

ASX ANNOUNCEMENT

25 February 2019

ASX Code: **GSM****BOARD OF DIRECTORS**Damien Kelly
Non-Executive ChairmanMichael Moore
Managing DirectorBrenton Siggs
Non-Executive DirectorGreg Hancock
Non-Executive DirectorJanet Wicks
Non-Executive Director**ISSUED CAPITAL**Shares 36.3 m
Options 9.0 m**REGISTERED OFFICE**Level 1, Suite 14
19-21 Outram Street
West Perth WA 6005Tel: + 61 (08) 6323 2384
Fax: + 61 (08) 9467 9114Golden State Mining Limited
ABN 52 621 105 995

Loyalty Option Offer Underway

Highlights

- Loyalty option entitlements issue prospectus lodged with ASIC.
- Closing date set for 22 March 2019.*

As announced on 14 December 2018, Golden State Mining Limited ("GSM" or the "Company") is undertaking a pro rata non-renounceable entitlements issue ("Offer") of unlisted options (exercisable at \$0.25; expiring 8 November 2019) at 0.5 cents per new option, offered on the basis of one (1) new option for every two (2) shares held at the record date (5:00pm AWST on 28 February 2019), raising up to approximately \$90,628 (before expenses of the Offer).

The primary purpose of the Offer is to recognise the invaluable support the Company has received from its Shareholders and reward them for their loyalty.

Assuming no additional shares are issued before the record date, up to approximately 18,125,600 new options may be issued pursuant to the Offer.

Indicative Timetable

An indicative timetable for the Offer is set out below:*

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| "Ex" date | 27 February 2019 |
| Record Date | 28 February 2019 |
| Dispatch of entitlement and acceptance form and prospectus | 4 March 2019 |
| Closing date for acceptance of Entitlements (5:00pm AWST) | 22 March 2019 |
| Issue date | 29 March 2019 |

** The above dates are indicative only. Notwithstanding any provision of this announcement or any other announcement or offer document, and to the fullest extent permitted by law, the Company may, from time to time and without giving any notice, abridge or further abridge, extend or further extend any period or vary or further vary any date or time period referred to in this offer document to such earlier or later date or for such period as the Company thinks fit whether or not the date to be varied has passed or the time period has expired.*

ENDS