

**Golden Mile Resources  
Limited**

Level 5, 126 Phillip Street  
SYDNEY NSW 2000

ACN: 614 538 402

<https://www.goldenmileresources.com.au/>



# Golden Mile Resources Limited

## **Notice of Extraordinary General Meeting**

Explanatory Statement | Proxy Form

25 August 2022

**1.00 PM AEST**

### **Address**

Workclub, 477 Collins Street Melbourne VIC 3000  
and as a virtual meeting.

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.

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## Venue and Voting Information

The Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 1.00 pm (AEST) on Thursday, 25 August 2022 at Workclub, 477 Collins Street Melbourne VIC 3000 and as a **virtual meeting**.

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link [investor.automic.com.au](https://investor.automic.com.au) and then clicking on “**register**” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to [investor.automic.com.au](https://investor.automic.com.au)
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration
4. Click on “**Register**” and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.

Shareholders will be able to vote (see the “Voting virtually at the Meeting” section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to Nova Taylor at [nova.taylor@automicgroup.com.au](mailto:nova.taylor@automicgroup.com.au) at least 48 hours before the EGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

## Your vote is important

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

## Voting in person

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

## Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the EGM can do so through the online meeting platform powered by Automic.

Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" within the platform to be taken to the voting screen.

Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

## Voting by proxy

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

|                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Online</b>  | Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' - 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.<br><br>For further information on the online proxy lodgement process please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a> |
| <b>By post</b> | Automic, GPO Box 5193, Sydney NSW 2001                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>By hand</b> | Automic, Level 5, 126 Phillip Street, Sydney NSW 2000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

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

## Power of Attorney

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

## Corporate Representatives

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

# Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Golden Mile Resources Limited ACN 614 538 402 will be held at 1.00 pm (AEST) on Thursday, 25 August 2022 at Workclub, 477 Collins Street Melbourne VIC 3000 and as a **virtual meeting (Meeting)**.

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at 7:00pm (AEST) on 23 August 2022.

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

# Resolutions

## **Ratification of Prior Issue of Shares**

### 1. **Resolution 1** – Ratification of Prior Issue of 10,412,454 Placement Shares issued under Listing Rule 7.1

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 10,412,454 Ordinary Shares issued on 25 March 2022 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (i) 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
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### 2. **Resolution 2** – Ratification of Prior Issue of 17,301,832 Placement Shares issued under Listing Rule 7.1A

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 17,301,832 Ordinary Shares issued on 25 March 2022 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (i) 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
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### 3. **Resolution 3** – Ratification of Prior Issue of 3,000,000 Ordinary Shares issued for Calatos Acquisition

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 3,000,000 Ordinary Shares issued on 11 May 2022 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (i) 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
- (ii) 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

- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Issue of Securities**

### **4. Resolution 4 – Approval of Issue of 3,000,000 Listed Options to Sanlam Private Wealth Pty Ltd**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 3,000,000 Listed Options (G880) to Sanlam Private Wealth Pty Ltd (or its nominee(s)), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) Sanlam Private Wealth Pty Ltd or a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) 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
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 5. **Resolution 5** – Approval of Issue of 13,857,143 Placement Options

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 13,857,143 Listed Options (G880) to the Placement Participants, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) 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
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



## 6. **Resolution 6** – Approval of Issue of 500,000 Placement Shares and 250,000 attaching Options to Mr Grant Button, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 500,000 Ordinary Shares and 250,000 attaching Options to Mr Grant Button, Director of the Company (or his nominee(s)), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) Mr Grant Button (or his nominee(s));
- (b) a person who is expected to receive the securities as a result of the proposed issue;
- (c) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (d) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 7. **Resolution 7** – Approval of Issue of 357,142 Placement Shares and 178,571 attaching Options to Mr Rhod Grivas, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 357,142 Ordinary Shares and 178,571 attaching Options to Mr Rhod Grivas, Director of the Company (or his nominee(s)), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) Mr Rhod Grivas (or his nominee(s));
- (b) a person who is expected to receive the securities as a result of the proposed issue;
- (c) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (d) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 8. **Resolution 8** – Approval of Issue of 2,000,000 Options to Mr Jordan Lockett, Managing Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 2,000,000 Unlisted Options to Mr Jordan Lockett, Managing Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) Mr Jordan Lockett;
- (b) a person who is expected to receive the securities as a result of the proposed issue;
- (c) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (d) an Associate of that person or those persons described in (a) to (c).

However, this does not apply to a vote cast in favour of Resolution 8 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 9. **Resolution 9** – Approval of Issue of 4,000,000 Options to Mr Grant Button, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 4,000,000 Unlisted Options to Mr Grant Button, Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (a) Mr Grant Button;
- (b) a person who is expected to receive the securities as a result of the proposed issue;
- (c) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (d) an Associate of that person or those persons described in (a) to (c).

However, this does not apply to a vote cast in favour of Resolution 9 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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

- the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 10. **Resolution 10** – Approval of Issue of 4,000,000 Options to Mr Francesco Cannavo, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 4,000,000 Unlisted Options to Mr Francesco Cannavo, Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- (a) Mr Francesco Cannavo;
- (b) a person who is expected to receive the securities as a result of the proposed issue;
- (c) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (d) an Associate of that person or those persons described in (a) to (c).

However, this does not apply to a vote cast in favour of Resolution 10 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 11. **Resolution 11** – Approval of Issue of 4,000,000 Options to Mr Rhod Grivas, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 4,000,000 Unlisted Options to Mr Rhod Grivas, Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- (a) Mr Rhod Grivas;
- (b) a person who is expected to receive the securities as a result of the proposed issue;
- (c) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (d) an Associate of that person or those persons described in (a) to (c).

However, this does not apply to a vote cast in favour of Resolution 11 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 12. **Resolution 12** – Approval of Issue of 2,000,000 Options to Mr Phillip Grundy, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 2,000,000 Unlisted Options to Mr Phillip Grundy, Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:

- (a) Mr Phillip Grundy;
- (b) a person who is expected to receive the securities as a result of the proposed issue;
- (c) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (d) an Associate of that person or those persons described in (a) to (c).

However, this does not apply to a vote cast in favour of Resolution 12 by:

- |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or</p> <p>(ii) 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</p> <p>(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <ul style="list-style-type: none"><li>• the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and</li><li>• the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li></ul> |
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## **Amendments to Constitution**

### **13. Resolution 13 – Adoption of Amended Constitution**

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

*“That, for the purposes of section 136 of the Corporations Act and for all other purposes, approval is given that the constitution of Golden Mile Resources Limited is amended in the manner set out in the Explanatory Statement, with effect from the conclusion of the meeting.”*

#### **BY ORDER OF THE BOARD**

Ms Nova Taylor  
Company Secretary

# Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Extraordinary General Meeting to be held at 1.00 pm (AEST) on Thursday, 25 August 2022 at Workclub, 477 Collins Street Melbourne VIC 3000 and as a **virtual meeting**.

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

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

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

# Resolutions

## **Ratification of Prior Issue of Shares**

### **Resolutions 1 and 2 – Ratification of Prior Issue of Placement Shares issued under Listing Rule 7.1 and Listing Rule 7.1A**

#### **Background**

As announced by the Company on 25 March 2022, the Company successfully completed a Share placement of 28,571,428 Ordinary Fully Paid Shares at an issue price of \$0.056 per share (**Placement Shares**), raising \$1,600,000 (before costs) (**Placement**). Investors who subscribed under the Placement will receive one free attaching listed G88O option for every two shares subscribed for in the Placement, subject to shareholder approval being the subject of Resolution 5. Each option will be exercisable at ten cents (\$0.10) with an expiry date of 23 September 2023 (**Placement Options**).

Company directors Grant Button and Rhod Grivas have subscribed for a total of 857,142 Shares and attaching options under the Placement which will be issued following and subject to receipt of shareholder approval pursuant to Resolutions 6 and 7 respectively.

#### **ASX Listing Rules 7.1 and 7.1A**

Resolutions 1 and 2 propose that Shareholders of the Company approve and ratify the prior issue and allotment of 27,714,286 Placement Shares, which were issued on 25 March 2022 (**Issue Date**).

10,412,454 Shares were issued under Listing Rule 7.1 and 17,301,832 Shares were issued under Listing Rule 7.1A.

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

At last year's AGM, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of Placement Shares did not fit within any of the exceptions (to Listing Rules 7.1 and 7.1A) and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the expanded 25% limit in Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the Issue Date (noting that the extra 10% under Listing Rule 7.1A will expire unless re-approved by the Company's Shareholders on an annual basis).

Listing Rule 7.4 allows the Shareholders of a listed company to approve 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 Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

A note to Listing Rule 7.4 also provides that an issue made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be excluded from variable "E" in Listing Rule 7.1A.2 (which means that the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1A is not reduced).



The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolutions 1 and 2 seek Shareholder approval to subsequently approve the issue of Placement Shares for the purposes of Listing Rule 7.4.

If these Resolutions are passed, the issue of Shares under the Placement will be excluded in calculating the Company's 25% capacity to issue equity securities under Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12 month period following the Issue Date.

If the Resolutions are not passed, the issue of Shares under the Placement will be included in calculating the Company's 25% capacity to issue equity securities under Listing Rules 7.1 (15%) and 7.1A (10%) without Shareholder approval over the 12 month period following the Issue Date.

### **Information required by ASX Listing Rule 7.5**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Placement Shares were issued to professional and sophisticated investors introduced to the Company by the lead manager to the Placement, Sanlam Private Wealth Pty Ltd. None of the Placement Participants were, or are, related parties of the Company, a member of KMP, a substantial holder in the company, an adviser to the Company or an associate of any of them.
- (b) The Company issued 27,714,286 Shares.
- (c) The Placement Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The Placement Shares were issued on 25 March 2022.
- (e) Each of the Placement Shares were issued at an issue price of \$0.056 per Share, which raised \$1,522,000 (before costs).
- (f) Funds raised from the issue of the Shares have been and will be used by the Company for acquisition costs and exploration program for the Calatos Project, further expansion of the Company's existing projects, project generation and working capital.
- (g) The Placement Shares were not issued under an agreement.

### **Directors' recommendation**

The Board of Directors recommend that Shareholders vote for this Resolution.

## **Resolution 3 - Ratification of Prior Issue of 3,000,000 Ordinary Shares issued for Calatos Acquisition**

### **Background**

As announced by the Company on 21 March 2022, the Company entered into a binding agreement to acquire the rights to three Exploration Licences near Marble Bar, situated in the lithium rich East Pilbara region of Western Australia (**Calatos Acquisition**). The acquisition strategically expanded Golden Mile's portfolio of grassroot exploration projects focussed on critical green metals that includes copper, nickel and lithium to service the predicted high growth in the electric vehicle sector.

The Company entered into a binding agreement with Calatos Pty Ltd (**Calatos or the Vendor**) to acquire the rights to the Calatos Project (comprising tenements E 45/6127, E 45/6129 and E45/6131) on the following terms:

- The payment of cash consideration of \$33,000 (incl. GST) to the Vendor;
- The issuance of 3,000,000 ordinary shares in the Company (at a deemed issue price of \$0.05 per share), valued at the total sum of \$150,000 (**Consideration Shares**), to the Vendor; and
- As deferred consideration: Upon the Company achieving an independently verified JORC Compliant Resource of >50,000 oz gold Eq (cut-off grade > 2 g/t) at any of the Calatos Project tenements the Company will issue ordinary shares in the Company valued at the total sum of \$150,000 (at a deemed price calculated on the 20-day VWAP of the Company's ordinary shares prior to the declaration of an independent JORC Inferred Mineral Resource) (Performance Milestone). For the purposes of the Performance Milestone, equivalent metals to gold are Copper, Lithium, Lead, Nickel, Silver and Zinc with each grade as follows: Cu: 1.5%, Li<sub>2</sub>O: 1%, Pb: 7%, Ni: 1%, Ag: 190 g/t and Zn: 4%. The Performance Milestone is required to be achieved within the earlier of 24 months from commencement of drilling on any one of the tenements comprising the Calatos Project or 30 September 2024 (Milestone Achievement Date). The ordinary shares comprised in the deferred consideration are to be issued to the Vendor within 2 months after the Milestone Achievement Date.

On 11 May 2022 the Company issued 3,000,000 Ordinary Shares in the Company to Calatos Pty Ltd utilising the Company's existing capacity under Listing Rule 7.1.

#### **ASX Listing Rules 7.1 and 7.1A**

This Resolution proposes that Shareholders of the Company approve and ratify the issue and allotment of 3,000,000 Ordinary Shares, which were issued on 11 May 2022 (**Issue Date**) under Listing Rule 7.1.

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

The issue of Ordinary Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve 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 Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of Consideration Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of Consideration Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rules 7. without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of Consideration Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rules 7. without Shareholder approval over the 12 month period following the Issue Date.

#### **Information required by ASX Listing Rule 7.5**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Consideration Shares were issued to Calatos Pty Ltd which is not a related party of the Company.
- (b) The Company issued 3,000,000 Ordinary Shares.
- (c) The Consideration Shares issued were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The Consideration Shares were issued on 11 May 2022.
- (e) Each of the Consideration Shares were issued at a deemed issue price of \$0.05 per share, valued at a total sum of \$150,000 to the vendor.
- (f) Funds were not raised from the issue of the Consideration Shares as the Shares were issued as part consideration of the acquisition of the Calatos Project.
- (g) The Ordinary Shares were issued under an acquisition agreement between the Company and Calatos Pty Ltd. The material terms of the agreement are set out above.

#### **Directors' recommendation**

The Board of Directors recommend that Shareholders vote for this Resolution.

## **Issue of Securities**

### **Resolution 4 – Approval of Issue of 3,000,000 Listed Options to Sanlam Private Wealth Pty Ltd**

#### **Background**

This Resolution seeks Shareholder approval to issue and allot 3,000,000 Listed Options (G880) to the Lead Manager of the Placement completed on 25 March 2022, Sanlam Private Wealth Pty Ltd (or its nominee(s)).

The effect of this Resolution is for Shareholders to approve the issue of these 3,000,000 Listed Options to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

#### **ASX Listing Rule 7.1**

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

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the Listed Options under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Listed Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Listed Options are issued.

If this Resolution is not passed, and the Company proceeds with the issue, the Listed Options will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Listed Options are issued.

#### **Information Required by Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottee is Sanlam Private Wealth Pty Ltd (or its nominee(s)), which is not a related party of the Company.
- (b) The maximum number of Listed Options to be issued is 3,000,000.
- (c) The full terms of the Listed Options are set out in Annexure A of this Notice of Meeting.
- (d) These Listed Options will be issued by within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (e) The Listed Options will be offered for nil cash consideration in partial consideration for lead manager services provided to the Company.
- (f) The Options are being issued under a Lead Manager Mandate entered into between the Company and Sanlam Private Wealth Pty Ltd. Under the Lead Manager Mandate, Sanlam Private Wealth Pty Ltd agreed to provide Lead Manager Services and upon completion of

the Placement the Company agreed to pay to Sanlam Private Wealth Pty Ltd raising fees of 6% of the funds raised pursuant to the Placement and Corporate Administration and DVP fees of \$2,000 (plus GST). Additionally, the Company agreed to issue Sanlam Private Wealth Pty Ltd its nominee(s) 3,000,000 Listed Options (ASX code: G88O), which are the subject of this Resolution.

### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote for this Resolution.

## **Resolution 5 – Approval of Issue of 13,857,143 Placement Options**

### **Background**

This Resolution seeks Shareholder approval to issue and allot 13,857,143 attaching Listed Options to Placement Participants pursuant to the Placement as detailed above in Resolutions 1 and 2.

13,857,143 free attaching listed G88O options (**Placement Options**) will be issued to Placement participants for a one (1) Option per every two (2) Shares allocated basis. The Options will have an exercise price of 10 cents (\$0.10) and an expiry date of 23 September 2023.

The effect of this Resolution is for Shareholders to approve the issue of these Placement Options to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

### **ASX Listing Rule 7.1**

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

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the attaching Listed Options under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Listed Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Listed Options are issued.

If this Resolution is not passed, and the Company proceeds with the issue, the Listed Options will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Listed Options are issued.

### **Information Required by Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The Placement Options will be issued to professional and sophisticated investors introduced to the Company by the lead manager to the Placement, Sanlam Private Wealth Pty Ltd. None of the Placement Participants were, or are, related parties of the Company, a member of KMP, a substantial holder in the company, an adviser to the Company or an associate of any of them.
- (b) The maximum number of Placement Options to be issued is 13,857,143.

- (c) The full terms of the Placement Options are set out in Annexure A of this Notice of Meeting.
- (d) These Placement Options will be issued by within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (e) The Placement Options will be offered for nil cash consideration as they are free attaching options issued to participants of the Placement.
- (h) Funds will not be raised from the issue of these Listed Options as the issue is proposed to be made as free attaching Options for those who were allotted Shares under the Placement. However, if the Placement Options are issued and subsequently exercised the proceeds from the exercise of the Placement Options are intended to be used by the Company for exploration program for the Calatos Project, further expansion of the Company's existing projects, project generation and working capital.
- (i) The Placement Options will not be issued under any agreement.

### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote for this Resolution.

## **Resolutions 6 and 7 – Approval of Issue of Placement Shares and attaching Options to Mr Grant Button and Mr Rhod Grivas, Directors of the Company**

### **Background**

Resolutions 6 and 7 seek Shareholder approval to issue and allot 500,000 Ordinary Placement Shares and 250,000 attaching Options to Mr Grant Button, Director of the Company, (or his nominee(s)), and approval to issue and allot 357,142 Ordinary Placement Shares and 178,571 attaching Options to Mr Rhod Grivas, Director of the Company (or his nominee(s)), pursuant to their participation in the Placement as announced on 25 March 2022.

### **Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

Mr Button and Mr Grivas are people in a position of influence for the purposes of Listing Rule 10.11. The proposed issues do not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, these Resolutions seek the required Shareholder approval to issue the Placement Shares to Mr Button and Mr Grivas under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If these Resolutions are passed, the Company will be able to proceed with the proposed issues and the Company will be able to proceed with the proposed issue and will raise funds of \$48,000.

If these Resolutions are not passed, the Company will not be able to proceed with the proposed issues and funds of \$48,000 will not be raised as part of the Placement.

### **Chapter 2E of the Corporations Act**

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

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issues of Placement Shares (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.



A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company (being Phillip Grundy and Francesco Cannavo) carefully considered the issues of these Placement Shares and options to Mr Button and Mr Grivas and formed the view that the giving of this financial benefit are on arm’s length terms, as the securities are proposed to be issue on the same terms as offered to non-related parties of the Company pursuant to the Placement.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Placement Shares to Mr Button and Mr Grivas fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act, and rely on this exception for the purposes of this Resolution. Therefore, the proposed issues of Placement Shares to Mr Button and Mr Grivas requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

### **Information required by ASX Listing Rule 10.13**

The following information in relation to the issues of the Placement Shares to Mr Button and Mr Grivas is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottees are
  - (i) Mr Grant Button (or his nominee(s)) (Resolution 6); and
  - (ii) Mr Rhod Grivas (or his nominee(s)) (Resolution 7).
- (b) Mr Button and Mr Grivas are both Directors of the Company and are therefore related parties of the Company under ASX Listing Rule 10.11.1.
- (c) The maximum number of Placement Shares to be issued is 857,142 in total, being:
  - (i) 500,000 Shares allocated to Mr Grant Button (Resolution 6); and
  - (ii) 357,142 allocated to Mr Rhod Grivas (Resolution 7).
- (d) The maximum number of attaching Listed Options to be issued is 428,571 in total, being:
  - (i) 250,000 allocated to Mr Grant Button (Resolution 6); and
  - (ii) 178,571 allocated to Mr Rhod Grivas (Resolution 7).
- (e) The Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (f) The Placement Shares and attaching Options will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (g) The Placement Shares will be offered at an issue price of \$0.056 per Share.
- (h) The attaching Listed Options will have an exercise price of \$0.10 and will expire on 23 September 2023 and will otherwise be issued on the terms and conditions as set out in Annexure A of this Notice of Meeting.
- (i) Funds raised from the issue of the Shares will be used by the Company for acquisition costs and exploration program for the Calatos Project, further expansion of the Company’s existing projects, project generation and working capital.
- (j) The Placement Shares and attaching options will not be issued under any agreement.



## Resolution 8 to 12 – Approval of Issue of Options to Directors of the Company

### Background

Resolutions 8 to 12 seek Shareholder approval to issue and allot a total of 16,000,000 Unlisted Options to the following Directors of the Company (or their nominee(s)) as part of their equity based remuneration (**Director Options**):

| Director          | Role                   | No of Director Options |
|-------------------|------------------------|------------------------|
| Jordan Lockett    | Managing Director      | 2,000,000              |
| Grant Button      | Non-Executive Director | 4,000,000              |
| Francesco Cannavo | Non-Executive Director | 4,000,000              |
| Rhod Grivas       | Non-Executive Director | 4,000,000              |
| Phillip Grundy    | Non-Executive Director | 2,000,000              |
|                   | <b>Total</b>           | <b>16,000,000</b>      |

Resolution 8 seeks Shareholder approval pursuant to ASX Listing Rule 10.11 for the issue of 2,000,000 Options to Mr Jordan Lockett or his nominee.

Resolution 9 seeks Shareholder approval pursuant to ASX Listing Rule 10.11 for the issue of 4,000,000 Options to Mr Grant Button or his nominee.

Resolution 10 seeks Shareholder approval pursuant to ASX Listing Rule 10.11 for the issue of 4,000,000 Options to Mr Francesco Cannavo or his nominee.

Resolution 11 seeks Shareholder approval pursuant to ASX Listing Rule 10.11 for the issue of 4,000,000 Options to Mr Rhod Grivas or his nominee.

Resolution 12 seeks Shareholder approval pursuant to ASX Listing Rule 10.11 for the issue of 2,000,000 Options to Mr Phillip Grundy or his nominee.

Shareholder approval for the issue of Director Options is sought for the purpose of the ASX Listing Rules and all other purposes.

### Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is

such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

Messrs Jordan Lockett, Grant Button, Francesco Cannavo, Rhod Grivas and Phillip Grundy are people in a position of influence for the purposes of Listing Rule 10.11. The proposed issues do not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

To this end, Resolutions 8 to 12 seek the required Shareholder approval to issue the Unlisted Options to Messrs Jordan Lockett, Grant Button, Francesco Cannavo, Rhod Grivas and Phillip Grundy under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If Resolutions 8 to 12 are passed, the Company will be able to proceed with the proposed issues of Director Options in the proportions set out above, within one month after the date of the Meeting. As Shareholder approval pursuant to ASX Listing Rule 7.1 will not be required for the issue of the Director Options (because approval is being obtained under ASX Listing Rule 10.11), the issue of the Director Options along with the underlying Shares which may be issued upon exercise of the Director Options will not deplete the Company's 15% placement capacity under ASX Listing Rules 7.1.

If any of Resolutions 8 to 12 are not passed, the Company will not be able to proceed with the proposed issues that are the subject of the disapproved Resolutions and the corresponding Directors will not receive the Unlisted Options.

### **Chapter 2E of the Corporations Act**

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

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issues of Placement Shares (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

In considering the issue of the Director Options to Messrs Jordan Lockett, Grant Button, Francesco Cannavo, Rhod Grivas and Phillip Grundy, each being a Director of the Company, or their Nominees, the Board carefully considered the issue of these Incentive Securities and formed the view that the giving of this financial benefit as part of the remuneration of Messrs Jordan Lockett, Grant Button, Francesco Cannavo, Rhod Grivas and Phillip Grundy would be reasonable, given the circumstances of the Company, the quantum and terms of the Incentive Securities, and the responsibilities held by the Directors in the Company.

As aforementioned, the Company considers the issue of Director Options to directors (or their Nominees) to be an effective method of incentivising the directors without requiring further expenditure by the Company, and to further align the Directors' interests with that of Shareholders.

An alternative to the issue of the Director Options would be to increase the cash remuneration for each of Messrs. Jordan Lockett, Grant Button, Francesco Cannavo, Rhod Grivas and Phillip Grundy. However, given the current stage of development of the Company, and the necessity for cash resources to be preserved and directed into the growth of the Company's business, the Board

considers the issue of the Director Options to be an appropriate cash-free method of remunerating Messrs. Jordan Lockett, Grant Button, Francesco Cannavo, Rhod Grivas and Phillip Grundy for their commitment and contribution to the Company.

On this basis, the Directors, with the exception of:

- Mr Jordan Lockett, who abstains from considering the issue of Director Options subject to Resolution 8;
- Mr Grant Button, who abstains from considering the issue of Director Options subject to Resolution 9;
- Mr Francesco Cannavo, who abstains from considering the issue of Director Options subject to Resolution 10;
- Mr Rhod Grivas, who abstains from considering the issue of Director Options subject to Resolution 11; and
- Mr Phillip Grundy, who abstains from considering the issue of Director Options subject to Resolution 12;

consider that the issue of the Director Options constitutes “reasonable remuneration” in respect of Messrs. Jordan Lockett, Grant Button, Francesco Cannavo, Rhod Grivas and Phillip Grundy which falls within the exception in section 211(1) of the Corporations Act, and accordingly, shareholder approval pursuant to Chapter 2E of the Corporations Act is not required

Accordingly, Resolutions 8 to 12 do not seek approval for the purposes of Chapter 2E of the Corporations Act.

#### **Information required by ASX Listing Rule 10.13**

The following information in relation to the issues of the Unlisted Options to Messrs. Jordan Lockett, Grant Button, Francesco Cannavo, Rhod Grivas and Phillip Grundy is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The allottees are
  - (i) Resolution 8: Mr. Jordan Lockett or his nominee;
  - (ii) Resolution 9: Mr. Grant Button or his nominee;
  - (iii) Resolution 10: Mr. Francesco Cannavo or his nominee;
  - (iv) Resolution 11: Mr. Rhod Grivas or his nominee; and
  - (ii) Resolution 12: Mr. Phillip Grundy or his nominee
- (b) Messrs. Jordan Lockett, Grant Button, Francesco Cannavo, Rhod Grivas and Phillip Grundy are Directors of the Company and are therefore related parties of the Company under ASX Listing Rule 10.11.1.
- (c) The maximum number of Unlisted Options to be issued is:
  - (i) Resolution 8 (Mr. Jordan Lockett): 2,000,000 Options
  - (ii) Resolution 9 (Mr. Grant Button): 4,000,000 Options;
  - (iii) Resolution 10 (Mr. Francesco Cannavo): 4,000,000 Options;
  - (iv) Resolution 11 (Mr. Rhod Grivas): 4,000,000 Options; and
  - (ii) Resolution 12 (Mr. Phillip Grundy): 2,000,000 Options
- (d) The Options will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (e) The Director Options will be issued on the following high-level terms:

| Director          | No of Director Options | Exercise Price | Vesting Period                                                         | Expiry Date                     |
|-------------------|------------------------|----------------|------------------------------------------------------------------------|---------------------------------|
| Jordan Lockett    | 1,000,000              | \$0.10         | 12 months Service as Managing Director                                 | 3 years after the date of issue |
|                   | 1,000,000              | \$0.125        | 24 months Service as Managing Director                                 | 4 years after the date of issue |
| Grant Button      | 2,000,000              | \$0.10         | 12 months Service as a Director of the Company being 2 August 2022.    | 3 years after the date of issue |
|                   | 2,000,000              | \$0.125        | 24 months Service as a Director of the Company being 2 August 2023.    | 4 years after the date of issue |
| Francesco Cannavo | 2,000,000              | \$0.10         | 12 months Service as a Director of the Company being 2 August 2022.    | 3 years after the date of issue |
|                   | 2,000,000              | \$0.125        | 24 months Service as a Director of the Company being 2 August 2023.    | 4 years after the date of issue |
| Rhod Grivas       | 2,000,000              | \$0.10         | Vest upon issue.                                                       | 3 years after the date of issue |
|                   | 2,000,000              | \$0.125        | 12 months Service as a Director of the Company from the date of issue. | 4 years after the date of issue |
| Phillip Grundy    | 1,000,000              | \$0.10         | Vest upon issue.                                                       | 3 years after the date of issue |
|                   | 1,000,000              | \$0.125        | 12 months Service as a Director of the Company from the date of issue. | 4 years after the date of issue |

A Vesting Period for a Director Option may, subject to Applicable Laws, be waived by the Board by written notice to the relevant Director and on such terms and conditions as determined by the Board and set out in that notice.

Full terms of the Director Options are detailed in Annexure B to this Notice of Meeting and the paragraphs above.

- (f) Messrs. Jordan Lockett, Grant Button, Francesco Cannavo, Rhod Grivas and Phillip Grundy are related parties of the Company within listing rule 10.11, by virtue of being directors of the Company.
- (g) The issue of Options is intended to remunerate and incentivise Messrs. Jordan Lockett, Grant Button, Francesco Cannavo, Rhod Grivas and Phillip Grundy.

- (h) Excluding the Options, the subject of Resolutions 8 to 12, Messrs. Jordan Lockett, Grant Button, Francesco Cannavo, Rhod Grivas and Phillip Grundy are entitled to the following as part of their current total remuneration package:

| <b>Director</b>   | <b>Remuneration</b>                                                                                                  |
|-------------------|----------------------------------------------------------------------------------------------------------------------|
| Jordan Lockett    | A\$200,000 per annum (exclusive of superannuation in accordance with the superannuation guarantee regulatory rates). |
| Grant Button      | A\$50,000 per annum (exclusive of superannuation in accordance with the superannuation guarantee regulatory rates).  |
| Francesco Cannavo | A\$50,000 per annum (exclusive of superannuation in accordance with the superannuation guarantee regulatory rates).  |
| Rhoderick Grivas  | A\$65,705 per annum (inclusive of superannuation in accordance with the superannuation guarantee regulatory rates).  |
| Phillip Grundy    | A\$39,996 per annum (inclusive of superannuation in accordance with the superannuation guarantee regulatory rates).  |

- (i) A preliminary valuation of the Options using the Black-Scholes model indicated a value of \$0.01587 per Option for those options expiring 3 years after the issue date, and a value of \$0.01823 per Option for those options expiring 4 years after the issue date.
- (j) No funds will be raised from the issue of these options. Any funds raised from the exercise of the options will be applied towards the Company's mining exploration activities on the Company's projects and otherwise for working capital purposes.

## **Amendments to Constitution**

### **Resolution 13 – Adoption of Amended Constitution**

The Company's current Constitution was adopted by the Company in 2016, prior to admission to the ASX.

As part of the Company's regular review of its operations to streamline administration, minimise costs and incorporate recent regulatory updates, the Company proposes to amend the Constitution as set out below.

For the following reasons, the Board of the Company wishes to amend its existing Constitution in order to bring the provisions of the Constitution in line with recent technological and Listing Rule updates and will assist the Company to more effectively and efficiently communicate with Shareholders as well as utilise various electronic platforms and tools to hold and conduct Shareholder meetings

Accordingly, the Company has prepared an updated Constitution (**New Constitution**) which incorporates the following key amendments:

- (a) Replace Clause 62 with the following:

**62 Convening of General Meetings of Shareholders by a Director or requisition**

*Any Director may, whenever he or she thinks fit, convene a general meeting of Shareholders, and a general meeting shall also be convened on requisition as is provided for by the Corporations Act, or in default, may be convened by such requisitions as empowered to do so by the Corporations Act. If there are no Directors for the time being, a Secretary may convene a general meeting of Shareholders for the purpose of enabling the election of Directors but for no other purpose.*

- (b) Replace Clause 63 with the following:

**63 Use of technology at general meetings**

- (a) *Subject to applicable law:*

- (i) *a meeting of the Members may be held by means of such telephone, electronic or other communications facilities or technology as approved by the Board that permits all persons in the meeting to communicate with each other simultaneously and instantaneously;*
- (ii) *participation in such a meeting shall constitute presence in person or 'personally' at such meeting (including for the purpose of any quorum requirements in this Constitution);*
- (iii) *a reference to a "place" when used in the context of a general meeting may be, but need not be, a physical place; and*
- (iv) *if the technology used in accordance with clause (i) encounters a technical difficulty, whether before or during the meeting, which results in a Member not being able to participate in the meeting, the chair may, subject to the Act and this Constitution, allow the meeting to continue or may adjourn the meeting either for such reasonable period as may be required to fix the technology or to such other time and location as the chair deems appropriate.*

- (c) Replace Clauses 59 with the following (as mandated by Listing Rule 15.12):

## **59 Restricted Securities**

*For so long as the Company has any Restricted Securities on issue, the following apply:*

- (a) A holder of Restricted Securities must not dispose of, or agree or offer to dispose of, the securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX.*
- (b) If the Restricted Securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored sub-register and are to have a holding lock applied for the duration of the escrow period applicable to those securities.*
- (c) The Company will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of Restricted Securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX.*
- (d) A holder of Restricted Securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX.*
- (e) If a holder of Restricted Securities breaches a restriction deed or a provision of this Constitution restricting a disposal of those securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues.*

- (d) Replace Clause 15.1 with the following:

### **15.1 Joint Holders**

*If more than four persons are registered as holders of Shares in the Company in the Register of Shareholders (or a request is made to register more than four persons), then only the first four persons will be regarded as holders of Shares in the Company and all other names will be disregarded by the Company for all purposes.*

Prior to the Meeting, a copy of the New Constitution is available for review by Shareholders at the Company's registered office during normal business hours. A copy of the New Constitution can also be sent to Shareholders of the Company upon a request being made to the Company Secretary Nova Taylor [nova.taylor@automicgroup.com.au](mailto:nova.taylor@automicgroup.com.au).

A complete signed copy of the New Constitution will be tabled at the Meeting.

Pursuant to section 136(2) of the Corporations Act, a modification to the Company's Constitution can only be effected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

### **Professional Advice**

If you have any doubt or do not understand this Resolution, it is strongly recommended that you seek advice from a solicitor or other professional advisor.

### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote for this Resolution.

## Enquiries

Shareholders are asked to contact the Company Secretary on +61 3 8678 4091 if they have any queries in respect of the matters set out in these documents.



# Glossary

**AEST** means Australian Eastern Standard Time as observed in Sydney, New South Wales.

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

**ASIC** means Australian Securities and Investment Commission.

**Associate** has the meaning given to it by the ASX Listing Rules.

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

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

**Board** means the current board of Directors of the Company.

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

**Chair** means the person chairing the Meeting.

**Closely Related Party** of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

**Company** means Golden Mile Resources Limited ACN 614 538 402.

**Constitution** means the Company's constitution.

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

**Director** means a current director of the Company.

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

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

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

**Notice of Meeting** or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting dated 26 July 2022 including the Explanatory Statement.

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

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

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

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

context requires.

**Restricted Voter** means a member of the Company's KMP and any Closely Related Parties of those members.

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

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

**Shareholder** means a holder of a Share.

**Share Registry** means Automatic Registry Services.

**Special Resolution** means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Trading Day** has the meaning given to that term in ASX Listing Rule 19.12.

**VWAP** means the volume weighted average market (closing) price, with respects to the price of Shares.

## Annexure A

### Terms of Options

The terms and conditions of the Listed Options (each an **Option** for the purpose of this Annexure A) are set out below:

(a) **Entitlement**

Subject to paragraph (n), each Option entitled the holder to subscribe for one (1) Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.10 (**Exercise Price**).

(c) **Expiry Date**

Option will expire at 5.00 pm AEST on 23 September 2023 (Expiry Date). Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to 5.00 pm AEST on the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option Certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares in exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the Official List of the ASX at the time, apply for Official Quotation of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

**(h) Shares issued on exercise**

Shares issued in exercise of the Options rank equally with all other Shares on issue at that time.

**(i) Quotation of Shares issued on exercise**

If the Company is admitted to the Official List at the relevant time, application will be made by the Company to ASX for Official Quotation of the Shares issued upon the exercise of the Options.

**(j) Reconstruction of capital**

If at any time, the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

**(k) Participation in new issues**

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

**(l) Change in Exercise Price**

The Options do not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Options can be exercised.

**(m) Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by the ASX or under applicable Australian securities laws.

**(n) Bonus Issues**

If prior to the Expiry Date, the Company makes a bonus issue of Shares to Shareholders, then the holders of Options, upon the exercise of such Options, would be entitled to have issued to them, in addition to Shares which would otherwise be issued to them upon the exercise of the Options, the Shares which would have been issued under that bonus issue (**Bonus Shares**) if, on the record date applicable to the Bonus Shares, they had been registered as the holder of the Shares to be issued to them upon exercise of the Options. Such Bonus Shares will be paid by the Company out of profits or reserves in the same manner as was applied in relation to the bonus issue and upon issue will rank equally in all respects with the Bonus Share.

## Annexure B

### Terms of Director Options

The terms and conditions on which the Director Options are issued as applicable:

- (a) Each Option entitles its holder to subscribe in cash for one Share.
- (b) Each Option is exercisable at its Exercise Price at any time prior to its Expiry Date by completing an option exercise form and delivering it, together with payment for the number of Shares in respect of which the Option is exercised, to the registered office of the Company. Any Option that has not been exercised prior to the Expiry Date automatically lapses.
- (c) each Director Option will vest automatically:
  - (i) upon the expiration of the applicable Vesting Period provided that the relevant Director remains employed by the Company for the duration of the Vesting Period;
  - (ii) where a change in control event occurs prior to the expiration of the relevant Vesting Period.
- (d) automatically lapses without any claim against the Company on the occurrence of any of the following events:
  - (i) failure to meet the Options Vesting Period, unless the condition is waived by the Board at in its sole and absolute discretion;
  - (ii) Director Options that are not exercised by the expiry of the Exercise Period will lapse on the day immediately after the last day of the Exercise Period;
  - (iii) upon the bankruptcy, liquidation or winding up of the holder or the happening of any other event that results in the holder being deprived of the legal or beneficial ownership of the Option; or
  - (iv) upon the liquidation or winding up of the Company for any reason other than by the way of members' voluntary winding up.
- (e) The Options will not be quoted on the Official List.
- (f) Subject to the Corporations Act, the ASX Listing Rules, and the constitution of the Company, each Option is freely transferable.
- (g) The Company will apply for Official Quotation of the Shares issued upon the exercise of the Options, subject to any restriction imposed by ASX.
- (h) Shares issued upon the exercise of the Options will rank pari passu with all other Shares on issue at that time.
- (i) The Company will apply for official quotation by ASX of the Shares issued upon exercise of Options within 10 business days after the date of the issue, subject to any restriction obligations imposed by ASX.
- (j) The Options will not give any right to participate in dividends unless and until Shares are issued upon exercise of the relevant Options.
- (k) There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the life of the Option. The Company will ensure that holders will be given at least seven business days'

notice to allow for the exercise of Options prior to the record date in relation to any offers of securities made to Shareholders.

- (l) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the rights attaching to the Options or both will be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- (m) There is no right to vary the Exercise Price.
- (n) If there is any inconsistency between any of the preceding terms and conditions and the ASX Listing Rules, then the ASX Listing Rules prevail to the extent of the inconsistency.

If you are attending the meeting  
in person, please bring this with you  
for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **1:00pm (AEST) on Tuesday, 23, August, 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



## SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

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

### STEP 1 – APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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



