



30 December 2024

Dear Shareholder,

LABYRINTH RESOURCES LIMITED EXTRAORDINARY GENERAL MEETING – NOTICE OF MEETING

A fully in-person Extraordinary General Meeting of Labyrinth Resources Limited ('the Company') will be held at 10.00am (AWST) on Friday, 31 January 2025 ('the Meeting').

In accordance with the *Corporations Amendment (Meetings and Documents) Act 2022 (Cth)*, the Company is not sending hard copies of the Notice of Meeting to shareholders. The Notice of Meeting can be viewed and downloaded from the Company's website at (<https://www.labyrinthresources.com>) or on the Company's ASX market announcements page.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

The Company strongly encourages Shareholders to submit proxies prior to the Meeting.

In order to be able to receive electronic communications from the Company in the future, please update your shareholder details online at (<https://investor.automic.com.au/#/home>) and log in with your unique shareholder identification number and postcode (or country for overseas residents), that you can find on your enclosed personalised proxy form. Once logged in you can also lodge your proxy vote online by clicking on the "Vote" tab.

If you are unable to access any of the important Meeting documents online please contact the Company Secretary, Kelly Moore, on +61 8 6149 1573 or via email at admin@labyrinthresources.com.

Authorised by the Board of the Company.

Yours faithfully

Kelly Moore
Company Secretary
LABYRINTH RESOURCES LIMITED
Contact for further information on +61 8 6149 1573
admin@labyrinthresources.com

Labyrinth Resources Limited

ACN 008 740 672

Notice of General Meeting, Explanatory Statement and Proxy Form

General Meeting to be held at:

Level 20, 1 William Street, Perth WA 6000

At 10:00 am (WST) on 31 January 2025

IMPORTANT NOTE

The Notice of General Meeting and Explanatory Statement should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor, or other professional adviser prior to voting.

IMPORTANT INFORMATION

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Important Dates

Event	Date
Last day for receipt of Proxy Forms	10:00 am (WST) on 29 January 2025
Snapshot date for eligibility to vote	4.00 pm (WST) on 29 January 2025
General Meeting	10:00 am (WST) on 31 January 2025

Defined terms

Capitalised terms used in this Notice of General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary set out in the Explanatory Statement.

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the Shareholders of **Labyrinth Resources Limited** (ACN 008 740 672) (the **Company**) will be held as a physical meeting only at **Level 20, 1 William Street, Perth WA 6000** at **10:00 am (WST)** on **31 January 2025** for the purpose of transacting the business referred to in this Notice of General Meeting.

The Explanatory Statement that accompanies and forms part of this Notice describes the various matters to be considered.

AGENDA

To consider, and if thought fit to pass, the resolutions set out below.

RESOLUTIONS 1(a) and 1(b) – Ratification of prior issue of Placement Shares

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

- (a) *“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 47,132,187 Placement Shares to Non-Related Party Participants under the Placement on 27 November 2024 using the Company’s issuing capacity under Listing Rule 7.1, in the manner and on the terms set out in the Explanatory Statement.”*
- (b) *“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 44,415,432 Placement Shares to Non-Related Party Participants under the Placement on 27 November 2024 using the Company’s additional issuing capacity under Listing Rule 7.1A, in the manner and on the terms set out in the Explanatory Statement.”*

A voting exclusion statement applies to these Resolutions. Please see below.

RESOLUTIONS 2(a), 2(b), 2(c) and 2(d) – Approval to issue Placement Shares to Related Parties

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

- (a) *“That, for the purposes of Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 357,143 Placement Shares under the Placement to Dean Hely (or his nominee) in the manner and on the terms set out in the Explanatory Statement.”*
- (b) *“That, for the purposes of Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 238,095 Placement Shares under the Placement to Simon Lawson (or his nominee) in the manner and on the terms set out in the Explanatory Statement.”*
- (c) *“That, for the purposes of Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 357,143 Placement*

Shares under the Placement to Kelvin Flynn (or his nominee) in the manner and on the terms set out in the Explanatory Statement.”

- (d) *“That, for the purposes of Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 357,143 Placement Shares under the Placement to Alex Hewlett (or his nominee) in the manner and on the terms set out in the Explanatory Statement.”*

A voting exclusion statement applies to these Resolutions. Please see below.

RESOLUTION 3 – Ratification of prior issue of Consideration Shares to Genesis

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 17,857,143 Consideration Shares to Genesis on 29 November 2024 using the Company’s issuing capacity under Listing Rule 7.1, in the manner and on the terms set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

RESOLUTION 4 – Ratification of prior issue of Shares to Rocktivity upon exercise of Olympio Option

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 835,487 Shares to Rocktivity on 3 December 2024 using the Company’s issuing capacity under Listing Rule 7.1, in the manner and on the terms set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

RESOLUTIONS 5(a) and 5(b) – Approval to issue Performance Rights to Related Parties

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

- (a) *“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 800,000 Performance Rights to Dean Hely (or his nominee) in the manner and on the terms set out in the Explanatory Statement.”*
- (b) *“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,600,000 Performance Rights to Simon Lawson (or his nominee) in the manner and on the terms set out in the Explanatory Statement.”*

A voting exclusion statement applies to these Resolutions. Please see below.

RESOLUTION 6 – Change of name of Company

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

“That, for the purposes of sections 136(2) and 157(1)(a) of the Corporations Act, approval is given for the name of the Company be changed from “Labyrinth Resources Limited” to “Gorilla Gold Mines Ltd” and for the Constitution to be modified by replacing all references therein to “Labyrinth Resources Limited” with references to “Gorilla Gold Mines Ltd” in the manner and on the terms set out in the Explanatory Statement.”

By order of the Board

Kelly Moore
Company Secretary
30 December 2024

VOTING EXCLUSION STATEMENTS

Resolution	Excluded persons	Exception
Resolutions 1(a), 1(b), 3 and 4	<p>For the purposes of Listing Rules 7.5.8 and 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or an Associate of such persons.</p> <p>In relation to Resolutions 1(a) and 1(b), this includes the Non-Related Party Participants.</p> <p>In relation to Resolution 3, this includes Genesis.</p> <p>In relation to Resolution 4, this includes Rocktivity.</p>	<p>The Company need not disregard a vote cast in favour of the Resolution if it is cast by:</p> <ul style="list-style-type: none"> • a person as a 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 • the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair on the Resolutions as the Chair decides; or • a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

<p>Resolutions 2(a), 2(b), 2(c), 2(d), 5(a) and 5(b)</p>	<p>For the purposes of Listing Rules 10.13.10 and 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is to receive the securities in question 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 entity), or an Associate of such person.</p> <p>In relation to Resolutions 2(a) and 5(a), this includes Dean Hely and his nominee.</p> <p>In relation to Resolutions 2(b) and 5(b), this includes Simon Lawson and his nominee.</p> <p>In relation to Resolution 2(c), this includes Kelvin Flynn and his nominee.</p> <p>In relation to Resolution 2(d), this includes Alex Hewlett and his nominee.</p>	<ul style="list-style-type: none"> ○ the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and ○ the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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PROXY APPOINTMENT AND VOTING INSTRUCTIONS

Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address below, or by email by **10:00 am (WST) on 29 January 2025**. A Proxy Form received after that time will not be valid.

By mail:	Automic Registry Services GPO Box 5193, SYDNEY NSW 2001
By hand:	Automic Registry Services Level 2, 267 St Georges Terrace, PERTH, WA 6000
By email:	meetings@automicgroup.com.au
Online:	https://investor.automic.com.au/#/loginsah

Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

The Company encourages Shareholders to appoint the Chair as your proxy. To do so, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chair, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chair will be your 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, you may photocopy the Proxy Form.

To appoint a second proxy you must, on each Proxy Form, state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary, that director.

Corporate representatives

A body corporate may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a duly executed certificate of appointment of the corporate representative. The certificate of

appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST', or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate boxes. If you do not mark any of the boxes next to a Resolution, your proxy may vote as he or she chooses. If you mark more than one box on the Resolution, your vote will be invalid.

Chairperson voting undirected proxies

If the Chairperson is your proxy, the Chairperson will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chairperson to vote your undirected proxies at his/her discretion.

As at the date of this Notice of Meeting, the Chairperson intends to vote undirected proxies **FOR** each of the Resolutions. In exceptional cases the Chairperson's intentions may subsequently change. In this event, the Company will immediately make an announcement to the market.

Voting entitlement (snapshot date)

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares **4.00 pm (WST) on 29 January 2025**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Questions from Shareholders

Questions for the Board of Directors can be submitted to admin@labyrinthresources.com and must be received by no later than **10:00 am (WST) on 29 January 2025**.

The Board of Directors will endeavour to prepare answers to these questions, where necessary they will be moderated and curated to cover common ground.

Copies of written questions will be made available on the Company's website prior to the Meeting.

The Chairperson will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management and performance of the Company.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

1. BACKGROUND TO RESOLUTIONS 1(a) to 2(d)

1.1. Placement

As announced on 20 November 2024, the Company has received firm commitments from sophisticated and institutional investors (**Placement Participants**) to raise \$19,500,000 (before costs) through the issue of a total of 92,857,143 new Shares (**Placement Shares**) at \$0.21 each (**Placement**).

The Placement offer price of \$0.21 represents:

- a 16% discount to the Company's last closing price on 15 November 2024 (being \$0.25 per Share); and
- a 20% discount to the 15-day VWAP (being \$0.262 per Share).

A total of 91,547,619 Placement Shares were applied for by Placement Participants who were not Related Parties (**Non-Related Party Participants**), with an additional 1,309,524 Placement Shares being applied for by Directors (**Related Party Participants**).

All Non-Related Party Participants were Exempt Investors identified by the joint lead managers to the Placement, Euroz Hartleys Limited, Sternship Advisers Pty Ltd and Bell Potter Securities Limited (**Joint Lead Managers**).

1.2. Purpose of capital raising

The purpose of the Placement was to raise funds to be applied towards:

- exploration and drilling activities at Comet Vale, Vivien and Mulwarrie projects in Western Australia;
- funding the potential option exercise to acquire the remaining 49% interest in the Comet Vale project;
- corporate and general working capital;
- tenement and holding costs at the Labyrinth Gold Project in Canada; and
- pursuing other strategic opportunities as they emerge.

1.3. Issue of Placement Shares

On 27 November 2024, the Company issued 91,547,619 Placement Shares to the Non-Related Party Participants, comprising:

- 47,132,187 Placement Shares using the Company's Listing Rule 7.1 issuing capacity; and
- 44,415,432 Placement Shares using the Company's Listing Rule 7.1A additional issuing capacity.

The issue of the 1,309,524 Placement Shares to the Related Party Participants is conditional on Shareholder approval being obtained under Listing Rule 10.11 (see Section 3 below).

2. RESOLUTIONS 1(a) and 1(b) – Ratification of prior issue of Placement Shares

2.1. Resolutions

Resolution 1(a) is an ordinary resolution to approve the prior issue of 47,132,187 Placement Shares to Non-Related Party Participants under the Placement on 27 November 2024 using the Company's issuing capacity under Listing Rule 7.1, for the purposes of Listing Rule 7.4.

Resolution 1(b) is an ordinary resolution to approve the prior issue of 44,415,432 Placement Shares to Non-Related Party Participants under the Placement on 27 November 2024 using the Company's additional issuing capacity under Listing Rule 7.1A, for the purposes of Listing Rule 7.4.

Resolutions 1(a) and 1(b) are separate, ordinary resolutions.

2.2. Listing Rule requirements

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

The issue of Placement Shares to Non-Related Party Participants does not fall within any of the exceptions to Listing Rule 7.1, as set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under that rule for the 12 months following the date of issue of the relevant Placement Shares.

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at an annual general meeting to allow it to issue quoted Equity Securities totalling up to 10% of its issued share capital over a 12-month period after the annual general meeting, in addition to its capacity under Listing Rule 7.1.

Listing Rule 7.4 allows the shareholders of an entity to subsequently ratify and approve an issue of Equity Securities after it has been made or agreed to be made, provided that the issue did not breach Listing Rules 7.1 or 7.1A (as applicable). If Shareholders do ratify and approve the issue, the issue is taken to have been approved under Listing Rule 7.1 and Listing Rule 7.1A (as applicable) and therefore does not reduce the Company's

capacity to issue further Equity Securities without Shareholder approval under those rules.

If Resolution 1(a) is approved, the Company's issuing capacity under Listing Rule 7.1 will be restored to the extent of the Equity Securities the subject of that Resolution. This will allow the Company to issue further Equity Securities representing up to 47,132,187 Equity Securities in the next 12 months. However, if Resolution 1(a) is not approved, such issuing capacity will not be restored.

If Resolution 1(b) is approved, the Company's issuing capacity under Listing Rule 7.1A will be fully restored. This will allow the Company to issue further Equity Securities representing up to 10% of the Company's issued capital under Listing Rule 7.1A until its next annual general meeting, until 12 months has expired since its 2024 annual general meeting (i.e. 28 November 2025) or Shareholders approve a transaction under Listing Rules 11.1.2 or 11.2, whichever is the earlier. However, if Resolution 1(b) is not approved, the Company's additional issuing capacity under Listing Rule 7.1A will not be restored to the extent of the Placement Shares the subject of that Resolution.

2.3. Listing Rule information requirements

The following information is provided in relation to Resolutions 1(a) and 1(b) as required by Listing Rule 7.5:

2.3.1. Names of persons to whom securities were issued to and the basis on which those persons were identified or selected

Non-Related Party Participants, being Exempt Investors identified by the Joint Lead Managers.

None of the Non-Related Party Participants were:

- a Related Party of the Company;
- a member of Key Management Personnel; or
- an adviser to the Company.

Other than Samuel Wilson ATF Sam Wilson A/C and Pilbara Conveyor Supplies Pty Ltd, none of the Non-Related Party Participants was a substantial holder (i.e. a person who has a 'relevant interest' (as defined in the Corporations Act) in 5% or more of the Shares on issue).

2.3.2. Number and class of securities issued

91,547,619 Placement Shares, comprising:

- 47,132,187 Placement Shares issued using the Company's Listing Rule 7.1 issuing capacity; and
- 44,415,432 Placement Shares issued using the Company's Listing Rule 7.1A additional issuing capacity.

2.3.3. Summary of material terms of securities

The Placement Shares are fully paid ordinary shares in the Company which, at the time of issue, rank equally with existing Shares then on issue.

2.3.4. Date(s) on which the securities were issued

27 November 2024

2.3.5. Price or other consideration received

\$0.21 per Placement Share, totalling approximately \$19.22 million (before costs) as follows:

- approximately \$9.90 million (before costs) under Listing Rule 7.1; and
- approximately \$9.33 million (before costs) under Listing Rule 7.1A.

2.3.6. Purpose of issue and use of funds

Please refer to Section 1 for further information regarding the purpose of the Placement and proposed use of funds.

2.3.7. Summary of material terms of agreement securities issued under (if any)

The Placement Shares were issued under the terms and conditions set out in the Subscription Agreement, the material terms and conditions of which are summarised below:

Offer Price per Share	\$0.21
Offer type	Exempt Offer under s708 Corporations Act
Allocation	Personal
Conditions	Any related party participation subject to prior shareholder approval.
Ranking	All Placement Shares will be listed on ASX and rank pari passu with the Company's existing fully paid Shares
Acceptance	Irrevocable
Governing Law	New South Wales

The Subscription Agreement contains other terms and conditions customary for an agreement of this nature.

2.3.8. Voting exclusion statement

A voting exclusion statement in relation to each of Resolutions 1(a) and 1(b) is included in the Notice.

2.4. Directors' recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolutions 1(a) and 1(b) so that the Company's 15% issuing capacity under Listing Rule 7.1 and 10% additional issuing capacity under Listing Rule 7.1A are both restored in respect of the Placement Shares issued to Non-Related Party Participants under the Placement. This

will give the Company the flexibility to raise additional working capital through the offer and issue of Equity Securities, if and as required.

3. RESOLUTIONS 2(a), 2(b), 2(c) and 2(d) – Approval to issue Placement Shares to Related Parties

3.1. General

As noted in Section 1.1, Directors, Dean Hely, Simon Lawson, Kelvin Flynn and Alex Hewlett supported the Placement by subscribing for a total of 1,309,524 Placement Shares, either directly or through related entities (i.e. the Related Party Participants).

Each Related Party Participant submitted applications to participate in the Placement on the same terms as the Non-Related Party Participants, as follows:

Director	Proposed Placement Shares
Dean Hely	357,143
Simon Lawson	238,095
Kelvin Flynn	357,143
Alex Hewlett	357,143

3.2. Resolutions

Resolution 2(a) is an ordinary resolution for Shareholders to approve the issue of up to 357,143 Placement Shares to Dean Hely (or his nominee) under the Placement, for the purposes of Listing Rule 10.11.

Resolution 2(b) is an ordinary resolution for Shareholders to approve the issue of up to 238,095 Placement Shares to Simon Lawson (or his nominee) under the Placement, for the purposes of Listing Rule 10.11.

Resolution 2(c) is an ordinary resolution for Shareholders to approve the issue of up to 357,143 Placement Shares to Kelvin Flynn (or his nominee) under the Placement, for the purposes of Listing Rule 10.11.

Resolution 2(d) is an ordinary resolution for Shareholders to approve the issue of up to 357,143 Placement Shares to Alex Hewlett (or his nominee) under the Placement, for the purposes of Listing Rule 10.11.

Resolutions 2(a), 2(b), 2(c) and 2(d) are separate, ordinary resolutions.

Each of Resolutions 2(a) to 2(d) also seeks approval for the purposes of section 195(4) of the Corporations Act.

3.3. Corporations Act requirements

3.3.1. Restrictions on Director voting at Board meetings

Section 195(1) of the Corporations Act provides that a director of a public company who has a 'material personal interest' in a matter being

considered at a directors' meeting must not be present while the matter is being considered or vote on the matter.

However, section 195(4) of the Corporations Act provides that where there are insufficient directors to form a quorum at a directors' meeting because of section 195(1), the directors may call a general meeting of shareholders to consider the matter.

The Board considers it appropriate that Shareholder approval be sought for the purposes of section 195(4) of the Corporations Act to ensure the Board has a sufficient quorum to consider and approve Resolutions 2(a) to 2(d), notwithstanding that all Directors are participating in the Placement.

3.3.2. Related party financial benefits

Section 208(1) of the Corporations Act (set out in Chapter 2E) requires a public company to obtain the approval of its shareholders before providing a financial benefit to a 'related party' of the company for the purposes of the Corporations Act (i.e. a Director), unless the giving of the financial benefit falls within a statutory exception. Any financial benefit approved by shareholders must be provided within 15 months of the approval.

The proposed issue of the Placement Shares to the Directors under the Placement may constitute the giving of a 'financial benefit' for the purposes of section 208 of the Corporations Act.

Section 210 of the Corporations Act provides an exception to the requirement for shareholder approval where a financial benefit is given to a related party on terms that would be reasonable in the circumstances if the public company and the related party were dealing at arm's length, or the terms are less favourable to the related party than the arm's length terms.

As the Related Party Participants would participate in the Placement on the same terms as all other Non-Related Party Participants, the 'arm's length' exception under section 210 of the Corporations Act would likely apply. On this basis, approval to issue the Placement Shares to Related Party Participants is not sought for the purposes of section 208 of the Corporations Act.

3.4. Listing Rule requirements

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, an entity must not issue or agree to issue Equity Securities to any of the following unless it obtains the approval of its shareholders:

- 10.11.1 – a Related Party (including a director and a person who will become a director);
- 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 entity;
- 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 entity and who has nominated a director to the board of the entity 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 Rules 10.11.1 to 10.11.3; or
- 10.11.5 – a person whose relationship with the entity 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 security holders.

Each of the Related Party Participants is a Related Party of the Company under the Listing Rules. The issue of the Placement Shares to the Related Party Participants under the Placement falls within Listing Rule 10.11.1, but does not fall within any of the exceptions in Listing Rule 10.12. Accordingly, the issue of Placement Shares to the Related Party Participants requires the approval of Shareholders under Listing Rule 10.11.

If any of Resolutions 2(a) to 2(d) is approved, the Company will be able to proceed with the proposed issue of Placement Shares to the relevant Related Party Participant (or their nominee) under the Placement. As approval is obtained under Listing Rule 10.11, the issue of Placement Shares will not use up any of the Company's 15% issuing capacity under Listing Rule 7.1.

If any of Resolutions 2(a) to 2(d) are not approved, the Company will not be able to proceed with the issue of Placement Shares under that Resolution and will refund any application moneys to the relevant Related Party Participant without interest.

3.5. Listing Rule information requirements

The following information is provided in relation to Resolutions 2(a) to 2(d) as required by Listing Rule 10.13:

3.5.1. Name of person to whom the Company will issue securities

- Resolution 2(a) – Dean Hely or his nominee;
- Resolution 2(b) – Simon Lawson or his nominee;
- Resolution 2(c) – Kelvin Flynn or his nominee; and
- Resolution 2(d) – Alex Hewlett or his nominee.

3.5.2. Category of related party

Dean Hely, Simon Lawson, Kelvin Flynn and Alex Hewlett are all Directors of the Company and therefore Related Parties under Listing Rule 10.11.1.

Any nominees of the Related Party Participants who receive Placement Shares may constitute Associates for the purposes of Listing Rule 10.11.4.

3.5.3. Number and class of securities the Company will issue

The Company may issue up to 1,309,524 Placement Shares, comprising:

- Resolution 2(a) – up to 357,143 Placement Shares;
- Resolution 2(b) – up to 238,095 Placement Shares;
- Resolution 2(c) – up to 357,143 Placement Shares; and

- Resolution 2(d) – up to 357,143 Placement Shares.

3.5.4. Summary of material terms of securities

The Placement Shares are fully paid ordinary shares in the Company which, at the time of issue, will rank equally with existing Shares then on issue.

3.5.5. Date(s) on or by which the Company will issue the securities

The Company expects to issue the Placement Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Placement Shares to the Related Party Participants (or their nominees) later than 1 month (or such later date as permitted by ASX) from the date of the Meeting.

3.5.6. Price or other consideration the Company will receive

\$0.21 per Placement Share, totalling up to \$275,000 as follows:

- up to \$75,000 under Resolution 2(a);
- up to \$50,000 under Resolution 2(b);
- up to \$75,000 under Resolution 2(c); and
- up to \$75,000 under Resolution 2(d).

3.5.7. Purpose of the issue and intended use of funds raised

Please refer to Section 1 for further information regarding the purpose of the Placement and proposed use of funds.

3.5.8. Remuneration of related party

The issue of Placement Shares is not intended to remunerate or incentivise the Directors.

3.5.9. Summary of material terms of agreement securities issued under (if any)

The Placement Shares are to be issued under the terms and conditions of the Subscription Agreement which are summarised above in section 2.3.7.

3.5.10. Voting exclusion statement

A voting exclusion statement in relation to each of Resolutions 2(a) to 2(d) is included in the Notice.

3.6. Directors' recommendation

3.6.1. Resolution 2(a) – Issue of Placement Shares to Dean Hely

The Board (excluding Mr Hely who has a material personal interest in the outcome of the Resolution and declines to make a recommendation) recommends that Shareholders vote in favour of Resolution 2(a) to permit

Mr Hely (or his nominee) to participate in the Placement on the same terms as the Non-Related Party Participants.

3.6.2. Resolution 2(b) – Issue of Placement Shares to Simon Lawson

The Board (excluding Mr Lawson who has a material personal interest in the outcome of the Resolution and declines to make a recommendation) recommends that Shareholders vote in favour of Resolution 2(b) to permit Mr Lawson (or his nominee) to participate in the Placement on the same terms as the Non-Related Party Participants.

3.6.3. Resolution 2(c) – Issue of Placement Shares to Kelvin Flynn

The Board (excluding Mr Flynn who has a material personal interest in the outcome of the Resolution and declines to make a recommendation) recommends that Shareholders vote in favour of Resolution 2(c) to permit Mr Flynn (or his nominee) to participate in the Placement on the same terms as the Non-Related Party Participants.

3.6.4. Resolution 2(d) – Issue of Placement Shares to Alex Hewlett

The Board (excluding Mr Hewlett who has a material personal interest in the outcome of the Resolution and declines to make a recommendation) recommends that Shareholders vote in favour of Resolution 2(d) to permit Mr Hewlett (or his nominee) to participate in the Placement on the same terms as the Non-Related Party Participants.

4. RESOLUTION 3– Ratification of prior issue of Consideration Shares to Genesis

4.1. General

As announced on 18 November 2024, the Company has entered into a binding term sheet (**Term Sheet**) to acquire 100% of the issued shares of Admiral Gold Pty Ltd (**Admiral**), a wholly owned subsidiary of Genesis Minerals Limited (**Genesis**).

As partial consideration for the purchase of the share capital of Admiral, the Company agreed to issue Genesis with such number of Shares with a deemed issue price of \$0.21 (being the same issue price as under the Placement) (**Consideration Shares**) equal to \$3,750,000.

On 29 November 2024, the Company issued Genesis with 17,857,143 Consideration Shares using its issuing capacity under Listing Rule 7.1.

4.2. Resolution

Resolution 3 is an ordinary resolution to ratify and approve the prior issue of 17,857,143 Consideration Shares to Genesis on 29 November 2024 using the Company's issuing capacity under Listing Rule 7.1, for the purposes of Listing Rule 7.4.

4.3. Listing Rule requirements

An overview of Listing Rule 7.1 is set out above at Section 2.2. The issue of Consideration Shares to Genesis does not fall within any of the exceptions to Listing Rule 7.1, as set out in Listing Rule 7.2.

Listing Rule 7.4 allows the shareholders of an entity to subsequently ratify and approve an issue of Equity Securities after it has been made or agreed to be made, provided that the issue did not breach Listing Rule 7.1. If they do, the issue is taken to have been approved under Listing Rule 7.1 and therefore does not reduce the Company's capacity to issue further Equity Securities without Shareholder approval under that rule.

If Resolution 3 is approved, the Company's issuing capacity under Listing Rule 7.1 will be restored to the extent of the Equity Securities the subject of that Resolution. This will allow the Company to issue further Equity Securities representing up to 17,857,143 Equity Securities in the next 12 months. However, if Resolution 3 is not approved, such issuing capacity will not be restored.

4.4. Listing Rule information requirements

The following information is provided in relation to Resolution 3 as required by Listing Rule 7.5:

4.4.1. Names of persons to whom securities were issued to and the basis on which those persons were identified or selected

Genesis Minerals Limited (ACN 124 772 041), which is not a Related Party of the Company.

4.4.2. Number and class of securities issued

17,857,143 Consideration Shares.

4.4.3. Summary of material terms of securities

The Consideration Shares are fully paid ordinary shares in the Company which, at the time of issue, rank equally with existing Shares then on issue.

4.4.4. Date(s) on which the securities were issued

29 November 2024.

4.4.5. Price or other consideration received

The Consideration Shares were issued at a deemed issue price of \$0.21 each (i.e. a total deemed issue price of \$3,750,000) as part consideration for the purchase of 100% of the issued shares of Admiral. Accordingly, the Company did not raise any funds from the issue of the Consideration Shares.

4.4.6. Purpose of issue and use of funds

The purpose of the issue was to satisfy the Company's obligations under the Term Sheet to issue the Consideration Shares to Genesis as consideration for the purchase of 100% of the issued shares in Admiral. Accordingly, the Company did not raise any funds from the issue.

4.4.7. Summary of material terms of agreement securities issued under (if any)

The Consideration Shares were issued under the Term Sheet, pursuant to which the Company agreed to purchase and Bardoc Gold Pty Ltd agreed to sell 100% of the issued shares in Admiral.

Under the terms of the Term Sheet, Genesis is entitled to upfront consideration of \$3,750,000 payable in Consideration Shares on the basis of \$0.21 per Share and a cash milestone payment of \$1,000,000 on the achievement of first commercial production from the tenements owned by Admiral.

The Term Sheet otherwise contains terms which are considered customary for share purchase agreements of this nature, including warranties.

4.4.8. Voting exclusion statement

A voting exclusion statement in relation to Resolution 3 is included in the Notice.

4.5. Directors' recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 3 so that the Company's 15% issuing capacity under Listing Rule 7.1 is restored in respect of the Consideration Shares issued to Genesis. This will give the Company the flexibility to raise additional working capital through the offer and issue of Equity Securities, if and as required.

5. RESOLUTION 4– Approval to ratify and approve the prior issue of Shares to Rocktivity

5.1. General

As announced on 4 November 2024, the Company entered into a binding option agreement (**Option Agreement**) with Rocktivity Gold Pty Ltd (**Rocktivity**), a wholly-owned subsidiary of Olympio Metals Limited (**Olympio**), to be granted a 3 month call option (**Option**) to acquire 100% of Olympio's Mulwarrie and Mulline projects in the Eastern Goldfields of Western Australia.

The Company exercised the Option on 29 November 2024. Under the terms of the Option Agreement, the Company:

- paid Rocktivity an amount equal to \$100,000 in cash; and
- issued Rocktivity 835,487 Shares (being that number equal to \$225,000 divided by the 10-day VWAP of Shares immediately prior to the execution date of the Option Agreement).

5.2. Resolution

Resolution 4 is an ordinary resolution to ratify and approve the prior issue of 835,487 Shares to Rocktivity using the Company's issuing capacity under Listing Rule 7.1, for the purposes of Listing Rule 7.4.

5.3. Listing Rule requirements

An overview of Listing Rule 7.1 is set out above at Section 2.2. The issue of Shares to Rocktivity does not fall within any of the exceptions to Listing Rule 7.1, as set out in Listing Rule 7.2.

Listing Rule 7.4 allows the shareholders of an entity to subsequently ratify and approve an issue of Equity Securities after it has been made or agreed to be made, provided that the issue did not breach Listing Rule 7.1. If they do, the issue is taken to have been approved under Listing Rule 7.1 and therefore does not reduce the Company's capacity to issue further Equity Securities without Shareholder approval under that rule.

If Resolution 4 is approved, the Company's issuing capacity under Listing Rule 7.1 will be restored to the extent of the Equity Securities the subject of that Resolution. This will allow the Company to issue further Equity Securities representing up to 835,487 Equity Securities in the next 12 months. However, if Resolution 4 is not approved, such issuing capacity will not be restored.

5.4. Listing Rule information requirements

The following information is provided in relation to Resolution 4 as required by Listing Rule 7.5:

5.4.1. Names of persons to whom securities were issued to and the basis on which those persons were identified or selected

Rocktivity Gold Pty Ltd (ACN 641 813 836), which is not a Related Party of the Company.

5.4.2. Number and class of securities issued

835,487 Shares.

5.4.3. Summary of material terms of securities

The Shares are fully paid ordinary shares in the Company which, at the time of issue, rank equally with existing Shares then on issue.

5.4.4. Date(s) on which the securities were issued

3 December 2024

5.4.5. Price or other consideration received

The Shares were issued at a deemed issue price of \$0.2693 each, being the 10-day VWAP of Shares immediately prior to the date the Option Agreement was executed (i.e. a total deemed issue price of \$225,000) as part consideration for the exercise of the Option.

5.4.6. Purpose of issue and use of funds

The purpose of the issue was to satisfy the Company's obligations under the Option Agreement to issue the Shares as consideration for exercising the Option. Accordingly, the Company will not raise any funds from the issue of the Deferred Consideration Shares.

5.4.7. Summary of material terms of agreement securities issued under (if any)

The Shares were issued as consideration for the exercise of the Option granted under the Option Agreement.

Pursuant to the Option Agreement, the Company was, on payment of the relevant “option fee” of \$50,000, granted an Option to acquire 100% of Olympio’s Mulwarrie and Mulline projects (**Projects**).

Under the terms of the Option Agreement, the Option was exercisable at any time during the 3 months after the Option was granted by paying Rocktivity a cash amount equal to \$100,000 and the Shares to the value of \$225,000 based on the 10-day VWAP of Shares immediately prior to the date the Option Agreement was executed). In addition, Rocktivity is entitled to receive a milestone payment equal to \$1,000,000 which may be paid by the Company at its election in either cash or Shares (subject to any required shareholder approval), upon the Company announcing to ASX a JORC Mineral Resource in excess of 250koz of gold on the tenements comprising the Projects at a minimum grade of 1.40 g/t Au using a cut-off grade of 0.50 g/t Au.

The Option Agreement otherwise contains terms considered customary for agreements of this nature.

5.4.8. Voting exclusion statement

A voting exclusion statement in relation to Resolution 4 is included in the Notice.

5.5. Directors’ recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 4 to allow the Company to retain the flexibility to issue further Equity Securities representing up to 15% of the total Shares on issue without Shareholder approval for the next 12 months.

6. RESOLUTIONS 5(a) and 5(b) – Approval to issue Performance Rights to Related Parties

6.1. General

The Company proposes to issue up to 2,400,000 Performance Rights to Directors of the Company, Dean Hely and Simon Lawson.

The Performance Rights are intended to be a long-term performance-based incentive for Dean Hely and Simon Lawson which aligns their interests with the success of the Company.

6.2. Resolutions

Resolution 5(a) is an ordinary resolution for Shareholders to approve the issue of up to 800,000 Performance Rights to Dean Hely (or his nominee), for the purposes of Listing Rule 10.11.

Resolution 5(b) is an ordinary resolution for Shareholders to approve the issue of up to 1,600,000 Performance Rights to Simon Lawson (or his nominee), for the purposes of Listing Rule 10.11.

Resolutions 5(a) and 5(b) are separate, ordinary resolutions.

6.3. Terms of Performance Rights

The proposed material terms of the Performance Rights are summarised in the table below.

Entitlement	Entitlement to be issued with one Share, subject to satisfaction of the specified vesting conditions.
Expiry Date	5.00pm (WST) on the date falling 3 years from the date of issue.
Exercise price	Nil.
Vesting Conditions	<p>Satisfaction of the following vesting conditions:</p> <ul style="list-style-type: none"> • in relation to 25% of the Performance Rights of the holder, after 12 months of the date of issue and achieving a VWAP of Shares traded on ASX over 20 consecutive days that is equal to or greater than \$0.30 at any time after issue; • in relation to 25% of the Performance Rights of the holder, after 24 months of the date of issue and achieving a VWAP of Shares traded on ASX over 20 consecutive days that is equal to or greater than \$0.40 at any time after issue; • in relation to 25% of the Performance Rights of the holder, after 30 months of the date of issue and achieving a VWAP of Shares traded on ASX over 20 consecutive days that is equal to or greater than \$0.50 at any time after issue; and • in relation to 25% of the Performance Rights of the holder, after 30 months of the date of issue and achieving a VWAP of Shares traded on ASX over 20 consecutive days that is equal to or greater than \$1.00 at any time after issue.
Exercise	At the holder's election prior to expiry, subject to satisfaction of the relevant vesting conditions.
Quotation	<p>The Performance Rights will not be quoted.</p> <p>The Company will apply for quotation of Shares issued on vesting and exercise of the Performance Rights.</p>
Transfer	Not transferable.
Change of Control	All unvested Performance Rights automatically vest and are automatically exercised on the occurrence of a Change of Control, subject to the total number of Shares that the Performance Rights, in aggregate, convert into

	<p>not being more than 10% of the issued ordinary capital of the Company as at the date of conversion.</p> <p>Change of Control means a person who does not control the Company at the time the Performance Rights are issued achieving control of more than 50% of the ordinary voting securities in the Company.</p>
Cancellation	<p>Cancellation to automatically occur in respect of unvested or vested but unexercised Performance Rights on:</p> <ul style="list-style-type: none"> • the expiry date; or • the date the holder ceases to be a Director of the Company.

6.4. Corporations Act requirements

As set out above at Section 3.3.2, section 208(1) of the Corporations Act (set out in Chapter 2E) requires a public company to obtain the approval of its shareholders before providing a financial benefit to a 'related party' of the company for the purposes of the Corporations Act (i.e. a Director), unless the giving of the financial benefit falls within a statutory exception.

The proposed issue of the Performance Rights to Dean Hely and Simon Lawson would constitute the giving of a 'financial benefit' for the purposes of section 208 of the Corporations Act.

Section 211 of the Corporations Act provides that shareholder approval is not required to give a financial benefit to a Related Party of a company in circumstances where the benefit constitutes remuneration which would be reasonable given the company's and the Related Party's circumstances.

After benchmarking against comparable remuneration packages for non-executive directors of other comparable companies of a similar size and nature, the Directors to which Performance Rights are not proposed to be issued in respect of each Resolution (being the members of the Board eligible to consider the matter) consider that Shareholder approval pursuant to section 208 of the Corporations Act is not required in respect of the relevant Resolution, on the basis that the Performance Rights for which approval is being sought constitute reasonable remuneration within the exception set out in section 211 of the Corporations Act.

6.5. Listing Rule requirements

An overview of Listing Rule 10.11 is set out in Section 3.4 above.

Dean Hely and Simon Lawson are each a Related Party of the Company under the Listing Rules. The issue of the Performance Rights to Dean Hely and Simon Lawson fall within Listing Rule 10.11.1, but does not fall within any of the exceptions in Listing Rule 10.12. Accordingly, the issue of Performance Rights to Dean Hely and Simon Lawson requires the approval of Shareholders under Listing Rule 10.11.

If either of Resolutions 5(a) or 5(b) is approved, the Company will be able to proceed with the proposed issue of Performance Rights to the relevant Director (or their nominee). As approval is obtained under Listing Rule 10.11, the issue of Performance Rights will not use up any of the Company's 15% issuing capacity under Listing Rule 7.1.

If either of Resolutions 5(a) or 5(b) are not approved, the Company will not be able to proceed with the issue of Performance Rights under that Resolution.

6.6. Listing Rule information requirements

The following information is provided in relation to Resolutions 5(a) and 5(b) as required by Listing Rule 10.13:

6.6.1. Name of person to whom the Company will issue securities

- Resolution 5(a) – Dean Hely or his nominee; and
- Resolution 5(b) – Simon Lawson or his nominee.

6.6.2. Category of related party

Dean Hely and Simon Lawson are both Directors of the Company and therefore Related Parties under Listing Rule 10.11.1.

Any nominees of Dean Hely or Simon Lawson who receive Performance Rights may constitute Associates for the purposes of Listing Rule 10.11.4.

6.6.3. Number and class of securities the Company will issue

The Company may issue up to 2,400,000 Performance Rights, comprising:

- Resolution 5(a) – up to 800,000 Performance Rights; and
- Resolution 5(b) – up to 1,600,000 Performance Rights.

6.6.4. Summary of material terms of securities

A summary of the material terms of the Performance Rights is set out at Section 6.3 above.

6.6.5. Date(s) on or by which the Company will issue the securities

The Company expects to issue the Performance Rights within 5 Business Days of the Meeting. In any event, the Company will not issue any Performance Rights to Dean Hely or Simon Lawson (or their nominees) later than 1 month (or such later date as permitted by ASX) from the date of the Meeting.

6.6.6. Price or other consideration the Company will receive

The Performance Rights have an issue and exercise price of nil. Accordingly, the Company will not raise any funds from the issue or exercise of the Performance Rights.

6.6.7. Purpose of the issue and intended use of funds raised

The purpose of the issue of Performance Rights to Dean Hely and Simon Lawson is to provide those non-executive directors with a cost-effective incentive which aligns them with the long-term company success while preserving the Company's cash reserves and allowing the Company to

apply a greater portion of its available cash on its operations (as opposed to alternative forms of incentives, such as cash compensation).

6.6.8. Remuneration of related party

The remuneration package of each of Dean Hely and Simon Lawson is set out below.

Director	Annual cash remuneration	Annual non-cash remuneration
Dean Hely	\$60,000	800,000 Performance Rights the subject of Resolution 5(a)
Simon Lawson	\$60,000	1,600,000 Performance Rights the subject of Resolution 5(b).

6.6.9. Value of Performance Rights

Provided the performance measures are satisfied, the Performance Rights to be issued have a nil exercise price. Based on the Share price of \$0.23 on 10 December 2024, the prima facie total value attributed to the Performance Rights to be issued to Messrs Hely and Lawson if they remain employed or engaged by the Company for the next 36 months and all the performance measures are met is as follows:

Director	Value of Performance Rights (\$)
Dean Hely	\$184,000
Simon Lawson	\$368,000

6.6.10. Summary of material terms of agreement securities issued under (if any)

The Performance Rights are not being issued under any agreement.

6.6.11. Voting exclusion statement

A voting exclusion statement in relation to each of Resolutions 5(a) and 5(b) is included in the Notice.

6.7. Directors' recommendation

6.7.1. Resolution 5(a) – Issue of Performance Rights to Dean Hely

The Board (excluding Mr Hely who has a material personal interest in the outcome of the Resolution and declines to make a recommendation) recommends that Shareholders vote in favour of Resolution 5(a) to permit the Company to issue the Performance Rights to Dean Hely.

6.7.2. Resolution 5(b) – Issue of Performance Rights to Simon Lawson

The Board (excluding Mr Lawson who has a material personal interest in the outcome of the Resolution and declines to make a recommendation)

recommends that Shareholders vote in favour of Resolution 5(b) to permit the Company to issue the Performance Rights to Simon Lawson.

7. RESOLUTION 6 – Change of name of Company

7.1. Resolution

Resolution 6 seeks Shareholder approval to change the name of the Company to “Gorilla Gold Mines Ltd” and to modify the Constitution by replacing all references therein to “Labyrinth Resources Limited” with references to “Gorilla Gold Mines Ltd”.

The proposed name and ASX trading code “GG8” has been reserved by the Company.

The Resolution is a special resolution and accordingly, must be passed by at least 75% of the votes cast by Shareholders present and entitled to vote on the Resolution.

If Resolution 6 is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change.

7.2. Corporations Act requirements

Section 157(1) of the Corporations Act provides that a company may change its name only if shareholders approve the change by a special resolution.

Section 136 of the Corporations Act provides that a company may adopt, modify or repeal its constitution if the company passes a special resolution.

The Board proposes to change the name of the Company on the basis that it considers the change is reflective of the Company’s recent transformation and new strategic focus.

Accordingly, the Directors are seeking approval of Shareholders to change the Company’s name from “Labyrinth Resources Limited” to “Gorilla Gold Mines Ltd” and to modify the Constitution on the basis set out above in Section 7.1.

The change of the Company’s name will, pursuant to section 157 of the Corporations Act, only take effect when ASIC alters the details of the Company’s registration to reflect the change of name.

7.3. Directors’ recommendation

The Board unanimously recommends that Shareholders vote to approve Resolution 6.

ENQUIRIES

Shareholders are encouraged to contact the Company Secretary on +61 8 6149 1573 or by email at admin@labyrinthresources.com if they have any queries in respect of the matters set out in these documents.

GLOSSARY OF TERMS

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

Associate	has the meaning given to that term in the Listing Rules.
ASX	ASX Limited (ACN 008 624 691), or, as the context requires, the financial market operated by it known as the Australian Securities Exchange.
Board	the board of Directors of the Company.
Business Day	has the meaning given to that term in the Listing Rules.
Chair or Chairperson	the chair of the Meeting.
Company or Labyrinth Resources	Labyrinth Resources Limited (ACN 008 740 672).
Consideration Share	has the meaning given to that term in Section 4.1.
Constitution	means the Constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	a director of the Company, and where the context requires, includes an alternate director
Equity Securities	includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.
Exempt Investor	an investor to whom securities may be offered and issued without disclosure under Chapter 6D of the Corporations Act, including an investor within a category in section 708 of the Corporations Act.
Explanatory Statement	this explanatory statement which accompanies and forms part of the Notice.
General Meeting or Meeting	the general meeting of Shareholders convened by this Notice, or any resumption thereof.
Genesis	Genesis Minerals Limited (ACN 124 772 041).
Glossary	this glossary of terms.
Joint Lead Managers	the joint lead managers to the Placement, being Euroz Hartleys Limited, Sternship Advisers Pty Ltd and Bell Potter Securities Limited.
Key Management Personnel or KMP	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board.
Listing Rules	the listing rules of ASX, as amended from time to time.
Non-Related Party Participant	has the meaning given to that term in Section 1.1.
Notice or Notice of Meeting	the Notice of General Meeting accompanying this Explanatory Statement.
Option	an option to acquire a Share.
Performance Right	a contractual right to be issued or transferred a Share on satisfaction of a performance hurdle or other vesting condition.
Placement	has the meaning given to that term in Section 1.1.
Proxy Form	the proxy form accompanying the Notice.
Related Party	has the meaning given to that term in the Listing Rules.
Related Party Participant	has the meaning given to that term in Section 1.1.
Resolution	a resolution referred to in the Notice.
Rocktivity	Rocktivity Gold Pty Ltd (ACN 641 813 836).
Share	a fully paid ordinary share in the Company.
Shareholder	the holder of a Share.

**Subscription
Agreement**

the subscription agreement entered into between the Joint Lead Managers on behalf of the Company and subscribers dated on or around 20 November 2024.

VWAP

the volume weighted average price of Shares.

Proxy Voting Form

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

Your proxy voting instruction must be received by **10.00am (AWST) on Wednesday, 29 January 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



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