

Golden Mile Resources Ltd

ACN: 614 538 402

Notice of Annual General Meeting

Date: 28 November 2017

Time: 11:00 am (AEDT)

Venue: Seasons Botanic Gardens Melbourne

Address: 348 St Kilda Road Melbourne VIC 3004

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Golden Mile Resources Ltd
ACN 614 538 402
Notice of Annual General Meeting

MEETING DETAILS

Notice is hereby given that the Annual General Meeting of Golden Mile Resources Ltd ACN 614 538 402 will be held at Seasons Botanic Gardens Melbourne, 348 St Kilda Road, Melbourne, VIC, 3004 on Tuesday, 28 November 2017 at 11:00 AM AEDT.

Important notes:

1. You may vote on the items of business to be considered at the Meeting, either in person at the Meeting or by completing and returning the enclosed proxy form.
2. If you attend the meeting, you will need to register at the registration desk on the day. Registration will commence at 10:45 am.
3. Discussion will take place on all the items of business set out below.
4. The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.
5. Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary.
6. As explained in the 'voting exclusion statement' below, certain shareholders are excluded from voting in relation to particular resolutions and the Company must disregard any votes cast by those shareholders. Please do not vote if your vote must be disregarded.

1. AGENDA FOR THE MEETING

Item 1 - Financial statements and reports

The Meeting will consider the financial statements and reports of the Company including the income statement, balance sheet, statement of changes in equity, cash flow statement, the notes to the financial statements, the Directors' declaration and the reports of the Directors and Auditors for the financial year ended 30 June 2017.

While no resolution is required in relation to this item, Shareholders will be given the opportunity to ask questions and make comments on the financial statements and reports.

A representative of Company's external auditor, HLB Mann Judd, will be present at the Meeting and Shareholders will be given a reasonable opportunity to ask the Company's external auditor questions in relation to the conduct of the audit, the auditor's report, the accounting policies adopted by the Company in relation to the preparation of financial statements, and the independence of the auditor.

The Company's 2017 Annual Report can be viewed online at www.goldenmilresources.com.au and on the ASX website www.asx.com.au.

Shareholders are requested to submit any written questions relating to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 30 June 2017 to the Company's external auditor by no later than 11:00 AM AEDT on 28 November 2017. A representative of HLB Mann Judd will provide answers to the questions at the Meeting.

Item 2 – Ordinary Resolutions

Resolution 1 - Adoption of Remuneration Report

To consider and if thought fit, pass the following resolution as a non-binding resolution:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2017 and included in the Directors’ Report, which is attached to the Financial Statements as required under section 300A of the Corporations Act, be adopted by the Company.”

Voting Exclusion Statement: In accordance with the Corporations Act the Company will disregard any votes cast in relation to this resolution by or on behalf of the Key Management Personnel, which includes the Directors and executives in the consolidated group whose remuneration is included in the Remuneration Report and their closely related parties (“Excluded Persons”). However, the Company need not disregard a vote if:

- it is cast by an Excluded Person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Please note that the Chairman of the meeting intends to vote undirected proxies in favour of this resolution if he is authorized to do so by the relevant shareholder.

Resolution 2 – Re-election of Mr. Tim Putt as a Director

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

“That, Mr. Tim Putt, who was appointed a Director of the Company on 1 December 2016 by a resolution of the Board, retires in accordance with Article 108.2 of the Company’s Constitution and offers himself for re-election pursuant to Article and 108.2 of the Constitution and being eligible, is re-elected as a Director.”

Please note that the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

Resolution 3 – Re-election of Mr. Rhoderick Grivas as a Director

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

“That, Mr. Rhoderick Grivas, who was appointed a Director of the Company on 30 March 2017 by a resolution of the Board, retires in accordance with Article 108.2 of the Company’s Constitution and offers himself for re-election pursuant to Article and 108.2 of the Constitution and being eligible, is re-elected as a Director.”

Please note that the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

Resolution 4 – Re-election of Mr. Phillip Grundy as a Director

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

“That, Mr. Phillip Grundy, who was appointed a Director of the Company on 8 December 2016 by a resolution of the Board, retires in accordance with Article 108.2 of the Company’s Constitution and offers himself for re-election pursuant to Article and 108.2 of the Constitution and being eligible, is re-elected as a Director.”

Please note that the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

Resolution 5 – Re-election of Dr. Koon Lip Choo as a Director

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

“That, Dr. Koon Lip Choo, who was appointed a Director of the Company on 8 December 2016 by a resolution of the Board, retires in accordance with Article 108.2 of the Company’s Constitution and offers himself for re-election pursuant to Article and 108.2 of the Constitution and being eligible, is re-elected as a Director.”

Please note that the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

Resolution 6 – Non-Executive Directors Remuneration

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

“That, for the purposes of ASX Listing Rule 10.17 and all other purposes, Shareholders approve the maximum total aggregate amount that may be paid to Non-Executive Directors as remuneration for their services in each financial year to be set at \$350,000 which may be divided among those Directors in the manner determined by the Board of the Company from time to time.”

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by a Director of the Company and any of their associates. However, the Company will not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Please note that the Chairman of the meeting intends to vote undirected proxies in favour of this resolution if he is authorized to do so by the relevant shareholder.

Resolution 7 – Appointment of Auditor

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

“That, for the purpose of Section 327B of the Corporations Act and for all other purposes, HLB Mann Judd, being qualified and having been nominated by a Shareholder and consented in writing to act in the capacity of auditor, be appointed as an auditor of the Company.”

Please note that the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

Resolution 8 – Approval of additional capacity to issue shares under ASX Listing Rule 7.1A

To consider and, if thought fit, to pass, the following resolution as a special resolution:

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by a person who may participate in the 10% Placement Facility issue and a person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if this Resolution is passed, and any associates of those persons. However, the Company will not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Please note that the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

2. Information for shareholders

Entitlement to attend and vote at the Meeting

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that for the purpose of ascertaining a person's entitlement to vote at the Meeting, a person will be recognized as a shareholder and the holder of Shares and will be entitled to vote at the Meeting if that person is registered as a holder of those Shares at 7:00 PM AEDT on 24 November 2017.

Votes

Unless a poll is demanded in advance of voting on a resolution, voting on each resolution will initially be by way of a show of hands. On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a representative, shall have one vote.

On a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, shall have one vote for each share held by him, her or it.

In the case of joint shareholders, all holders may attend the Meeting but only one holder may vote at the Meeting in respect of the relevant shares (including by proxy). If more than one joint holder is present, and more than one of the vote of the joint holders vote in respect of the relevant shares, only the vote of the joint holder whose name stands first in the register in respect of the relevant shares is counted.

Proxies

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder.

Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

A proxy need not be a Shareholder and may be a body corporate.

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the Meeting and provide satisfactory evidence of the appointment of its corporate representative prior to the commencement of the Meeting.

If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on the Resolutions by marking either "For", "Against" or "Abstain" on the form of proxy for that item of business. An instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filed in will be deemed to be given in the favour of the Chairman of the Meeting.

Voting by Proxy if appointment specifies way to vote:

Section 250BB(1) of the *Corporations Act* provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution, and if that appointment does specify the way the proxy is to vote, then the following applies:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote as directed; and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution then the proxy must not vote on a show of hands; and
- (c) if the proxy is the chair of the meeting at which the resolution is voted on then the proxy must vote on a poll and must vote as directed; and
- (d) if the proxy is not the chair then the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as directed.

Transfer of non – chair proxy to chair in certain circumstances:

Section 250BC of the *Corporations Act* provides that if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) if a record of attendance is made for the meeting – the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Undirected vote – Resolutions 1 to 8

Subject to the voting restrictions set out in the Voting Exclusion Statements, the Chairperson will vote undirected proxies on, and in favour of all Resolutions.

Direction to Chairman for Resolutions 1 and 6

If the proxy is the Chairman, the Chairman can also vote undirected proxies on Resolution 1 and Resolution 6 provided that proxy form expressly authorises the Chairman to vote on Resolutions 1 and 6 even though Resolutions 1 and 6 are connected with the remuneration of key management personnel.

The Chairman will not vote any undirected proxies in relation to Resolutions 1 and 6 unless the Shareholder expressly authorises the Chairman to vote in accordance with the Chairman's stated voting intentions in their proxy form – Subject to the voting restrictions set out in the Voting Exclusion Statements, the Chairperson intends to, and, if so authorized by a Shareholder, will, vote undirected proxies on, and in favour of Resolutions 1 and 6.

A form of proxy accompanies this Notice.

A corporate shareholder must sign the proxy form in accordance with its constitution or otherwise in accordance with the *Corporations Act*.

To be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority) must be received by the Company, by mail at PO Box 305 Fitzroy VIC 3065, in person at Unit 1, 205-207 Johnston Street Fitzroy VIC or by facsimile on + 61 (0) 3 8678 1747 by 11:00 AM AEDT on 26 November 2017.

Proxy Forms received later than this time will be invalid.

Questions

The Meeting is intended to give shareholders opportunity to hear both the Chairman and the Group Chief Executive Officer to talk about the year that has just passed and also give some insight into the Company's prospects for the year ahead.

A reasonable opportunity will be given to Shareholders to ask questions and/or make comments on the management of the Company at the Meeting.

A reasonable opportunity will be given for Shareholders to ask questions of the Company's external auditor, HLB Mann Judd. These questions should be relevant to:

- a) the conduct of the audit;
- b) the preparation and contents of the audit report;
- c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- d) the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to HLB Mann Judd if the question is relevant to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 30 June 2017. Relevant written questions for HLB Mann Judd must be received by the Company no later than 11:00 AM AEDT on 21 November 2017. A representative of HLB Mann Judd will provide answers to the questions at the Meeting.

If you have any questions in regard to this Notice, please contact the Company Secretary, Justyn Stedwell, on +61(0) 3 9191 0135.

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Item 1 – Annual Report

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be laid before the Meeting. These reports are contained in the Annual Report, which is available online at www.goldenmileresources.com.au and on the ASX website www.asx.com.au.

During this item of business, Shareholders will be given the opportunity to ask questions about, or make comments on, the management of the Company generally but there will be no formal resolution put to the Meeting.

Similarly, a reasonable opportunity will be given to shareholders, as a whole, to ask the Company's Auditor, HLB Mann Judd, questions relevant to the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of its financial statements and the independence of the Auditor in relation to the audit for the financial year ended 30 June 2017.

Shareholders are requested to submit written questions relating to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 30 June 2017 to the Company's external Auditor no later than 11:00 AM AEDT on 21 November 2017. A representative of HLB Mann Judd will provide answers to the questions at the Meeting.

Item 2 – Resolutions

Resolution 1: Adoption of remuneration report

In accordance with Section 300A(1) of the Corporations Act the Remuneration Report is included in the Directors Report for the financial year ended 30 June 2017.

The Remuneration Report sets out details of the remuneration received by the directors and key Company executives, in addition to describing Board policy in respect of remuneration. Resolution 1 seeks shareholder approval of the adoption of the Remuneration Report by the Company.

The outcome of this resolution is not binding on the Company or the Board. However, sections 250U to 250Y of Corporations Act which have been enacted introduce a 'two strikes and re-election' process in relation to the shareholder vote on the Remuneration Report provide that:

- A 'first strike' will occur if this Remuneration Report resolution receives a 'no' vote of 25% or more. If this occurs, the Company's subsequent remuneration report will contain an explanation of the Board's proposed action in response to the 'no' vote or an explanation of why no action has been taken by the Board.
- A 'second strike' will occur if the resolution to adopt the Remuneration Report at the following Company Annual General Meeting also receives a 'no' vote of 25% or more. If this occurs,

shareholders will vote at that Annual General Meeting to determine whether the Directors will need to stand for re-election at a separate, subsequent meeting (the 'spill resolution'). If the spill resolution passes with 50% or more of eligible votes cast, the spill meeting must take place within 90 days.

The Board believes the Remuneration of the Company's key management personnel (KMP) is appropriate and in line with market rates. The Remuneration Report is set out in the Company's 2017 Annual Report. The 2017 Annual Report can be online at www.goldenmileresources.com.au and on the ASX website www.asx.com.au, (ASX Code: G88).

Resolution 2: Re-election of Mr. Tim Putt as a Director

In accordance with Article 108 of the Constitution, Mr Tim Putt, a Director appointed on 1 December 2016 by a resolution of the Board of Directors retires at the close of this Annual General Meeting and, being eligible for re-election pursuant to Articles 105 and 108.2 of the Company's Constitution, offers himself for re-election as a Director.

Tim Putt has been an active member of the resources sector since the early 1990s. His early experience was as a geologist in the Yilgarn Craton of Western Australia. Mr Putt was involved in exploration, open pit and underground mining - primarily within the gold sector but also involved in exploration for nickel, VMS hosted copper-zinc mineralisation and uranium.

Mr Putt became increasingly involved in corporate management & project generation from 2005, with his expertise being lent to companies successfully developing projects in Africa, Australia and the Pacific Basin.

Resolution 2 seeks approval for the re-election of Tim Putt as a Director of the Company.

Resolution 3: Re-election of Mr. Rhoderick Grivas as a Director

In accordance with Article 108 of the Constitution, Mr. Rhoderick Grivas, a Director appointed on 30 March 2017 by a resolution of the Board of Directors retires at the close of this Annual General Meeting and, being eligible for re-election pursuant to Articles 105 and 108.2 of the Company's Constitution, offers himself for re-election as a Director.

Rhod Grivas is a geologist with over 25 years of experience in the resource industry, including 16 years of board experience on ASX listed companies.

Mr. Grivas has held a number of director and management positions with publicly listed mining and exploration companies, including Managing Director of ASX and TSX listed gold miner Dioro Exploration NL (ASX:DIO), where he oversaw the discovery and development of a gold resource through feasibility to production.

Mr Grivas has a strong combination of equity market, M&A, commercial, strategic, and executive management capabilities.

Resolution 3 seeks approval for the re-election of Rhoderick Grivas as a Director of the Company.

Resolution 4: Re-election of Mr. Philip Grundy as a Director

In accordance with Article 108 of the Constitution, Mr. Philip Grundy, a Director appointed on 8 December 2016 by a resolution of the Board of Directors retires at the close of this Annual General Meeting and,

being eligible for re-election pursuant to Articles 105 and 108.2 of the Company's Constitution, offers himself for re-election as a Director.

Phillip Grundy is a partner at Moray & Agnew Lawyers, specialising in Corporate law and Mergers & Acquisitions.

Phillip has acted as a legal advisor to many ASX-listed public companies across a broad range of industry sectors. He has advised several Australian and international companies in relation to ASX-listings, initial public offerings, backdoor listings, capital raisings, corporate takeovers, continuous disclosure requirements, corporate governance, Corporations Act and the Listings Rules compliance, and general commercial transactions.

Phillip advises a number of international companies in relation to inbound Australian investment, mergers and acquisitions, capital raisings in the Australian market, and cross-border transactions.

Phillip holds a Masters of Laws (Commercial Law) from Monash University, a Bachelor of Laws (Hons) and Bachelor of Arts from Deakin University.

Resolution 4 seeks approval for the re-election of Mr. Philip Grundy as a Director of the Company.

Resolution 5: Re-election of Dr. Koon Lip Choo as a Director

In accordance with Article 108 of the Constitution, Dr. Koon Lip Choo, a Director appointed on 8 December 2016 by a resolution of the Board of Directors retires at the close of this Annual General Meeting and, being eligible for re-election pursuant to Articles 105 and 108.2 of the Company's Constitution, offers himself for re-election as a Director.

Dr Choo Koon Lip holds a PhD and Doctorate of Business Administration in Investment Psychology, an MBA from the University of California, Los Angeles, and a BSc in Applied Mathematics from the National University of Singapore.

Based in Singapore and Hong Kong, Dr Choo began trading as a retail trader and investor in 2004, then eventually specialising in managing private equity and venture capital investment. Dr Choo established the Forex Asia Academy and Consultancy (in 2008), a Singapore-based educational services provider which was awarded 'The Best Financial Education Project in Asia' by ShowFxAsia Expo 2009.

Dr Koon Lip currently owns more than 10 trading and investment-related businesses in Singapore, Malaysia, Hong Kong and China.

Resolution 5 seeks approval for the re-election of Dr. Koon Lip Choo as a Director of the Company.

Resolution 6 – Non-Executive Directors Remuneration

ASX Listing Rule 10.17 requires that the maximum total aggregate remuneration that may be paid to Non-Executive Directors of the Company be set by the Shareholders at a general meeting.

Resolution 6 seeks Shareholder approval to set the total aggregate remuneration that may be paid to Non-Executive Directors to \$350,000 per annum. This has been determined after reviewing similar companies listed on ASX and the Directors believe that this level of remuneration is in line with corporate remuneration of similar companies. As this is the Company's first general meeting, no maximum total aggregate amount that may be paid to Non-Executive Directors of the Company has been approved previously.

It is noted that it is not presently intended to increase Non-Executive Directors remuneration or distribute all of the \$350,000 (if approved) in the current year, rather it will assist in accommodating any increase in the number of Directors and provide the flexibility to allow payment of appropriate fees over time.

No Company securities have been issued to a Non-Executive Director under rule 10.11 or 10.14 with the approval of the holders of the Company's ordinary securities at any time since the incorporation of the Company.

Resolution 7 – Appointment of Auditor

Section 327B(1) of the Act provides that a public company must appoint an auditor at its first annual general meeting and thereafter to fill a vacancy in the office of auditor at each subsequent annual general meeting.

In accordance with Section 328B(1) of the Act, the Company has sought and obtained a nomination from a Shareholder for HLB Mann Judd to be appointed as the Company's auditor. A copy of this nomination is enclosed with this Notice of Meeting as Annexure A.

HLB Mann Judd has given its written consent to act as the Company's auditor subject to Shareholder approval of this Resolution 7.

If Resolution 7 is passed, the appointment of HLB Mann Judd as the Company's auditor will take effect at the close of this Meeting.

Resolution 8– Approval of additional capacity to issue Shares under ASX Listing Rule 7.1A

ASX Listing Rule 7.1A

In 2012, the ASX introduced ASX Listing Rule 7.1A which enables certain 'eligible entities' to issue equity securities of up to 10% of their issued share capital through placements over a 12-month period commencing after the annual general meeting (Additional Placement Capacity). ASX Listing Rules require that Shareholders approve the Additional Placement Capacity by special resolution, at an annual general meeting before any equity securities are issued under the Additional Placement Capacity.

For the purposes of ASX Listing Rule 7.1A an 'eligible entity' is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an 'eligible entity'. The Additional Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. Therefore, if the Additional Placement Capacity is approved, the Directors will be allowed to issue equity securities of up to 10% of the Company's issued share capital pursuant to ASX Listing Rule 7.1A and up to 15% pursuant to ASX Listing Rule 7.1. If the Additional Placement Capacity is not approved, the Directors will still be allowed to issue equity securities of up to 15% of the Company's issued capital pursuant to ASX Listing Rule 7.1.

The Company seeks Shareholder approval by way of a special resolution to have the ability to issue equity securities under the Additional Placement Capacity should the need arise.

Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of equity securities calculated in accordance with the following formula:

(A x D) – E

A is the number of shares on issue 12 months before the date of issue or agreement:

- a) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- b) plus the number of partly paid shares that became fully paid in the 12 months;
- c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- d) less the number of fully paid shares cancelled in the 12 months.
- e) Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A the Company provides the following information.

Any securities issued under the Additional Placement Capacity will be in the same class as existing quoted securities of the Company.

The issue price for each security issued under the Additional Placement Capacity will not be less than 75% of the volume weighted average price for securities in that class over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed; or
- if the securities are not issued within 5 trading days of the date above, the date on which the securities are issued.

The issue of equity securities under the Additional Placement Capacity may result in voting dilution of existing ordinary shareholders (as shown in Table 1). There is also the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting; and
- 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.

Equity securities under the Additional Placement Capacity may be issued until the earlier of:

- 1 year from the date of the Meeting; and
- the date of approval by ordinary shareholders of a significant change to the Company's activities under ASX Listing Rule 11.1.2 or the date of approval by ordinary shareholders of a disposal of a major asset under ASX Listing Rule 11.2.

Any approval of the Additional Placement Capacity at this Meeting will cease to be valid in the event that ordinary shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

The Company may issue equity securities under the Additional Placement Capacity for the following purposes:

- non-cash consideration: for the acquisition of new assets and investments (in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rules); or
- cash consideration: to raise funds for working capital, to fund due diligence on potential acquisitions within the mining and exploration industry and/or to fund cash consideration for acquisitions.

The Company's allocation policy for issues under the Additional Placement Capacity is dependent on prevailing market conditions at the time of any proposed issue.

The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including rights issues or other issues in which existing shareholders may participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial position of the Company; and
- advice from the Company's advisors.

The allottees under the Additional Placement Capacity have not yet been determined but allottees may include existing shareholders, existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

A voting exclusion statement is included in this Notice. In accordance with ASX Listing Rule 14.11.1 and the relevant Note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

Table 1 below shows the dilution of Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2).

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on

issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

- II. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Table 1

| Variable 'A' in Listing Rule 7.1A.2 | | Dilution | | |
|--|---------------------|---|------------------------|--|
| | | \$0.0725 50% decrease in Issue Price | \$0.145 Issue Price | \$0.29 100% increase in Issue Price |
| Variable A - 51,825,001 Shares | 10% Voting Dilution | 5,182,500 Shares | 5,182,500 Shares | 5,182,500 Shares |
| | Funds Raised | \$375,731 | \$ 751,463 | \$ 1,502,925 |
| 50% increase in Variable A - 77,737,502 Shares | 10% Voting Dilution | 7,773,750 Shares | 7,773,750 Shares | 7,773,750 Shares |
| | Funds Raised | \$ 563,597 | \$ 1,282,669 | \$ 2,565,338 |
| 100% increase in Variable A 103,650,002 Shares | 10% Voting Dilution | 10,365,000 Shares | 10,365,000 Shares | 10,365,000 Shares |
| | Funds Raised | \$ 751,463 | \$ 1,502,925 | \$ 3,005,850 |

Table 1 has been prepared based on the following assumptions:

- Variable A is based on the number of Shares on issue at 16 October 2017.
- The Company issues the maximum number of equity securities available under the Additional Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of equity securities under the Additional Placement Capacity and not under ASX Listing Rule 7.1.
- The issue of equity securities under the additional placement capacity includes only shares.
- The issue price of \$0.145 was the closing price of Shares as traded on ASX as at 13 October 2017. This price may fluctuate between the time of preparing this Notice and the date of the Meeting.

The Company has not previously sought approval for the Additional Placement Capacity

A voting inclusion statement is included in this Notice. In accordance with ASX Listing Rule 14.11.1 and the relevant Note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

Justyn Stedwell

Company Secretary

On behalf of the Board of Directors

Golden Mile Resources Ltd

GLOSSARY

In the Notice of Meeting and Explanatory Statement the following terms have the following meanings:

AEDT means Australian Eastern Daylight Savings Time.

Board means the Board of Directors of the Company

Company means Golden Mile Resources Ltd ACN 614 538 402.

Constitution means the constitution of the Company.

Corporations Act means Corporations Act 2001 (Cth).

Explanatory Statement means the explanatory statement to this notice of Annual General Meeting.

Meeting means the 2017 Annual General Meeting of the Shareholders of the Company to be held on 28 November 2017, to which the Notice of Meeting and Explanatory Statement relate.

Notice or **Notice of Meeting** means this notice of Annual General Meeting of the Company dated 26 October 2017.

Resolution means a resolution referred to in the Notice.

Shareholder means a holder of Shares.

Words importing the singular include the plural and vice versa.

Annexure A
Nomination of Auditor

16 October 2017

The Board of Directors
Golden Mile Resources Ltd
1B/205-207 Johnston St
Fitzroy VIC 3065

Dear Directors

NOTICE AUDITOR NOMINATION

Pursuant to section 328B of the Corporations Act 2001, I, Rhoderick Grivas, being a director of Goodheart Pty Ltd, a shareholder of Golden Mile Resources Ltd, hereby nominate HLB Mann Judd of Level 9, 575 Bourke St, Melbourne VIC 3000 for appointment as Auditor of the Company.

Yours faithfully

A handwritten signature in black ink, appearing to be 'R. Grivas', with a stylized flourish at the end.

Rhoderick Grivas
Director - Golden Mile Resources Ltd
Director - Goodheart Pty Ltd

Appointment of Proxy

Holder Number: [HolderNumber]

STEP 1: Please appoint a Proxy

Appoint a proxy:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of the Company, to be held at **11.00 am (AEDT) on Tuesday, 28 November 2017 at Seasons Botanic Gardens Melbourne, 348 St Kilda Road, Melbourne, Victoria 3004** hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 6 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2: Voting Direction

| Resolutions | For | Against | Abstain | Resolutions | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|--------------------------|
| 1 Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 5 Re-election of Dr. Koon Lip Choo as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Re-election of Mr. Tim Putt as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 6 Non-Executive Directors Remuneration | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Re-election of Mr. Rhoderick Grivas as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 7 Appointment of Auditor | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Re-election of Mr. Phillip Grundy as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 8 Approval of additional capacity to issue shares under ASX Listing Rule 7.1A | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017

Email Address

HOW TO COMPLETE THIS PROXY VOTING FORM

LODGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11.00am (AEDT) on Sunday, 26 November 2017** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Voting Forms can be lodged:

BY MAIL

Gold Mile Resources Ltd
PO Box 305
Fitzroy VIC 3065



BY HAND

Gold Mile Resources Ltd
Unit 1, 205-207 Johnston Street Fitzroy VIC 3065

BY FAX

+61 (0) 3 8678 1747

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services on 1300 288 664 or you may copy this form.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

OTHER RESOLUTIONS

Should any resolution, other than those specified in this Proxy Voting Form, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.