
Gold Mountain Limited
(ASX: GMN)

24/589 Stirling Highway
Cottesloe WA 6011
Australia

Directors and Management

David Evans
Executive Director

Syed Hizam Alsagoff
Non-Executive Director

Aharon Zaetz
Non-Executive Director

Rhys Davies
CFO & Company Secretary

Projects**Lithium Projects (Brazil)**

Cococi region
Custodia
Iguatu region
Jacurici
Juremal region
Salinas region
Salitre
Serido Belt

Copper Projects (Brazil)

Ararenda region
Sao Juliao region
Iguatu region

REE Projects (Brazil)
Jequie**Copper Projects (PNG)**

Wabag region
Green River region

ASX:GMN

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ASX Announcement/Press Release | 20 June 2024**Gold Mountain Limited (ASX:GMN)****Non lodgement of notice of meeting**

Gold Mountain Limited (ASX : GMN) (**GMN** or **Company**) provides herewith the full notice of meeting for the general meeting held on 16 May 2024.

1. Listing Rule 3.17.1 requires an entity to immediately give a copy of any documents it sends to holders of securities generally or in a class.
2. On 15 April 2024 GMN announced on Markets Announcement Platform ("MAP") the letter sent to shareholders in accordance with section 11D of the Corporations Act (which allows a notice of meeting to be sent to shareholders by sending holders sufficient information in physical form to allow the recipient to access the document electronically, and it is reasonable to expect that the document would be readily accessible so as to be useable for subsequent reference). The letter contained a link to GMN's website which prominently displayed a link to the notice of meeting. All shareholders had access to the notice of meeting through this process.
3. Due to an honest oversight, the actual notice of meeting itself was not released on MAP however ASX had already approved and received a copy.

This ASX announcement has been authorised by the Board of Gold Mountain Limited

For further information, please contact:

Gold Mountain Limited

Rhys Davies

Company Secretary

E: info@goldmountainltd.com.au

About Us

Gold Mountain (ASX:GMN) is a mineral explorer with projects based in Brazil and Papua New Guinea (PNG). These assets, which are highly prospective for a range of metals including rare earth elements, niobium, lithium, nickel, copper and gold, are now actively being explored.

Gold Mountain has gradually diversified its project portfolio. The Company has highly prospective rare earth element, niobium, copper and lithium licenses located within the eastern Brazilian lithium belt, spread over parts of the Borborema Province and São Francisco craton in north-eastern Brazil including in Salinas, Mines Gerais.

In PNG, Gold Mountain is exploring the Wabag Project, which covers approximately 950km²

of highly prospective exploration ground in the Papuan Mobile belt. This project contains three targets, Mt Wipi, Monoyal and Sak Creek, all lying within a northwest-southeast striking structural corridor. The three prospects have significant potential to host a porphyry copper-gold-molybdenum system and, or a copper-gold skarn system. Gold Mountain's current focus is Mongae Creek, which has been subjected to several phases of exploration, and the potential to host a significant copper-gold deposit is high. The current secondary targets are, in order of priority, Mt Wipi, Lombokai and Sak Creek.

Gold Mountain has also applied for a 491 km² exploration licence at Green River where high grade Cu-Au and Pb-Zn float has been found and porphyry style mineralisation was identified by previous explorers. Intrusive float, considered to be equivalent to the hosts of the majority of Cu and Au deposits in mainland PNG, was also previously identified.



Gold Mountain Limited Notice of General Meeting

The General Meeting of the Company will be held at U24, 589 Stirling Highway, Cottesloe, WA 6011 on 16 May 2024 at 12pm (Perth time).

This notice of general meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

Please contact the Company Secretary on +61 (0) 497 846 996 or email rhys.davies@goldmountainltd.com.au if you wish to discuss any matter concerning the Meeting.

Gold Mountain Limited
ACN 115 845 942

Notice of General meeting

Notice is hereby given that a general meeting of the Shareholders of Gold Mountain Limited will be held at U24, 589 Stirling Highway, Cottesloe, WA 6011 on 16 May 2024 at 12pm (Perth time) (**Meeting**).

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

Shareholders are urged to vote by attending the Meeting in person physically or by returning a completed Proxy Form. Instructions on how to complete a Proxy Form is set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 12pm (Perth time) on 14 May 2024.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in SCHEDULE 1 of the Explanatory Memorandum.

Agenda

RESOLUTION 1 RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES UNDER LISTING RULE 7.1

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 410,719,245 Shares at an issue price of \$0.0037 under the Placement on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

RESOLUTION 2 RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES UNDER LISTING RULE 7.1A

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 286,907,858 Shares at an issue price of \$0.0037 under the Placement on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

RESOLUTION 3 APPROVAL TO ISSUE TRANCHE 1 PLACEMENT OPTIONS

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 348,813,551 Placement Options to Placement Participants on the terms set out in the Explanatory Statement.”

A voting exclusion statement is set out below.

RESOLUTION 4 APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SECURITIES

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 113,183,708 fully paid ordinary shares in the capital of the Company, with 1 attaching Placement Option for every 2 Shares issued to Placement Participants on the terms set out in the Explanatory Statement.”

A voting exclusion statement is set out below.

RESOLUTION 5 APPROVAL TO ISSUE BROKER OPTIONS

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue:

- (a) 51,538,369 Broker Options, each with an exercise price of \$0.0046 and expiring 3 years from issue and otherwise on the terms in SCHEDULE 4;*
- (b) 51,538,369 Broker Options, each with an exercise price of \$0.0056 and expiring 3 years from issue and otherwise on the terms in SCHEDULE 4; and*
- (c) 51,538,369 Broker Options, each with an exercise price of \$0.0065 and expiring 3 years from issue and otherwise on the terms in SCHEDULE 4,*

to the Lead Manager or its nominees on the terms set out in the Explanatory Statement.”

A voting exclusion statement is set out below.

RESOLUTION 6 APPROVAL TO UPDATE THE GMN EMPLOYEE SECURITIES INCENTIVE PLAN

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes sections 259B(2) and 260C(4) of the Corporations Act and ASX Listing Rule 7.2 (exception 13) and for all other purposes, approval is given:

- (a) *to amend the GMN Employee Securities Incentive Plan so that the Company can provide financial assistance to participants to acquire equity securities issued by the Company and take security over such equity securities; and*
- (b) *the issue of up to 187,137,173 equity securities under the Plan, on the terms set out in the Explanatory Statement.”*

A voting exclusion statement is set out below.

RESOLUTION 7 APPROVAL TO ISSUE DIRECTOR SECURITIES TO DAVID EVANS

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 27,027,027 Shares, with 1 attaching Placement Option for every 2 Shares issued, and the provision of a Loan to assist in acquiring the Shares, under the Plan, to Director David Evans (or his nominee), on the terms set out in the Explanatory Statement.

A voting exclusion statement is set out below.

RESOLUTION 8 APPROVAL TO ISSUE DIRECTOR SECURITIES TO AHARON ZAETZ

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 27,027,027 Shares, with 1 attaching Placement Option for every 2 Shares issued, and the provision of a Loan to assist in acquiring the Shares, under the Plan, to Director Aharon Zaetz, on the terms set out in the Explanatory Statement.

A voting exclusion statement is set out below.

VOTING PROHIBITION AND EXCLUSION STATEMENTS

The Listing Rules prohibit votes being cast (in any capacity) on the following resolutions by any of the following persons or their associates:

Resolution	Persons excluded from voting
Resolution 1- Ratification of Tranche 1 Placement Shares under Listing Rule 7.1	Persons who participated in the issue or is a counterparty to the agreement being approved, or any associate of those persons.
Resolution 2 - Ratification of Tranche 1 Placement Shares under Listing Rule 7.1A	Persons who participated in the issue or is a counterparty to the agreement being approved, or any associate of those persons.

Resolution 3 - Approval to issue Tranche 1 Placement Options	Placement Participants and their associates and any person who will obtain a material benefit as a result of the proposed issue.
Resolution 14 - Approval to issue Tranche 2 Placement Securities	Placement Participants and their associates and any person who will obtain a material benefit as a result of the proposed issue.
Resolution 5 - Approval to issue Broker Options	Canaccord Genuity (Australia) Limited and their associates and any person who will obtain a material benefit as a result of the proposed issue.
Resolution 6 - Amendments to the GMN Employee Securities Incentive Plan	A person who is eligible to participate in the Plan.
Resolution 7 - Issue of securities to Mr Evans under the GMN Employee Securities Incentive Plan	Persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the GMN Employees Securities Incentive Scheme
Resolution 8 - Issue of securities to Mr Zaetz under the GMN Employee Securities Incentive Plan	Persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the GMN Employees Securities Incentive Scheme

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) 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 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 of Directors

A handwritten signature in black ink, appearing to read 'Rhys Davies', written in a cursive style.

Rhys Davies
Company Secretary
Gold Mountain Limited
9 April 2024

Gold Mountain Limited
ACN 115 845 942

Explanatory Memorandum

INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at U24, 589 Stirling Highway, Cottesloe, WA 6011 on 16 May 2024 at 12pm (Perth time). The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

Shareholders can attend the Meeting in person or through appointing a proxy. See section 1 for details.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice, and includes the following:

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A Proxy Form is located at the end of Explanatory Memorandum.

Any forward looking statements in this Explanatory Memorandum are based on the Company's current expectations about future events. They are, however, subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and its board, which could cause actual results, performance or achievements expressed or implied by forward-looking statements in this Explanatory Memorandum.

This Explanatory Memorandum does not take into account any person's investment objectives, financial situation or particular needs. If you are in any doubt about what to do in relation to the Meeting you should consult your financial or other professional advisor.

Please contact the Company Secretary on +61 (0) 497 846 996 or email rhys.davies@goldmountainltd.com.au if you wish to discuss any matter concerning the Meeting.

1.3 Eligibility to vote

The Directors have determined that, for the purposes of voting at the Meeting, Shareholders are those persons who are the registered holders of Shares at 7.00pm (EST) on 14 May 2024.

2 RESOLUTIONS 1 TO 5 - PLACEMENT

2.1 Introduction

On 7 March 2024 the Company announcement a placement to raise \$3 million through the issue of approximately 810.8 million new Shares at an issue price of \$0.0037 per Share (**Placement**). The Placement comprises two tranches:

- (a) Tranche 1 to raise ~A\$2.6 million via the issue of ~697.6 million New Shares utilising the Company's existing placement capacity pursuant to ASX Listing Rules 7.1 and 7.1A (**Tranche 1**).
- (b) Tranche 2 to raise approximately ~A\$0.4 million via the issue of approximately ~113.2 million New Shares subject to shareholder approval to be sought at the Meeting (**Tranche 2**).

The securities were issued to new and existing sophisticated and professional investors (**Placement Participants**) lead-managed by Canaccord Genuity (Australia) Limited (**Lead Manager**).

Resolutions 1 and 2 seek Shareholder approval to ratify the Tranche 1 issue. Given Tranche 1 Shares were issued under Listing Rules 7.1 and 7.1A, ratifying the issue requires 2 Resolutions. Resolution 4 seeks Shareholder approval for the issue under Tranche 2.

Placement Participants would also, subject to Shareholder approval, be issued one Placement Option (exercise price \$0.0055 and expiring 3 years from issue and otherwise on the terms in SCHEDULE 3) (**Placement Options**) for every two new Shares issued under the Placement. Resolution 3 seeks Shareholder approval for the issue of Placement Options.

The proceeds of the Placement will be used to accelerate the Company's exploration activities at the Company's rare earth projects in Brazil (including three teams undertaking mapping and stream sediment sampling; as set out in the Company's announcement dated 21 March 2024, and RC or sonic drilling; as set out in the Company's presentation dated 7 March 2024), continued exploration on the Company's lithium projects (as set out in the Company's presentation dated 7 March 2024), pay for costs of the Placement and for general working capital.

The Company has also, subject to Shareholder approval, agreed to issue 154,615,108 Options to the Lead Manager (or its nominees) in part consideration for lead managing the Placement (**Broker Options**).

2.2 Capital structure, dilution and voting power

The Company's proposed capital structure following the Placement, including its dilutive effect, is set out in SCHEDULE 2.

2.3 Timetable

The issue of Placement Options under Tranche 1, the issue of securities under Tranche 2, the issue of Broker Options, and the issue of the Director Securities is expect to occur as soon practicable following Shareholder approval at the Meeting.

2.4 ASX Listing Rules 7.1 and 7.1A

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

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of equity securities which represents 10% of the fully paid ordinary securities on issue at the commencement of that 12 month period as calculated in accordance with the formula in ASX Listing Rule 7.1A.

Where an eligible entity obtains shareholder approval of its placement capacity under ASX Listing Rule 7.1A, then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issues have been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issues.

Listing Rule 7.4 allows shareholders to ratify an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rules 7.1 and 7.1A, and so does not reduce the company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 and (assuming the conditions of that rule are satisfied) Listing Rule 7.1A.

3 RESOLUTIONS 1 AND 2 - INFORMATION REQUIRED BY LISTING RULE 7.5

For the purposes of Listing Rule 7.5, the following information is provided for the ratification of the issue of the Placement Shares:

- (a) The securities were issued to Placement Participants, who were identified by the Placement's lead manager (Canaccord Genuity (Australia) Limited) based upon their investment criteria and interest in the Company's projects and activities. The Placement Participants are not related parties of the Company, members of the Company's key management personnel, a substantial holder in the Company or an advisor to the Company, or an associate of any of these, or otherwise a person to whom Listing Rule 10.11 applies.
 - (b) The number of securities issued by the Company was:
 - (i) Resolution 1- 410,719,245 Placement Shares.
 - (ii) Resolution 2 - 286,907,858 Placement Shares.
 - (c) The Placement Shares were fully paid ordinary shares in the capital of the Company, ranking equally with existing Shares on issue.
 - (d) The Placement Shares were issued on 19 March 2024.
 - (e) The Placement Shares were issued at an issue price of \$0.0037 per Share, being an amount agreed between the Company and Lead Manager, following expressions of interest from Placement Participants.
 - (f) The Placement Shares were issued to raise \$2,581,220 (before costs). Funds raised under the Placement will be used towards accelerating the Company's exploration activities at the Company's rare earth projects in Brazil, pay for the costs of the Placement and for general working capital.
 - (g) The material terms of the Placement were as follows:
 - (i) Subscribers would subscribe for Shares at an issue price of \$0.0037.
 - (ii) Subscribers would, subject to Shareholder approval, be issued 1 attaching Placement Option for every 2 Placement Shares issued.
 - (iii) The subscription amount would be paid, and Placement Shares issued, as soon as practicable.
- Other than those set out in section 2.1 and this section, there are no other material terms in relation to the issue.
- (h) A voting exclusion statement is included in the Notice.

Listing Rules 7.1 and 7.1A are summarized above.

If Resolutions 1 and/or 2 are passed, the issues (as the case may be) will be excluded in calculating the Company's 15% and 10% limit under Listing Rules 7.1 and 7.1A (as the case may be), effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the issues.

If Resolution 1 and/or 2 are not passed, the issues (as the case may be) will be included in calculating the Company's 15% and 10% limit under Listing Rules 7.1 and 7.1A (as the case may be), effectively limiting the number of equity securities the

Company can issue without Shareholder approval under Listing Rule 7.1 and 7.1A over the 12 months following the issue.

The Directors unanimously recommends that Shareholders vote in favour of Resolutions 1 and 2, as it will refresh the Company's ability to issue securities, and in doing so provide the Company with additional flexibility.

4 RESOLUTION 3 - INFORMATION REQUIRED BY LISTING RULE 7.3

For the purposes of Listing Rule 7.3, the following information is provided about the proposed issue of Placement Options to Placement Participants:

- (a) The Placement Options will be issued to Placement Participants, who are not related parties to the Company or otherwise a person to whom Listing Rule 10.11 applies.
- (b) The number of securities to be issued is 348,813,551 Placement Options.
- (c) The securities to be issued are Options with an exercisable price of \$0.0055 each and expire 3 years from issue, and otherwise are on the terms and condition set out in SCHEDULE 3.
- (d) The Placement Options will be issued as soon as reasonably practicable and no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (e) The Placement Options will be issued for nil cash consideration and as attaching Options to the Placement.
- (f) No funds will be raised from the issue of the Placement Options as they are issued to as attaching Options to the Placement. Funds raised from the exercise of the Placement Options will be used for general working capital.
- (g) Other than those set out in section 2.1 and this section, there are no other material terms in relation to the proposed issue.
- (h) A voting exclusion statement is included in the Notice.

Listing Rules 7.1 and 7.1A are summarized above.

By approving the issue of Placement Options under Resolution 3, the Company can issue Placement Options under Tranche 1 of the Placement. Shares issued on exercise of the Placement Options will also be included in calculating the number of Shares on issue to determine the Company's 15% and 10% limits in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without shareholder approval over the 12-month period following the issue.

The Directors unanimously recommends that Shareholders vote in favour of Resolution 3, as it will allow the Company to issue Placement Options under Tranche 1 of the Placement.

5 RESOLUTION 4 - INFORMATION REQUIRED BY LISTING RULE 7.3

For the purposes of Listing Rule 7.3, the following information is provided about the proposed issue of securities under Tranche 2 of the Placement:

- (a) The Placement Shares and Placement Options will be issued to Placement Participants, who are not related parties to the Company or otherwise a person to whom Listing Rule 10.11 applies.
- (b) The number of securities to be issued is 113,183,708 Placement Shares and 56,591,854 Placement Options.
- (c) The securities to be issued are fully paid ordinary shares in the capital of the Company and Placement Options, which have an exercisable price of \$0.0055 each and expire 3 years from issue, and otherwise are on the terms and condition set out in SCHEDULE 3.
- (d) The securities will be issued as soon as reasonably practicable and no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (e) The Placement Shares will be issued at an issue price of \$0.0037 per Share, being an amount agreed between the Company and Lead Manager, following expressions of interest from Placement Participants. The Placement Options are attaching options and will be issued for nil cash consideration.
- (f) Funds raised from the issue of Placement Shares under Tranche 2 will be used towards accelerating the Company's exploration activities at the Company's rare earth projects in Brazil, pay for costs of the Placement and for general working capital. Funds raised from the exercise of the Placement Options will be for general working capital.
- (g) Other than those set out in section 2.1 and this section 5, there are no other material terms in relation to the proposed issue.
- (h) A voting exclusion statement is included in the Notice.

Listing Rules 7.1 and 7.1A are summarized above.

By approving the issue of Placement Options under Resolution 4, the Company can issue Placement Shares and attaching Placement Options under Tranche 2 of the Placement. Shares issued under Tranche 2 and on exercise of Tranche 2 Placement Options will also be included in calculating the number of Shares on issue to determine the Company's 15% and 10% limits in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without shareholder approval over the 12-month period following the issue.

If Shareholder approval is not obtained, the Company cannot issue any securities under Tranche 2 of the Placement and no further funds will be raised under the Placement.

The Directors unanimously recommends that Shareholders vote in favour of Resolution 4, as it will allow the Company to raise a further approximately \$418,000 under Tranche 2 of the Placement.

6 RESOLUTION 5 - INFORMATION REQUIRED BY LISTING RULE 7.3

For the purposes of Listing Rule 7.3, the following information is provided about the proposed issue of Placement Options to Canaccord Genuity (Australia) Limited:

- (a) The Placement Options will be issued to the lead manager of the Placement, Canaccord Genuity (Australia) Limited (or its nominee), who is not a related party to the Company or otherwise a person to whom Listing Rule 10.11 applies.
- (b) The number of securities to be issued is 154,615,108 Placement Options.
- (c) The securities to be issued are Options which have an exercisable price of \$0.0055 each and expire 3 years from issue, and otherwise are on the terms and condition set out in SCHEDULE 3.
- (d) The securities will be issued as soon as reasonably practicable and no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (e) The Placement Options will be issued for nil cash consideration and as part of the remuneration for Canaccord Genuity (Australia) Limited acting as the lead manager of the Placement.
- (f) No funds will be raised from the issue of the Placement Options as they are issued to remunerate The Lead Manager for acting as the lead manager of the Placement. Funds raised from the exercise of the Placement Options will be used towards working capital of the Company.
- (g) The material terms of the mandate under which the Options are to be issued are as follows:
 - (i) Canaccord Genuity (Australia) Limited would act as lead manager to the Placement and place Shares under the Placement on a best efforts basis.
 - (ii) Canaccord Genuity (Australia) Limited would be paid 6% of the amount raised (\$155,000; which has been paid) and, subject to Shareholder approval, issued Broker Options equal to 3% of the number of Shares on issue (on a fully diluted basis) following the Placement (being 154,615,108 Broker Options).
 - (iii) The Company will, in the event Shareholders do not approve the issue of Placement Options to Canaccord Genuity (Australia) Limited, pay Canaccord Genuity (Australia) Limited the cash value of the Broker Options.

- (iv) The Company gave warranties that are customary for a lead manager mandate, including that the Company is in compliance with all applicable laws and the Listing Rules.

Other than those set out in section 2.1 and this section, there are no other material terms in relation to the proposed issue.

- (h) A voting exclusion statement is included in the Notice.

Listing Rules 7.1 and 7.1A are summarized above.

By approving the issue of Placement Options under Resolution 5, the Company can issue Placement Options to Canaccord Genuity (Australia) Limited. Shares issued on exercise of the Placement Options will also be included in calculating the number of Shares on issue to determine the Company's 15% and 10% limits in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without shareholder approval over the 12-month period following the issue.

If Shareholder approval is not obtained, the Company must pay Canaccord Genuity (Australia) Limited the cash value of the Placement Options.

The Directors unanimously recommends that Shareholders vote in favour of Resolution 5, as it will allow the Company to issue the Broker Options and avoid paying the Lead Manager the cash value of the Broker Options.

7 RESOLUTIONS 6 TO 8 - AMENDMENTS TO, AND ISSUE OF SECURITIES UNDER, THE GMN EMPLOYEE SECURITIES INCENTIVE PLAN

7.1 Background

On 18 November 2022 Shareholders approved the establishment by the Company of an employee incentive plan, the GMN Employee Securities Incentive Plan (**Plan**), the purpose of which is to provide an opportunity for eligible participants to participate in the Company's future and to align the interests of Shareholders and management and employees. The approval allowed for the issue of up to 74,157,458 equity securities under the Plan.

To provide additional flexibility, the Company seeks Shareholder approval of the following:

- (a) Amendments the Plan to allow the Company to lend participants funds to acquire equity securities under the Plan (**Loan Equity Securities**). Such loans will be interest free, repayable only from the sale of the Loan Securities, at the Company's election, repayment secured through security over the Loan Securities and otherwise on terms set out in paragraph 20 of SCHEDULE 5
- (b) Approve the issue of up to 187,137,173 equity securities under the Plan, being 5% of the number of Shares on issue following the Placement.

The Company also seeks Shareholder approval to issue \$100,000 of securities to Messrs David Evans and Aharon Zaetz on the same terms as the Placement (i.e.

27,027,027 Shares and 13,513,513 Placement Options respectively) (**Director Securities**). The issue will be funded through loans to be made under the Plan.

7.2 Regulatory requirements

(a) Corporations Act - Financial assistance

The Company will provide participants in the Plan financial assistance to acquire equity securities issued by the Company.

Section 260A of the Corporations Act restricts a company from providing financial assistance for the acquisition of shares in itself, subject to certain exceptions.

Section 260C(4) of the Corporations Act provides an exception to these restrictions where a company provides financial assistance under an employee share scheme (e.g. the Plan) approved at a general meeting of the company.

Accordingly, the Company seeks Shareholder approval to provide financial assistance to participants under the Plan.

(b) Corporations Act - Self-acquisition

Under the Plan, the Company may take security over the Shares provided to participants to secure payment of the loan provided by the Company for the participant to acquire the Shares.

Section 259B(1) of the Corporations Act prohibits a company from taking security over its own shares, subject to certain exceptions.

Section 259B(2) of the Corporations Act provides an exception to this prohibition where a company takes security over its own shares under an employee share scheme (e.g. the Plan) approved at a general meeting of the company.

Accordingly, the Company seeks Shareholder approval so that it has the ability, if required, to take security over Shares issued or transferred to participants under the Plan.

(c) Corporations Act - giving financial benefits to related parties

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

- (i) company and related party's circumstances; or
- (ii) prior shareholder approval is obtained to the giving of the financial benefit.

Related party is widely defined under the Corporations Act, and includes a company's directors. Financial benefit is defined broadly and includes issuing securities. The Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate.

The proposed issue of Director Securities to Messrs Evans and Zaetz constitutes giving a financial benefit and they are related parties of the Company by virtue of being Directors.

Director Mr Syed Hizam Alsagoff, who does not have a material personal interest in Resolutions 7 and 8, consider that the Director Securities is reasonable remuneration in the Company and Messrs Evans and Zaetz's circumstances, so that Shareholder approval under Chapter 2E of the Corporations Act is not required for the issue of the Director Securities.

(d) Listing Rule requirements

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, unless an exception applies.

Listing Rule 7.2 (exception 13(b)) provides an exception to Listing Rule 7.1 for the issue of Equity Securities under an employee incentive scheme (e.g. the Plan) that has been approved by an entity's shareholders. For a period of 3 years from approval, Equity Securities issued to persons who are not 'related party' of the entity (for the purposes of the Listing Rules) under the employee incentive scheme are not counted in the calculation of the entity's 15% issuing capacity under Listing Rule 7.1.

ASX Listing Rule 10.14 provides that an entity must not permit a director or their associates from acquiring securities under an employee incentive scheme without the approval of holders of ordinary securities.

Securities issued with shareholder approval under Listing Rule 10.14 are an exempted from the need for shareholder approval under Listing Rule 10.11 and do not reduce the Company's 15% placement capacity under Listing Rule 7.1.

7.3 Information required by Listing Rule 7.2 exception 13

For the purposes of Listing Rule 7.2 exception 13, the following information is provided about the scheme:

- (a) A summary of the terms of the Plan is set out in SCHEDULE 5.
- (b) The Company has issued 220,000,000 equity securities under the Plan since it was approved by Shareholders on 18 November 2022, of which 170,000,000 were approved by Shareholders under Listing Rule 10.14 prior to issue.
- (c) The maximum number of securities that can be issued under the Plan following Shareholder approval is 187,137,173.
- (d) A voting exclusion statement is included in the Notice.

Passing Resolution 6 will allow the Company to lend funds for the acquisition of securities under the Plan whilst preserving the Company's placement limits for issuing securities and provide flexibility in the manner in which the Plan is managed.

If Resolution 6 is not passed, the Company may still issue securities to key personnel other than Directors on the terms as set out SCHEDULE 5 (other than loan terms set out above) and those securities will not count towards the Company's 15% placement capacity under Listing Rule 7.1. However, the Plan will be subject to the existing limit of 74,157,458 equity securities previously approved by Shareholders and funds cannot be lent under the Plan.

7.4 Resolutions 7 and 8 - Information required by Listing Rule 10.15

For the purposes of Listing Rule 10.15, the following information is provided about the proposed issue of securities:

- (a) The securities will be issued to Directors:
 - (i) Resolution 7 - David Evans
 - (ii) Resolution 8 - Aharon Zaetz,
 who are related parties of the Company.
- (b) By virtual of being Directors, Listing Rule 10.11.1 applies.
- (c) The number of securities to be issued are:
 - (i) Resolution 7 - 27,027,027 Shares and 13,513,513 Placement Options.
 - (ii) Resolution 8 - 27,027,027 Shares and 13,513,513 Placement Options.
- (d) Details of the relevant Directors' current total annual remuneration package is as follows:

	Annual cash Remuneration ¹
David Evans ²	\$240,000 Executive fee \$72,000 Director's fees
Aharon Zaetz	\$72,000 Director's fees \$15,000 per month consulting fees

1 The Directors have only been paid cash remuneration.

- (e) The following securities have previously been issued to the relevant Directors under the Plan:
 - (i) Resolution 7 (David Evans) - 60,000,000 Options and 60,000,000 Performance Rights.
 - (ii) Resolution 8 (Aharon Zaetz) - 15,000,000 Options and 20,000,000 Performance Rights.

No acquisition price was paid for these securities.

- (f) The terms of the securities issued are fully paid ordinary Shares and Placement Options, terms of which are set out in SCHEDULE 3. These are securities are considered by the independent Director (Mr Syed Hizam Alsagoff) as being the most appropriate way to incentivise and reward Messrs Evans and Zaetz for their work in securing the Placement and advancing the Company's projects.
- (g) The securities will be issued as soon as practicable no later than 3 years after the date of the meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (h) The Shares will be issued at an issue price of \$0.0037 and funded through a limited recourse loan, the terms of which are set out in section 7.1.
- (i) A summary of the material terms of the Plan is set out in SCHEDULE 5.
- (j) A summary of the material terms of the loan agreement under which funds will be lent to Messrs Evans and Zaetz are set out in SCHEDULE 5.
- (k) Details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolutions 7 and 8 are approved and who were not named in the Notice will not participate until approval is obtained under that rule.
- (l) A voting exclusion statement is included in the Notice.

7.5 Directors' recommendation

Mr Syed Hizam Alsagoff (who does not have a personal interest in Resolutions 6 to 8) recommends that Shareholders vote in favour of Resolutions 6 to 8. These will allow the Company to issue securities to remunerate Messrs Evans and Zaetz while preserving the Company's cash and 15% capacity under Listing Rule 7.1.

Messrs Evans and Zaetz have a material personal interest in Resolutions 6 to 8 and, for that reason, do not make any recommendation.

SCHEDULE 1 DEFINITIONS

In this Notice and Explanatory Memorandum:

ASX	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
Board	means the board of Directors.
Broker Option	has the meaning given in section 2.1.
Broker Option	has the meaning given in section 2.1.
Chairman	means the Chairman of the Company.
Company or GMN	means Gold Mountain Limited (ACN 115 845 942).
Constitution	means the constitution of the Company as amended.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company.
EST	means Eastern Standard Time.
Explanatory Memorandum	means this explanatory memorandum.
Lead Manager	Canaccord Genuity (Australia) Limited
Listing Rule	means the listing rules of the ASX.
Loan	means a Loan made under the GMN Employee Securities Incentive Plan.
Meeting	means the meeting convened by this Notice (as adjourned from time to time).
Notice	means this notice of meeting.
Option	means an option to be issued a Share.
Performance Rights	means a performance right granted by the Company to be issued a Share.
Placement	has the meaning given in section 2.1.
Placement Option	has the meaning given in section 2.1.

Placement Participant	has the meaning given in section 2.1.
Plan	means the GMN Employee Securities Incentive Plan approved by Shareholders on 18 November 2022.
Proxy Form	means the proxy form attached to this Notice.
Relevant Period	has the meaning given in the Listing Rule.
Resolution	means a resolution set out in the Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
Tranche 1	has the meaning given in section 2.1.
Tranche 2	has the meaning given in section 2.1.
Tranche 2 Placement Securities	Means securities to be issued under Tranche 2.
VWAP	has the meaning given in the Listing Rule.
WST	means Western Standard Time.

SCHEDULE 2 CAPITAL STRUCTURE

	Current				Post Placement			
	Current		Fully diluted		Shares		Fully diluted	
	Shares	%	Shares	%	Shares	%	Shares	%
Shareholders	2,877,878,585	100	2,877,878,585	74.62	2,877,878,585	76.89	2,877,878,585	54.21
Listed Options			643,661,063	16.69			643,661,063	12.13
Unlisted Options			220,000,000	5.70			220,000,000	4.14
Performance Rights			115,000,000	2.98			115,000,000	2.17
Placement					810,810,811	21.66	810,810,811	15.27
Placement Options							405,405,405	7.64
Broker Options							154,615,108	2.91
Director Securities					54,054,054	1.44	81,081,081	1.53
Total	2,877,878,585	100	3,856,539,650	100	3,742,743,450	100	5,308,452,053	100

SCHEDULE 3 PLACEMENT OPTION TERMS

1. Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option before the Expiry Date.

2. Quotation of Options

The Company will apply to the ASX for Official Quotation of the Options. Subject to the quotation requirements being met, the Options will be quoted.

3. Exercise Price

The amount payable on exercise of each Option will be \$0.0055 (Exercise Price).

4. Expiry Date

The Options will expire at 5.00pm (AEST) 3 years from issue (Expiry Date).

Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

5. Exercise Period

Options may be exercised at any time prior to the Expiry Date (Exercise Period).

6. Notice of Exercise

The Options may be exercised by notice in writing to the Company (Exercise Notice) and payment of the Exercise Price, in Australian currency, for each Option being exercised.

A minimum of 90,900 Options (having a total exercise price of \$500) must be exercised at any time. Where a Shareholder holds less than 90,900 Options then they must exercise their entire holding of Options.

7. Exercise Date

Any Exercise Notice received by the Company will be deemed effective on and from the later of: (i) the date of receipt of the Exercise Notice and (ii) the date of Company's receipt of the Exercise Price, for each Option being exercised, in cleared funds (Exercise Date).

8. Timing of Issue of Shares on Exercise

Within 15 Business Days after a Option is validly exercised or such other period specified by the Listing Rules, the Company will:

- (a) allot and issue that number of Shares pursuant to the exercise of the Options; and
- (b) if admitted to the official list of the ASX at the time, apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the Options.

9. Shares Issued on Exercise

Shares issued pursuant to the exercise of the Options will rank equally with the then issued Shares of the Company.

10. Participation in New Issues

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

11. Reconstruction of Capital

If at any time the issued share capital of the Company is reconstructed, all rights of a Option holder will be varied to comply with the Corporations Act and the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

12. Options Transferable

The Options are transferable.

13. Change in Exercise Price

A Option does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

14. Adjustments for Rights Issues

If the Company makes a pro rate issue of Shares to existing Shareholders, there will be no adjustment to the Exercise Price of a Option.

15. Adjustment for Bonus Issue of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than 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) there will be no adjustment to the Exercise Price of a Option.

SCHEDULE 4 BROKER OPTION TERMS

1. Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option before the Expiry Date.

2. Exercise Price

The amount payable on exercise of each Option will be:

- (a) 51,538,369 Options have an exercise price of \$0.0046;
- (b) 51,538,369 Options have an exercise price of \$0.0056; and
- (c) 51,538,369 Options have an exercise price of \$0.0065

(Exercise Price).

3. Expiry Date

The Options will expire at 5.00pm (AEST) three years from issue (Expiry Date).

Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise Period

Options may be exercised at any time prior to the Expiry Date (Exercise Period).

5. Notice of Exercise

The Options may be exercised by notice in writing to the Company (Exercise Notice) and payment of the Exercise Price, in Australian currency, for each Option being exercised.

A minimum of 108,695 Options must be exercised at any time. Where a Shareholder holds less than 108,695 Options then they must exercise their entire holding of Options.

6. Exercise Date

Any Exercise Notice received by the Company will be deemed effective on and from the later of: (i) the date of receipt of the Exercise Notice and (ii) the date of Company's receipt of the Exercise Price, for each Option being exercised, in cleared funds (Exercise Date).

7. Timing of Issue of Shares on Exercise

Within 15 Business Days after a Option is validly exercised or such other period specified by the Listing Rules, the Company will:

- (a) allot and issue that number of Shares pursuant to the exercise of the Options; and
- (b) if admitted to the official list of the ASX at the time, apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the Options.

8. Shares Issued on Exercise

Shares issued pursuant to the exercise of the Options will rank equally with the then issued Shares of the Company.

9. Participation in New Issues

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

10. Reconstruction of Capital

If at any time the issued share capital of the Company is reconstructed, all rights of a Option holder will be varied to comply with the Corporations Act and the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

11. Options Transferable

The Options are not transferable.

12. Change in Exercise Price

A Option does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

13. Adjustments for Rights Issues

If the Company makes a pro rate issue of Shares to existing Shareholders, there will be no adjustment to the Exercise Price of a Option.

14. Adjustment for Bonus Issue of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than 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) there will be no adjustment to the Exercise Price of an Option.

SCHEDULE 5 SUMMARY OF MATERIAL TERMS OF THE GMN EMPLOYEE SECURITIES INCENTIVE PLAN

The key terms and conditions of the GMN Employees Securities Incentive Scheme are summarised below:

1. (Eligible Participant): Eligible Participant means a person that:
 - (a) is an 'ESS participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company for an Invitation made on or after 1 October 2022; and
 - (b) has been determined by the Board to be eligible to participate in the Plan from time to time.
2. (Purpose): The purpose of the Plan is to:
 - (a) assist in the reward, retention and motivation of Eligible Participants;
 - (b) link the reward of Eligible Participants to Shareholder value creation; and
 - (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.
3. (Plan administration): The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion except to the extent that it prevents the Company relying on the deferred tax concessions under Subdivision B3A-C of the Income Tax Assessment Act 1997 (Cth). The Board may delegate its powers and discretion.
4. (Eligibility, invitation and application): The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.

On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
5. (Grant of Securities): The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
6. (Terms of Convertible Securities): Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. Unless in 'Special Circumstances' (as defined in the Plan) with the consent of the Board, a Participant may not sell, assign, transfer, grant a security interest over, collateralise a margin loan against, utilise for the purposes of short selling, enter into a Derivative with reference to, or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

7. (Vesting of Convertible Securities): Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

8. (Exercise of Convertible Securities and cashless exercise): To exercise an Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

9. (Cashless exercise of Convertible Securities): At the time of exercise of the Convertible Securities, subject to Board approval at that time, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

If the difference between the total exercise price otherwise payable for the Convertible Securities being exercised and the then market Value of the Share at the time of exercise and the exercise price is zero or negative, then the Eligible Participant will not be entitled to use the cashless exercise facility.

10. (Delivery of Shares on exercise of Convertible Securities): As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will

issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

11. (Forfeiture of Convertible Securities): Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, acted negligently, acted in contravention of a Group policy or wilfully breached his or her duties to the Group, the Board will deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (a) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
 - (b) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.
12. (Change of control): If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
13. (Rights attaching to Plan Shares): All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (Plan Shares) will rank *pari passu* in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
14. (Disposal restrictions on Plan Shares): If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or

- (b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

15. (Adjustment of Convertible Securities): If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

16. (Participation in new issues): There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.
17. (Compliance with Applicable Laws): Notwithstanding the Plan rules or any terms of a Security, no Security may be offered, granted, vested or exercised, and no Share may be issued or transferred, if to do so would contravene any applicable laws.

Where monetary consideration is payable by the Eligible Participant, and in respect to Convertible Securities where the Exercise Price on exercise of those Convertible Securities is greater than zero, the Company must reasonably believe when making an Invitation:

- (a) the total number of Plan Shares that are, or are covered by the Securities that may be issued under an Invitation; and
- (b) the total number of Plan Shares that are, or are covered by the Securities that have been issued, or could have been issued in connection with the Plan in reliance on Division 1A of Part 7.12 of the Corporations Act at any time during the previous 3 year period prior to the date the Invitation is made, does not exceed:
- (c) if the Constitution specifies an issue cap percentage, that percentage; or
- (d) if the Constitution does not specify an issue cap percentage, 5% (or such other maximum permitted under any Applicable Law),

of the total number of Shares on issue at the date of the Invitation.

18. (Amendment of Plan): Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

19. (Plan duration): The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

20. (Loan): The Company may lend funds to Participants to acquire equity securities under the Plan (**Loan Equity Securities**), upon such terms as determined by the Board from time to time, subject to the following terms:

- (a) (Amount): A loan (**Loan**) will be for an amount equal to the full purchase price of the Loan Equity Securities.
- (b) (Interest): Loans will be interest free.
- (c) (Transfer): Unless otherwise permitted by the Board, Loan Equity Securities must not be disposed of or otherwise dealt with until:
 - (i) if subject to vesting conditions, the Loan Equity Securities have vested;
 - (ii) the loan balance relating to the Loan Equity Securities has been repaid or discharged in accordance with the terms of the Loan or arrangements for such repayment or discharge have been made to the satisfaction of the Board; and
 - (iii) the expiry of any disposal restrictions relating to the Loan Equity Securities which is set out in the invitation or Plan.

Further, under a Loan a Participant agrees not to dispose of their Loan Equity Securities or otherwise deal with them while the loan balance in relation to them remains outstanding or arrangements to the satisfaction of the Board are made in respect of the proceeds.

- (d) (Repayment): Unless otherwise determined by the Board, the Loan in relation to a Loan Equity Securities becomes due and payable on the earlier to occur of:
- (i) the date on which the Loan Equity Securities has been compulsorily divested in accordance with the Plan;
 - (ii) the date that a Participant has otherwise disposed of Loan Equity Securities (or attempts to dispose of Loan Equity Securities) other than in accordance with the Plan;
 - (iii) the occurrence of a 'Change of Control Event'; and
 - (iv) the date which is 7 years after the issue of the Loan Shares.

Participants can make a voluntary repayment of some or all of the Loan at any time.

- (e) (Withholding payments and distributions): Until the Loan is repaid in full, the Company will withhold any after-tax dividends, after-tax capital distributions or cash distributions in respect of the Loan Equity Securities and must apply all amounts so withheld in repayment of the Loan.
- (f) (Recourse): The Loan is limited recourse. The Company agrees to limit its recourse against a Participant in connection with any amounts payable to it under the Loan to the proceeds paid or payable on a disposal of the Loan Equity Securities the subject of the Loan and any after-tax dividends or distributions paid or distributed in relation to the Loan Equity Securities during the term of the Loan.
- (g) (Ceasing to be an Eligible Participant): If a Participant cease to be an Eligible Participant under the Loan Share Plan (i.e. become a **Leaver**) they will retain all their vested Loan Equity Securities but all of their unvested Loan Equity Securities will be compulsorily divested in accordance with the process outlined below, unless the Board exercises its discretion to deem the unvested Loan Equity Securities to be vested. In circumstances of fraud, dishonesty or wilful breach, the Board may also require vested Loan Equity Securities to be compulsorily divested. The Company may take security over any securities acquired.
- (h) Compulsory divestiture may involve a buy-back of the Loan Shares by the Company, a sale of the Loan Shares or any other dealing at the Board's discretion. In addition to compulsory divestiture when becoming a Leaver, it may take place if the Board determines vesting conditions cannot be satisfied, if a participant becomes insolvent, there is a failure to repay the Loan on the due date for repayment, there is a material breach of the Loan Share Plan or the Loan Agreement that is not remedied within 20 business days of the Company giving notice. Notwithstanding this, the Board may decide that Loan Shares will not be compulsorily divested.