

Golden State Mining Limited ABN 52 621 105 995

**NOTICE OF GENERAL MEETING** 

**AND** 

**EXPLANATORY STATEMENT** 

**AND** 

**PROXY FORM** 

**Date of Meeting** Friday 26 June 2020

Time of Meeting 9:00 am (AWST)

Place of Meeting

Celtic Club 48 Ord Street WEST PERTH WA 6005

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

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

Notice is hereby given that the general meeting (**Meeting**) of Golden State Mining Limited (**Company**) will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on Friday 26 June 2020 at 9:00 am (AWST).

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

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

#### **AGENDA**

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

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

"That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue (on the terms and conditions set out in the Explanatory Statement) of 5,487,380 fully paid ordinary Shares."

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by a person (and any associates of such a person) who participated in the issue. However, the Company will not disregard a vote cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

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

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

"That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue (on the terms and conditions set out in the Explanatory Statement) of 3,662,620 fully paid ordinary Shares."

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by a person (and any associates of such a person) who participated in the issue. However, the Company will not disregard a vote cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

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

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 8,450,000 Shares at an issue price of \$0.125 per Share on the terms and conditions set out in the Explanatory Statement."

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by a person (and any associates of such a person) who may participate in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed. However, the Company will not disregard a vote cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

Notice of General Meeting 26 June 2020

#### RESOLUTION 4 – APPROVAL TO ISSUE OPTIONS TO LEAD MANAGER AND CO-MANAGER

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

"That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve the issue (on the terms and conditions set out in the Explanatory Statement) of 4,000,000 Options (exercisable at \$0.1625 each; expiring 3 years from date of issue) to Hartleys Limited or its nominees."

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by a person (and any associates of such a person) who may participate in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed. However, the Company will not disregard a vote cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

#### **Proxies**

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

Please note that:

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

If you are a registered Shareholder of the Company and are unable to attend the Meeting in person, please date and execute the accompanying Proxy Form and return it in accordance with its instructions prior to 9:00 am (AWST) on 24 June 2020 by:

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

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

#### **Entitlement to Vote**

For the purposes of regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that members holding Shares at 9:00 am (AWST) on 24 June 2020 will be entitled to attend and vote at the General Meeting.

#### **Corporations**

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

#### **Electronic Communication**

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

#### **Voting of Proxies**

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

Notice of General Meeting 26 June 2020

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

By order of the Board.

#### **Marc Boudames**

Company Secretary Date: 28 May 2020

Notice of General Meeting 26 June 2020

#### **EXPLANATORY STATEMENT**

This Explanatory Statement accompanies and comprises part of the notice (**Notice**) convening the General Meeting (**Meeting**) of Shareholders of Golden State Mining Limited to be held 26 June 2020.

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

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

#### 1.1 General

On 21 May 2020, the Company announced that it had agreed to make a placement of fully paid ordinary shares to raise approximately \$2,200,000 from qualified sophisticated and professional investors, with the placement being made at \$0.125 per Share to issue a total of 17,600,000 Shares. The placement is to be made in two tranches. The first tranche (**Tranche 1 Placement Shares**) issued upfront using the Company's remaining capacity to place 9,150,000 Shares under ASX Listing Rules 7.1 (15% rule) and 7.1A (10% rule), raising \$1,143,750. The second tranche, being 8,450,000 Shares and representing the balance of the placement (**Tranche 2 Placement Shares**) is proposed to be issued subject to the Company receiving shareholder approval.

In respect of the Tranche 1 Placement Shares, the Company has issued 5,487,380 fully paid ordinary Shares at an issue price of \$0.125 per share without prior Shareholder approval out of its 15% placement capacity pursuant to Listing Rule 7.1 and 3,662,620 fully paid ordinary Shares at an issue price of \$0.125 per share without prior Shareholder approval out of its 10% placement capacity pursuant to Listing Rule 7.1A.

This Resolution seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the Tranche 1 Placement Shares using the Company's 15% placement capacity pursuant to Listing Rule 7.1.

ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The purpose and effect of such a ratification is to restore the Company's discretionary power to issue further shares up to 15% of the issued capital of the Company under Listing Rule 7.1 without requiring Shareholder approval.

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

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

- (a) the Shares will be issued as a private placement to numerous qualified sophisticated and professional investors who are not related parties of the Company;
- (b) 5,487,380 fully paid ordinary Shares will be allotted and issued by the Company;
- (c) the Shares are fully paid ordinary shares which rank equally with all other fully paid ordinary shares on issue;
- (d) the Shares are expected to be issued on or about 29 May 2020 (prior to the Meeting);
- (e) the issue price is \$0.125 per fully paid Share; and
- (f) the funds raised are intended to be applied towards a substantially expanded proposed drilling program at the Company's Yule project, corporate expenses and general working capital.

#### 1.3 Directors Recommendation

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

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

#### 2.1 General

As detailed in the above section (1.1), in respect to Tranche 1 Placement Shares, the company has also issued 3,662,620 fully paid ordinary Shares at an issue price of \$0.125 per share without prior Shareholder approval out of its 10% placement capacity pursuant to Listing Rule 7.1A

This Resolution seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the Tranche 1 Placement Shares using the Company's 10% placement capacity pursuant to Listing Rule 7.1A.

Notice of General Meeting 26 June 2020

ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the 10% threshold set by Listing Rule 7.1A. The purpose and effect of such a ratification is to restore the Company's discretionary power to issue further shares up to 10% of the issued capital of the Company under Listing Rule 7.1A without requiring Shareholder approval.

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

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

- (g) the Shares will be issued as a private placement to numerous qualified sophisticated and professional investors who are not related parties of the Company. Perth Select Seafoods Pty Ltd, a substantial holder in the Company was issued 260,000 fully paid Shares;
- (h) 3,662,620 fully paid ordinary Shares will be allotted and issued by the Company;
- (i) the Shares are fully paid ordinary shares which rank equally with all other fully paid ordinary shares on issue;
- (j) the Shares are expected to be issued on or about 29 May 2020 (prior to the Meeting);
- (k) the issue price is \$0.125 per fully paid Share; and
- (I) the funds raised are intended to be applied towards a substantially expanded proposed drilling program at the Company's Yule project, corporate expenses and general working capital.

#### 2.3 Directors Recommendation

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

#### RESOLUTION 3 - APPROVAL TO ISSUE SHARES (TRANCHE 2)

#### 3.1 General

As detailed in the above section 1.1, the Tranche 2 Placement Shares were agreed to be issued at an issue price of \$0.125 per share.

The Tranche 2 Placement Shares are proposed to be issued subject to the Company receiving shareholder approval. Furthermore, the Tranche 2 Placement Shares may not continue if the ASX All Ordinaries Index as published by ASX closes below 4,750 for two consecutive days, or if the ASX All Ordinaries Index closes below 4,750 on the day immediately prior to scheduled settlement of the Tranche 2 Placement Shares.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that number which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period (adjusted for certain events over that 12 month period).

The effect of Resolution 2 will be to authorise the Directors to issue a limited number of Shares (subject to the specified pricing constraint being met and within 3 months of the Meeting or such later date as approved by ASX) without using the Company's 15% placement capacity under Listing Rule 7.1 or its 10% Placement Capacity under Listing Rule 7.1A.

#### 3.2 Information required by ASX Listing Rule 7.3

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

- the Shares will be issued to numerous qualified sophisticated and professional investors who are not related parties of the Company. Perth Select Seafoods Pty Ltd, a substantial holder in the Company, will be issued 340,000 fully paid Shares; and
- (b) the Company will issue up to 8,450,000 fully paid ordinary Shares;
- (c) the Shares will be fully paid ordinary shares and rank equally with all other Shares on issue;
- (d) the Shares will be issued within 3 months of the Meeting or such later date as approved by ASX;
- (e) the issue price will be \$0.125 per Share; and

Notice of General Meeting 26 June 2020

(f) the funds raised are intended to be applied towards a substantially expanded proposed drilling program at the Company's Yule project, corporate expenses and general working capital.

#### 3.3 Directors Recommendation

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

#### RESOLUTION 4 - APPROVAL TO ISSUE OPTIONS TO LEAD MANAGER AND CO-MANAGER

#### 4.1 General

The Company has mandated Hartleys for a period of 18 months (which can be automatically extended to a maximum of 24 months under certain circumstances) to provide corporate advice and capital raising services to meet the Company's funding requirements, progress the development of the Company's projects and otherwise assist the Company to achieve its goals as they arise from time to time. The mandate requires the Company to pay Hartley's a fee of 6% of the gross amount subscribed pursuant to any capital raising(s) for which Hartleys acts as lead manager or lead broker - that includes the placement announced by the Company on 21 May 2020 and further described in section 1.1 above. The Company must also offer Hartleys the first right to act as lead broker to the offer in respect of any capital raising that the Company undertakes and, if requested by Hartleys, the Company must engage Hartleys as the exclusive corporate advisor in respect of certain "M&A" transactions.

The Company is also required (seeking shareholder approval where necessary) to issue to Hartleys (or its nominees) the unlisted Options the subject of this Resolution as part consideration for services in respect of the aforementioned placement.

#### 4.2 Information required by ASX Listing Rule 7.3

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

- (a) the Options will be issued to Hartleys Limited (lead manager to the placement) or its nominees (which will include Taylor Collison (co-manager) or its nominees receiving at least 1,000,000 Options);
- (b) up to 4,000,000 Options will be issued by the Company;
- (c) the securities will be unlisted Options, exercisable at \$0.1625 each, expiring 3 years from date of issue. The Shares issued upon exercise of the Options will be fully paid and will rank pari passu in all respects with the Company's other Shares on issue;
- (d) the Options will be issued within 3 months of the Meeting or such later date as approved by ASX;
- (e) no funds will be raised from the issue of the Options; and
- (f) the Options will be issued as part consideration for services provided by Hartleys and Taylor Collison.

#### 4.3 Directors Recommendation

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

Notice of General Meeting 26 June 2020

#### **GLOSSARY**

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

\$ means Australian dollars.

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

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

**Board** means the board of Directors.

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

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

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

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

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

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

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

Listing Rules means the listing rules of ASX.

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

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

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

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

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

Shareholder means a shareholder of the Company.



## **GM Registration Card**

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

**Holder Number:** 

### Vote by Proxy: GSM

Your proxy voting instruction must be received by **9.00am (AWST) on Wednesday, 24 June 2020,** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

#### SUBMIT YOUR PROXY VOTE ONLINE

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

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

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



#### SUBMIT YOUR PROXY VOTE BY PAPER

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

#### YOUR NAME AND ADDRESS

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

#### **VOTING UNDER STEP 1 - APPOINTING A PROXY**

If you wish to appoint someone other than the Chairman 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 Chairman of the Meeting will be appointed as your proxy by default.

#### DEFAULT TO THE CHAIRMAN OF THE MEETING

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

#### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

You must sign this form as follows in the spaces provided

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

 $\mbox{\sc Joint holding:}$  Where the holding is in more than one name, all of the Shareholders should sign.

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

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

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

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

#### **CORPORATE REPRESENTATIVES**

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

#### ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

#### **POWER OF ATTORNEY**

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

1. Appoint Your Proxy

STEP

#### Return your completed form

**BY MAIL** 

Automic GPO Box 5193 Sydney NSW 2001

#### IN PERSON

Automic Level 5, 126 Phillip Street Sydney NSW 2000

#### BY EMAIL

meetings@automicgroup.com.au

### All enquiries to Automic

**WEBCHAT** 

https://automic.com.au/

#### **PHONE**

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

Complete and return this form as instructed only if you do not vote online
I/We being a Shareholder entitled to attend and vote at the General Meeting of Golden State Mining Limited, to be held at 9.00am
(AWST) on Friday, 26 June 2020 at the Celtic Club, 48 Ord Street, West Perth, WA 6005 herebu:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

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

	Resolutions			Against	Abstain
	1.	Ratification of Issue of Shares using 15% placement capacity (Tranche 1)			
	2.	Ratification to Issue Shares using 10% placement capacity (Tranche 1)			
	3.	Approval to Issue Shares (Tranche 2)			
on	4.	Approval to Issue Options to Lead Manager and Co-Manager			
Your Voting Direction					
Voting					
Your					
2:					
Ш					
ST		<b>re note:</b> If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that a poll and your votes will not be counted in computing the required majority on a poll.	Resolution	on a show	of hands

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### SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED Securityholder 3 Individual or Securityholder 1 Securityholder 2 Sole Director and Sole Company Secretary Director Director / Company Secretary Contact Name: Email Address: Contact Daytime Telephone Date (DD/MM/YY)

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).