

Golden Mile Resources Ltd

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Golden Mile Resources Ltd

Notice of General Meeting

Explanatory Statement | Proxy Form

Monday, 23 December 2024

12:00PM AEDT

Address

Rendezvous Hotel, 328 Flinders Street, Melbourne, 3000, VIC.
The Stanley Room, Level 1.

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.

For personal use only

Contents

Venue and Voting Information	2
Notice of General Meeting – Agenda and Resolutions	4
Notice of General Meeting – Explanatory Statement	9
Glossary	25
Proxy Form	Attached

Important Information for Shareholders about the General Meeting

This Notice is given based on circumstances as at 18 November 2024. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at www.goldenmileresources.com.au . Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

A General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 12:00pm (AEDT) on Monday, 23 December 2024 in the Stanley Room at Rendezvous Hotel, Level 1, 328 Flinders Street, Melbourne, 3000, VIC (**Meeting**).

Your vote is important

The business of the General Meeting affects your shareholding and your vote is important.

Voting in person

To vote in person, attend the General Meeting on the date and at the place set out above.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the 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. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

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Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

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Notice of General Meeting

Notice is hereby given that a General Meeting of Shareholders of Golden Mile Resources Ltd ACN 614 538 402 will be held at 12pm (AEDT) on Monday, 23 December 2024 in the Stanley Room at Rendezvous Hotel, Level 1, 328 Flinders Street, Melbourne, 3000, VIC (Meeting).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 7:00pm (AEDT) on 21 December 2024.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

1. **Resolution 1 – Approval to issue 55,425,000 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 7.1 and for all other purposes, Shareholders approve the issue of 55,425,000 Shares under Listing Rule 7.1, on the terms and conditions in the Explanatory Statement.'

A voting exclusion statement applies to this Resolution. Please see below.

2. **Resolution 2 – Approval to issue of 58,512,500 Placement Options 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 7.1 and for all other purposes, Shareholders approve the issue of 58,512,000 Placement Options under Listing Rule 7.1, on the terms and conditions in the Explanatory Statement.'

A voting exclusion statement applies to this Resolution. Please see below.

3. **Resolution 3 (a), (b) and (c) – Approval to issue Director Placement Securities**

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

That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 24,000,000 Director Placement Securities to Directors (or their respective nominees) as follows:

- (a) *up to 10,000,000 Director Placement Shares and 5,000,000 Director Placement Options to Damon Dormer or his nominee;*
- (b) *up to 3,500,000 Director Placement Shares and 1,750,000 Director Placement Options to Francesco Cannavo or his nominee and*
- (c) *up to 2,500,000 Director Placement Shares and 1,250,000 Director Placement Options to Grant Button or his nominee,*

on the terms and conditions in the Explanatory Statement.'

A voting exclusion statement applies to this Resolution. Please see below.

4. **Resolution 4 – Approval to issue Broker 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, Shareholders approve the issue of 12,000,000 Broker Options to Sanlam Private Wealth Pty Limited or its nominees under Listing Rule 7.1, on the terms and conditions in the Explanatory Statement.'

A voting exclusion statement applies to this Resolution. Please see below.

5. **Resolution 5 (a), (b), (c) and (d) – Approval to issue Director Performance Rights**

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

That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 11,000,000 Director Performance Rights to Directors (or their respective nominees) as follows:

- a) up to 6,000,000 Director Performance Rights to Damon Dormer or his nominee;*
- b) up to 2,000,000 Director Performance Rights to Francesco Cannavo or his nominee;*
- c) up to 2,000,000 Director Performance Rights to Grant Button or his nominee and*

d) *up to 1,000,000 Director Performance Rights to Michele Bina or his nominee, on the terms and conditions in the Explanatory Statement.'*

A voting exclusion statement applies to this Resolution. Please see below.

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Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

Resolution 1 - Approval to issue Placement Shares	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Placement Participants) or an associate of that person (or those persons).
Resolution 2 - Approval to issue Placement Options	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Placement Participants) or an associate of that person (or those persons).
Resolution 3 (a)– Approval to issue Director Placement Securities (Damon Dormer)	Damon Dormer (or his nominees) 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 an associate of that person or those persons.
Resolution 3 (b)– Approval to issue Director Placement Securities (Francesco Cannavo)	Francesco Cannavo (or his nominees) 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 an associate of that person or those persons.
Resolution 3 (c)– Approval to issue Director Placement Securities (Grant Button)	Grant Button (or his nominees) 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 an associate of that person or those persons.
Resolution 4 - Approval to issue Mead Managers Options	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Lead Manager) or an associate of that person (or those persons).
Resolution 5 (a) - Approval to issue Director Performance Rights (Damon Dormer)	Damon Dormer (or his nominees) 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 an associate of that person or those persons.
Resolution 5 (b) - Approval to issue Director Performance Rights (Francesco Cannavo)	Francesco Cannavo (or his nominees) 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 an associate of that person or those persons.
Resolution 5 (c) - Approval to issue Director Performance Rights (Grant Button)	Grant Button (or his nominees) 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 an associate of that person or those persons.

Resolution 5 (d) – Approval to issue Director Performance Rights (Michele Bina)

Michele Bina (or his nominees) 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 an associate of that person or those persons.

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

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

BY ORDER OF THE BOARD

Justyn Stedwell
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 12:00 pm (AEDT) on Monday, 23 December in the Stanley Room at Rendezvous Hotel, Level 1, 328 Flinders Street, Melbourne, 3000, VIC (Meeting).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the General Meeting are set out below.

Background to the Placement

As announced to ASX 22 October 2024 and 25 October 2024 the Company entered into binding agreements for a separate tranche placement raising a total of \$1,330,250 (before costs) from the issue of 133,025,000 Shares (Placement Shares) at \$0.01 per Share with 1 free attaching unlisted Option for every 2 Placement Share subscribed for and issued, exercisable at \$0.02 each and expiring 3 years from the date of issue (Placement Options) (Placement).

The Placement is being undertaken in the following tranches:

- 61,600,000 Placement Shares issued to unrelated parties on 4 November 2024 using the Company's available placement capacity under Listing Rule 7.1;
- 55,425,000 Placement Shares issued to be issued to unrelated parties of the Company subject to Shareholders approving Resolution 1;
- 58,512,500 Placement Options to be issued to unrelated parties of the Company subject to Shareholders approving Resolution 2 (Placement Options); and
- 16,000,000 Placement Shares (Director Placement Shares) and 8,000,000 Placement Options (Director Placement Options) (Director Placement Securities) to be issued subject to Shareholders approving Resolutions 3(a), 3(b) and 3(c).

The Company engaged Sanlam Private Wealth Pty Limited (Lead Manager) as lead manager and broker to the Placement. The Lead Manager will receive a cash fee of 6% of funds raised under the Placement and 12,000,000 Options (Lead Managers Options). The Lead Managers Options will be issued subject to Shareholders approving Resolution 4.

Resolutions

Resolution – Approval to issue 55,425,000 Placement Shares under Listing Rule 7.1

The background of the Placement is set out in this Explanatory Statement.

Resolution 1 seeks the approval of Shareholders pursuant to and in accordance with Listing Rule 7.1 to issue 55,425,000 Placement Shares.

Listing Rule 7.1

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 issue of the 55,425,000 Placement Shares does not fit within any of the exceptions to Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

The effect of Shareholders passing of Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 1 is passed, the Company can proceed to issue the 55,425,000 Placement Shares without using up any of the Company's 15% limit on issuing Equity Securities without shareholder approval 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 issue date.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the 55,425,000 Placement Shares. As at the date of this Notice, the Company does not have sufficient placement capacity to issue the 55,425,000 Placement Shares. Accordingly, the Company will not be able to proceed with the issue if Resolution 1 is not passed unless it has sufficient placement capacity following the Meeting.

Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 1:

- The 55,425,000 Placement Shares will be issued to the participants in the placement who include new and existing shareholders, sophisticated and professional investors and clients of the Lead Manager who are not related parties of the Company, The Company's Exploration Manager, Martin Dormer (or his nominee), has subscribed for 5,000,000 shares and the Company Secretary, Justyn Stedwell (or his nominee), has subscribed for 2,400,000 Shares. No other KPM, substantial shareholders or advisors to the Company will receive Shares pursuant to this Resolution 1.
- A maximum of 55,425,000 Placement Shares will be issued pursuant to this Resolution.

- The 55,425,000 Placement Shares will be issued no later than 3 months after the date of the Meeting.
- The 55,425,000 Placement Shares are ordinary fully paid shares in the capital of the Company and rank equally with the Company's existing Shares.
- The 55,425,000 Placement Shares are being issued at an issue price of \$0.01 per Share and funds raised will be used for working capital purposes and to fund the drilling and exploration programme at the Company's Pearl Copper Project, located in Arizona, USA.
- There are no other material terms to the proposed issue of the 55,425,000 Placement Shares.
- A voting exclusion statement is included in the Notice.

Additional information

Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 1.

Resolution 2 - Approval to issue of 58,512,500 Placement Options under Listing Rule 7.1

Background

The background of the Placement and Placement Options is set out in previously in this Explanatory Statement.

Resolution 2 seeks the approval of Shareholders pursuant to and in accordance with Listing Rule 7.1 to issue the Placement Options.

Listing Rule 7.1

A summary of Listing Rules 7.1 is set out previously in this Explanatory Statement.

The issue of the Placement Options does not fit within any of the exceptions to Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

The effect of Shareholders passing of Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 2 is passed, the Company can proceed to issue the 58,512,500 Placement Options without using up any of the Company's 15% limit on issuing Equity Securities without shareholder approval 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 issue date.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the 58,512,500 Placement Options. As at the date of this Notice, the Company does not have sufficient placement capacity to issue the 58,512,500 Placement Options. Accordingly, the

Company will not be able to proceed with the issue if Resolution 2 is not passed unless it has sufficient placement capacity following the Meeting.

Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- The Placement Options will be issued to the to the participants in the placement who include new and existing shareholders, sophisticated and professional investors and clients of the Lead Manager who are not related parties of the Company, The Company's exploration manager, Martin Dormer (or his nominee), will receive 2,500,000 Options and the Company Secretary, Justyn Stedwell (or his nominee), will receive 1,200,000 Options. No other KPM, substantial shareholders or advisors to the Company will receive Options pursuant to this Resolution 2.
- A maximum of 58,512,500 Placement Options will be issued pursuant to this Resolution.
- The Placement Options are exercisable at \$0.02 each and expire 3 years from the date of issue are otherwise subject to the terms and conditions set out Schedule 1.
- The Placement Options will be issued no later than 3 months after the date of the Meeting.
- The Placement Options are being issued as free attaching Options to the Placement Shares. Accordingly, nil additional cash consideration will be payable for the Placement Options.
- No additional funds will be raised by the issue of the Placement Options. Any funds raised upon exercise of the Placement Options will be used to fund drilling and exploration expenditure and for general working capital purposes.
- There are no other material terms to the proposed issue of the Placement Options.
- A voting exclusion statement is included in the Notice.

Additional information

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

Resolution 3 (a), (b) and (c) – Approval to issue Director Placement Securities

General

The background to the Placement is set out previously in the Explanatory Statement.

The Directors wish to participate in the Placement to the extent of subscribing for up to 16,000,000 Director Placement Shares and 8,000,000 Director Placement Options to raise up to \$160,000 (before costs) in the following proportions:

Director	Amount committed to the Placement	Director Placement Shares	Director Placement Options
Damon Dormer Resolution 3(a)	\$100,000	10,000,000	5,000,000
Francesco Cannavo Resolution 3 (b)	\$35,000	3,500,000	1,750,000
Grant Button Resolution 3 (c)	\$25,000	2,500,000	1,250,000
TOTAL	\$160,000	16,000,000	8,000,000

Resolutions 3(a), 3(b) and 3(c) seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Director Placement Securities to the Directors (or their respective nominees).

Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its Shareholders:

- a related party (Listing Rule 10.11.1);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) 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 (Listing Rule 10.11.3);

- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

The Directors are each a related party of the Company by virtue of being Directors. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Securities as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Securities to the Directors (or their respective nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolutions 3(a), 3(b) and 3(c) will be to allow the Company to issue the Director Placement Securities, raising up to \$160,000 (before costs).

If Resolutions 3(a), 3(b) and 3(c) are not passed, the Company will not be able to proceed with the issue of the Director Placement Securities and will not receive the additional \$160,000 (before costs) committed by the Directors.

Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Securities:

- The Director Placement Securities will be issued to the Directors (or their respective nominees) in the manner set out in the previous table in the Explanator Statement for this Resolution.
- Each of the Directors fall into the category stipulated by Listing Rule 10.11.1 by virtue of being Directors of the Company.
- A maximum of 16,000,000 Director Placement Shares and 8,000,000 Director Placement Options will be issued to the Directors (and/or their respective nominees) in the proportions set out below:

Director	Amount committed to the Placement	Director Placement Shares	Director Placement Options
Damon Dormer Resolution 3(a)	\$100,000	10,000,000	5,000,000
Francesco Cannavo Resolution 3 (b)	\$35,000	3,500,000	1,750,000

Grant Button	\$25,000	2,500,000	1,250,000
Resolution 3 (c)			

- The Director Placement Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- The Director Placement Options will be exercisable at \$0.02 each and will expire 3 years from the date of issue. The Director Placement Options are subject to the terms and conditions in Schedule 1.
- The Director Placement Securities will be issued within one month after the date of the Meeting.
- The Director Placement Shares are proposed to be issued at an issue price of \$0.01 each, being the same issue price as other Placement Shares and will raise \$160,000 (before costs).
- The Director Placement Options are proposed to be issued for nil cash consideration as they are free-attaching to the Director Placement Shares (on a one Option for every two Shares basis). Accordingly, no funds will be raised from the issue of the Director Placement Options. Any funds raised upon exercise of the Director Placement Options will be used to fund drilling and exploration expenditure and for general working capital purposes.
- Funds raised from the issue of Director Placement Shares will be used for working capital purposes and to fund the drilling and exploration programme at the Company's Pearl Copper Project, located in Arizona, USA.
- The proposed issue of the Director Placement Securities is not intended to remunerate or incentivise the Directors.
- There are no other material terms to the proposed issue of the Director Placement Securities. The Director Placement Securities will not be issued pursuant to an agreement.
- A voting exclusion statement is included in the Notice.

Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed issue of the Director Placement Securities constitutes giving a financial benefit to related parties of the Company.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act

is not required in respect of the issue of the Director Placement Securities because the Securities will be issued on the same terms as those Securities issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

Section 195 of the Corporations Act

Section 195(1) of the Corporations Act prohibits a director of a public company who has a material personal interest in a matter that is being considered at a meeting of directors from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting and the general meeting may deal with the matter.

The Directors have a personal interest in the outcome of Resolutions 3 (a), 3 (b) and 3 (c) and have exercised their right under section 195(4) of the Corporations Act to put the issue of the Director Placement Securities to Shareholders to resolve.

Additional information

Resolutions 3(a), 3(b) and 3(c) are separate ordinary resolutions.

The non-participating Director recommends Shareholders vote in favour of Resolutions 3(a), 3(b) and 3(c). Damon Dormer, Francesco Cannavo and Grant Button make no recommendation because of their personal interest in the Resolutions.

Resolution 4 - Approval to issue 12,000,000 Lead Manager Options

Background

The background of the Placement and Lead Manager Options is set out previously in this Explanatory Statement.

The Lead Manager to the Placement is Sanlam Private Wealth Pty Limited (Lead Manager).

Resolution 4 seeks the approval of Shareholders pursuant to and in accordance with Listing Rule 7.1 to issue the 12,000,000 Lead Managers Options.

Listing Rule 7.1

A summary of Listing Rules 7.1 is set out previously in this Explanatory Statement.

The issue of the Lead Managers Options does not fit within any of the exceptions to Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

The effect of Shareholders passing of Resolution 4 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 4 is passed, the Company can proceed to issue the 12,000,000 Lead Manager Options without using up any of the Company's 15% limit on issuing Equity Securities without shareholder approval 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 issue date.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the 12,000,000 Lead Managers Options. As at the date of this Notice, the Company does not have sufficient placement capacity to issue the 12,000,000 Lead Managers Options. Accordingly, the Company will not be able to proceed with the issue if Resolution 4 is not passed unless it has sufficient placement capacity following the Meeting.

Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- The Lead Managers Options will be issued to the Sanlam Private Wealth Pty Limited (or its nominees).
- A maximum of 12,000,000 Lead Manager Options will be issued.
- The Lead Manager Options are exercisable at \$0.02 each and expire 3 years from the date of issue are otherwise subject to the terms and conditions set out Schedule 1.
- The Lead Manager Options will be issued no later than 3 months after the date of the Meeting.
- The Lead Managers Options are being issued in consideration for lead manager services provide to the Company in relation to the Placement. Accordingly, nil cash consideration is payable for the Lean Managers Options.
- A summary of the intended use of funds raised from the Placement is set out previously in this Explanatory Statement. No additional funds will be raised by the issue of the Lead Managers Options. Any funds raised upon exercise of the Lead Managers Options will be used to fund exploration and drilling activities and for general working capital purposes.
- There are no other material terms to the proposed issue of the Lead Managers Options.
- A voting exclusion statement is included in the Notice.

Additional information

Resolution 4 is an ordinary resolution.

Directors recommend Shareholders vote in favour of Resolution 4.

Resolution 5 (a), (b), (c) and (d) – Approval to issue Director Performance Rights

Background

The Company proposes to issue 11,000,000 Performance Rights to the Directors of the Company (Director Performance Rights) in the following proportions:

Director	Resolution	Class A Performance Rights	Class B Performance Rights	Total Performance Rights
Damon Dormer	Resolution 5 (a)	3,000,000	3,000,000	6,000,000
Francesco Cannavo	Resolution 5 (b)	1,000,000	1,000,000	2,000,000
Grant Button	Resolution 5 (c)	1,000,000	1,000,000	2,000,000
Michele Bina	Resolution 5 (d)	500,000	500,000	1,000,000
TOTAL		5,500,000	5,500,000	11,000,000

The issue of Equity Securities including Performance Rights to executives and directors as a form of incentive-based remuneration is common practice in listed companies and further encourages and rewards efforts by executives and directors to improve the performance and value of the Company to the commercial benefit of all Shareholders.

These Director Performance Rights are intended to provide remuneration that is linked to the performance of the Company in the future. The benefit would only be received from a Performance Right if the specified performance milestone is achieved.

Under the Company's current circumstances, the Directors consider that the incentive-based remuneration noted above, represented by the issue of the Director Performance Rights, is a cost effect and efficient reward and incentive to provide, as opposed to the payment of cash compensation only.

The Board believes it is important to offer these Performance Rights to continue to attract and maintain highly experienced and qualified executives and board members in a competitive market.

As at 12 November 2024, each Class A Performance Right has been valued by the Company at an estimated value of \$0.0098 and each Class B Performance Right has been valued by the Company

at an estimated value of \$0.0087. The total estimated value of the Directors Performance Rights proposed to be issued to each Director is set out in the table below.

Director / Resolution	Class A Number of Performance Rights & Estimated Value (as at 12 November 2024)	Class B Number of Performance Rights & Estimated Value (as at 12 November 2024)	Total Director Performance Rights & Estimated Value (as at 12 November 2024)
Damon Dormer Resolution 5 (a)	3,000,000 \$29,400	3,000,000 \$26,100	6,000,000 \$55,500
Francesco Cannavo Resolution 5 (b)	1,000,000 \$9,800	1,000,000 \$8,700	2,000,000 \$18,500
Grant Button Resolution 5 (c)	1,000,000 \$9,800	1,000,000 \$8,700	2,000,000 \$18,500
Michele Bina Resolution 5 (d)	500,000 \$4,900	500,000 \$4,320	1,000,000 \$9,220
TOTAL Estimated Value	\$53,900	\$47,820	\$101,720

Details of each Directors current annual remuneration and the value of total remuneration for the financial years ending 30 June 2023 and 30 June 2024 is set out below:

Director	Remuneration FY23	Remuneration FY24	Current*
Damon Dormer	\$146,962	\$381,824	\$281,625
Francesco Cannavo	\$103,907	\$77,516	\$50,000
Grant Button	\$103,907	\$75,516	\$50,000
Michele Bina	-	\$8,333	\$50,000

*Excludes the value of Directors Performance Rights which are the subject of Resolutions 5(a) to 5(d) inclusive.

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 applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party. The issue Directors Performance Rights constitutes giving a financial benefit and the Directors are a related party by virtue of being a Directors of the Company.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Director Performance Rights because the Director Performance Rights form part of the Directors remuneration as an officer of the Company and the remuneration is reasonable given the Directors circumstances and the circumstances of the Company.

Accordingly, approval will not be sought under Chapter 2E for the issue of these Director Performance Rights to Directors and/or their nominee as the issue of these securities constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act.

Section 195 of the Corporations Act

Section 195(1) of the Corporations Act prohibits a director of a public company who has a material personal interest in a matter that is being considered at a meeting of directors from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting and the general meeting may deal with the matter.

The Directors have a personal interest in the outcome of Resolutions 5(a), 5(b), 5(c) and 5(d) and have exercised their right under section 195(4) of the Corporations Act to put the issue of the Director Performance Rights to Shareholders to resolve.

ASX Listing Rule 10.11

Under ASX Listing Rule 10.11, Shareholder approval is required for the issue of equity securities to a related party of a listed company unless an exception in ASX Listing Rule 10.12 applies.

Each of the Directors is a related party of the Company, by virtue of being a Director, and approval for an issue of securities to a related party is required under Listing Rule 10.11.1. It is the view of

the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances. Therefore, approval is required under ASX Listing Rule 10.11.1 for the issue of the 11,000,000 Director Performance Rights noted above.

Once approval is obtained pursuant to ASX Listing Rule 10.11, the Company is entitled to rely on ASX Listing Rule 7.2, Exception 14 as an exception to any requirement that may otherwise apply requiring Shareholder approval under ASX Listing Rule 7.1.

It is proposed that Performance Rights be issued to the Directors and/or their nominee as part of their remuneration as officers of the Company.

Information required by ASX Listing Rule 10.13

In compliance with the information requirements of ASX Listing Rule 10.13, Shareholders are advised of the following particulars in relation to the proposed issue of 11,000,000 Director Performance Rights:

Maximum number of securities to be issued	11,000,000 Director Performance Rights in proportions set out below:		
	Director	Resolution	Director Performance Rights
	Damon Dormer	Resolution 5(a)	6,000,000 (3,000,000 Class A and 3,000,000 Class B)
	Francesco Cannavo	Resolution 5 (b)	2,000,000 (1,000,000 Class A and 1,000,000 Class B)
	Grant Button	Resolution 5 (c)	2,000,000 (1,000,000 Class A and 1,000,000 Class B)
Michele Bina	Resolution 5 (d)	1,000,000 (500,000 Class A and 500,000 Class B)	

Date of issue	If Shareholder approval is obtained, the issue of the Director Performance Rights will occur no later than one (1) month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
Issue price per security	Director Performance Rights will be issued for nil consideration.

Terms of issue

The classes of the Performance Rights and vesting conditions are set out below:

- 5,500,000 (50%) of the Director Performance Rights will vest upon the volume weighted average price of shares in the Company traded on the ASX over 20 trading days (20-day VWAP) being equal to or exceeding \$0.02 (Class A).
- 5,500,000 (50%) of the Director Performance Rights will vest upon the volume weighted average price of shares in the Company traded on the ASX over 20 trading days (20-day VWAP) being equal to or exceeding \$0.04 (Class B).

A summary of the general terms of the Directors Performance Rights is detailed below. Please see Schedule 2 for full terms and conditions.

- Each Performance Right, once vested, entitles the holder to the issue of one Share.
- The Performance Rights are issued for nil cash consideration.
- The Performance Rights will expire and lapse at 5:00pm (AWST) on the date which is 4 years after the date of issue of the Performance Rights.
- All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
- The Performance Rights are not transferable.
- A Performance Right does not entitle the holder to any dividends or voting rights
- The Company will not apply for quotation of the Performance Rights on any securities exchange.
- If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules.
- Holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.

Persons to whom securities will be issued	The Directors (Damon Dormer, Francesco Cannavo, Grant Button, Michele Bina) or their nominees in the proportions set out previously in this Explanatory Statement.
Purpose of the issue Intended use of funds	The Performance Rights are being issued as a form of remuneration for the Directors that is linked an increase in the Company's Share price and value of the Company. No funds will be raised from the issue of Performance Rights.
Remuneration of the Directors	Each Directors current annual remuneration (excluding the value of the Directors Performance Rights) is set out below: Damon Dormer: \$281,625 Francesco Cannavo: \$50,000 Grant Button \$50,000 Michele Bina: \$50,000 The Directors total remuneration for the 2023 and 2024 financial years and the estimated value of the Directors Performance Rights is set out previously in this Explanatory Statement.

Additional information

Resolutions 5(a), 5(b) and 5(c) and 5(d) are separate ordinary resolutions.

Directors make no recommendation on these Resolutions as a result of their personal interest in the Resolutions.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

General Meeting or **Meeting** means the General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Company or Golden Mile means Golden Mile Resources Ltd ACN 614 538 402.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Director Placement Options has the meaning given in the Explanatory Statement on page 9.

Director Performance Rights has the meaning given in the Explanatory Statement on page 9.

Director Placement Securities has the meaning given in Explanatory Statement on page 9.

Director Placement Shares has the meaning given in the Explanatory Statement on page 9.

Dollar or "**\$**" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Lead Manager means Sanlam Private Wealth Pty Limited.

Lead Managers Options has the meaning given in the Explanatory Statement on page 9.

Notice of Meeting or **Notice** means this notice of general meeting including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Performance Right means a right, subject to certain terms and conditions, to acquire a Share on the satisfaction (or waiver) of certain performance conditions.

Placement has the meaning given in the Explanatory Statement on page 9.

Placement Options has the meaning given in the Explanatory Statement on page 9.

Director Placement Shares has the meaning given in the Explanatory Statement on page 9.

Proxy Form means the proxy form attached to this Notice of Meeting.

Related Party has the meaning defined in the Corporations Act and ASX Listing Rules

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Securities or **Equity Securities** mean Shares and/or Options and/or Performance Rights (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

Schedule 1 - Terms and Conditions of Placement Options, Directors Placement Options and Lead Managers Options

The Options will be issued on the following terms and conditions:

1. **(Entitlement):** Each Option entitles the holder to subscribe for one fully paid ordinary share (**Share**) upon exercise of the Option.
2. **(Expiry Date):** Each Option will expire at 5:00pm (EST) on the date that is three years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
3. **(Exercise Price):** The Options are exercisable at \$0.02 each (**Exercise Price**).
4. **(Exercise Period):** The Options are exercisable at any time and from time to time on or prior to the Expiry Date.
5. **(Quotation of the Options):** the Company will not apply for quotation of the Options on any securities exchange.
6. **(Notice of Exercise):** The Options may be exercised 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.

Any Notice of Exercise of a Option received by the Company will be deemed to be a notice of the exercise of that Option as at 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**).

7. **(Timing of issue of Shares on exercise):** Within 5 Business Days after the Exercise Date the Company will, subject to paragraph 10:
 - (a) 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;
 - (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
8. **(Shares issued on exercise):** Shares issued on exercise of the Options will rank equally with the then Shares of the Company.
9. **(Takeovers prohibition):**
 - (a) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and

(b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.

10. **(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 Listing Rules at the time of the reconstruction.
11. **(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.
12. **(Entitlement to dividends):** The Options do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors, during the currency of the Options without exercising the Options.
13. **(Entitlement to capital return):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise, and similarly do not confer any right to participate in the surplus profit or assets of the Company upon a winding up, in each case, during the currency of the Options without exercising the Options.
14. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder will be varied in accordance with the Listing Rules.
15. **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (a) the number of Shares which must be issued on the exercise of a Option 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 the bonus issue; and
 - (b) no change will be made to the Exercise Price.

16. **(Voting rights):** The Options do not confer any right to vote at meetings of members of the Company, except as required by law, during the currency of the Options without first exercising the Options.
17. **(Constitution):** Upon the issue of Shares on exercise of the Options, the holder agrees to be bound by the Company's Constitution.

Schedule 2 - Terms and conditions of Director Performance Rights

The proposed terms and conditions of the 11,000,000 Director Performance Rights (hereinafter referred to as “**Performance Rights**”) are set out below:

1. **(Entitlement):** Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder to the issue of one Share.
2. **(Issue Price):** The Performance Rights are issued for nil cash consideration.
3. **(Vesting Condition):** Subject to the terms and conditions set out below, the Performance Rights will have the vesting conditions (**Vesting Conditions**) set out below.

Class	Number of Performance Rights	Vesting Condition	Expiry Date
A	5,500,000	Will vest upon the volume weighted average price of shares in the Company as traded on the ASX over 20 trading days (20-day VWAP) being equal to or exceeding \$0.02.	4 years from the date of issue
B	5,500,000	Will vest upon the volume weighted average price of shares in the Company as traded on the ASX over 20 trading days (20-day VWAP) being equal to or exceeding \$0.04.	4 years from the date of issue

For the purposes of the Vesting Conditions above, the following definitions apply:

4. **(Vesting):** Subject to the satisfaction of the Vesting Condition, the Company will notify the holder in writing (**Vesting Notice**) within 3 Business Days of becoming aware that the Vesting Condition has been satisfied.
5. **(Expiry Date):** The Performance Rights will expire and lapse at 5:00pm (AWST) on the date which is 4 years after the date of issue of the Performance Rights.
6. **(Exercise):** At any time between receipt of a Vesting Notice and the Expiry Date (as defined in paragraph 5 above), the holder may apply to exercise Performance Rights by delivering a signed notice of exercise to the Company Secretary of the Company. The holder is not required to pay a fee to exercise the Performance Rights.
7. **(Issue of Shares):** Within 5 business days after the valid exercise of a vested Performance Right, the Company will:
 - (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;

- (b) issue a substitute Certificate for any remaining unexercised Performance Rights held by the holder;
- (c) if required, and subject to paragraph 8, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.

8. **(Restrictions on transfer of Shares):** If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, a prospectus prepared in accordance with the Corporations Act and do all 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.
9. **(Ranking):** All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
10. **(Transferability of the Performance Rights):** The Performance Rights are not transferable.
11. **(Dividend rights):** A Performance Right does not entitle the holder to any dividends.
12. **(Voting rights):** A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
13. **(Quotation of the Performance Rights):** The Company will not apply for quotation of the Performance Rights on any securities exchange.
14. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules.
15. **(Entitlements and bonus issues):** Subject to the rights under paragraph 16, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
16. **(Bonus issues):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right before the record date for the bonus issue.
17. **(Change in control):** Upon:
 - (a) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:

- (i) having received acceptances for not less than 50.1% of the Company's Shares on issue; and
- (ii) having been declared unconditional by the bidder; or
- (b) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (c) in any other case, a person obtains Voting Power (as defined in the Corporations Act) in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board,

then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Vesting Conditions, 75% of the Performance Rights on issue to each holder will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis, with the balance of the Performance Rights to remain on issue in accordance with these terms.

18. **(Return of capital rights):** The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
19. **(Rights on winding up):** The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
20. **(Takeovers prohibition):** The issue of Shares on exercise of the Performance Rights is subject to and conditional upon:
 - (a) the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (b) the Company not being required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Performance Rights.
21. **(No other rights):** A Performance Right does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
22. **(Amendments required by ASX):** The terms of the Performance Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
23. **(Constitution):** Upon the issue of the Shares on exercise of the Performance Rights, the holder will be bound by the Company's Constitution.

Your proxy voting instruction must be received by **12.00pm (AEDT) on Saturday, 21 December 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 Key Management Personnel.

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://automicgroup.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.



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