

6 March 2026

Dear Shareholder

**Gorilla Gold Mines Ltd Extraordinary General Meeting – Notice of Meeting**

A fully in-person Extraordinary General Meeting of Gorilla Gold Mines Ltd (**'the Company'** or **'Gorilla'**) will be held at 10.00am (AWST) on Tuesday, 7 April 2026 (**'the Meeting'**).

In accordance with the Corporations Amendment (Meetings and Documents) Act 2022 (Cth), the Company is not sending hard copies of the Notice of Meeting to shareholders unless the shareholder requests a copy to be mailed out. The Notice of Meeting can be viewed and downloaded from the Company's website at (<https://www.gorillagold8.com>) or on the Company's ASX market announcements page.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

The Company strongly encourages Shareholders to submit proxies prior to the Meeting.

In order to be able to receive electronic communications from the Company in the future, please update your shareholder details online at (<https://investor.automic.com.au/#/home>) and log in with your unique shareholder identification number and postcode (or country for overseas residents), that you can find on your enclosed personalised proxy form. Once logged in you can also lodge your proxy vote online by clicking on the "Vote" tab.

If you are unable to access any of the important Meeting documents online please contact the Company Secretary, Kelly Moore, on +61 8 6149 1573 or via email at [admin@gg8.com.au](mailto:admin@gg8.com.au).

Authorised by the Board of the Company.

Yours faithfully

Kelly Moore  
**Company Secretary**  
**Gorilla Gold Mines Ltd**



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# **Gorilla Gold Mines Ltd**

ACN 008 740 672

## **Notice of Extraordinary General Meeting, Explanatory Statement and Proxy Form**

**Extraordinary General Meeting to be held at:**

**Level 20, 1 William Street, Perth WA 6000**

**At 10.00am (WST) on Tuesday, 7 April 2026**

### **IMPORTANT NOTE**

The Notice of Extraordinary General Meeting and Explanatory Statement 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.

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## IMPORTANT INFORMATION

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### Important Dates

Event	Date
Last day for receipt of Proxy Forms	10.00am (WST) on Sunday, 5 April 2026
Snapshot date for eligibility to vote	10.00am (WST) on Sunday, 5 April 2026
Extraordinary General Meeting	10.00am (WST) on Tuesday, 7 April 2026

### Defined terms

Capitalised terms used in this Notice of Extraordinary General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary set out in the Explanatory Statement.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Shareholders of **Gorilla Gold Mines Ltd** (ACN 008 740 672) (the **Company**) will be held as a physical meeting only at **Level 20, 1 William Street, Perth WA 6000** at **10.00am (WST)** on **Tuesday, 7 April 2026** for the purpose of transacting the business referred to in this Notice of Extraordinary General Meeting.

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

### AGENDA

To consider, and if thought fit to pass, the resolutions set out below.

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#### RESOLUTIONS 1(a) and 1(b) – Ratification of prior issue of Placement Shares

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

- (a) *“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 77,350,000 Placement Shares to Placement Participants under the Placement on 30 October 2025 using the Company’s issuing capacity under Listing Rule 7.1, in the manner and on the terms set out in the Explanatory Statement.”*
- (b) *“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 1,900,000 Placement Shares to Placement Participants under the Placement on 30 October 2025 using the Company’s additional issuing capacity under Listing Rule 7.1A, in the manner and on the terms set out in the Explanatory Statement.”*

A voting exclusion statement applies to these Resolutions. Please see below.

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#### RESOLUTIONS 2(a) and 2(b) – Approval to issue Performance Rights to Related Party – Craig Jones

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

- (a) *“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 550,000 Class A Performance Rights to Craig Jones (or his nominee) in the manner and on the terms set out in the Explanatory Statement.”*
- (b) *“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 450,000 Class B Performance Rights to Craig Jones (or his nominee) in the manner and on the terms set out in the Explanatory Statement.”*

A voting exclusion statement applies to these Resolutions. Please see below.

#### By order of the Board

Kelly Moore  
Company Secretary  
6 March 2026

## VOTING EXCLUSION STATEMENTS

Resolution	Excluded persons	Exception
<b>Listing Rule voting exclusion statements</b>		
<b>Resolutions 1(a) and 1(b)</b>	<p>For the purposes of Listing Rules 7.5.8 and 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or an Associate of such persons.</p> <p>In relation to Resolutions 1(a) and 1(b), this includes the Placement Participants.</p>	<p>The Company need not disregard a vote cast in favour of the Resolution if it is cast by:</p> <ul style="list-style-type: none"> <li>• 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;</li> <li>• the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair of the meeting on the Resolution as the Chair decides; or</li> </ul>
<b>Resolutions 2(a) and 2(b)</b>	<p>For the purposes of Listing Rules 10.13.10 and 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an Associate of such person.</p> <p>In relation to Resolutions 2(a) and 2(b), this includes Craig Jones and his nominee.</p>	<ul style="list-style-type: none"> <li>• a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> <li>○ 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</li> <li>○ the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>

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# PROXY APPOINTMENT AND VOTING INSTRUCTIONS

## Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address below, or by email by **10.00am (WST) on Sunday, 5 April 2026**. A Proxy Form received after that time will not be valid.

<b>By mail:</b>	Automic Registry Services GPO Box 5193, SYDNEY NSW 2001
<b>By hand:</b>	Automic Registry Services Level 2, 267 St Georges Terrace, PERTH, WA 6000
<b>By email:</b>	meetings@automicgroup.com.au
<b>Online:</b>	<a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a>

## 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.

The Company encourages Shareholders to appoint the Chair as your proxy. To do so, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chair, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chair will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, you may photocopy the Proxy Form.

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.

## Corporate representatives

A body corporate 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 duly executed certificate of appointment of the corporate representative. 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.

### **Votes on Resolutions**

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST', or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate boxes. If you do not mark any of the boxes next to a Resolution, your proxy may vote as he or she chooses. If you mark more than one box on the Resolution, your vote will be invalid.

### **Chairperson voting undirected proxies**

If the Chairperson is your proxy, the Chairperson will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chairperson to vote your undirected proxies at his/her discretion.

As at the date of this Notice of Meeting, the Chairperson intends to vote undirected proxies **FOR** each of the Resolutions. In exceptional cases the Chairperson's intentions may subsequently change. In this event, the Company will immediately make an announcement to the market.

### **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 **10.00am (WST) on Sunday, 5 April 2026**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

### **Questions from Shareholders**

Questions for the Board of Directors can be submitted to [admin@gg8.com.au](mailto:admin@gg8.com.au) and must be received by no later than **10.00am (WST) on Sunday, 5 April 2026**.

The Board of Directors will endeavour to prepare answers to these questions, where necessary they will be moderated and curated to cover common ground.

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## EXPLANATORY STATEMENT

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

This Explanatory Statement should be read in conjunction with the Notice of Extraordinary General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

### 1. RESOLUTIONS 1(a) and 1(b) – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

#### 1.1. Placement

As announced on 22 October 2025, the Company received firm commitments from institutional and sophisticated investors (**Placement Participants**) to raise \$31.7 million (before costs) through the issue of a total of 79,250,000 new Shares (**Placement Shares**) at \$0.40 each (**Placement**).

The Placement offer price of \$0.40 represented an approximate 10% discount to the Company's last closing price on 21 October 2025 (being \$0.442 per Share) and an approximate discount of 11.9% to the 5-day VWAP of \$0.454 prior to the announcement of the Placement on 22 October 2025.

All Placement Participants were Exempt Investors identified by the joint lead managers to the Placement, Euroz Hartleys Limited, Sternship Advisers Pty Ltd and Canaccord Genuity (Australia) Limited (**Joint Lead Managers**).

#### 1.2. Purpose of capital raising

The purpose of the Placement was to raise funds to be applied towards:

- continued exploration and resource growth drill programs at the Comet Vale Gold Project, leading into a project-wide Mineral Resource Estimate update in Q4 2025;
- resource growth drilling at the Mulwarrie Gold Project commencing in November 2025, aimed at doubling the resource base, which currently stands at 350Koz at 3.6g/t Au;
- exploration and resource definition drilling at the Vivien Gold Project, commencing in Q4 CY25 / Q1 CY26;
- initial mining studies and optimisation work programs at Comet Vale and Mulwarrie; and
- corporate and general working capital.

#### 1.3. Issue of Placement Shares

On 30 October 2025, the Company issued 79,250,000 Placement Shares to the Placement Participants, comprising:

- 77,350,000 Placement Shares using the Company's Listing Rule 7.1 issuing capacity; and
- 1,900,000 Placement Shares using the Company's Listing Rule 7.1A additional issuing capacity.

#### **1.4. Resolutions**

Resolution 1(a) is an ordinary resolution to approve the prior issue of 77,350,000 Placement Shares to Placement Participants under the Placement on 30 October 2025 using the Company's issuing capacity under Listing Rule 7.1, for the purposes of Listing Rule 7.4.

Resolution 1(b) is an ordinary resolution to approve the prior issue of 1,900,000 Placement Shares to Placement Participants under the Placement on 30 October 2025 using the Company's additional issuing capacity under Listing Rule 7.1A, for the purposes of Listing Rule 7.4.

Resolutions 1(a) and 1(b) are separate, ordinary resolutions.

#### **1.5. Listing Rule requirements**

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

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at an annual general meeting or an extraordinary general meeting to allow it to issue quoted Equity Securities totalling up to 10% of its issued share capital over a 12-month period after the annual general meeting, in addition to its capacity under Listing Rule 7.1.

The issue of Placement Shares to Placement Participants does not fall within any of the exceptions to Listing Rules 7.1 and 7.1A, as set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1 and the 10% additional limit in Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without shareholder approval under those rules for the 12 months following the date of issue of the relevant Placement Shares.

Listing Rule 7.4 allows the shareholders of an entity to subsequently ratify and approve an issue of Equity Securities after it has been made or agreed to be made, provided that the issue did not breach Listing Rules 7.1 or 7.1A (as applicable). If Shareholders do ratify and approve the issue, the issue is taken to have been approved under Listing Rule 7.1 and Listing Rule 7.1A (as applicable) and therefore does not reduce the Company's capacity to issue further Equity Securities without Shareholder approval under those rules.

If Resolution 1(a) is approved, the Company's issuing capacity under Listing Rule 7.1 will be restored to the extent of the Equity Securities the subject of that Resolution. This will allow the Company to issue further Equity Securities representing up to 77,350,000 Equity Securities in the next 12 months. However, if Resolution 1(a) is not approved, such issuing capacity will not be restored.

If Resolution 1(b) is approved, the Company's issuing capacity under Listing Rule 7.1A will be restored to the extent of the Equity Securities the subject of that Resolution. This

will allow the Company to issue further Equity Securities representing up to 1,900,000 Equity Securities until its next annual general meeting, until 12 months has expired since its 2025 annual general meeting (i.e. 28 November 2026) or Shareholders approve a transaction under Listing Rules 11.1.2 or 11.2, whichever is the earlier. However, if Resolution 1(b) is not approved, the Company's additional issuing capacity under Listing Rule 7.1A will not be restored to the extent of the Placement Shares the subject of that Resolution.

## **1.6. Listing Rule information requirements**

The following information is provided in relation to Resolutions 1(a) and 1(b) as required by Listing Rule 7.5:

### **1.6.1. Names of persons to whom securities were issued to and the basis on which those persons were identified or selected**

Placement Participants, being Exempt Investors identified by the Joint Lead Managers. The Joint Lead Managers identified the Placement Participants by way of a bookbuild.

None of the Placement Participants were:

- a Related Party of the Company;
- a substantial holder (i.e. a person who has a 'relevant interest' (as defined in the Corporations Act) in 5% or more of the Shares on issue);
- a member of Key Management Personnel; or
- an adviser to the Company.

### **1.6.2. Number and class of securities issued**

79,250,000 Placement Shares, comprising:

- 77,350,000 Placement Shares issued using the Company's Listing Rule 7.1 issuing capacity; and
- 1,900,000 Placement Shares issued using the Company's Listing Rule 7.1A additional issuing capacity.

### **1.6.3. Summary of material terms of securities**

The Placement Shares are fully paid ordinary shares in the Company which, at the time of issue, rank equally with existing Shares then on issue.

### **1.6.4. Date(s) on which the securities were issued**

30 October 2025

### **1.6.5. Price or other consideration received**

\$0.40 per Placement Share, totalling \$31.7 million (before costs) as follows:

- \$30.94 million (before costs) under Listing Rule 7.1; and

- \$760,000 (before costs) under Listing Rule 7.1A.

#### 1.6.6. Purpose of issue and use of funds

Please refer to Section 1.1 for further information regarding the purpose of the Placement and proposed use of funds.

#### 1.6.7. Summary of material terms of agreement securities issued under (if any)

The Placement Shares were issued under the terms and conditions set out in the Subscription Agreement, the material terms and conditions of which are summarised below:

<b>Offer Price per Share</b>	\$0.40
<b>Offer type</b>	Exempt Offer under s708 Corporations Act
<b>Allocation</b>	Institutional
<b>Conditions</b>	Any related party participation subject to prior shareholder approval.
<b>Ranking</b>	All Placement Shares will be listed on ASX and rank pari passu with the Company's existing fully paid Shares
<b>Acceptance</b>	Irrevocable
<b>Governing Law</b>	Western Australia

The Subscription Agreement contains other terms and conditions customary for an agreement of this nature.

#### 1.6.8. Voting exclusion statement

A voting exclusion statement in relation to each of Resolutions 1(a) and 1(b) is included in the Notice.

#### 1.7. Directors' recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolutions 1(a) and 1(b) so that the Company's 15% issuing capacity under Listing Rule 7.1 and 10% additional issuing capacity under Listing Rule 7.1A are both restored in respect of the Placement Shares issued to Placement Participants under the Placement. This will 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(a) and 2(b) – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO RELATED PARTY – CRAIG JONES

### 2.1. General

The Company proposes to issue up to 550,000 Class A Performance Rights and up to 450,000 Class B Performance Rights to Non-Executive Director, Craig Jones.

The Class A Performance Rights are being issued as a performance linked incentive to align the interests of the Directors and Shareholders and to provide cost effective remuneration to Craig Jones.

Mr Jones has agreed to receive up to 450,000 Class B Performance Rights in lieu of cash in respect of a portion of the director and consulting fees owing to him from appointment on 9 October 2025 for 12 months, equal to \$60,000 in director fees and \$120,000 in consulting fees.

## 2.2. Resolutions

Resolutions 2(a) and 2(b) are separate ordinary resolutions for Shareholders to approve the issue of up to 550,000 Class A Performance Rights and up to 450,000 Class B Performance Rights to Craig Jones (or his nominee), for the purposes of Listing Rule 10.11.

## 2.3. Terms of Performance Rights

The proposed material terms of the Class A and Class B Performance Rights (**Performance Rights**) are summarised in the table below.

<b>Entitlement</b>	Entitlement to be issued with one Share, subject to satisfaction of the specified vesting conditions.
<b>Expiry Date</b>	5:00pm (WST) on the date falling 3 years from the date of issue.
<b>Exercise price</b>	Nil.
<b>Vesting Conditions</b>	<p>In relation to the Class A Performance Rights, satisfaction of the following vesting conditions:</p> <ul style="list-style-type: none"> <li>in relation to 25% of the Class A Performance Rights, within 12 months of the date of issue of the Class A Performance Rights, the VWAP of Shares traded on the ASX over 20 consecutive trading days on which the Shares have actually traded is equal or greater than AUD\$0.60;</li> <li>in relation to 25% of the Class A Performance Rights, within 24 months of the date of issue of the Class A Performance Rights, the VWAP of Shares traded on the ASX over 20 consecutive trading days on which the Shares have actually traded is equal or greater than AUD\$0.80;</li> <li>in relation to 25% of the Class A Performance Rights, within 30 months of the date of issue of the Class A Performance Rights, the VWAP of Shares traded on the ASX over 20 consecutive trading days on which the Shares have actually traded is equal or greater than AUD\$1.00; and</li> </ul>

	<ul style="list-style-type: none"> <li>in relation to 25% of the Class A Performance Rights, within 30 months of the date of issue of the Class A Performance Rights, the VWAP of Shares traded on the ASX over 20 consecutive trading days on which the Shares have actually traded is equal or greater than AUD\$2.00.</li> </ul> <p>In relation to the Class B Performance Rights, satisfaction of the following vesting conditions:</p> <ul style="list-style-type: none"> <li>in relation to one third of the Class B Performance Rights, between 1 July 2026 and 30 June 2028 (<b>Performance Period</b>), the Company announces, in accordance with the JORC Code, gold mineral resources of at least an additional 1.78 million ounces of gold (0.5g/t cut-off grade) on any of the Company's projects;</li> <li>in relation to one third of the Class B Performance Rights, within the Performance Period, the Company announces, in accordance with the JORC Code, gold mineral resources of at least an additional 3.78 million ounces of gold (0.5g/t cut-off grade) on any of the Company's projects; and</li> <li>in relation to one third of the Class B Performance Rights, within the Performance Period, the VWAP of Shares traded on the ASX over 60 consecutive trading days on which the Shares have actually traded is equal or greater than AUD\$1.00.</li> </ul>
<b>Exercise</b>	At the holder's election prior to expiry, subject to satisfaction of the relevant vesting conditions.
<b>Quotation</b>	<p>The Performance Rights will not be quoted.</p> <p>The Company will apply for quotation of Shares issued on vesting and exercise of the Performance Rights.</p>
<b>Transfer</b>	Not transferable.
<b>Change of Control</b>	<p>All unvested Performance Rights automatically vest and are automatically exercised on the occurrence of a Change of Control, subject to the total number of Shares that the Performance Rights, in aggregate, convert into not being more than 10% of the issued ordinary capital of the Company as at the date of conversion.</p> <p><b>Change of Control</b> means a person who does not control the Company at the time of the Performance Rights are issued achieving control of more than 50% of the ordinary voting securities in the Company.</p>

<b>Cancellation</b>	<p>Cancellation to automatically occur in respect of unvested or vested but unexercised Performance Rights on:</p> <ul style="list-style-type: none"> <li>• the expiry date; or</li> <li>• the date the holder ceases to be a Director of the Company.</li> </ul>
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#### **2.4. Corporations Act requirements**

Section 208(1) of the Corporations Act (set out in Chapter 2E) requires a public company to obtain the approval of its shareholder before providing a financial benefit to a 'related party' of the company for the purposes of the Corporations Act (i.e. a Director), unless the giving of the financial benefit falls within a statutory exception.

The proposed issue of the Performance Rights to Craig Jones would constitute the giving of a 'financial benefit' for the purposes of section 208 of the Corporations Act.

Section 211 of the Corporations Act provides that shareholder approval is not required to give a financial benefit to a Related Party of a company in circumstances where the benefit constitutes remuneration which would be reasonable given the company's and the Related Party's circumstances.

The Directors to which performance rights are not to be issued (being the members of the Board eligible to consider the matter) consider that Shareholder approval pursuant to section 208 of the Corporations Act is not required in respect of the relevant Resolution, on the basis that the Performance Rights for which approval is being sought constitutes reasonable remuneration within the exception set out in section 211 of the Corporations Act, having regard to the Company's circumstances and the circumstances of Mr Jones.

#### **2.5. Listing Rule requirements**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, an entity must not issue or agree to issue Equity Securities to any of the following unless it obtains the approval of its shareholders:

- 10.11.1 – a Related Party (including a director and a person who will become a director);
- 10.11.2 – a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity;
- 10.11.3 – a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 – an Associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 – a person whose relationship with the entity or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its security holder.

Craig Jones is a Related Party of the Company under the Listing Rules. The issue of Performance Rights to Craig Jones falls within Listing Rule 10.11.1 but does not fall within any exceptions in Listing Rule 10.12. Accordingly, the issue of Performance Rights to Craig Jones requires the approval of Shareholders under Listing Rule 10.11.

If either Resolution 2(a) or 2(b) is approved, the Company will be able to proceed with the proposed issue of Performance Rights the subject of that Resolution to Craig Jones (or his nominee). As approval is obtained under Listing Rule 10.11, the issue of Performance Rights will not use up any of the Company's 15% issuing capacity under Listing Rule 7.1.

If either Resolution 2(a) or 2(b) is not approved, the Company will not be able to proceed with the proposed issue of Performance Rights the subject of that Resolution to Craig Jones (or his nominee).

## **2.6. Listing Rule information requirements**

The following information is provided in relation to Resolutions 2(a) and 2(b) as required by Listing Rule 10.13:

### **2.6.1. Name of person to whom the Company will issue securities**

Craig Jones or his nominee.

### **2.6.2. Category of related party**

Craig Jones is a Director of the Company and therefore a Related Party under Listing Rule 10.11.1.

Any nominee of Craig Jones who receive Performance Rights may constitute an Associate for the purposes of Listing Rule 10.11.4.

### **2.6.3. Number and class of securities the Company will issue**

The Company may issue up to 550,000 Class A Performance Rights under Resolution 2(a) and up to 450,000 Class B Performance Rights under Resolution 2(b).

### **2.6.4. Summary of material terms of securities**

A summary of the material terms of the Performance Rights is set out at Section 2.3 above.

### **2.6.5. Date(s) on or by which the Company will issue the securities**

The Company will not issue any Performance Rights to Craig Jones (or his nominee) later than 1 month from the date of the Meeting.

### **2.6.6. Price or other consideration the Company will receive**

The Performance Rights have an issue and exercise price of nil. Accordingly, the Company will not raise any funds from the issue or exercise of the Performance Rights.

However, the Performance Rights are being issued in lieu of cash remuneration which would ordinarily be paid to Mr Jones in his capacity as a Director and consultant.

**2.6.7. Purpose of the intended use of funds raised**

The purpose of the issue of Performance Rights to Craig Jones is:

- as a performance linked incentive to align the interests of the Directors and Shareholders and to provide cost effective remuneration to Craig Jones; and
- to extinguish the Company's liability to pay a portion of the Director and consultancy fees payable to Craig Jones as Non-Executive Director.

**2.6.8. Remuneration of related party**

The remuneration package of Craig Jones is set out below.

Director	Annual cash remuneration	Annual non-cash remuneration
Craig Jones	\$60,000 director fees \$60,000 consulting fees	\$425,000

**2.6.9. Value of Performance Rights**

Provided the performance measures are satisfied, the Performance Rights to be issued have a nil exercise price. Based on the Share price of \$0.425 on 19 February 2026, the prima facie total value attributed to the Performance Rights to be issued to Mr Jones if he remains employed or engaged by the Company for the next 36 months and all the performance measures are met is as follows:

Director	Value of Performance Rights (\$)
Craig Jones	\$425,000

**2.6.10. Summary of material terms of agreement securities issued under**

The Performance Rights are not being issued under any agreement.

**2.6.11. Voting exclusion statement**

A voting exclusion statement in relation to each of Resolutions 2(a) and 2(b) is included in the Notice.

**2.7. Directors' recommendation**

The Board (excluding Mr Jones who has a material personal interest in the outcome of the Resolutions and declines to make a recommendation) recommends that Shareholders vote in favour of Resolutions 2(a) and 2(b) to permit the Company to issue the Performance Rights to Craig Jones.

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## ENQUIRIES

Shareholders are encouraged to contact the Company Secretary on +61 8 6149 1573 or by email at [admin@gg8.com.au](mailto:admin@gg8.com.au) if they have any queries in respect of the matters set out in these documents.

For personal use only

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## GLOSSARY OF TERMS

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

<b>Associate</b>	has the meaning given to that term in the Listing Rules.
<b>ASX</b>	ASX Limited (ACN 008 624 691), or, as the context requires, the financial market operated by it known as the Australian Securities Exchange.
<b>Board</b>	the board of Directors of the Company.
<b>Business Day</b>	has the meaning given to that term in the Listing Rules.
<b>Chair or Chairperson</b>	the chair of the Meeting.
<b>Class A Performance Right</b>	a Performance Right issued on the terms set out in Section 2.3 of the Explanatory Statement.
<b>Class B Performance Right</b>	a Performance Right issued on the terms set out in Section 2.3 of the Explanatory Statement.
<b>Company or Gorilla Gold</b>	Gorilla Gold Mines Ltd (ACN 008 740 672).
<b>Constitution</b>	means the Constitution of the Company.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Director</b>	a director of the Company, and where the context requires, includes an alternate director
<b>Equity Securities</b>	includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.
<b>Exempt Investor</b>	an investor to whom, pursuant to section 708 of the Corporations Act, securities may be offered without disclosure under Chapter 6D of the Corporations Act, including a 'sophisticated investor' or 'professional investor' under the Corporations Act.
<b>Explanatory Statement</b>	this explanatory statement which accompanies and forms part of the Notice.
<b>Extraordinary General Meeting or Meeting</b>	the extraordinary general meeting of Shareholders convened by this Notice, or any resumption thereof.
<b>Glossary</b>	this glossary of terms.
<b>Group</b>	means the Company and its related bodies corporate (as that term is defined in the Corporations Act).
<b>Key Management Personnel or KMP</b>	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board.
<b>Listing Rules</b>	the listing rules of ASX, as amended from time to time.
<b>Notice or Notice of Meeting</b>	the Notice of Extraordinary General Meeting accompanying this Explanatory Statement.
<b>Performance Rights</b>	a contractual right to be issued or transferred a Share on satisfaction of a performance hurdle or other vesting condition.
<b>Placement</b>	has the meaning given to that term in Section 1.1.
<b>Placement Participants</b>	has the meaning given to that term in Section 1.1.
<b>Placement Shares</b>	has the meaning given to that term in Section 1.1.
<b>Proxy Form</b>	the proxy form accompanying the Notice.
<b>Related Party</b>	has the meaning given to that term in the Listing Rules.
<b>Resolution</b>	a resolution referred to in the Notice.
<b>Share</b>	a fully paid ordinary share in the Company.
<b>Shareholder</b>	the holder of a Share.

Your proxy voting instruction must be received by **10:00am (AWST) on Sunday, 05 April 2026**, 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.**



#### 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](mailto: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)

