

Gold Mountain Limited

ACN 115 845 942

Notice of Annual General Meeting

The 2020 Annual General Meeting (AGM) of Gold Mountain Limited (the Company) will be held as follows:

Date: Thursday 26 November 2020

Time: 3:00 PM (Sydney time)

Venue: Boardroom Pty Limited
Grosvenor Place
Level 12, 225 George Street
Sydney NSW 2000

In light of the COVID-19 pandemic and the restrictions placed in relation to public gatherings, the AGM is being held as a hybrid meeting with the expectation that the Board will attend the AGM physically, and with other Shareholders having the opportunity to attend in person or virtually.

Shareholders are strongly encouraged (whether they intend to join in person or virtually) to vote in advance of the AGM by proxy (using the methods set out below). Shareholders are also able to ask questions before the AGM, the details of which are set out below. Further details in relation to attending, voting and participating in the AGM virtually will be provided to Shareholders in due course.

If COVID-19 social distancing restrictions change prior to the AGM, the Company will advise Shareholders by way of an announcement on the ASX as to any changes in the manner in which the AGM will be held and as to whether Shareholders will still be able to attend in person.

Explanatory Notes

All the material in this Notice of Meeting (**NOM**) should be read in conjunction with the Explanatory Notes.

Please read the Explanatory Notes carefully.

If you are in doubt about any part of the business of the AGM, please consult your professional advisers or the Company Secretary, Eric Kam on email at eric@goldmountainltd.com.au

Voting Information & Proxy Form

Please read the Voting Information section carefully to understand your voting eligibility.

A Proxy Form is included with this NOM.

ORDINARY BUSINESS

Financial and Other Reports

To table and consider the Annual Report of the Company which includes the Financial Report, Directors' Report and Auditor's Report for the period ended 30 June 2020.

Note: The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2020 will be laid before the meeting. There is no requirement for Shareholders to approve those reports. Shareholders will be given an opportunity to raise questions of the Directors and the Company's auditor on the Financial Report and Auditor's Report at the AGM.

Remuneration Report

Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass the following **non-binding (advisory only)** resolution:

"That, the Remuneration Report for the year ended 30 June 2020 which is attached to the Financial Report, be adopted by the Company."

Re-election of Directors

Resolution 2: Re-election of Syed Hizam Alsagoff as a Director

To consider and, if thought fit, pass the following **ordinary resolution**:

"That Syed Hizam Alsagoff, having retired from his office as a Director in accordance with Rule 3.6 of the Company's Constitution, be re-elected as a Director."

SPECIAL BUSINESS

Additional 10% Placement Capacity

Resolution 3: Approval of Additional 10% Placement Capacity

To consider and, if thought fit, pass the following **special resolution**:

"That, for the purposes of ASX Listing Rule 7.1A, and for all other purposes, approval be given for the Company to be able to issue additional Equity Securities totalling up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed by ASX Listing Rule 7.1A.2, and on the terms set out in the Explanatory Notes."

VOTING EXCLUSION STATEMENTS AND VOTING PROHIBITION STATEMENTS

Resolution 1 – Adoption of Remuneration Report

The Company will disregard any votes cast in favour of resolution 1 by or on behalf of any of the Company's Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member. However, a person (the voter) described above may cast a vote on this resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution 1; or
- (b) the voter is the Chairman of the AGM and the appointment of the Chairman of the AGM as proxy does not specify the way the proxy is to vote on this resolution 1; and expressly authorises the Chairman to exercise the proxy even though this resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

EXPLANATORY NOTES

These Explanatory Notes form part of the NOM and are intended to assist you in consideration of the business proposed at the AGM.

Questions

In order to provide an equal opportunity for all Shareholders to ask questions of the Directors or the Company's auditor, KS Black & Co. Chartered Accountants, relevant to the business of the AGM, as outlined in this NOM and the Explanatory Notes or in relation to the conduct of the external audit for the year ended 30 June 2020, or the content of the Auditor's Report, we invite you to submit relevant questions in writing to the Company or to the Auditor, at either of the addresses below. Written questions must be received by no later than 3:00 pm (Sydney time) on Tuesday 24 November 2020:

The Company

By mail to:

The Company Secretary
Gold Mountain Limited
PO Box Q638
QVB Market Street NSW 1230

Company's Auditor

The Auditor (GMN)
KS Black & Co. Chartered Accountants
Level 1, 251 Elizabeth Street
Sydney NSW 2000

Email address:

eric@goldmountainltd.com.au

scameron@ksblack.com.au

During the course of the meeting, the Chairman will endeavour to address as many of the more frequently raised shareholder questions as reasonably practicable and, as appropriate, will give the representative of the Company's auditor the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all questions. Please note that individual responses may not be sent to Shareholders.

Financial and Other Reports

The Corporations Act requires that the Financial Report, the Directors' Report and the Auditor's Report for the last financial year that ended before the AGM, be laid before the AGM.

Neither the Corporations Act nor the Constitution requires a vote of Shareholders at the AGM on the reports or financial statements.

However, you will be given a reasonable opportunity to comment or raise questions on the reports and the financial statements and on the business and management of the Company.

You may also ask questions of the Company's auditor who will attend the AGM.

Resolution 1: Remuneration Report

The Corporations Act requires that the Directors prepare the Remuneration Report set out in the Annual Report.

Pursuant to section 250R(2) of the Corporations Act, Directors must put to the AGM a resolution to adopt the Remuneration Report. Section 250R(3) of the Corporations Act provides that the vote on this resolution is advisory only and does not bind the Directors or the Company.

Shareholders will be given a reasonable opportunity to comment or raise questions on the Remuneration Report at the AGM.

Board Recommendation

*The Board considers that all remuneration payments made by the Company are reasonable and appropriate having regard to the need to engage and retain capable executives and staff to manage the Company's operations. The Board recommends that you vote **IN FAVOUR** of this resolution.*

Resolution 2: Re-election of Syed Hizam Alsagoff as a Director

Under Rule 3.6 of the Company's Constitution, one third of the Directors (except for the Managing Director) must retire from office at each annual general meeting. Rule 3.6 of the Company's Constitution further provides that a retiring Director is eligible for re-election. Given that Syed Hizam Alsagoff is the longest serving Director, he is required to retire and seeks re-election.

Syed Hizam Alsagoff retires and seeks re-election at the AGM.

A brief summary of Syed Hizam Alsagoff's qualification and experience is set out below:

Mr Alsagoff has extensive network and experience in investment and corporate strategies in Asia and globally, of over 20 years' experience in senior operational and corporate leadership roles in diverse sector operations across several countries including distribution of industrial, electronic components and satellite manufacturing, engineering, construction, property and infra-structure development.

He is on the board of several public and private companies and currently serves as the Group Chief Financial Officer with Cahya Mata Sarawak Berhad (CMS:MK).

Board Recommendation

*The Board (other than Syed Hizam Alsagoff) recommends that you vote **IN FAVOUR** of this resolution.*

Resolution 3: Additional 10% Placement Capacity

Summary

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that the Company can issue without 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 (**15% Placement Capacity**).

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

An "eligible entity" means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of A\$300 million or less. The Company is an eligible entity for these purposes.

Resolution 3 seeks Shareholder approval by way of special resolution for the Company to have an additional 10% capacity provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval (**Additional 10% Placement Capacity**). A special resolution requires that it must be passed by at least 75% of the votes cast by members entitled to vote on the resolution. The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the Additional 10% Placement Capacity and will remain subject to the 15% Placement Capacity limit.

Information Required by ASX Listing Rule 7.3A

Pursuant to ASX Listing Rule 7.3A, the following information is provided in relation to the approval of the Additional 10% Placement Capacity:

- (a) The Additional 10% Placement Capacity will commence on the date of the Meeting and will expire on the first to occur of the following:
 - (i) the date that is 12 months after the date of the Meeting;
 - (ii) the time and date of the Company's next annual meeting; and
 - (iii) the time and date of the approval by holders of the Company's ordinary securities of a transaction under ASX Listing Rule 11.1.2 or ASX Listing Rule 11.2;
- (b) The Equity Securities issued pursuant to the Additional 10% Placement Capacity must be in an existing quoted class of the Company's Equity Securities and will be issued for cash consideration at an issue price which is not less than 75% of the VWAP for securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or
 - (ii) if the Equity Securities are not issued within 10 trading days from the date referred to immediately above, the date on which the securities are issued;
- (c) The Company may use funds raised by an issue of Equity Securities under the Additional 10% Placement Capacity for a variety of reasons, including additional operating capital to be used towards the Company's exploration activities and its existing projects;
- (d) An issue of Equity Securities under ASX Listing Rule 7.1A.2 involves the risk of economic and voting dilution for existing ordinary security holders, including a risk that:
 - (i) the market price for Equity Securities in that class may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date.

(e) The table below displays the potential dilution of existing holders of ordinary securities:

| <i>Variable "A" in ASX Listing Rule 7.1A.2 (subject to the assumptions below)</i> | | <i>Dilution</i> | | |
|---|---------------------|--|---------------------------------------|--|
| | | 50% decrease in Deemed Issue Price A\$0.025 | Deemed Issue Price A\$0.05 | 100% increase in Deemed Issue Price A\$0.10 |
| Current Variable A 689,662,424 Shares | 10% voting dilution | 68,966,242 | 68,966,242 | 68,966,242 |
| | Funds raised | A\$1,724,156 | A\$3,448,312 | A\$6,896,624 |
| 50% increase in current Variable A 1,034,493,636 Shares | 10% voting dilution | 103,449,364 | 103,449,364 | 103,449,364 |
| | Funds raised | A\$2,586,234 | A\$5,172,468 | A\$10,344,936 |
| 100% increase in current Variable A 1,379,324,848 Shares | 10% voting dilution | 137,932,485 | 137,932,485 | 137,932,485 |
| | Funds raised | A\$3,448,312 | A\$6,896,624 | A\$13,793,248 |

(f) The table has also been prepared based on the following further assumptions and qualifications:

- (i) the Company issues the maximum securities available under the Additional 10% Placement Capacity;
- (ii) the table does not demonstrate any examples of dilution that may be caused to a particular Shareholder by issues under the Additional 10% Placement Capacity, and each Shareholder should consider their individual dilution as a result of their specific circumstances;
- (iii) the table only demonstrates the effect of issues of Equity Securities under the Additional 10% Placement Capacity, and does not consider placements that may be made by the Company pursuant to its 15% Placement Capacity in addition to, or instead of, issues pursuant to the Additional 10% Placement Capacity;
- (iv) the price of Shares is deemed for the purpose of the table above to be A\$0.05 and is indicative only. The closing price of the Shares on the ASX on 15 October 2020 was A\$0.041; and
- (v) the table does not demonstrate the effect of the issue of quoted or unquoted options, which are other types of Equity Securities, under the Additional 10% Placement Capacity. It only considers the issue of Shares.

(g) The Company's allocation policy in relation to issues under the Additional 10% Placement Capacity is subject to the prevailing market conditions at the time of any proposed issue. The identity of allottees of Shares (and the number of Shares allotted to those persons) have not been determined but may include existing Shareholders or new Shareholders. The Company's allocation policy has been formulated on the basis that it does not have any current intention to raise funds under the Additional 10% Placement Capacity, and nor does it have any specific intention in relation to parties that it may approach to participate in an issue of Equity Securities under the Additional 10% Placement Capacity. The identity of those persons will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:

- (i) the methods of raising funds that are available and which are used by the Company at or about the time of any issue under the Additional 10% Placement Capacity, including pro rata issues or other issues that allow existing Shareholders to participate;
 - (ii) the effect of the issue under the Additional 10% Placement Capacity on the control of the Company;
 - (iii) the financial situation of the Company; and
 - (iv) advice from appropriately qualified professionals (e.g. corporate advisors and brokers);
- (h) The Company issued 44,979,232 Equity Securities under ASX Listing Rule 7.1A.2 in the 12 month period before the date of this Meeting, which represents 7.38% of the total number of Equity Securities on issue at the commencement of that period. There are no Equity Securities that the Company has agreed to issue under ASX Listing Rule 7.1A.2 that are yet to be issued. Details in relation to the issue of those Equity Securities are set out in Annexure A in the following page.

Board Recommendation

*The Board considers that it is in the best interests of Shareholders that the Company has the flexibility to be able to issue Equity Securities pursuant to the Additional 10% Placement Capacity. The Board recommends that you vote **IN FAVOUR** of this resolution.*

Annexure A: Table of Equity Securities Issued (or Agreed to be Issued) under ASX Listing Rule 7.1A.2 in 12 month preceding AGM

| Date of issue | 16 March 2020 | 5 June 2020 | 3 July 2020 |
|--|---|---|---|
| Names of allottees or basis on which allottees were determined | The Shares were issued to sophisticated and professional investors, each of whom is not a related party of the Company, a member of the Company's key management personnel, a substantial holder in the Company, an advisor to the Company, or an associate of any of the above, where the number of Shares issued to any of the persons described above constituted more than 1% of the Company's issued capital at the time of the issue. | The Shares were issued to sophisticated and professional investors, each of whom is not a related party of the Company, a member of the Company's key management personnel, a substantial holder in the Company, an advisor to the Company, or an associate of any of the above, where the number of Shares issued to any of the persons described above constituted more than 1% of the Company's issued capital at the time of the issue. | The Shares were issued to sophisticated and professional investors, each of whom is not a related party of the Company, a member of the Company's key management personnel, a substantial holder in the Company, an advisor to the Company, or an associate of any of the above, where the number of Shares issued to any of the persons described above constituted more than 1% of the Company's issued capital at the time of the issue. |
| Number and class of Equity Securities | 15,823,077 Shares (each being fully paid ordinary shares in the capital of the Company) | 17,332,308 Shares (each being fully paid ordinary shares in the capital of the Company) | 11,823,847 Shares (each being fully paid ordinary shares in the capital of the Company) |
| Issue price and discount (if any) on closing market price on date of issue | Each Share was issued at an issue price of \$0.065 per Share, which did not represent any discount to the closing market price on the date of the issue. | Each Share was issued at an issue price of \$0.065 per Share, which did not represent any discount to the closing market price on the date of the issue. | Each Share was issued at an issue price of \$0.065 per Share, which did not represent any discount to the closing market price on the date of the issue. |
| Total cash consideration, amount spent, what cash was spent on, and intended use of remaining cash (if any) | \$1,028,500. All of the cash consideration was spent on working capital. | \$1,126,600. All of the cash consideration was spent on working capital. | \$768,550.00. All of the cash consideration was spent on working capital. |

DEFINITIONS

Terms

For the purposes of this NOM, the following terms have the below meaning:

15% Placement Capacity has the meaning given to that term in resolution 3 of the Explanatory Notes;

Additional 10% Placement Capacity has the meaning given to that term in resolution 3 of the Explanatory Notes;

ASX means the means ASX Limited or the market operated by it, as the context requires;

ASX Listing Rules means the official listing rules issued and enforced by the ASX, as amended from time to time;

Board means the current board of directors of the Company;

Closely Related Party has the meaning given to it in the Corporations Act;

Chairman means the chairman of the AGM;

Company means Gold Mountain Limited ACN 115 845 942;

Corporations Act means the *Corporations Act 2001* (Cth);

Director means a director of the Company;

Explanatory Notes means the Explanatory Notes section contained in this NOM;

Equity Security has the meaning given to it in Chapter 19 in the ASX Listing Rules;

Key Management Personnel has the same meaning given to it in the Corporations Act;

Share means one fully paid ordinary share in the issued capital of the Company, and **Shares** means any two or more of them;

Shareholder means a holder of a Share; and

VWAP has the meaning given to the term "volume weighted average price" in the ASX Listing Rules.

VOTING INFORMATION

General

All items of business set out in the NOM will be decided on by poll.

On a poll, each member will have one vote for each Share held by that member and in respect of which that member is entitled to vote.

If Shares are jointly held and more than one of the joint holders vote, only the vote of the holder whose name appears first in the register of members will be counted.

Majority Required

Resolutions 1 and 2 are ordinary resolutions. Each of these resolutions will be passed if more than 50% of votes cast by Shareholders entitled to vote on the resolutions are cast in favour of the resolutions.

Resolution 3 is a special resolution. This resolution will be passed if more than 75% of the votes cast by Shareholders entitled to vote on the resolution are cast in favour of the resolution.

Entitlement to Vote

The Company has determined, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that, for the purpose of entitlement to vote at the AGM, Shares will be taken to be held by those who hold them at 7.00pm (Sydney time) on 24 November 2020.

Voting Options

A. In Person

Shareholders may vote by attending the AGM and casting their votes in person.

B. Proxy or Attorney

If you are entitled to vote at the AGM, you may appoint one or two proxies.

If you appoint two proxies:

- you may appoint each proxy to represent a specified proportion of your voting rights; or
- if you do not specify the proportion or number of your votes that each proxy may exercise, each proxy may exercise half of your votes.

A proxy need not be a shareholder of the Company.

A Proxy Form accompanies this NOM, please follow the instructions on the form.

The Proxy Form must be signed by you or by your attorney.

Proxies given by corporations must be signed under seal or under the hand of a duly authorised officer or attorney.

To be valid, the form appointing the proxy and the power of attorney or other attorney (if any) under which it is signed (or an attested copy) must be either lodged at the Registered Office of the Company, online or by facsimile, using the addresses or facsimile number appearing on the Proxy Form by 3.00pm (Sydney time) on 24 November 2020.

Unless you specifically direct a proxy how to vote, the proxy may vote as the proxy thinks fit, or abstain from voting.

Voting by Corporations

In order to vote at the meeting (other than by proxy – see above for instructions), a corporation that is a Shareholder must appoint a person to act as its representative.

The appointment must comply with the Corporations Act. A letter of representation must be either lodged with the Share Registry prior to the commencement of the meeting, or the representative must bring to the meeting evidence of his or her appointment including any authority under which it is signed.

Proxy Voting by Chairman

The Chairman of the meeting intends to vote all undirected proxies **IN FAVOUR** of all the resolutions.

Further Information

Shareholders should direct their queries to the Company Secretary at eric@goldmountainltd.com.au

By order of the Board

A handwritten signature in black ink, appearing to be 'Eric Kam', with a stylized, cursive script.

Eric Kam
Company Secretary
22 October 2020

CORPORATE DIRECTORY

| | |
|-------------------------------------|--|
| Directors: | Syed Hizam Alsagoff Pay Chuan “Paul” Lim Sin Pyng "Tony" Teng (Managing Director) |
| Company Secretary: | Eric Kam |
| Registered Office: | Suite 2501, Level 25, 31 Market Street Sydney NSW 2000 |
| Principal Place of Business: | Suite 2501, Level 25, 31 Market Street Sydney NSW 2000 |
| Lawyers: | Bird & Bird Level 22, MLC Centre, 19 Martin Place Sydney NSW 2000 |
| Auditors: | KS Black & Co. Chartered Accountants Level 1, 251 Elizabeth Street Sydney NSW 2000 |
| Share Registry: | Boardroom Pty Limited Level 12, 225 George Street Sydney NSW 2000 |
| Bankers: | Australia and New Zealand Banking Group Limited Westpac Banking Corporation Limited |
| ASX Listing Code: | GMN |
| Website: | www.goldmountainltd.com.au |



GOLD MOUNTAIN LIMITED

ASIC:GMN

(ABN 79 115 845 942)

All Correspondence to:

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 3:00pm (Sydney Time) on Tuesday 24 November 2020.**

📠 TO VOTE ONLINE

📱 BY SMARTPHONE

- STEP 1:** VISIT <https://www.votingonline.com.au/gmnagm2020>
- STEP 2:** Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3:** Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **before 3:00pm (Sydney Time) on Tuesday 24 November 2020.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

- 💻 **Online** <https://www.votingonline.com.au/gmnagm2020>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐ **Your Address**

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

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

PROXY FORM**STEP 1 APPOINT A PROXY**

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

☐

the **Chair of the Meeting (mark box)**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Boardroom Pty Limited, Grosvenor Place, Level 12, 225 George Street, Sydney NSW 2000 on Thursday, 26 November 2020 at 3:00 pm (Sydney time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

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

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

STEP 2 VOTING DIRECTIONS

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

| | | For | Against | Abstain* |
|--------------|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-election of Syed Hizam Alsagoff as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Approval of Additional 10% Placement Capacity | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020