

Golden Mile Resources Ltd

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Golden Mile Resources Ltd

Notice of Extraordinary General Meeting

Explanatory Statement | Proxy Form

6 June 2023

2:00 PM AEST

Address

To be held as a **virtual meeting**

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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Important Information for Shareholders about the Company's EGM

This Notice is given based on circumstances as at 28 April 2023. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://www.goldenmileresources.com.au>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2:00 pm (AEST) on Tuesday, 6 June 2023 as a **virtual meeting**.

The Company is pleased to provide Shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automatic.

Shareholders that have an existing account with Automatic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automatic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on "**register**" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automatic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to access registration.
4. Click on "**Register**" and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to Company Secretary, Nova Taylor at nova.taylor@automicgroup.com.au at least 48 hours before the EGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

The business of the Extraordinary General Meeting affects your shareholding and your vote is important.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the EGM can do so through the online meeting platform powered by Automic.

Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" within the platform to be taken to the voting screen.

Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Golden Mile Resources Limited ACN 614 538 402 will be held at 2:00 pm (AEST) on Tuesday, 6 June 2023 as a **virtual meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Extraordinary General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at 2:00pm (AEST) on Sunday, 4 June 2023.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Resolutions

Approval for Director Participation in Entitlement Issue Shortfall

1. Resolution 1 – Director Participation in Shortfall Offer – Mr Jordan Lockett

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 4,245,000 Shares and 2,112,500 attaching Shortfall Options to Mr Jordan Lockett (and/or his nominee(s)), on the terms and conditions in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue; or
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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.

2. **Resolution 2** – Director Participation in Shortfall Offer – Mr Grant Button

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,037,500 Shares and 518,750 attaching Shortfall Options to Mr Grant Button (and/or his nominee(s)), on the terms and conditions in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue; or
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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.

3. **Resolution 3** – Director Participation in Shortfall Offer – Mr Frank Cannavo

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,500,000 Shares and 750,000 attaching Shortfall Options to Mr Frank Cannavo (and/or his nominee(s)), on the terms and conditions in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person who is expected to receive the securities as a result of the proposed issue; or
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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.

Issue/Ratification of Securities

4. Resolution 4 – Ratification of Prior Issue of Options to Mr Damon Dormer

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 12,000,000 Unlisted Options to Mr Damon Dormer (or his nominee(s)) under the Incentive Plan, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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.

5. **Resolution 5** – Ratification of Prior Issue of 1,882,960 G88OA Listed Options to Mahe Capital Pty Ltd

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders of the Company ratify the allotment and prior issue of 1,882,960 Listed Options (G88OA) to Mahe Capital Pty Ltd (or its nominee(s)), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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.

6. **Resolution 6** – Approval of Issue of up to 735,788 G88OA Listed Options to Mahe Capital Pty Ltd

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to 735,788 Listed Options (G88OA) to Mahe Capital Pty Ltd (or its nominee(s)), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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.

7. **Resolution 7** – Approval of Issue of 2,000,000 Unlisted Options to Landowner

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 2,000,000 Unlisted Options to a Landowner and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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.

BY ORDER OF THE BOARD

Nova Taylor
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Extraordinary General Meeting to be held at 2:00pm (AEST) on 6 June 2023 as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Extraordinary General Meeting are set out below.

Resolutions

Director Participation in Entitlement Issue Shortfall

Resolutions 1 to 3 – Approval for Director Participation in Entitlement Issue Shortfall

Background

On 1 March 2023 the Company announced a renounceable entitlement issue, pursuant to which Shareholders could subscribe for two (2) new Shares for every five (5) existing Shares held at an issue price of \$0.016 per new Share (**Offer**). For every two new Shares received under the Offer, Shareholders received one free attaching Option, exercisable at \$0.035 each expiring on or before 30 June 2025. The terms of the Offer stipulated that any new Shares and new Options not taken up by eligible Shareholders pursuant to the Offer would form and become subject of the shortfall offer (**Shortfall Offer**).

As part of the Shortfall Offer, each of the Directors of the Company applied for Shortfall Securities as follows:-

Resolution	Name	Shortfall subscription	Shortfall Shares	Free attaching Shortfall Options
1	Mr Jordan Lockett	\$67,920	4,245,000	2,122,500
2	Mr Grant Button	\$16,600	1,037,500	518,750
3	Mr Frank Cannavo	\$24,000	1,500,000	750,000
		\$108,520	6,782,500	3,391,250

Resolutions 1 to 3 seeks Shareholder approval for each of Messrs Jordan Lockett, Grant Button and Frank Cannavo (collectively, the “**Directors**”) to participate in the Shortfall Offer and to be issued a total of 6,782,500 Shortfall Shares and 3,391,250 Shortfall Options.

Corporations Act

Chapter 2E of the Corporations Act regulates the provision of “financial benefits” to “related parties” by a public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either: the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or prior shareholder approval is obtained to the giving of the financial benefit.

A “related party” is widely defined under the Corporations Act, and includes the directors of the company.

A “financial benefit” is construed widely and in determining whether a financial benefit is being given, Section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. Section 229 of the Corporations Act includes as an example of a financial benefit, the issuing of securities or the granting of an option to a related party.

The issue of the Shortfall Securities to the Directors under Resolutions 1 to 3 constitutes the provision of a financial benefit to a related party.

One of the nominated exceptions to the requirement to obtain shareholder approval under Chapter 2E of the Corporations Act is where the provision of the financial benefit is on terms that

would be reasonable in the circumstances if the Company and the related party were dealing at arm's length (or on terms less favourable than arm's length).

In relation to the proposed issue of the Shortfall Securities to a Director and/or his nominee, the other Directors consider that the issue of those Shortfall Securities to the other Directors and/or their nominees fall within the "arm's length terms" exception as set out in section 210 of the Corporations Act, as the Directors will be participating in the Shortfall Offer on the same arm's length terms as the parties who are not related parties of the Company.

It is therefore in the view of the Directors (other than with regards to the Resolution pursuant to which they may be issued the Shortfall Securities) that the proposed issue of the Shortfall Securities under the Shortfall Offer does not require Shareholder approval under and for the purposes of Chapter 2E of the Corporations Act.

Section 195(4) of the Corporations Act provides that a director of a public company may not vote or be present during meetings of directors where matters in which that director holds a "material personal interest" are being considered, except in certain limited circumstances.

Relevantly, section 195(4) of the Corporations Act provides that if there are not enough directors to form a quorum for a directors meeting because of the restriction set out in section 195 of the Corporations Act, one or more of the directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, is it thought by the Board to be the case) that all of the Directors comprising the Board have a material personal interest in the outcome of Resolutions 1 to 3. If each does have such an interest, then a quorum could not be formed to consider the matters completed by Resolutions 1 to 3 at the Board level.

Accordingly, for the avoidance of any doubt, for the purpose of transparency and for best practice corporate governance, the Company seeks Shareholder approval for Resolutions 1 to 3 in accordance with section 195(4) of the Corporations Act in respect of the reliance on the arm's length exception and the decision not to seek Shareholder approval under Chapter 2E of the Corporations Act.

ASX Listing Rules 10.11

Listing Rule 10.11 provides that, unless a specified exception applies, a company must not issue or agree to issue securities to a related party without the approval of ordinary shareholders. A "related party", for the purposes of the Listing Rules, has the meaning given to it in the Corporations Act, and includes the directors of a company.

As such, Shareholder approval is sought under Listing Rule 10.11 as Resolutions 1 to 3 propose the issue of securities to the Directors who are related parties of the Company.

As Shareholder approval is being sought under Listing Rule 10.11, approval is not also required under Listing Rule 7.1.

If Shareholders approve Resolutions 1 to 3, the Company will be able to proceed with the issue of the Shortfall Securities to Mr Jordan Lockett, Mr Grant Button and Mr Frank Cannavo, respectively, on the terms and conditions as set out in this Notice of Meeting, which will raise capital for the Company in aggregate of \$108,520.

If Shareholders do not approve Resolution 1 to 3, the Company will not be able to issue the Shortfall Shares and attaching Shortfall Options to the Directors as set out above. The Company may not be successful in locating alternative investors for the Shortfall Offer.

For the avoidance of doubt, Resolutions 1 to 3 are not inter-conditional.

Information required by ASX Listing Rule 10.13

The following information is provided to Shareholders for the purposes of Listing Rule 10.13.

- (a) The Shortfall Securities will be issued to:
 - i. Resolution 1: Mr Jordan Luckett;
 - ii. Resolution 2: Mr Grant Button; and
 - iii. Resolution 3: Mr Frank Cannavo.
- (b) Each of the recipients are Directors of the Company.
- (c) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The maximum number of Shortfall Securities that may be acquired is:
 - i. Resolution 1 (Mr Jordan Luckett): 4,245,000 Shortfall Shares and 2,122,500 Shortfall Options;
 - ii. Resolution 2 (Mr Grant Button): 1,037,500 Shortfall Shares and 518,750 Shortfall Options; and
 - iii. Resolution 3 (Mr Frank Cannavo): 1,500,000 Shortfall Shares and 750,000 Shortfall Options.
- (e) The Shortfall Shares will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares.

The terms of the attaching Shortfall Options are set out in **Annexure A** of this Notice.
- (f) The Company anticipates that the Shortfall Shares and Shortfall Options will be issued on or about 27 June 2023 and in any event not later than one month after the date of the Meeting (or such later date as permitted by ASX waiver or modification of the Listing Rules).
- (g) The issue price for each Shortfall Shares is \$0.016, being the same price as Shares issued under the Offer. Shortfall Options are free attaching to Shortfall Shares on a one-for-two basis.
- (h) Funds raised will be used by the Company for exploration at its Quicksilver Project, meeting the expenditure requirements at its other non-core projects and for general working capital, including the costs of the Offer and Shortfall Offer.
- (i) The Shortfall Shares and Shortfall Options are not being issued pursuant to any agreement.
- (j) Voting exclusion statements for Resolutions 1, 2 and 3 are included in the Notice preceding this Explanatory Statement.

Directors' recommendation

The Board of Directors, excluding Mr Jordan Luckett, recommend that Shareholders vote for Resolution 1.

The Board of Directors, excluding Mr Grant Button, recommend that Shareholders vote for Resolution 2.

The Board of Directors, excluding Mr Frank Cannavo, recommend that Shareholders vote for Resolution 3.

Security Issues

Resolution 4 – Ratification of Prior Issue of Options to Mr Damon Dormer

Background

On 12 April 2023 the Company issued 12,000,000 Unlisted Options to the Chief Executive Officer of the Company, Mr Damon Dormer (or his nominee(s)) as part of his equity based remuneration pursuant to the Executive Services Agreement entered into between Mr Dormer and the Company (**CEO Options**).

Resolution 4 seeks Shareholder approve and ratify the prior issue and allotment of a total of 12,000,000 Unlisted Options to the Chief Executive Officer of the Company, Mr Damon Dormer.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 12,000,000 CEO Options, which was issued on 12 April 2023 (**Issue Date**).

All of the CEO Options were issued by utilising the Company's existing capacity under Listing Rule 7.1.

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

The issue of CEO Options did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's 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 Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of CEO Options for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of CEO Options will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of CEO Options will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

Information Required by Listing Rule 7.5

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

- (a) The allottee was Mr Damon Dormer.
- (b) The number of CEO Options issued is 12,000,000.
- (c) The terms of the CEO Options are set below and will otherwise be issued on the terms and conditions set out in Annexure B of this Notice of Meeting.

CEO Options	Performance Hurdle	Exercise Price	Expiry Date
2,000,000	3 months service as CEO.	\$0.05	28 February 2026
5,000,000	12 months service as CEO.	\$0.05	28 February 2026
5,000,000	12 months service as CEO.	\$0.05	28 February 2026

- (d) These CEO Options were issued on 12 April 2023.
- (e) The CEO Options were be issued for nil cash consideration.
- (f) The CEO Options were issued pursuant the Executive Services Agreement entered into between Mr Dormer and the Company, the material terms of which are summarised below:

Commencement Date:	1 March 2023
Total fixed remuneration:	\$250,000 plus superannuation
Variable remuneration:	12,000,000 unlisted options the subject of this Resolution.
Termination:	The Company or Mr Dormer may terminate the agreement by providing 3 months' notice in writing. The Company may elect, at its discretion, to make payment in lieu of the notice period

- (g) A voting exclusion statement for Resolution 4 is included in the Notice preceding this Explanatory Statement.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution 4.

Resolutions 5 and 6 – Approval of Issue G88OA Listed Options to Mahe Capital Pty Ltd

Background

Mahe Capital Pty Ltd (**Mahe Capital**) is the Lead Manager of the Offer and the Shortfall Offer and also agreed to partially underwrite the Offer to \$750,000.

Mahe Capital is entitled to receive the following fees under the Underwriting Agreement:

- (a) two Options for every one dollar raised under the Shortfall Offer;
- (b) a fixed fee of \$60,000 (Fixed Fee);
- (c) a management fee in the amount equal to 1% of the total amount raised under the Shortfall Offer (Management Fee);

- (d) an underwriting fee in the amount equal to 5% of the underwritten amount (or part thereof) received by the Company from the underwriter (any sub-underwriting fees will be paid by the underwriter); and
- (e) a placement fee in the amount equal to 5% of any securities placed by the underwriter under the Shortfall Offer or separate placement in excess of the underwritten amount, including any additional amount that might be placed under the Company's 7.1 and 7.1A placement capacity (if applicable).

The abovementioned fees exclude GST where applicable.

On 30 March 2023, the Company issued 1,882,960 Listed Options (G88OA) to Mahe Capital for funds raised under the Shortfall Offer up to that date. Pursuant to the Underwriting Agreement Mahe Capital may receive up to a further 735,788 Listed Options (G88OA) for further funds raised under the Shortfall Offer.

Resolution 5 seeks Shareholders to subsequently approve and ratify the prior issue and allotment of 1,882,960 Listed Options (G88OA) to Mahe Capital issued as partial consideration for the lead manager fees in respect of the Shortfall Offer as set out above.

Resolution 6 seeks Shareholders approve the issue and allotment of up to 735,788 Listed Options (G88OA) to Mahe Capital issued in partial consideration for the lead manager fees in respect of the Shortfall Offer as set out above.

If Shareholders approve Resolution 6 the Company will be able to proceed with the issue of up to a further 735,788 Listed Options (G88OA) to Mahe Capital as partial consideration for the lead manager fees in respect of the Shortfall Offer.

If Shareholders do not approve Resolution 6, the Company will not be able to issue up to a further 735,788 Listed Options (G88OA) to Mahe Capital as set out above. If further funds are raised pursuant to the Shortfall offer, the Company will remain liable for payment of this amount pursuant to the agreement and may be required to negotiate alternative means of satisfying the consideration with Mahe Capital which may include payment of a cash amount.

ASX Listing Rule 7.1

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

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolutions 5 and 6 seek Shareholder approval to approve the issue of the Shares and Listed Options and for the purposes of Listing Rule 7.1.

If Resolutions 5 or 6 are passed, the issue of the Listed Options (as the case may be) will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the Shares or Listed Options are issued.

If Resolutions 5 or 6 are not passed, and the Company proceeds with the issue, the Shares and Listed Options (as the case may be) will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period

following the date on which the Shares or Listed Options are issued.

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottee is Mahe Capital Pty Ltd (or its nominee(s)).
- (b) The maximum number of Listed Options that have been and will be issued is 2,618,748.
- (c) The terms of the Listed Options are set out in **Annexure A** of this Notice of Meeting.
- (d) The Company issued 1,882,960 Listed Options (G88OA) on 30 March 2023. Any Additional Listed Options (G88OA) will be issued within three months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (e) The Listed Options were and will be issued for nil cash consideration, being issued as partial consideration for lead manager and underwriting services.
- (f) The Listed Options are to be issued under an agreement between the Company and Mahe Capital. The material terms of the agreement are set out in the Explanatory Statement of this Notice and in the Entitlement Issue Prospectus dated 1 March 2023 lodged with the ASX on 2 March 2023.
- (g) A voting exclusion statement for Resolutions 5 and 6 is included in the Notice preceding this Explanatory Statement.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for Resolution 5 and Resolution 6.

Resolution 7 – Approval of Issue of 2,000,000 Unlisted Options to Landowner

Background

This Resolution seeks Shareholder approval to issue and allot 2,000,000 unlisted options exercise price of \$0.05, expiring 28 February 2026 to the landowner of Burnside Farms in consideration for rehabilitation work undertaken by the Landowner on behalf of the Company.

The effect of this Resolution is for Shareholders to approve the issue of these 2,000,000 unlisted options to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

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

An issue of equity securities that is approved by the Company's Shareholders under Listing Rule 7.1 will not use up the Company's 15% limit and therefore does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the 2,000,000 unlisted options under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the 2,000,000 unlisted options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the 2,000,000 unlisted options are issued.

If this Resolution is not passed, and the Company proceeds with the issue, the 2,000,000 unlisted options will be included in calculating the Company's 15% limit in Listing Rule 7.1 to issue equity securities without Shareholder approval over the 12 month period following the date on which the 2,000,000 unlisted options are issued.

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The allottee is the landowner of Burnside Farms.
- (b) The maximum number of unlisted options to be issued is 2,000,000.
- (c) The full terms of the unlisted options are set out in Annexure B of this Notice of Meeting.
- (d) These unlisted options will be issued within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (e) The unlisted options will be offered for nil cash consideration.
- (f) Funds will not be raised from the issue of these unlisted options as the issue is proposed to be made in consideration for rehabilitation work undertaken on behalf of the Company.
- (g) The unlisted options are not being issued under a written agreement.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary on +61 3 8678 4091 if they have any queries in respect of the matters set out in these documents.

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

Extraordinary General Meeting or **EGM** or **Meeting** means an Extraordinary General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Company means Golden Mile Resources Limited ACN 614 538 402.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Dollar or "\$" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Mahe Capital means Mahe Capital Pty Ltd (ACN 634 087 684) (AFSL 517246).

Notice of Meeting or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

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

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Automic Registry Services.

Shortfall Securities means those new Shares and new Options issued pursuant to the Shortfall Offer.

Shortfall Options means those new Options issued pursuant to the Shortfall Offer.

Shortfall Shares means those new Shares issued pursuant to the Shortfall Offer.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

Annexure A Terms of Listed Options

The terms and conditions of the G88OA Options (each an Option for the purpose of this Annexure A) are set out below:

(a) Entitlement

Subject to paragraph (o), each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) Exercise Prices

Subject to paragraph (k), the amount payable upon exercise of each Option will be \$0.035 (3.5 cents) (Exercise Price).

(c) Vesting Conditions

The Options to be issued pursuant to the Offers will vest immediately upon issue.

(d) Expiry Date

The Options issued pursuant to the Offers will each expire on 30 June 2025.

Options not exercised before their respective expiry dates will automatically lapse on the relevant expiry date.

(e) Exercise Period

The Options are exercisable at any time on or prior to their expiry date (as specified in Section 5.2(d)) (Exercise Period).

(f) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option Certificate (Notice of Exercise) and payment of the Exercise Prices for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(g) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).

(h) Timing of issue of Shares in exercise

Within 5 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)I of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the Official List of the ASX at the time, apply for Official Quotation of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph (h)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a

prospectus in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) Shares issued on exercise

Shares issued on the exercise of the Options rank equally with the then issued Shares of the Company.

(j) Quotation of Shares issued on exercise

If the Company is admitted to the Official List at the relevant time, application will be made by the Company to ASX for Official Quotation of the Shares issued upon the exercise of the Options.

(k) Reconstruction of capital

If at any time, the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(l) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(m) Change in Exercise Price

The Options do not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Options can be exercised.

(n) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by the ASX or under applicable Australian securities laws.

(o) Bonus Issues

If prior to the Expiry Date, the Company makes a bonus issue of Shares to Shareholders, then the holders of Options, upon the exercise of such Options, would be entitled to have issued to them, in addition to Shares which would otherwise be issued to them upon the exercise of the Options, the Shares which would have been issued under that bonus issue (Bonus Shares) if, on the record date applicable to the Bonus Shares, they had been registered as the holder of the Shares to be issued to them upon exercise of the Options. Such Bonus Shares will be paid by the Company out of profits or reserves in the same manner as was applied in relation to the bonus issue and upon issue will rank equally in all respects with the Bonus Share.

Annexure B Terms of Unlisted Options

The terms and conditions of the Unlisted Options (each an Option for the purpose of this Annexure B) are set out below:

- (a) Each Option entitles its holder to subscribe in cash for one Share.
- (b) Each Option is exercisable at its Exercise Price at any time prior to its Expiry Date by completing an option exercise form and delivering it, together with payment for the number of Shares in respect of which the Option is exercised, to the registered office of the Company. Any Option that has not been exercised prior to the Expiry Date automatically lapses.
- (c) each Director Option will vest automatically:
 - (i) upon the expiration of the applicable Vesting Period provided that the relevant Director remains employed by the Company for the duration of the Vesting Period;
 - (ii) where a change in control event occurs prior to the expiration of the relevant Vesting Period.
- (d) automatically lapses without any claim against the Company on the occurrence of any of the following events:
 - (i) failure to meet the Options Vesting Period, unless the condition is waived by the Board at its sole and absolute discretion;
 - (ii) Director Options that are not exercised by the expiry of the Exercise Period will lapse on the day immediately after the last day of the Exercise Period;
 - (iii) upon the bankruptcy, liquidation or winding up of the holder or the happening of any other event that results in the holder being deprived of the legal or beneficial ownership of the Option; or
 - (iv) upon the liquidation or winding up of the Company for any reason other than by the way of members' voluntary winding up.
- (e) The Options will not be quoted on the Official List.
- (f) Subject to the Corporations Act, the ASX Listing Rules, and the constitution of the Company, each Option is freely transferable.
- (g) The Company will apply for Official Quotation of the Shares issued upon the exercise of the Options, subject to any restriction imposed by ASX.
- (h) Shares issued upon the exercise of the Options will rank pari passu with all other Shares on issue at that time.
- (i) The Company will apply for official quotation by ASX of the Shares issued upon exercise of Options within 10 business days after the date of the issue, subject to any restriction obligations imposed by ASX.
- (j) The Options will not give any right to participate in dividends unless and until Shares are issued upon exercise of the relevant Options.
- (k) There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the life of the Option. The Company will ensure that holders will be given at least seven business days' notice to allow for the exercise of Options prior to the record date in relation to any offers of securities made to Shareholders.
- (l) In the event of any reconstruction (including consolidation, subdivision, reduction or

return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the rights attaching to the Options or both will be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.

- (m) There is no right to vary the Exercise Price.
- (n) If there is any inconsistency between any of the preceding terms and conditions and the ASX Listing Rules, then the ASX Listing Rules prevail to the extent of the inconsistency.

Proxy Voting Form

If you are attending the virtual Meeting
please retain this Proxy Voting Form
for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **2.00pm (AEST) on Sunday, 04 June 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at
<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE: <https://automicgroup.com.au/>

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



Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary Contact Name:	Director	Director / Company Secretary
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).