulder Resources Limited (ACN 611 695 955).
Company Secretary	The Company Secretary of the Company at the time of the Meeting, being Ms Melanie Ross.
Constitution	The Constitution of the Company.
Corporations Act	*Corporations Act 2001* (Cth).
Director	A director of the Company.
Equity Securities	Has the meaning given to that term in ASX Listing Rule 19.12, being: (a) a share; (b) a unit; (c) a right to a share or unit or option; (d) an option over an issued or unissued security; (e) a convertible security; (f) any security that ASX decides to classify as an equity security; (g) but not a security that ASX decides to classify as a debt security.
Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice.
GBR	Great Boulder Resources Limited (ACN 611 695 955).
General Meeting or **Meeting**	The General Meeting of the Company, or any adjourned meeting thereof, convened by the Notice.
Glossary	This glossary of terms.
Lead Manager Options	Has the meaning given in Section 4.1.
Lead Manager Mandate	The agreement by which the Lead Managers were appointed to act as Lead Managers of the Placement, the material terms for which are outlined in Section 4.3(g).
Lead Managers	Discovery Capital Partners Pty Ltd (ACN 615 635 982) and Cumulus Wealth Pty Ltd (ACN 634 297 279), the joint lead managers to the Placement.
Listing Rules	The listing rules of ASX.
Notice or **Notice of Meeting**	The notice of General Meeting which accompanies this Explanatory Statement.
Option	An option to acquire a Share.
Placement	Has the meaning given in Section 2.1.

Placement Participants	The Tranche 1 Placement Participants and the Tranche 2 Placement Participants.
Placement Shares	The Tranche 1 Placement Shares and the Tranche 2 Placement Shares.
Proxy Form	The proxy form accompanying the Notice.
Resolution	A resolution set out in the Notice.
Related Party	Has the meaning given to that term in the Listing Rules.
Section	A section of the Explanatory Statement.
Service Agreement	Has the meaning given in Section 1.1.
Service Provider Shares	Has the meaning given in Section 1.1.
Share	A fully paid ordinary share in the Company.
Shareholder	A holder of a Share.
Tranche 1 Placement Shares	Has the meaning given in Section 2.1.
Tranche 2 Placement Shares	Has the meaning given in Section 2.1.
Tranche 1 Placement Shares	Has the meaning given in Section 2.1.
Tranche 2 Placement Shares	Has the meaning given in Section 2.1.
WST	Australian Western Standard Time, being the time in Perth, Western Australia.

Schedule

Terms of Attaching Options and Lead Manager Options

The Attaching Options and Lead Manager Options are issued on the following terms:

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

(b) **Subscription Price**: Each :

(i) Lead Manager Option Holder is required to pay a subscription amount of $0.00001 per Option on the grant of the Options; and

(ii) Attaching Option has no subscription price.

(c) **Exercise price**: The exercise price of each Option is $0.075 (**Exercise Price**).

(d) **Expiry date**: Each :

(i) Attaching Option may be exercised at any time before 5.00pm WST on 31 January 2026; and

(ii) Lead Manager Option may be exercised at any time before 5.00pm WST on 31 January 2027,

(**Expiry Date**). Any Option not exercised by the Expiry Date will automatically expire.

(e) **Certificate or Holding Statement**: The Company must give the Option Holder a certificate or Holding Statement stating:

(i) the number of Options issued to the Option Holder;

(ii) the Exercise Price of the Options; and

(iii) the date of issue of the Options.

(f) **Transfer**:

(i) The Options are transferable, subject to applicable law.

(ii) Subject to the Listing Rules and the Corporations Act, the Option Holder may transfer some or all of the Options at any time before the Expiry Date by:

A. a proper ASTC regulated transfer (as defined in the Corporations Act) or any other method permitted by the Corporations Act; or

B. a prescribed instrument of transfer.

(iii) An instrument of transfer of an Option must be:

A. in writing;

B. in any usual form or in any other form approved by the Directors that is otherwise permitted by law;

C. subject to the Corporations Act, executed by or on behalf of the transferor, and if required by the Company, the transferee; and

D. delivered to the Company, at the place where the Company's register of option holders is kept, together with the certificate (if any) of the Option to be transferred and any other evidence as the Directors require to prove the title of the transferor to that Option, the right of the transferor to transfer that Option and the proper execution of the instrument of transfer.

(g) **Quotation of Options**: The Company will not apply to ASX for Official Quotation of Options.

(h) **Quotation of Shares**: The Company will apply to ASX for Official Quotation of the Shares issued on exercise of Options.

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

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

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

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

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

(l) **Exercise of Options**:

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

A. a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of Options being exercised and Shares to be issued;

B. payment of the Exercise Price for the Shares, the subject of the exercise notice, by way of bank cheque or by other means of payment, approved by the Company; and

C. any certificate for the Options.

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

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

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

A. the Option Holder must surrender their Option certificate (if any); and

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

(m) **Issue of Shares on exercise of Options**:

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

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

(n) **Governing law**: These terms and the rights and obligations of the Option Holder are governed by the laws of Western Australia. The Option Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.

Great Boulder RESOURCES LIMITED

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Great Boulder Resources Limited | ABN 70 611 695 955

Your proxy voting instruction must be received by **10.00am (AWST) on Sunday, 25 February 2024**, 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/#/loginsah 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:
WEBSITE:

https://automicgroup.com.au/

PHONE:

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Great Boulder Resources Limited, to be held at **10.00am (AWST) on Tuesday, 27 February 2024 at Level 1, 51 Colin Street, West Perth, Western Australia** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Ratification of prior issue of Service Provider Shares to Challenge Drilling under Listing Rule 7.1			
2	Ratification of prior issue of Tranche 1 Placement Shares under Listing Rule 7.1			
3	Ratification of prior issue of Tranche 1 Placement Shares under Listing Rule 7.1A			
4	Ratification of prior issue of Tranche 2 Placement Shares under Listing Rule 7.1			
5	Approval to issue Attaching Options to the Placement			
6	Approval to issue Lead Manager Options			
7	Ratification of prior issue of Shares to Mining + Heritage Legal under Listing Rule 7.1			
8	Ratification of prior issue of Shares to Castle Minerals Ltd under Listing Rule 7.1			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

AUTOMIC

GBR