



**Golden State Mining Limited**  
**ABN 52 621 105 995**

**NOTICE OF GENERAL MEETING**

**AND**

**EXPLANATORY STATEMENT**

**AND**

**PROXY FORM**

**Date of Meeting**

Thursday 8 April 2021

**Time of Meeting**

10:00 am (AWST)

**Place of Meeting**

Stantons International  
Level 2, 1 Walker Avenue  
WEST PERTH WA 6005

*This Notice of General Meeting should be read in its entirety. If in doubt as to how to should vote, seek advice from an accountant, solicitor or other professional adviser prior to voting.*

**Golden State Mining Limited**  
**ABN 52 621 105 995**  
**NOTICE OF GENERAL MEETING**

Notice is hereby given that the general meeting (**Meeting**) of Golden State Mining Limited (**Company**) will be held at Stantons International, Level 2, 1 Walker Avenue, West Perth, Western Australia on Thursday, 8 April 2021 at 10:00 am (AWST).

The Explanatory Statement to this Notice provides information on matters to be considered at the meeting. The Explanatory Statement and the Proxy Form are part of this Notice.

Capitalised terms and abbreviations used in this Notice and Explanatory Statement will, unless the context requires, have the same meaning as given to them in the Glossary.

**AGENDA**

**RESOLUTION 1 – RATIFICATION OF ISSUE OF SHARES USING 15% PLACEMENT CAPACITY (TRANCHE 1)**

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

*“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue (on the terms and conditions set out in the Explanatory Statement) of 8,063,272 fully paid ordinary Shares.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by a person (and any associates of such a person) who participated in the issue. However, this does not apply to a vote cast in favour of a resolution by 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 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 a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**RESOLUTION 2 – RATIFICATION OF ISSUE OF SHARES USING 10% PLACEMENT CAPACITY (TRANCHE 1)**

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

*“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue (on the terms and conditions set out in the Explanatory Statement) of 5,663,620 fully paid ordinary Shares.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by a person (and any associates of such a person) who participated in the issue. However, this does not apply to a vote cast in favour of a resolution by 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 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 a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**RESOLUTION 3 – APPROVAL TO ISSUE SHARES (TRANCHE 2)**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 11,953,108 Shares at an issue price of \$0.125 per Share on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by a person (and any associates of such a person) who may participate in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed. However, this does not apply to a vote cast in favour of a resolution by 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 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 a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way..

#### **RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES FOR DRILLING SERVICES**

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 432,158 Shares on 19 February 2021 to satisfy an invoice for the cost of drilling services provided to the Company on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by a person (and any associates of such a person) who may participate in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed. However, this does not apply to a vote cast in favour of a resolution by 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 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 a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way..

#### **Proxies**

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a **proxy**) to vote in their place.

Please note that:

- a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company; and
- a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

If you are a registered Shareholder of the Company and are unable to attend the Meeting in person, please date and execute the accompanying Proxy Form and return it in accordance with its instructions prior to 10:00 am (AWST) on 6 April 2021 by:

1. Post to Automic Group, GPO Box 5193, Sydney NSW 2001;
2. In person to Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000
3. Fax to Automic Group: +61 2 8583 3040
4. Email to Automic Group: [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au); or
5. Online in accordance with the personalised Proxy Form provided.

If you are a beneficial Shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

#### **Entitlement to Vote**

For the purposes of regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that members holding Shares at 5:00 pm (AWST) on 6 April 2021 will be entitled to attend and vote at the General Meeting.

#### **Corporations**

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company, before the Meeting.

#### **Electronic Communication**

**Golden State Mining Limited**

Notice of General Meeting 8 April 2021

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All Shareholders may elect to receive communications from the Company's share registry electronically. To provide or update your email address, please contact the Company's share registry.

**Voting of Proxies**

The Proxy Form accompanying this Notice confers discretionary authority upon the proxy with respect to any amendments or variations to the matters identified in the Notice and any other matters that may properly come before the Meeting. At the time of printing this Notice, management knows of no such amendment, variation or other matter.

Shareholders must mark the boxes directing its proxy how to vote. If no voting instructions are indicated on the appointment of Proxy Form, the proxy will be voted as recommended by management or as the proxyholder sees fit (in the latter case, if management is not appointed as proxy).

By order of the Board.

**Marc Boudames**

Company Secretary

Date: 10 March 2021

## **EXPLANATORY STATEMENT**

This Explanatory Statement accompanies and comprises part of the notice (**Notice**) convening the General Meeting (**Meeting**) of Shareholders of Golden State Mining Limited to be held at 10.00am (AWST) on 8 April 2021.

Capitalised terms and abbreviations used in this Explanatory Statement will, unless the context requires, have the same meaning as given to them in the Glossary.

### **1.0 RESOLUTION 1 – RATIFICATION OF ISSUE OF SHARES USING 15% PLACEMENT CAPACITY (TRANCHE 1)**

#### **1.1 General**

On 26 February 2021, the Company announced that it had agreed to make a placement of fully paid ordinary shares (**Shares**) to raise approximately \$3,200,000 before costs from qualified sophisticated and professional investors (**Placement**), with the Placement being made at \$0.125 per Share to issue a total of approximately 25,600,000 Shares.

The Placement is to be made in two tranches.

- (a) The first tranche (**Tranche 1 Placement Shares**) is to be issued upfront on or about 8 March 2021 (prior to the Meeting) using the Company's remaining capacity under ASX Listing Rules 7.1 (15% rule) (in respect of 8,063,272 Shares) and 7.1A (10% rule) (in respect of 5,663,620 Shares), at an issue price of \$0.125 per Share to raise approximately \$1,716,000 before costs.
- (b) The second tranche (**Tranche 2 Placement Shares**) is proposed to be issued subject to the Company receiving Shareholder approval, which approval is being sought in this Notice, and will comprise 11,953,108 Shares to be issued at \$0.125 per Share to raise approximately \$1,494,139 before costs.

Euroz Hartleys has acted as Lead Manager to the Placement and will be paid a capital raising fee of 6% of the funds raised.

The Company intends to use the funds raised for the following purposes:

- 2,500m follow-up gold RC/Diamond program at targets delivered from Phase 1 & 2 AC program - Yule South (commencing March 2021);
- 1,500m lithium RC program based on identified pathfinders from Phase 1 & 2 AC program targeting lithium bearing (LCT) pegmatite mineralisation - Yule South (commencing May 2021);
- 15,000m Phase 3 AC drill program focused on delivering additional gold and lithium RC drill targets - Yule Project (commencing July 2021);
- Additional exploration programmes in 2H CY21 (to be confirmed); and
- financing the Company's ongoing working capital requirements and general administrative overheads.

#### **1.2 ASX Listing Rules 7.1 and 7.4**

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 provides that a company may, without shareholder approval, issue or agree to issue that number of Equity Securities that total up to 15% of the number of fully paid, ordinary securities on issue 12 months before the issue or agreement to issue plus the number of fully paid, ordinary securities issued by the company in that 12 month period with shareholder approval or under an exception to ASX Listing Rule 7.1.

A company's capacity to issue securities under ASX Listing Rule 7.1 is often referred to as its "15% capacity" or "15% placement capacity" and the limit in that rule is often referred to as the "15% limit".

The issue of 8,063,272 Tranche 1 Placement Shares does not fit within any of the exceptions to ASX Listing Rule 7.1 and has reduced the Company's 15% placement capacity under ASX Listing Rule 7.1 for a period of 12 months from the issue date of those Shares (being on or about 8 March 2021).

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of Equity Securities that has reduced the listed company's 15% placement capacity under ASX Listing Rule 7.1. If Shareholders approve the issue under ASX Listing Rule 7.4, the issue is taken to have been approved under ASX Listing Rule 7.1 and ceases to reduce the Company's 15% placement capacity under that rule.

To this end, Resolution 1 seeks Shareholder approval under ASX Listing Rule 7.4 for the 8,063,272 Tranche 1

Placement Shares issued under the Company's 15% placement capacity.

If Resolution 1 is passed, the 8,063,272 Tranche 1 Placement Shares will be no longer reduce the Company's 15% placement capacity under ASX Listing Rule 7.1. In addition, the Shares will be counted in Variable A under ASX Listing Rule 7.1, which is the base number of Shares on which the 15% and 10% placement capacities under ASX Listing Rules 7.1 and 7.1A, are based. This will effectively increase the number of Equity Securities that can be issued without Shareholder approval under the 15% and 10% placement capacities under those rules.

If Resolution 1 is not passed, the 8,063,272 Tranche 1 Placement Shares continue to reduce the Company's 15% limit in ASX Listing Rule 7.1 until 12 months after the issue date of those Shares (expected to be on or around 8 March 2021, prior to the Meeting) unless approved by Shareholders before that date. In addition, the 8,063,272 Tranche 1 Placement Shares will not be counted in Variable A until 12 months after their issue date unless approved by Shareholders before that date.

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

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

- (a) the Shares will be issued as a private placement to numerous qualified sophisticated and professional investors known to the Company and the Lead Manager, Euroz Hartleys, none of whom is a related party, Key Management Personnel, substantial holder, advisor to the Company or their associate (so far as the Company is aware) being issued more than 1% of the Company's issued capital;
- (b) 8,063,272 Shares will be allotted and issued by the Company;
- (c) the Shares are fully paid ordinary shares which rank equally with all other fully paid ordinary shares on issue;
- (d) the Shares are expected to be issued on or about 8 March 2021 (prior to the Meeting);
- (e) the issue price is \$0.125 per Share; and
- (f) the purpose of the issue is to raise funds intended to be applied towards a substantially expanded proposed gold and lithium drilling program at the Company's Yule project, corporate expenses and general working capital.

### **1.4 Directors Recommendation**

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of the Resolution.

## **2.0 RESOLUTION 2 – RATIFICATION OF ISSUE OF SHARES USING 10% PLACEMENT CAPACITY (TRANCHE 1)**

### **2.1 General**

As detailed in the above section (1.1), with respect to Tranche 1 Placement Shares, the Company also proposes to issue 5,663,620 Shares at an issue price of \$0.125 per share without prior Shareholder approval out of its 10% placement capacity pursuant to Listing Rule 7.1A.

### **2.2 ASX Listing Rules 7.1A and 7.4**

ASX Listing Rule 7.1A provides that, in addition to the 15% placement capacity permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue, during the period the approval is valid, a number of quoted Equity Securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

The Company obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its previous annual general meeting held on 27 November 2020.

The issue on or about 8 March 2021 of 5,663,620 Tranche Placement Shares will reduce the Company's 10% limit in ASX Listing Rule 7.1A by a total of 5,663,620.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of Equity Securities that has reduced the listed company's 10% placement capacity under ASX Listing Rule 7.1A. If Shareholders approve the issue under ASX Listing Rule 7.4, the issue is taken to have been approved under ASX Listing Rule 7.1 and ceases to reduce the Company's 10% placement capacity under ASX Listing Rule 7.1A.

To this end, Resolution 2 seeks Shareholder approval under ASX Listing Rule 7.4 for the issue of the 5,663,620 Tranche 1 Placement Shares on or about 8 March 2021 under the Company's 10% placement capacity.

If Resolution 2 is passed, 5,663,620 Tranche 1 Placement Shares will no longer reduce the Company's 10% limit in ASX Listing Rule 7.1A. In addition, the 5,663,620 Tranche 1 Placement Shares will be counted in Variable A under ASX Listing Rule 7.1, which is the base number of Shares on which the 15% and 10% placement capacities under, ASX Listing Rules 7.1 and 7.1A, are, respectively, based. This will effectively increase the number of Equity Securities that can be issued without Shareholder approval under the 15% and 10% placement capacities under those rules.

If Resolution 2 is not passed, the 5,663,620 Tranche 1 Placement Shares will continue to reduce the Company's 10% limit in ASX Listing Rule 7.1A until 12 months after the issue date of those Placement Shares (anticipated to be on or about 8 March 2021) unless approved by Shareholders before that date. In addition, the 5,663,620 Tranche 1 Placement Shares will not be counted in Variable A until 12 months after their issue date (unless subsequently approved by Shareholders before that date).

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

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

- (a) the Shares will be issued as a private placement to numerous qualified sophisticated and professional investors known to the Company and the Lead Manager, Euroz Hartleys, none of whom is a related party, Key Management Personnel, substantial holder, advisor to the Company or their associate (so far as the Company is aware) being issued more than 1% of the Company's issued capital.
- (b) 5,663,620 Shares will be allotted and issued by the Company;
- (c) the Shares are fully paid ordinary shares which rank equally with all other fully paid ordinary shares on issue;
- (d) the Shares are expected to be issued on or about 8 March 2021 (prior to the Meeting);
- (e) the issue price is \$0.125 per Share; and
- (f) the purpose of the issue is to raise funds intended to be applied towards a substantially expanded proposed gold and lithium drilling program at the Company's Yule project, corporate expenses and general working capital.

### **2.4 Directors Recommendation**

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of the Resolution.

## **3.0 RESOLUTION 3 – APPROVAL TO ISSUE SHARES (TRANCHE 2)**

### **3.1 General**

As detailed in the above section 1.1, the Company has agreed, subject to obtaining Shareholder approval, to issue up to 11,953,108 Shares (Tranche 2 Placement Shares) at an issue price of \$0.125 per share to raise up to approximately \$1,494,139 before costs..

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

A summary of Listing Rule 7.1 is contained in Section 1.2.

The issue of the Tranche 2 Placement Shares does not fit within any of the exceptions to ASX 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 under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

To this end, Resolution 3 seeks Shareholder approval to the issue under and for the purposes of Listing Rule 7.1.

If Resolution 3 is passed and the Tranche 2 Placement Shares are issued, that issue will be disregarded for the purpose of calculating EMU's 15% limit, thus not adversely impacting the number of Equity Securities EMU can issue without shareholder approval over the 12 month period following the issue date of the Tranche 2 Placement Shares.

If Resolution 3 is not passed, the Company will not be permitted to issue the Tranche 2 Placement Shares and may need to adjust its proposed expenditure as a result.

### **3.3 Information required by ASX Listing Rule 7.3**

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.3. If the Resolution is passed:

- (a) the Shares will be issued to numerous qualified sophisticated and professional investors known to the Company and the Lead Manager, Euroz Hartleys, none of whom is a related party, Key Management Personnel, substantial holder, advisor to the Company or their associate (so far as the Company is aware) being issued more than 1% of the Company's issued capital. Perth Select Seafoods Pty Ltd, a 10.4% substantial holder in the Company, is to be issued 1,000,000 fully paid Shares, decreasing its Shareholding to 8.5% after dilution following completion of the Placement; and
- (b) the Company will issue up to 11,953,108 Shares;
- (c) the Shares will be fully paid ordinary shares and rank equally with all other Shares on issue;
- (d) the Shares will be issued within 3 months of the Meeting or such later date as approved by ASX;
- (e) the issue price will be \$0.125 per Share; and
- (f) the purpose of the issue is to raise funds intended to be applied towards a substantially expanded proposed gold and lithium drilling program at the Company's Yule project, corporate expenses and general working capital.

### **3.4 Directors Recommendation**

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of the Resolution.

## **4.0 RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES FOR DRILLING SERVICES**

### **4.1 General**

On 19 February 2021, the Company announced that it issued 432,158 Shares in part consideration for a drilling services invoice. 216,079 Shares (50%) are subject to 3 months voluntary escrow (i.e., until 19 May 2021).

### **4.2 ASX Listing Rules 7.1 and 7.4**

A summary of Listing Rules 7.1 and 7.4 is contained in Section 1.2.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 432,158 Shares issued under the Company's 15% placement capacity.

If Resolution 4 is passed, the 432,158 Shares will be no longer reduce the Company's 15% placement capacity under ASX Listing Rule 7.1. In addition, the Shares will be counted in Variable A under ASX Listing Rule 7.1, which is the base number of Shares on which the 15% and 10% placement capacities under ASX Listing Rules 7.1 and 7.1A, are based. This will effectively increase the number of Equity Securities that can be issued without Shareholder approval under the 15% and 10% placement capacities under those rules.

If Resolution 4 is not passed, the 432,158 Shares continue to reduce the Company's 15% limit in ASX Listing Rule 7.1 until 12 months after the issue date of those Shares (19 February 2021) unless approved by Shareholders before that date. In addition, the 432,158 Shares will not be counted in Variable A until 12 months after their issue date unless approved by Shareholders before that date.

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

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

- (a) the Shares were issued to Bostech Drilling Australia Pty Ltd, which is not a related party, Key Management Personnel, substantial holder, advisor to the Company or their associate (as far as the Company is aware);
- (b) 432,158 Shares were issued;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares;
- (d) the Shares were issued on 19 February 2021;
- (e) nil funds were raised as the Shares were issued in part consideration for drilling services provided to the Company. Nevertheless, the issue of the Shares in part satisfaction of an invoice for drilling services resulted in an effective issue price of \$0.165 per Share;
- (f) the purpose of the issue was to provide part consideration for drilling services provided to the Company.

**4.4 Directors Recommendation**

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of the Resolution.

## **GLOSSARY**

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

**\$** means Australian dollars.

**ASX** means ASX Ltd ABN 98 008 624 691 and, where the context requires, the Australian Securities Exchange operated by ASX Ltd.

**AWST** means Australian Western Standard Time as observed in Perth, Western Australia.

**Board** means the board of Directors.

**Chair** means Mr Damien Kelly, or (if Mr Kelly is absent) such other person appointed to chair the Meeting in accordance with the Constitution.

**Company** or **GSM** means Golden State Mining Limited ACN 621 105 995.

**Constitution** means the Company's constitution, as amended from time to time.

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

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

**Explanatory Statement** means this information attached to the Notice.

**General Meeting** or **Meeting** means the meeting convened by the Notice.

**Listing Rules** means the listing rules of ASX.

**Notice** or **Notice of Meeting** means this notice of general meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share.

**Proxy Form** means the proxy form accompanying to this Notice.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

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

**Shareholder** means a shareholder of the Company.



Golden State Mining Limited | ABN 52 621 105 995

# Proxy Voting Form

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 **10.00am (AWST) on Tuesday, 6 April 2021**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 – APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

## Lodging your Proxy Voting Form:

### Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login> or scan the QR code below using your smartphone

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



### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

### BY FACSIMILE:

+61 2 8583 3040

**All enquiries to Automic:**

**WEBCHAT:** <https://automicgroup.com.au/>

**PHONE:** 1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)



**AUTOMATIC**

I/We being a Shareholder entitled to attend and vote at the General Meeting of Golden State Mining Limited, to be held at **10.00am (AWST) on Thursday, 8 April 2021 at Stantons International, Level 2, 1 Walker Avenue, WEST PERTH WA 6005** hereby:

[illegible]

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

GSM

Resolutions		For	Against	Abstain
1.	Ratification of Issue of Shares Using 15% Placement Capacity (Tranche 1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Ratification of Issue of Shares Using 10% Placement Capacity (Tranche 1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Approval to Issue Shares (Tranche 2)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Ratification of Prior Issue of Shares for Drilling Services	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
Email Address:		
Contact Daytime Telephone		Date (DD/MM/YY)
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