

## 2021 NOTICE OF ANNUAL GENERAL MEETING

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Attached are the following documents relating to the 2021 Annual General meeting of Golden Rim Resources Ltd (ASX: GMR, **Golden Rim** or **Company**) to be held virtually (online) at 5.30pm (AEDT) on Friday, 5 November 2021:

- Notice of Annual General Meeting
- Proxy Form
- Letter to Shareholders

-ENDS-

Contact Information:

### Golden Rim Resources Ltd

ABN 39 006 710 774

**Craig Mackay**  
**Managing Director**

+61 3 8677 0829  
[craig@goldenrim.com.au](mailto:craig@goldenrim.com.au)

This announcement was authorised for release by the Board of Golden Rim Resources Ltd.



**Golden Rim Resources Ltd**  
**ABN 39 006 710 774**  
**Notice of Annual General Meeting and**  
**Explanatory Memorandum**

**Date of Meeting**

Friday, 5 November 2021

**Time of Meeting**

5.30pm (AEDT)

**Place of Meeting**

Online

Register in advance of the Meeting at:

[https://us02web.zoom.us/webinar/register/WN\\_Xvdq-TrXRkemtELpK3\\_UMg](https://us02web.zoom.us/webinar/register/WN_Xvdq-TrXRkemtELpK3_UMg)

After registering, you will receive a confirmation email containing information about joining the Meeting.

**A Proxy Form is enclosed**

Please read this Notice of Annual General Meeting and Explanatory Memorandum carefully.

# Golden Rim Resources Ltd

ABN 39 006 710 774

## Notice of Annual General Meeting

**NOTICE IS GIVEN** that an Annual General Meeting of Shareholders of Golden Rim Resources Ltd ABN 39 006 710 774 (**Company**) will be held on Friday, 5 November 2021 at 5.30pm (AEDT) for the purpose of transacting the business referred to in this Notice of Annual General Meeting.

In light of the ongoing risks and social distancing requirements related to the COVID-19 pandemic, this Meeting will be conducted virtually, with the health and safety of our Shareholders and employees being of paramount importance. Shareholders will not be permitted to physically attend the Meeting. Shareholders may vote on the Resolutions to be considered at the Meeting by either lodging their proxy online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) in advance of the Meeting or voting online during the Meeting.

An Explanatory Memorandum containing information in relation to each of the following Resolutions accompanies this Notice. Terms used in the Resolutions contained in this Notice have the meaning given to them in the glossary in the Explanatory Memorandum.

## Agenda

### Financial Reports

To receive and consider the financial report of the Company, together with the Directors' Report and the Auditor's Report for the year ended 30 June 2021, as set out in the Annual Report.

### Resolution 1 – Adoption of Remuneration Report

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

*"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2021 be adopted."*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution 1.

**Voting exclusion statement for Resolution 1:** A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or their Closely Related Parties.

However, a person described above may cast a vote on Resolution 1 if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution or the proxy is the Chairman of the Meeting and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the Resolution and expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
- (b) it is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.

Further, a Restricted Voter who is appointed as a proxy must not vote on Resolution 1 unless:

- (a) the appointment specifies the way the proxy is to vote on Resolution 1; or
- (b) the proxy is the Chairman of the Meeting and the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chairman intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chairman to vote against Resolution 1 or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

## Resolution 2 – Re-election of Mr Adonis Pouroulis as a Director

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

*"That, Mr Adonis Pouroulis, who retires in accordance with rule 7.1(f) of the Constitution and, being eligible for re-election, be re-elected as a Director."*

## Resolution 3 – Ratification of prior issue of Shares under Tranche 1 Placement (LR 7.1)

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue on 23 September 2021 of 358,282,236 Shares (in each case calculated on a pre-consolidated basis) under the Tranche 1 Placement on the terms and conditions set out in the Explanatory Memorandum."*

**Voting exclusion statement for Resolution 3:** The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of a person who participated in the issue the subject of the relevant Resolution or an Associate of those persons. However, this does not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chairman 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 Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Resolution 4 – Ratification of prior issue of Shares under Tranche 1 Placement (LR 7.1A)

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue on 23 September 2021 of 266,717,764 Shares (in each case calculated on a pre-consolidated basis) under the Tranche 1 Placement on the terms and conditions set out in the Explanatory Memorandum."*

**Voting exclusion statement for Resolution 4:** The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a person who participated in the issue the subject of the relevant Resolution or an Associate of those persons. However, this does not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chairman 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 Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Resolution 5 – Approval to issue Shares under Tranche 2 Placement

To consider and, if thought fit, to pass the following resolution 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 308,333,333 Shares (in each case calculated on a pre-consolidated basis) under the Tranche 2 Placement on the terms and conditions set out in the Explanatory Memorandum."*

**Voting exclusion statement for Resolution 5:** The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue the subject of the Resolution (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate of those persons. However, the Company need not disregard a vote cast in favour of the Resolution by:

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

- (b) the Chairman 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 Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Resolution 6 – Approval to issue Attaching Options under the Placement

To consider and, if thought fit, to pass the following resolution 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 466,666,666 Attaching Options (in each case calculated on a pre-consolidated basis) each with an exercise price of \$0.012 and an expiry date that is 18 months after the date of issue on the terms and conditions set out in the Explanatory Memorandum."*

**Voting exclusion statement for Resolution 6:** The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue the subject of the Resolution (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate of those persons. However, the Company need not disregard a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chairman 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 Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Resolution 7(a), 7(b) and 7(c) – Approval to issue Shares to Directors under Tranche 2 Placement

To consider and, if thought fit, to pass the following resolutions as separate **ordinary resolutions**:

*"That, for the purposes of Listing Rule 10.11 and all other purposes, Shareholders approve the issue of:*

- (a) 60,833,334 Shares (in each case calculated on a pre-consolidated basis) under the Tranche 2 Placement to Director, Mr Adonis Pouroulis (and/or his nominees);
- (b) 3,333,333 Shares (in each case calculated on a pre-consolidated basis) under the Tranche 2 Placement to Director, Mr Craig Mackay (and/or his nominees); and
- (c) 2,500,000 Shares (in each case calculated on a pre-consolidated basis) under the Tranche 2 Placement to Director, Ms Kathryn Davies (and/or her nominees),

*on the terms and conditions set out in the Explanatory Memorandum."*

**Voting exclusion statement for each of Resolutions 7(a), 7(b) and 7(c):** The Company will disregard any votes cast in favour of Resolutions 7(a), 7(b) and 7(c) by or on behalf of the person who is to receive the securities in question under the relevant Resolution and any other 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 an Associate of those persons. However, this does not apply to a vote cast in favour of Resolution 7(a), 7(b) and/or 7(c) by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairman 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 Chairman to vote as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the Resolution; and (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Resolution 8(a), 8(b) and 8(c) – Approval to issue Attaching Options to Directors under the Placement

To consider and, if thought fit, to pass the following resolutions as separate **ordinary resolutions**:

*"That, for the purposes of Listing Rule 10.11 and all other purposes, Shareholders approve the issue of:*

- (a) 30,416,667 Attaching Options (in each case calculated on a pre-consolidated basis) each with an exercise price of \$0.012 and an expiry date that is 18 months after the date of issue to Director, Mr Adonis Pouroulis (and/or his nominees);*
- (b) 1,666,667 Attaching Options (in each case calculated on a pre-consolidated basis) each with an exercise price of \$0.012 and an expiry date that is 18 months after the date of issue to Director, Mr Craig Mackay (and/or his nominees); and*
- (c) 1,250,000 Attaching Options (in each case calculated on a pre-consolidated basis) each with an exercise price of \$0.012 and an expiry date that is 18 months after the date of issue to Director, Ms Kathryn Davies (and/or her nominees),*

*on the terms and conditions set out in the Explanatory Memorandum."*

**Voting exclusion statement for each of Resolutions 8(a), 8(b) and 8(c):** The Company will disregard any votes cast in favour of Resolutions 8(a), 8(b) and 8(c) by or on behalf of the person who is to receive the securities in question under the relevant Resolution and any other 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 an Associate of those persons. However, this does not apply to a vote cast in favour of Resolution 8(a), 8(b) and/or 8(c) by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or*
- (b) the Chairman 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 Chairman to vote as the Chairman decides; or*
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the Resolution; and (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

## Resolution 9 – Approval of Additional 10% Placement Capacity

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

*"That, for the purposes of Listing Rule 7.1A and all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."*

## Resolution 10(a), 10(b) and 10(c) – Approval to issue Director Options

To consider and, if thought fit, to pass each of the following resolutions as separate **ordinary resolutions**:

*"That, for the purposes of Listing Rule 10.11 and all other purposes, Shareholders approve the issue of up to:*

- (a) 13,500,000 Director Options (in each case calculated on a pre-consolidated basis) each with an exercise price of \$0.012 and an expiry date that is 2 years after the date of issue to Mr Adonis Pouroulis (and/or his nominees);*
- (b) 16,000,000 Director Options (in each case calculated on a pre-consolidated basis) each with an exercise price of \$0.012 and an expiry date that is 2 years after the date of issue to Mr Craig Mackay (and/or his nominees); and*
- (c) 10,000,000 Director Options (in each case calculated on a pre-consolidated basis) each with an exercise price of \$0.012 and an expiry date that is 2 years after the date of issue to Ms Kathryn Davies (and/or her nominees),*

*on the terms and conditions set out in the Explanatory Memorandum."*

**Voting exclusion statement for each of Resolutions 10(a), 10(b) and 10(c):** The Company will disregard any votes cast in favour of Resolutions 10(a), 10(b) and 10(c) by or on behalf of the person who is to receive the securities in question under the relevant Resolution and any other person who will obtain a 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 an Associate of those persons. However, this does not apply to a vote cast in favour of Resolution 10(a), 10(b) and/or 10(c) by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chairman 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 Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a Restricted Voter who is appointed as a proxy must not vote on Resolution 10(a), 10(b) and/or 10(c) unless:

- (a) the appointment specifies the way the proxy is to vote on the relevant Resolution; or
- (b) the proxy is the Chairman of the Meeting and the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chairman intends to vote any undirected proxies in favour of Resolutions 10(a), 10(b) and 10(c). Shareholders may also choose to direct the Chairman to vote against Resolution 10(a), 10(b) and/or 10(c) or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

## Resolution 11 – Approval of Consolidation of Capital

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

*"That, pursuant to and in accordance with section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that every fifteen (15) Shares be consolidated into one (1) Share (**Consolidation**) and, where this Consolidation results in a fraction of a Share being held, the Company will be authorised to round up to the nearest whole Share (as the case may be) in accordance with the timetable in the Explanatory Memorandum."*

## Other business

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

## By order of the Board



**Mark Licciardo**  
Company Secretary  
6 October 2021

## How to vote

### *Voting – Prior to the Meeting*

Shareholders may vote directly on Resolutions considered at the Meeting without attending the Meeting or appointing a proxy. Shareholders may cast a proxy vote prior to the Meeting at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

If you cast a proxy vote, you may still attend the virtual Meeting. However, registering your attendance using your Shareholder details will cancel your proxy vote and you will be required to cast your vote during the course of the Meeting.

### *Voting – During the Meeting*

Shareholders will be able to vote in real time when invited by the Chairman. Shareholders will be able to vote for, against or abstain on each item through the online meeting platform.

## Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also ask questions at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder. The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolutions 1, 10(a), 10(b) and 10(c) if the proxy is the Chairman of the Meeting and the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- Should any Resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that Resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- A Shareholder who returns their Proxy Form with a direction how to vote, but does not nominate the identity of their proxy, will be taken to have appointed the Chairman of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned with a direction how to vote, but the nominated proxy (who is not the Chairman of the Meeting) does not attend the Meeting or does not vote on the relevant Resolution(s), the Chairman of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions.
- Proxy appointments in favour of the Chairman of the Meeting, the Company Secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to the proposed Resolutions. These rules are explained in this Notice.
- Proxies must be received by **5.30pm (AEDT) on Wednesday, 3 November 2021**. Proxies received

after this time will be invalid.

- Proxies may be lodged using any of the following methods:
  - **Online:** [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)  
Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the Proxy Form).
  - **By mail:**  
Golden Rim Resources Ltd  
c/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia
  - **By hand:**  
Link Market Services Limited  
Level 12, 680 George Street  
Sydney NSW 2000  
Australia
  - **By facsimile:** +61 2 9287 0309

## Corporate Representatives

A body corporate that is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative must ensure that the Company has received evidence of his or her appointment, including any authority under which it has been signed in advance of the Meeting, unless it has previously been given to the Company.

## Shareholders who are entitled to vote

In accordance with regulation 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 7.00pm (AEDT) on Wednesday, 3 November 2021.

## Technical difficulties

Technical difficulties may arise during the course of the Meeting. The Chairman has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chairman may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy vote by 5:30pm on (AEDT) on Wednesday, 3 November 2021 even if they plan to attend the Meeting online.



# Golden Rim Resources Ltd

ABN 39 006 710 774

## Explanatory Memorandum

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

## Financial Reports

The Board is required to lay before the Meeting the consolidated annual financial report of the Company for the financial year ended 30 June 2021, together with the Directors' Report (including the Remuneration Report) and the Auditor's Report on the financial report. No Resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions, and to make comments on the reports and on the management of the Company.

The Chairman will also give Shareholders a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to: the conduct of the audit; the preparation and content of the independent audit report; the accounting policies adopted by the Company in relation to the preparation of the financial statements; and the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

A copy of the Company's 2021 Annual Report is available on the ASX website or at <http://www.goldenrim.com.au/site/News-and-Reports/Annual-Reports>.

## Resolution 1 – Adoption of Remuneration Report

### Background

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a Resolution that the Remuneration Report as set out in the Company's 2021 Annual Report be adopted. The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity-based compensation.

Shareholders are entitled to vote on the question as to whether the Remuneration Report is to be adopted. However, the vote on Resolution 1 is advisory only and does not bind the Directors or the Company. The Chairman will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report at the Meeting.

Under the Corporations Act, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a Resolution to the second annual general meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second annual general meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than any Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The Remuneration Report for the financial year ended 30 June 2020 did not receive a vote of more than 25% against its adoption at the Company's 2020 annual general meeting held on 19 November 2020. Accordingly, if at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

## Resolution 2 – Re-election of Mr Adonis Pouroulis as a Director

### Background

Pursuant to rule 7.1(f) of the Constitution, Mr Adonis Pouroulis, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Adonis Pouroulis is a mining engineer and entrepreneur whose extensive experience and expertise lies in the discovery, exploration and development of natural resources, including diamonds, precious / base metals, coal and oil & gas, and bringing these assets into production. Mr Pouroulis has been instrumental in founding various mineral resource companies and has a wide network of industry relationships across the African continent. In particular, he founded Blue-Diamond Mines, which developed a diamond mining operation in Port Nolloth, South Africa. He also founded international diamond company Petra Diamonds, which in 1997, became the first diamond company to be listed on the London Stock Exchange's AIM market and which also became one of the largest independent diamond producers in Africa. Petra Diamonds has been listed on the Main Market of the London Stock Exchange since 2011. Mr Pouroulis also founded Pella Resources Limited, an African focused natural resource and energy group. Pella has created a strong track record in exploration and mine development across the continent.

Mr Pouroulis is a director of Chariot Oil & Gas Limited and Rainbow Rare Earths Limited, which are public companies listed on the London Stock Exchange.

### Recommendation

The Board (with Mr Pouroulis abstaining) recommends that Shareholders vote in favour of Resolution 2.

## Resolutions 3 to 8 – Capital Raising

### Background

On 15 September 2021, the Company announced that it had received commitments from investors to raise approximately \$6,000,000 (before costs) through the issue of 1,000,000,000 Shares (in each case calculated on a pre-consolidated basis) at an issue price of \$0.006 per Share (**Placement**). The Placement included participation by the Company's Directors, who subscribed for 66,666,667 Shares (approximately \$400,000).

The Placement will take place in two tranches:

- 625,000,000 Shares were issued to unrelated participants in the Placement on 23 September 2021 (**Tranche 1 Placement**), raising approximately \$3,750,000 (before costs).
- The remaining 375,000,000 Shares, which includes 66,666,667 Shares subscribed for by the Company's Directors (**Tranche 2 Placement**), are subject to Shareholder approval which is being sought at this Meeting (**Tranche 2 Placement**), to raise a further \$2,250,000 (before costs).

All Shares issued under both tranches of the Placement will be offered attaching options, expiring 18 months after their issue and with an exercise price of \$0.012 per Share (**Attaching Options**). The terms of issue of the Attaching Options are set out in Annexure A. The Attaching Options will be allocated at a ratio of one Attaching Option for every two Shares issued (in each case calculated on a pre-consolidated basis) under the Placement. The Attaching Options to be issued to participants in the Tranche 1 Placement and Tranche 2 Placement are subject to Shareholder approval under Resolutions 6 and 8.

Foster Stockbroking Limited acted as Lead Manager to the Placement.

### Use of capital raising funds

Golden Rim will use proceeds from the Placement to advance work programs at the Kada Gold Project in Guinea and for working capital.

The Company has previously advised that it is investigating new business development opportunities. It is currently reviewing and investigating various new business opportunities across the African continent including advanced gold project opportunities. All potential opportunity processes the Company is engaged in remain incomplete, and are subject to full technical, legal and economic due diligence. Whilst some

processes are more advanced than others, there is no guarantee that the Company will be able to successfully conclude a transaction. The Company cautions investors that there is no certainty that any transaction will proceed.

## **Resolutions 3 and 4 – Ratification of Tranche 1 Placement Shares under Listing Rules 7.1 and 7.1A**

### **Background**

On 23 September 2021 (**Issue Date**), the Company issued:

- (a) 358,282,236 Shares (in each case calculated on a pre-consolidated basis) to unrelated participants in the Placement, raising approximately \$2,149,693 (before costs) using the Company's placement capacity under Listing Rule 7.1 (**Listing Rule 7.1 Component**); and
- (b) 266,717,764 Shares (in each case calculated on a pre-consolidated basis) to unrelated participants in the Placement, raising approximately \$1,600,307 (before costs) using the Company's placement capacity under Listing Rule 7.1A (**Listing Rule 7.1A Component**).

Resolution 3 seeks Shareholder approval for the ratification of the issue of 358,282,236 Shares pursuant to the Tranche 1 Placement under Listing Rule 7.1.

Resolution 4 seeks Shareholder approval for the ratification of the issue of 266,717,764 Shares pursuant to the Tranche 1 Placement under Listing Rule 7.1A.

### **Listing Rules 7.4 and 7.5**

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. Under Listing Rule 7.1A, however, an eligible entity can seek approval from its shareholders, by way of a special resolution passed at its annual general meeting, to increase the 15% limit by an extra 10% to 25%. The Company sought and obtained this approval at its annual general meeting on 19 November 2020.

The Tranche 1 Placement did not fall within any of the exceptions to Listing Rule 7.1 and 7.1A and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1 and part of the 10% limit in Listing Rule 7.1A, 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 and Listing Rule 7.1A for the remaining period the Listing Rule 7.1A approval is valid (until 18 November 2021).

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 Listing Rule 7.1A and so does not reduce the company's capacity to issue further equity securities without shareholder approval under those rules.

To support its activities, the Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain prior Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 3 seeks Shareholder approval for the Listing Rule 7.1 Component and Resolution 4 seeks Shareholder approval for the Listing Rule 7.1A Component, under and for the purposes of Listing Rule 7.4.

If Resolution 3 is passed, the Listing Rule 7.1 Component will be excluded in calculating the Company's 15% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

If Resolution 3 is not passed, the Listing Rule 7.1 Component will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

If Resolution 4 is passed, the Listing Rule 7.1A Component will be excluded in calculating the Company's

10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

If Resolution 4 is not passed, the Listing Rule 7.1A Component will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

The following information in relation to the Shares the subject of Resolution 3 and the Shares the subject of Resolution 4 is provided to Shareholders for the purposes of Listing Rule 7.5:

<b>Basis on which persons to whom the securities were issued were identified or selected</b>	The Shares were issued to participants in the Tranche 1 Placement who were qualified, institutional, sophisticated and professional investors identified by Foster Stockbroking Limited, the Lead Manager. All participants in the Tranche 1 Placement were unrelated parties and were not existing substantial shareholders of the Company, with the exception of Capital DI Limited, who is a substantial shareholder of the Company.
<b>The number and class of securities issued</b>	Resolution 3: 358,282,236 Shares Resolution 4: 266,717,764 Shares
<b>Date of issue</b>	23 September 2021
<b>The price at which the securities were issued</b>	\$0.006 per Share
<b>The purpose of the issue, including the use (or intended use) of the funds raised</b>	The funds raised will be used to advance work programs at the Kada Gold Project in Guinea and for working capital.
<b>Voting exclusion statement</b>	A voting exclusion is included in the Notice in relation to each of Resolutions 3 and 4.

## Recommendation

The Board unanimously recommends that Shareholders vote in favour of each of Resolutions 3 and 4.

## Resolution 5 – Approval to issue Shares under Tranche 2 Placement

### Background

Resolution 5 seeks Shareholder approval to issue up to 308,333,333 Shares (in each case calculated on a pre-consolidated basis) under the Tranche 2 Placement (**Tranche 2 Placement**).

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 shares it had on issue at the start of that period.

The Tranche 2 Placement does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 5 seeks the required Shareholder approval to the Tranche 2 Placement under and for the purposes of Listing Rule 7.1.

If Resolution 5 is passed, the Company will be able to proceed with the Tranche 2 Placement and raise a further \$1,850,000 (before costs) that will be used to advance exploration at the Kada Gold Project in Guinea and for working capital. In addition, the Tranche 2 Placement will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the Tranche 2 Placement and its level of exploration activities, including work programs at the Kada Gold Project would be revised.

The following information is provided to Shareholders in accordance with Listing Rule 7.3:

<b>Basis on which persons to whom the securities were issued were identified or selected</b>	The Shares will be issued to the unrelated participants in the Tranche 2 Placement who were qualified, institutional, sophisticated and professional investors identified by Foster Stockbroking Limited, the Lead Manager. These persons are unrelated parties and are not existing substantial shareholders of the Company, with the exception of Capital DI Limited, who is a substantial shareholder of the Company, and agreed to split their participation across both tranches.
<b>The number and class of securities to be issued</b>	Up to 308,333,333 Shares
<b>Date by which the Company will issue the Shares</b>	The Company will issue the Shares no later than 3 months after the date of the Meeting.
<b>Issue price</b>	\$0.006 per Share (the same price as the Tranche 1 Placement Shares)
<b>The purpose of the issue, including the use (or intended use) of the funds raised</b>	The funds raised will be used to advance work programs at the Kada Gold Project in Guinea and for working capital.
<b>Voting exclusion statement</b>	A voting exclusion is included in the Notice in relation to Resolution 5.

## Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 5.

## Resolution 6 – Approval to issue Attaching Options under the Placement

### Background

Resolution 6 seeks Shareholder approval for the issue up to 466,666,666 Attaching Options (in each case calculated on a pre-consolidated basis) to be issued under the Placement as detailed above. The purpose of the issue of the Attaching Options is to satisfy the Company's obligations under the terms of the Placement by issuing one Attaching Option for every two Placement Shares issued.

An overview of Listing Rule 7.1 is provided in the section above. The issue of the Tranche 1 Placement Shares by the Company under Listing Rule 7.1 and 7.1A has left insufficient capacity to issue the Attaching Options. Accordingly, the Company is seeking Shareholder approval to issue the Attaching Options.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Attaching Options. In addition, the issue of the Attaching Options will then be excluded from the number of Equity Securities issued that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will be unable to issue the Attaching Options to Placement participants because the issue of Attaching Options is conditional on Shareholder approval on the basis that the Company does not have sufficient capacity under ASX Listing Rule 7.1 to issue the Attaching Options.

The following information is provided to Shareholders in accordance with Listing Rule 7.3:

<b>Basis on which persons to whom the securities were issued were identified or selected</b>	The Attaching Options will be issued to the unrelated participants in the Placement who were qualified, institutional, sophisticated and professional investors identified by Foster Stockbroking Limited, the Lead Manager. These persons are unrelated parties and are not existing substantial shareholders of the Company, with the exception of Capital DI Limited, who is a substantial shareholder of the Company.
<b>The number and class of securities to be issued</b>	Up to 466,666,666 Attaching Options. The Attaching Options have been allocated at a ratio of one Attaching Option for every two Shares issued under the Placement. The terms and conditions of the Attaching Options

	are set out in Annexure A.
<b>Date by which the Company will issue the Shares</b>	The Company will issue the Attaching Options no later than 3 months after the date of the Meeting.
<b>Issue price</b>	The Attaching Options will be issued for nil cash consideration as they will be issued free attaching with the Shares issued pursuant to the Placement.
<b>Exercise price</b>	\$0.012 per Attaching Option
<b>Expiry date</b>	18 months from the date of issue.
<b>The purpose of the issue, including the use (or intended use) of the funds raised</b>	No funds will be raised from the issue of the Attaching Options as they will be issued for nil consideration.
<b>Voting exclusion statement</b>	A voting exclusion is included in the Notice in relation to Resolution 6.

## Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 6.

## Resolution 7(a), 7(b) and 7(c) – Approval to issue Shares to Directors under Tranche 2 Placement

### Background

Resolutions 7(a), 7(b) and 7(c) seek Shareholder approval for the purposes of Listing Rule 10.11 and for all other purposes for the issue of Shares (in each case calculated on a pre-consolidated basis) to the Company's Directors who participated in the Tranche 2 Placement as follows:

<b>Name of the person</b>	<b>Number of Shares</b>	<b>Funds contributed</b>
Mr Adonis Pouroulis. and/or his nominee(s)	60,833,334	\$365,000
Mr Craig Mackay, and/or his nominee(s)	3,333,333	\$20,000
Ms Kathryn Davies, and/or her nominee(s)	2,500,000	\$15,000

### Listing Rules 10.11 and 10.13

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 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;
- 10.11.4 an associate of a person referred to in Listing Rule 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders, unless it obtains the approval of its shareholders.

The issues fall within Listing Rule 10.11 and do not fall within any of the exceptions in Listing Rule 10.12. Accordingly, Resolutions 7(a), 7(b) and 7(c) seek Shareholder approval to issue Shares under the Tranche 2 Placement for the purposes of Listing Rule 10.11.

If Resolution 7(a), 7(b) and 7(c) are passed, the Company will be able to proceed with the Tranche 2 Placement to Directors and raise a further \$400,000 (before costs) that will be used to advance exploration at the Kada Gold Project in Guinea and for working capital. In addition, the Tranche 2 Placement to

Directors will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 7(a), 7(b) and 7(c) are not passed, the Company will not be able to proceed with the Tranche 2 Placement to Directors and its level of exploration activities, including work programs at the Kada Gold Project would be revised.

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 7(a), 7(b) and 7(c):

<b>The name of the person</b>	Resolution 7(a): Mr Adonis Pouroulis, and/or his nominee(s) Resolution 7(b): Mr Craig Mackay, and/or his nominee(s) Resolution 7(c): Ms Kathryn Davies, and/or her nominee(s)
<b>Listing Rule 10.11 category</b>	Resolution 7(a): 10.11.1 or 10.11.4 Resolution 7(b): 10.11.1 or 10.11.4 Resolution 7(c): 10.11.1 or 10.11.4
<b>Number of securities to be issued</b>	Resolution 7(a): 60,833,334 Resolution 7(b): 3,333,333 Resolution 7(c): 2,500,000
<b>The date by which the Company will issue the securities</b>	The Company will issue the Tranche 2 Placement Shares not more than 1 month after the date of the Meeting.
<b>The price or other consideration the Company will receive for the issue</b>	\$0.006 per Share (the same price as the Tranche 1 Placement Shares)
<b>Purpose of the issue, including intended use of funds raised</b>	The funds raised will be used to advance work programs at the Kada Gold Project in Guinea and for working capital.
<b>Voting exclusion statement</b>	A voting exclusion is included in the Notice in relation to each of Resolutions 7(a), 7(b) and 7(c).

## Chapter 2E of the Corporations Act

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

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provision; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, each of the Directors is a related party of the Company and the issue of Shares is a financial benefit. Section 210 of the Corporations Act provides that shareholder approval under section 208 of the Corporations Act is not required if the financial benefit to be provided to the related party is on terms that would be reasonable in the circumstances if the company and the related party were dealing at arm's length or are less favourable to the related than those terms.

In the circumstances, the Directors have determined that the exception in section 210 of the Corporations Act applies as the Tranche 2 Placement Shares will be issued to each Director on exactly the same terms as Shares were and will be issued to non-related party participants in the Placement and accordingly, the provision of the financial benefit to the related parties will be on arm's length terms.

## Resolution 8(a), 8(b) and 8(c) – Approval to issue Attaching Options to Directors under the Placement

### Background

Resolutions 8(a), 8(b) and 8(c) seek Shareholder approval for the purposes of Listing Rule 10.11 and for all other purposes for the issue of Attaching Options (in each case calculated on a pre-consolidated basis) to the Company's Directors who participated in the Placement as follows:

Name of the person	Number of Attaching Options
Mr Adonis Pouroulis, and/or his nominee(s)	30,416,667
Mr Craig Mackay, and/or his nominee(s)	1,666,667
Ms Kathryn Davies, and/or her nominee(s)	1,250,000

The purpose of the issue of the Attaching Options is to satisfy the Company's obligations under the terms of the Placement by issuing one Attaching Option for every two Placement Shares issued.

The issue of the Placement Shares by the Company under Listing Rule 7.1 and 7.1A has left insufficient capacity to issue the Attaching Options. Accordingly, the Company is seeking Shareholder approval to issue the Attaching Options to the Company's Directors who participated in the Tranche 2 Placement.

If Resolution 8(a), 8(b) and 8(c) is passed, the Company will be able to proceed with the issue of the Attaching Options. In addition, the issue of the Attaching Options will then be excluded from the number of Equity Securities issued that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 8(a), 8(b) and 8(c) is not passed, the Company will be unable to issue the Attaching Options because the issue of Attaching Options is conditional on Shareholder approval on the basis that the Company does not have sufficient capacity under ASX Listing Rule 7.1 to issue the Attaching Options.

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 8(a), 8(b) and 8(c):

<b>Name of the person</b>	Resolution 8(a): Mr Adonis Pouroulis, and/or his nominee(s) Resolution 8(b): Mr Craig Mackay, and/or his nominee(s) Resolution 8(c): Ms Kathryn Davies, and/or her nominee(s)
<b>Listing Rule 10.11 category</b>	Resolution 8(a): 10.11.1 Resolution 8(b): 10.11.1 Resolution 8(c): 10.11.1
<b>The number and class of securities to be issued</b>	Resolution 8(a): 30,416,667 Attaching Options Resolution 8(b): 1,666,667 Attaching Options Resolution 8(c): 1,250,000 Attaching Options  The Attaching Options have been allocated at a ratio of one Attaching Option for every two Shares issued under the Placement. The terms and conditions of the Attaching Options are set out in Annexure A.
<b>Date by which the Company will issue the Shares</b>	The Company will issue the Options no later than 1 month after the date of the Meeting.
<b>Issue price</b>	The Attaching Options will be issued for nil cash consideration as they will be issued free attaching with the Shares issued pursuant to the Placement.
<b>Exercise price</b>	\$0.012 per Attaching Option
<b>Expiry date</b>	18 months from the date of issue. All Attaching Options will be issued on the same date.



<b>Purpose of the issue, including the use (or intended use) of the funds raised</b>	No funds will be raised from the issue of the Attaching Options as they will be issued for nil consideration.
<b>Voting exclusion statement</b>	A voting exclusion is included in the Notice in relation to each of Resolutions 8(a), 8(b) and 8(c).

## Resolution 9 – Approval of Additional 10% Placement Capacity

### Background

In addition to a company's 15% placement capacity under Listing Rule 7.1, an “eligible entity” which has obtained shareholder approval for the purposes of Listing Rule 7.1A via a special resolution may issue, or agree to issue, Equity Securities up to 10% of its issued share capital over a 12-month period after the annual general meeting at which the approval is sought (**Additional 10% Placement Capacity**).

An entity will be an “eligible entity” able to seek approval under Listing Rule 7.1A if:

- (a) the entity has a market capitalisation of \$300 million or less; and
- (b) the entity is not included in the S&P ASX 300 Index.

The Company has a market capitalisation of approximately \$19.77 million as at 23 September 2021 and is an eligible entity for the purposes of Listing Rule 7.1A.

Resolution 9 seeks Shareholders' approval to issue additional Equity Securities under the Additional 10% Placement Capacity. The approval of the Additional 10% Placement Capacity provides greater flexibility for the Board to issue, or agree to issue, Shares in the 12-month period following the Meeting. It is anticipated that funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity would be applied towards exploration activities and evaluation (including scoping, feasibility and other studies), the acquisition of new assets (should suitable assets be identified), administration costs and general working capital.

If passed, Resolution 9 will allow the Company to issue, or agree to issue, Equity Securities under Listing Rule 7.1A during the Additional Placement Period (as defined below) in addition to the Company's 15% placement capacity under Listing Rule 7.1, so a combined limit of 25%, without any further Shareholder approval.

If Resolution 9 is not passed, the Company will not be able to access the Additional 10% Placement Capacity and will remain limited to the 15% limit set out in Listing Rule 7.1.

### Listing Rule 7.1A

Equity Securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Notice, the Company has quoted Shares on issue.

As at the date of this Notice, the Company has 3,295,349,679 Shares on issue. Therefore, based on the number of Shares on issue as at the date of this Notice and subject to Shareholders approving Resolution 9, the Company may issue 329,534,967 Equity Securities in accordance with Listing Rule 7.1A. Shareholders should note that the calculation of the number of Equity Securities that may be issued under the Additional 10% Placement Capacity is a moving calculation and will be based the formula set out in Listing Rule 7.1A.2 at the time of issue, or the agreement to issue, the Equity Securities. That formula is:

$$(A \times D) - E$$

**A** is the number of Shares on issue at the commencement of the Relevant Period:

- (a) plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (b) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 Exception 9 where:
  - (i) the convertible securities were issued or agreed to be issued before the

- commencement of the Relevant Period; or
- (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
- (c) plus the number of Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 Exception 16 where:
- (i) the agreement was entered into before the commencement of the Relevant Period; or
  - (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
- (d) plus the number of partly paid Shares that became fully paid in the Relevant Period,
- (e) less the number of fully paid Shares cancelled in the Relevant Period.

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

Shareholders will be informed of any issue of Equity Securities under the Additional 10% Placement Capacity as the Company will disclose to the market at the time of issue the specific information required by Listing Rule 3.10.3. The table below demonstrates various examples as to the number of Equity Securities that may be issued using the Additional 10% Placement Capacity.

Variable 'A'	Number of Shares issued and funds raised under the Additional 10% Placement Capacity and dilution effect	Dilution		
		Issue Price at half the current market price \$0.003	Issue Price at current market price \$0.006	Issue Price at double the current market price \$0.012
<b>Current Variable 'A'</b> 3,295,349,679 Shares	<b>Shares issued</b>	329,534,967	329,534,967	329,534,967
	<b>Funds raised</b>	\$988,605	\$1,977,210	\$3,954,420
	<b>Dilution</b>	10%	10%	10%
<b>50% increase in current Variable 'A'</b> 4,943,024,518 Shares	<b>Shares issued</b>	494,302,451	494,302,451	494,302,451
	<b>Funds raised</b>	\$1,482,907	\$2,965,815	\$5,931,629
	<b>Dilution</b>	10%	10%	10%
<b>100% increase in current variable 'A'</b> 6,590,699,358 Shares	<b>Shares issued</b>	659,069,935	659,069,935	659,069,935
	<b>Funds raised</b>	\$1,977,210	\$3,954,420	\$7,908,839
	<b>Dilution</b>	10%	10%	10%

**Note:** The table above assumes:

- (a) No Options are exercised before the date of the issue of the Equity Securities.
- (b) The issue of Equity Securities under the Additional 10% Placement Capacity consists only of Shares.
- (c) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of

placements under the Additional 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

Resolution 9 is a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) to be passed.

### Specific information required by Listing Rule 7.3A

The following information in relation to the Shares proposed to be issued is provided to Shareholders for the purposes of Listing Rule 7.3A:

<b>Minimum price</b>	<p>The Equity Securities will be issued at an issue price of not less than 75% of the Volume Weighted Average Price for the Company's Equity Securities over the 15 Trading Days on which trades in the class were recorded immediately before:</p> <ul style="list-style-type: none"> <li>(a) the date on which the price at which the Equity Securities are to be issued is agreed; or</li> <li>(b) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.</li> </ul>
<b>Potential risk of economic and voting dilution</b>	<p>If Resolution 9 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Capacity, Shareholders who do not participate (either because they are not invited to participate or because they elect not to participate) in any such issue, will have their existing interest and voting power in the Company diluted. There is also a risk that:</p> <ul style="list-style-type: none"> <li>(a) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; or</li> <li>(b) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities,</li> </ul> <p>which may have an effect on the amount of funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity.</p> <p>The table above shows the dilution of existing Shareholders upon the issue of the maximum number of Equity Securities under the Additional 10% Placement Capacity, using different variables for the number of ordinary securities for variable 'A' (as defined in Listing Rule 7.1A) and the market price of Shares. It is noted that variable 'A' is based on the number of ordinary securities the Company has on issue at the time of the proposed issue of Equity Securities.</p> <p>The table shows:</p> <ul style="list-style-type: none"> <li>(a) examples of where variable 'A' is at its current level, and where variable 'A' has increased by 50% and by 100%;</li> <li>(b) examples of where the issue price of ordinary securities is the current market price as at close of trade on 23 September 2021, being \$0.006 (<b>current market price</b>), where the issue price is halved, and where it is doubled; and</li> </ul>

	(c) that the dilutionary effect will always be 10% if the maximum number of Equity Securities that may be issued under the Additional 10% Placement Capacity are issued.
<b>Timing of potential issues</b>	<p>Approval of the Additional 10% Placement Capacity will be valid during the period (<b>Additional Placement Period</b>) from the date of the Meeting and will expire on the earlier of:</p> <ul style="list-style-type: none"> <li>(a) the date that is 12 months after the date of the Meeting; and</li> <li>(b) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).</li> </ul>
<b>Purpose of potential issues</b>	The Company may seek to issue the Equity Securities to raise funds for exploration activities and evaluation (including scoping, Feasibility and other studies), the acquisition of new assets (should suitable assets be identified), administration costs and general working capital.
<b>Allocation policy</b>	<p>The identity of the persons to whom Equity Securities will be issued is not yet known and will be determined on a case by case basis having regard to market conditions at the time of the proposed issue of Equity Securities, including consideration of matters including, but not limited to:</p> <ul style="list-style-type: none"> <li>(a) the ability of the Company to raise funds at the time of the proposed issue of Equity Securities and whether the raising of any funds under such placement could be carried out by means of an entitlement offer, or a placement and an entitlement offer;</li> <li>(b) the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of proposed issued of Equity Securities;</li> <li>(c) the financial situation and solvency of the Company; and</li> <li>(d) advice from its professional advisers, including corporate, financial and broking advisers (if applicable).</li> </ul> <p>The persons to whom Equity Securities will be issued under the Additional 10% Placement Capacity have not been determined as at the date of this Notice but will not include related parties (or their Associates) of the Company.</p>
<b>Previous approval under Listing Rule 7.1A</b>	The Company previously obtained Shareholder approval under Listing Rule 7.1A on 19 November 2020. In the 12 months preceding the date of the Meeting, the Company has issued 472,323,064 Equity Securities under Listing Rule 7.1A2 which represents 26.4% of the total number of Equity Securities on issue at the commencement of that 12-month period. <b>Annexure B</b> sets out information in relation to each issue of Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting.

## Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 9.

## Resolution 10(a), 10(b) and 10(c) – Approval to issue Director Options

### Background

The Company proposes to grant a total of 39,500,000 Director Options (in each case calculated on a pre-consolidated basis) to the Directors or their nominees as follows:

- Mr Adonis Pouroulis – 13,500,000 Director Options
- Mr Craig Mackay – 16,000,000 Director Options
- Ms Kathryn Davies – 10,000,000 Director Options

Each Director Option will have an exercise price equal to \$0.012 and an expiry date of 2 years from the date of issue.

The Board has determined the exercise price of the Director Options with regard to the market value of the Shares and considers the price to be a suitable premium to meet the objectives of the proposed grant of Director Options.

Under the Company's current circumstances, the Directors consider that the issue of Director Options to Mr Pouroulis and Ms Davies represents a means for the Company to remunerate those Directors while conserving cash. The Director Options do not have any vesting conditions or performance hurdles attached to them.

The issue of the Director Options to Mr Mackay, as the Company's Managing Director, is designed to promote superior performance and long term commitment to the Company and to align his remuneration with the current competitive market and business conditions. Further, it also provides an incentive to participate in the future growth and prosperity of the Company through Share ownership. Under the Company's current circumstances, the Board considers that the incentive intended for Mr Mackay represented by the issue of 16,000,000 Director Options is a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

Set out below are details of each of the Directors' relevant interests in securities of the Company (held directly and indirectly) as at the date of this Notice:

Name of Director	Shares	Options
Mr Adonis Pouroulis	180,359,917	5,000,000 exercisable at \$0.03 cents each, expiring 17/01/2022 12,300,000 exercisable at \$0.01 cents each, expiring 18/08/2022 5,000,000 exercisable at \$0.03 cents each, expiring 30/11/2022
Mr Craig Mackay	18,709,300	10,000,000 exercisable at \$0.03 cents each, expiring 29/11/2021 1,500,000 exercisable at \$0.01 cents each, expiring 18/08/2022 8,000,000 exercisable at \$0.03 cents each, expiring 30/11/2022
Ms Kathryn Davies	4,302,483	2,800,000 exercisable at \$0.03 cents each, expiring 29/11/2021 3,000,000 exercisable at \$0.03 cents each, expiring 30/11/2022

If passed, Resolutions 10(a), 10(b) and 10(c) will give the Directors power to grant a total of 39,500,000 Director Options on the terms and conditions as set out in Annexure C and as otherwise mentioned above. The indicative capital structure of the Company as at the date of this Notice is set out in the table below.

Shares	Number
Shares	3,295,349,679
Options	Number
Total Unquoted Options <small>See Note</small>	317,059,015
<b>Total Options</b>	

**Note:**

1. 27,600,000 unquoted Options with an exercise price of \$0.03 and an expiry date of 29/11/2021.
2. 5,000,000 unquoted Options with an exercise price of \$0.03 and an expiry date of 17/01/2022.
3. 79,638,959 unquoted Options with an exercise price of \$0.01 and an expiry date of 29/06/2022.
4. 132,473,016 unquoted Options with an exercise price of \$0.01 and an expiry date of 18/08/2022.
5. 16,541,680 unquoted Options with an exercise price of \$0.0061 and an expiry date of 20/08/2022.
6. 24,700,000 unquoted Options with an exercise price of \$0.03 and an expiry date of 30/11/2022.
7. 7,105,360 unquoted Options with an exercise price of \$0.01015 and an expiry date of 02/02/2023.
8. 4,000,000 unquoted Options with an exercise price of \$0.03 and an expiry date of 12/04/2023.
9. 20,000,000 unquoted Options with an exercise price of \$0.018 and an expiry date of 13/04/2023.

If all Director Options granted as proposed by Resolutions 10(a), 10(b) and 10(c) are exercised, and assuming all existing Options on issue have been exercised, the effect of the exercise of the Director Options the subject of Resolutions 10(a), 10(b) and 10(c) would be to dilute the shareholding of existing Shareholders (including new Shareholders as a result of the Options being exercised) by 1.09%. The market price of the Company's Shares during the period of the Director Options will generally determine whether or not the Directors exercise the Director Options. At the time any Director Options are exercised, and Shares are issued pursuant to the exercise Director Options, the Company's Shares may be trading at a price which is higher than the exercise price of the Director Options. The Director Options will not be quoted on ASX.

The following table gives details of the highest, lowest and latest closing prices of the Company's Shares trading on ASX over the past 12 months ending on 23 September 2021:

Highest price/date	Lowest price/date	Latest price/date
\$0.02 13 October 2020	\$0.006 23 September 2021	\$0.006 23 September 2021

## Chapter 2E of the Corporations Act

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

- (a) the giving of the financial benefits falls within one of the nominated exceptions to the provision; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, each of the Directors is a related party of the Company and the proposed issue of Director Options is a financial benefit.

One of the nominated exceptions referred to in paragraph (a) above is where the financial benefit is remuneration to a related party as an officer or employee of the company, and to give the remuneration would be reasonable given the circumstances of the public company, and the related party's circumstances (including the responsibilities involved in the office or employment). The Board (independent of Mr Pouroulis in respect of Resolution 10(a), independent of Mr Mackay in respect of Resolution 10(b) and independent of Ms Davies in respect of Resolution 10(c)) considers that the issue of the Director Options is a benefit that constitutes reasonable remuneration for the purposes of section 211 of the Corporations Act. Accordingly, Shareholder approval is not being sought for the purposes of Chapter 2E of the Corporations Act, but is being sought for the purposes of Listing Rule 10.11.

## Listing Rules 10.11 and 10.13

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 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;
- 10.11.4 an associate of a person referred to in Listing Rule 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders, unless it obtains the approval of its shareholders.

For the purposes of Listing Rule 10.11, each of the persons listed in the table below are persons that Listing Rule 10.11 applies to for the reasons also set out in the table above. The issue falls within Listing Rule 10.11 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11. Accordingly, Resolutions 10(a), 10(b) and 10(c) each seek Shareholder approval to issue Director Options for the purposes of Listing Rule 10.11.

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 10(a), 10(b) and 10(c):

	Resolution 10(a)	Resolution 10(b)	Resolution 10(c)																						
The name of the person	Mr Adonis Pouroulis, a Director, and/or his nominee(s)	Mr Craig Mackay, a Director, and/or his nominee(s)	Ms Kathryn Davies, a Director, and/or her nominee(s)																						
Listing Rule 10.11 Category	10.11.1 or 10.11.4	10.11.1 or 10.11.4	10.11.1 or 10.11.4																						
Number of securities to be issued	13,500,000 Director Options	16,000,000 Director Options	10,000,000 Director Options																						
The date by which the Company will issue the securities	The Company will issue the Director Options on a date not more than 1 month after the date of the Meeting.																								
The price or other consideration the Company will receive for the issue	The Director Options will be issued for nil cash consideration, as they will be issued as part of the Director’s remuneration package for the year ended 30 June 2022.  If all the Director Options were exercised, the Company would receive \$474,000.																								
Purpose of the issue, including intended use of funds raised	The purpose of issuing the Director Options is to form part of each of the Director’s remuneration package for the year ended 30 June 2022. No funds will be raised by the issue of the Director Options.																								
Current total remuneration package for the current financial year	<table><tr><th>Director</th><th>Base Salary</th><th>Superannuation</th><th>Value of Director Options<sup>1</sup></th><th>Total</th></tr><tr><td>Adonis Pouroulis</td><td>\$74,000</td><td>Nil</td><td>\$27,000</td><td>\$101,000</td></tr><tr><td>Craig Mackay</td><td>\$304,925</td><td>\$23,568</td><td>\$32,000</td><td>\$360,493</td></tr><tr><td>Kathryn Davies</td><td>\$203,182</td><td>\$20,318</td><td>\$20,000</td><td>\$243,500</td></tr></table>					Director	Base Salary	Superannuation	Value of Director Options <sup>1</sup>	Total	Adonis Pouroulis	\$74,000	Nil	\$27,000	\$101,000	Craig Mackay	\$304,925	\$23,568	\$32,000	\$360,493	Kathryn Davies	\$203,182	\$20,318	\$20,000	\$243,500
Director	Base Salary	Superannuation	Value of Director Options <sup>1</sup>	Total																					
Adonis Pouroulis	\$74,000	Nil	\$27,000	\$101,000																					
Craig Mackay	\$304,925	\$23,568	\$32,000	\$360,493																					
Kathryn Davies	\$203,182	\$20,318	\$20,000	\$243,500																					
Voting exclusion statement	A voting exclusion statement is included in the Notice in relation to each of Resolutions 10(a), 10(b) and 10(c).																								

**Note:**

- The indicative valuation of \$0.002 per Director Option is an indicative valuation of each Director Option using the Black Scholes Model calculated on 23 September 2021.

## **Resolution 11 – Approval of Consolidation of Capital**

### **Background**

If Resolution 11 is passed and excluding any securities issued pursuant to the other Resolutions, the number of:

- (a) Shares on issue will be reduced from 3,295,349,679 to approximately 219,689,979 subject to rounding; and
- (b) Options on issue as at the date of the Meeting will be reduced from a total of 317,059,015 to approximately 21,137,268 (subject to rounding).

The Company is proposing to undertake a consolidation of its issued share capital on a 15 for 1 basis (**Consolidation**).

The Directors propose the Consolidation for the following reasons:

- (a) the Company's number of Shares on issue represents a relatively large number when compared to its peer group listed on the ASX; and
- (b) the Consolidation will result in a more appropriate and effective capital structure for the Company and a share price more appealing to a wider range of investors.

### **Legal requirements**

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its securities into a larger or smaller number.

### **Fractional entitlements**

Not all Securityholders will hold that number of Shares or Options (as the case may be) which can be evenly divided by 15. Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole Security.

### **Taxation**

It is not considered that any taxation implications will exist for Securityholders arising from the Consolidation. However, Securityholders are advised to seek their own tax advice on the effect of the Consolidation and the Company does not accept any responsibility for the individual taxation implications arising from the Consolidation.

### **Holding statements**

From the date of the Consolidation, all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities.

It is the responsibility of each Securityholder to check the number of Securities held prior to disposal or exercise (as the case may be).

### **Effect on capital structure**

The effect which the Consolidation will have on the Company's capital structure is set out in the table below (subject to rounding):



Security type	Pre-consolidated number	Post-consolidated number	Pre-consolidated options exercise price	Post-consolidated options exercise price
Shares	3,295,349,679	219,689,979	-	-
Unlisted Options expiring 29 November 2021	27,600,000	1,840,000	\$0.03	\$0.45
Unlisted Options expiring 17 January 2022	5,000,000	333,333	\$0.03	\$0.45
Unlisted Options expiring 29 June 2022	79,638,959	5,309,264	\$0.01	\$0.15
Unlisted Options expiring 18 August 2022	132,473,016	8,831,534	\$0.01	\$0.15
Unlisted Options expiring 20 August 2022	16,541,680	1,102,779	\$0.061	\$0.0915
Unlisted Options expiring 30 November 2022	24,700,000	1,646,667	\$0.03	\$0.45
Unlisted Options expiring 2 February 2023	7,105,360	473,691	\$0.01015	\$0.15225
Unlisted Options expiring 12 April 2023	4,000,000	266,667	\$0.03	\$0.45
Unlisted Options expiring 13 April 2023	20,000,000	1,333,333	\$0.018	\$0.27

### Indicative timetable

If Resolution 11 is passed, the reduction of capital will take effect in accordance with the following timetable which is subject to change (as set out in Appendix 7A (paragraph 5) of the ASX Listing Rules):

Action	Date
Company tells ASX that Shareholders have approved the Consolidation.	Friday, 5 November 2021
Last day for pre-Consolidation trading.	Monday, 8 November 2021
Post-Consolidation trading starts on a deferred settlement basis.	Tuesday, 9 November 2021
Last day for Company to register transfers on a pre- Consolidation basis.	Wednesday, 10 November 2021
First day for Company to send notice to each holder of the change in their details of holdings.	Thursday, 11 November 2021
First day for the Company to register Securities on a post- Consolidation basis and first day for issue of holding statements.	
Change of details of holdings date. Deferred settlement market ends.	Wednesday, 17 November 2021
Last day for Securities to be entered into holders' Security holdings.	
Last day for the Company to send notice to each holder of the change in their details of holdings.	

### Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 11.

## Glossary

**\$** means Australian dollars.

**Accounting Standards** has the meaning given to that term in the Corporations Act.

**Additional 10% Placement Capacity** has the meaning set out in Resolution 9 of the Explanatory Memorandum.

**Additional Placement Period** has the meaning set out in Resolution 9 of the Explanatory Memorandum.

**AEDT** means Australian Eastern Daylight Time.

**Annexure A** means the annexure to the Explanatory Memorandum marked A.

**Annexure B** means the annexure to the Explanatory Memorandum marked B.

**Annexure C** means the annexure to the Explanatory Memorandum marked C.

**Annual Report** means the annual report of the Company for the year ended 30 June 2021.

**Associate** has the meaning given in the Listing Rules.

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

**Attaching Option** means an unquoted Option with the terms and conditions set out in Annexure A.

**Auditor** means the Company's auditor from time to time.

**Auditor's Report** means the report of the Auditor contained in the Annual Report for the year ended 30 June 2021.

**Board** means the Directors.

**Chairman** means the individual elected to chair any meeting of the Company from time to time.

**Closely Related Party** has the meaning given to that term in the Corporations Act.

**Consolidation** has the meaning given to it in Resolution 11 of the Explanatory Memorandum.

**Company** means Golden Rim Resources Ltd ABN 39 006 710 774.

**Constitution** means the Company's constitution, as at the date of this Notice.

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

**Director Option** means an unquoted Option with the terms and conditions set out in Annexure C.

**Directors** means the directors of the Company.

**Directors' Report** means the directors' report set out in the Annual Report for the year ended 30 June 2021.

**Equity Securities** has the meaning set out in the ASX Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum accompanying this Notice.

**Key Management Personnel** has the meaning given to that term in the Accounting Standards.

**Listing Rules** means the ASX Listing Rules.

**Meeting** means the Annual General Meeting convened by the Notice.

**Notice** means this Notice of Annual General Meeting.

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

**Optionholder** means a holder of an Option.

**Relevant Period** has the same meaning as in Listing Rule 7.1.

**Remuneration Report** means the remuneration report set out in the Annual Report for the financial year ended 30 June 2021.

**Resolution** means a resolution contained in the Notice.

**Restricted Voter** means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

**Security** means a Share or Option.

**Securityholder** means a holder of Securities.

**Shareholder** means a member of the Company from time to time.

**Shares** means fully paid ordinary shares in the capital of the Company.

**Spill Meeting** has the meaning set out in Resolution 1 of the Explanatory Memorandum.

**Spill Resolution** the meaning set out in Resolution 1 of the Explanatory Memorandum.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**Volume Weighted Average Market Price** has the meaning given to that term in the Listing Rules.

## Annexure A – Terms and Conditions of Attaching Options

1. No consideration is payable for the issue of an Attaching Option.
2. The Attaching Options will not be quoted on ASX.
3. The Attaching Options expire at 5.00pm AEST time on the date that is eighteen months after the issue date of the Options (**Expiry Date**).
4. Subject to these terms and conditions, each Attaching Option carries the right in favour of the holder to subscribe for one fully paid ordinary share issued in the capital of the Company (**Share**) upon payment of \$0.012 (**Exercise Price**).
5. The Attaching Options may be exercised in whole or in part. If the Attaching Options are exercised in part each notice of exercise must be for not less than 500,000 Shares and in multiples of 500,000 Shares.
6. The Attaching Options are exercisable by delivery to the Company of:
  - (a) a duly completed and executed option exercise notice; and
  - (b) payment to the Company of an amount in cleared funds equal to the Exercise Price multiplied by the number of Attaching Options being exercised.
7. The Company will issue and allot the resultant Shares within 20 Business Days of receipt of the deliverables referred to in condition 6 above. A Share issued upon exercise of an Attaching Option will rank equally in all respects with Shares already on issue on the date of issue of the Shares, except for entitlements which had a record date before the date of issue of that Share. The Company will apply for official quotation on ASX of a Share issued upon exercise of an Attaching Option.
8. The Attaching Options must not be assigned, transferred, novated, encumbered with a security interest in or over them or otherwise disposed of by a holder except in accordance with these terms and conditions or approval by the Board.
9. An Attaching Option holder has no right or interest in a Share the subject of an Attaching Option held by the holder unless and until the Attaching Option is exercised and the Share is issued. Nor does the holder of an Attaching Option have any rights to dividends, rights to vote or rights to the capital of the Company as a shareholder as a result of holding an Attaching Option. Subject to the Corporations Act and the Constitution, an Attaching Option holder will not, as a holder of an Attaching Option, have any right to attend to vote at meetings of shareholders.
10. Attaching Option holders are not entitled to participate in any new issue of securities to existing holders of Shares unless they are entitled to exercise their Attaching Options and do exercise their Attaching Options and receive Shares before the record date for the determination of entitlements to the new issue of securities and participate as a holder of Shares.
11. If there is a reorganisation of the issued capital of the Company (including a consolidation, subdivision, reduction or return) then the rights of an Attaching Option holder (including the number of Attaching Options to which the Attaching Option holder is entitled and the Exercise Price) will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

## Annexure B – Equity Securities issued by the Company during the 12 months preceding the Meeting

Date of issue	Class of Equity Securities	No. issued or agreed to be issued	Summary of terms	Names of persons who were issued the securities or basis on which those persons were identified or selected	Issue price \$	Discount to closing market price on the date of issue or agreement to issue (if any)	Amount of cash consideration received or to be received by the Company, the amount of that cash that has been spent, what it was spent on and what is the intended use for remaining amount of cash (if any)	Non-cash consideration and current market value of non-cash consideration
08/02/21	ORD fully paid shares	205,605,300	The Shares rank equally with all other fully paid ordinary shares on issue.	<b>Tranche 1 Share Placement:</b> To unrelated, qualified, institutional, sophisticated and professional investors as identified by the Joint Lead Managers to the share placement.	\$0.009	\$0.002	Cash consideration: \$1,850,448 Amount of cash spent: \$1,850,448 Use of cash: Funds were used to fund work programs at the Company's Kada Gold Project in Guinea, Kouri Gold Project in Burkina Faso and for working capital.	N/A
23/09/21	ORD fully paid shares	266,717,764	The Shares rank equally with all other fully paid ordinary shares on issue.	<b>Tranche 1 Share Placement:</b> To unrelated, qualified, institutional, sophisticated and professional investors as identified by the Lead Manager to the share placement.	\$0.006	\$0.001	Cash consideration: \$1,600,307 Amount of cash spent: \$0.00 Use of cash: Funds will be used to advance exploration at the Company's flagship Kada Gold Project in West Africa and for working capital.	N/A
<b>TOTAL</b>		472,323,064						

## Annexure C – Terms and Conditions of Director Options

1. No consideration is payable for the issue of a Director Option.
2. The Director Options will not be quoted on ASX.
3. The Director Options expire at 5.00pm AEDT time on the date that is two years after the issue date of the Options (**Expiry Date**).
4. Each Director Option carries the right in favour of the holder to subscribe for one fully paid ordinary share issued in the capital of the Company (**Share**) upon payment of \$0.012 (**Exercise Price**).
5. The Director Options are exercisable by delivery to the Company of:
  - (a) a duly completed and executed option exercise notice in the form annexed to these terms and conditions;
  - (b) the Certificate for the Director Options or, if the Certificate for the Director Options has been lost or destroyed, a declaration to that effect, accompanied by an indemnity in favour of the Company against any loss, costs or expenses which might be incurred by the Company as a consequence of its relying on the declaration that the certificate has been lost or destroyed; and
  - (c) payment to the Company of an amount in cleared funds equal to the Exercise Price multiplied by the number of Director Options being exercised.
6. The Company will issue and allot the resultant Shares within 20 Business Days of receipt of the deliverables referred to in condition 5 above. A Share issued upon exercise of a Director Option will rank equally in all respects with Shares already on issue on the date of issue of the Shares, except for entitlements which had a record date before the date of issue of that Share. The Company will apply for official quotation on ASX of a Share issued upon exercise of a Director Option.
7. The Director Options must not be assigned, transferred, novated, encumbered with a Security Interest in or over them or otherwise disposed of by a holder except in the approval of the Board.
8. A Director Option holder has no right or interest in a Share the subject of a Director Option held by the holder unless and until the Director Option is exercised and the Share is issued. Nor does the holder of a Director Option have any rights to dividends, rights to vote or rights to the capital of the Company as a shareholder as a result of holding a Director Option. Subject to the Corporations Act and the Constitution, a Director Option holder will not, as a holder of a Director Option, have any right to attend to vote at meetings of shareholders.
9. Director Option holders are not entitled to participate in any new issue of securities to existing holders of Shares unless they are entitled to exercise their Director Options and do exercise their Director Options and receive Shares before the record date for the determination of entitlements to the new issue of securities and participate as a holder of Shares.
10. If the Company makes a pro rata issue of Shares (except a bonus issue) to existing holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of a Director Option before the record date for determining entitlements to the pro rata issue, the Exercise Price of the Director Option will be reduced according to the formula specified in the ASX Listing Rules.
11. If the Company makes a bonus issue of Shares to existing holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of a Director Option before the record date for determining entitlements to the bonus issue, then the number of underlying Shares over which the Director Option is exercisable will be increased by the number of Shares which the Director Option holder would have received if the Director Option holder had exercised the Director Option before the record date for the bonus issue. No adjustment will be made to the Exercise Price.
12. If there is a reorganisation of the issued capital of the Company (including a consolidation, subdivision, reduction or return) then the rights of a Director Option holder (including the number of Director Options to which the Director Option holder is entitled and the Exercise Price) will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

## LODGE YOUR VOTE



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

Golden Rim Resources Ltd  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
Level 12, 680 George Street, Sydney NSW 2000

\*during business hours Monday to Friday (9:00am - 5:00pm)  
and subject to public health orders and restrictions



### ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

## LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **5:30pm (AEDT) on Wednesday, 3 November 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged:



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

### QR Code



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO 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 those 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 Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

NAME SURNAME  
ADDRESS LINE 1  
ADDRESS LINE 2  
ADDRESS LINE 3  
ADDRESS LINE 4  
ADDRESS LINE 5  
ADDRESS LINE 6



X99999999999

## PROXY FORM

I/We being a member(s) of Golden Rim Resources Ltd and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held as a virtual meeting at **5:30pm (AEDT) on Friday, 5 November 2021** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1, 10a, 10b & 10c:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 10a, 10b & 10c, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.**

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7c Approval to issue Shares to Director, Ms Kathryn Davies under Tranche 2 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Adonis Pouroulis as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8a Approval to issue Attaching Options to Director, Mr Adonis Pouroulis under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of prior issue of Shares under Tranche 1 Placement (LR 7.1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8b Approval to issue Attaching Options to Director, Mr Craig Mackay under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of prior issue of Shares under Tranche 1 Placement (LR 7.1A)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8c Approval to issue Attaching Options to Director, Ms Kathryn Davies under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval to issue Shares under Tranche 2 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to issue Attaching Options under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10a Approval to issue Director Options to Director, Mr Adonis Pouroulis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7a Approval to issue Shares to Director, Mr Adonis Pouroulis under Tranche 2 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10b Approval to issue Director Options to Director, Mr Craig Mackay	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7b Approval to issue Shares to Director, Mr Craig Mackay under Tranche 2 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10c Approval to issue Director Options to Director, Ms Kathryn Davies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				11 Approval of Consolidation of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

GMR PRX2103N

## Golden Rim Resources Ltd – 2021 Annual General Meeting

Dear Shareholder,

Golden Rim Resources Ltd (ASX: GMR) (Company) is pleased to invite shareholders to attend the Annual General Meeting (AGM or Meeting) to be held on **Friday, 5 November 2021 at 5.30pm (AEDT)**.

Due to the ongoing uncertainty and potential health risks created by the COVID-19 pandemic and taking into consideration the actions by governments to address these concerns, we will be hosting a virtual (online) AGM in 2021.

### Notice of Meeting

The Notice of Meeting for the AGM is available online at <http://www.goldenrim.com.au/site/News-and-Reports/ASX-Announcements>. We will not be sending shareholders a hard copy of the Notice of Meeting by post ahead of the AGM. This approach is consistent with the relief provided by the Commonwealth Treasurer in response to the COVID-19 pandemic.

This letter provides information to guide shareholders as to how to attend and participate in the AGM. If it becomes necessary to give further updates about the AGM, information will be lodged with the ASX at [www.asx.com.au](http://www.asx.com.au) (ASX code: GMR) and posted on our website at <http://www.goldenrim.com.au/site/News-and-Reports/ASX-Announcements>.

### How to attend and participate at the AGM

Shareholders can attend the AGM online and will be able to view a live webcast of the Meeting, ask questions and cast votes in real time whilst the Meeting is in progress.

### Registration is essential.

To register, visit: [https://us02web.zoom.us/webinar/register/WN\\_Xvdq-TrXRkemtELpK3\\_UMg](https://us02web.zoom.us/webinar/register/WN_Xvdq-TrXRkemtELpK3_UMg)

Important note: you will need to provide your details - including your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) - to be verified as a shareholder.

After registering, you will receive a confirmation email containing a link to access the AGM online. Shareholders who intend to join the AGM are requested to do so 15 minutes prior to the start time of the Meeting to avoid any technical difficulties.

### How to submit your vote in advance of the AGM

By post:           Golden Rim Resources Limited  
                      C/- Link Market Services Limited  
                      Locked Bag A14  
                      Sydney South NSW 1235  
                      Australia

By hand:           Link Market Services Limited  
                      Level 12, 680 George Street  
                      Sydney NSW 2000

By fax:            (02) 9287 0309 (within Australia)  
                      +61 2 9287 0309 (from outside Australia)



Online: Shareholders who wish to submit their voting instructions online should follow the instructions set out below:

1. Go to the following website: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).
2. Select Investor Login tab and then 'Single Holding Login'.
3. Enter 'Golden Rim Resources Ltd' or the ASX code 'GMR' in the 'Issuer Name' field, your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) (which is shown your Proxy Form), postcode, complete the security process, tick the terms and conditions box and click 'Login'.
4. Select the 'Voting' tab and then follow the online prompts to lodge your voting instructions.

Shareholders who lodge a voting instruction online following the instructions above will be deemed to have signed their Proxy Form.

We encourage all shareholders to lodge a directed proxy vote as soon as possible in advance of the Meeting, even if they are planning to attend the AGM online.

All votes must be received no later than 5.30pm (AEDT) on Wednesday, 3 November 2021 to be valid.

### **How to submit your vote during the AGM**

During the Meeting, Shareholders who wish to participate in and vote online will be able to do so.

Step 1: When the poll is open, the voting form will automatically appear within the Meeting window.

Step 2: Select your voting option (For / Against / Abstain) for the resolution. Voting instructions will also be provided during the Meeting.

### **How to ask questions**

Only shareholders of the Company will be able to ask questions in advance of the meeting or at the AGM.

We encourage shareholders to submit questions in advance of the AGM. Questions can be submitted by Friday, 29 October 2021 via Link Market Services at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### **Support**

If you are unable to access the Notice of Meeting or have any other queries regarding the upcoming AGM, please contact Link Market Services by phone on 1300 554 474 (within Australia) or on +61 1300 554 474 (outside Australia) between 9.00am and 5.00pm (AEDT) Monday to Friday.

Copies of all material, including the Company's Annual Report and Notice of Meeting are available online on our website at <http://www.goldenrim.com.au/site/News-and-Reports/ASX-Announcements>.

### **Online Communication Preferences**

We encourage shareholders to elect to receive online communication as the most efficient and environmentally friendly way to keep up to date with the Company's information. If you would like to receive electronic communications from the Company in the future, please update your communication preferences online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

We thank you for your support and look forward to you joining us at the 2021 Annual General Meeting.

A handwritten signature in black ink, appearing to read "Mark Licciardo".

Mark Licciardo

**Company Secretary**

**Golden Rim Resources Ltd**