

Golden Mile Resources Ltd

ACN: 614 538 402

Notice of Extraordinary General Meeting

Date: 12 September 2018

Time: 12:00 pm (AEST)

Venue: Seasons Botanic Gardens Melbourne

Address: 348 St Kilda Road Melbourne VIC 3004

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.

Golden Mile Resources Ltd
ACN 614 538 402
Notice of Extraordinary General Meeting

MEETING DETAILS

Notice is hereby given that an Extraordinary General Meeting of Golden Mile Resources Ltd ACN 614 538 402 will be held at Seasons Botanic Gardens Melbourne, 348 St Kilda Road Melbourne VIC 3004 on Wednesday 12 September 2018 at 12:00 pm AEST.

Important notes:

1. You may vote on the items of business to be considered at the Meeting, either in person at the Meeting or by completing and returning the enclosed proxy form.
2. If you attend the meeting, you will need to register at the registration desk on the day. Registration will commence at 11:45 am.
3. Discussion will take place on all the items of business set out below.
4. The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.
5. Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary.
6. As explained in the 'voting exclusion statement' below, certain Shareholders are excluded from voting in relation to particular resolutions and the Company must disregard any votes cast by those Shareholders. Please do not vote if your vote must be disregarded.

1. AGENDA FOR THE MEETING

Resolution 1 – Issue of Shares and Issue of Executive Options to Timothy Putt (or his Nominee)

To consider and if thought fit, pass the following Ordinary Resolution, with or without amendment:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to:

- *issue 500,000 Shares to Timothy Putt, being a Director of the Company, or his Nominee, pursuant to the Executive Employment Agreement; and*
- *issue 750,000 Executive Options to Timothy Putt, being a Director of the Company, or his Nominee, pursuant to the Executive Employment Agreement, on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting”*

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| Voting exclusion statement |
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The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Mr Timothy Putt and his Nominee; and
- any associates of the above persons.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2. INFORMATION FOR SHAREHOLDERS

Entitlement to attend and vote at the Meeting

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that for the purpose of ascertaining a person's entitlement to vote at the Meeting, a person will be recognized as a Shareholder and the holder of Shares and will be entitled to vote at the Meeting if that person is registered as a holder of those Shares at 7:00 pm AEST on Monday 10 September 2018.

Votes

Unless a poll is demanded in advance of voting on a resolution, voting on each resolution will initially be by way of a show of hands. On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a representative, shall have one vote.

On a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, shall have one vote for each share held by him, her or it.

In the case of joint Shareholders, all holders may attend the Meeting but only one holder may vote at the Meeting in respect of the relevant Shares (including by proxy). If more than one joint holder is present, and more than one of the joint holders vote in respect of the relevant Shares, only the vote of the joint holder whose name stands first in the register in respect of the relevant Shares is counted.

Proxies

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder.

Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

A proxy need not be a Shareholder and may be a body corporate.

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the Meeting and provide satisfactory evidence of the appointment of its corporate representative prior to the commencement of the Meeting.

If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on the Resolution by marking either “For”, “Against” or “Abstain” on the form of proxy for the item of business. An instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filled in will be deemed to be given in the favour of the Chairman of the Meeting.

Voting by Proxy if appointment specifies way to vote:

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution, and if that appointment does specify the way the proxy is to vote, then the following applies:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote as directed; and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution then the proxy must not vote on a show of hands; and
- (c) if the proxy is the chair of the meeting at which the resolution is voted on then the proxy must vote on a poll and must vote as directed; and
- (d) if the proxy is not the chair then the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as directed.

Transfer of non – chair proxy to chair in certain circumstances:

Section 250BC of the Corporations Act provides that if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company’s members; and
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) if a record of attendance is made for the meeting – the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Undirected vote – Resolution 1

Subject to the voting restrictions set out in the Voting Exclusion Statement, the Chairperson will vote undirected proxies on, and in favour of the Resolution.

A form of proxy accompanies this Notice.

A corporate Shareholder must sign the proxy form in accordance with its constitution or otherwise in accordance with the Corporations Act.

To be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority) must be received by the Company, by mail at PO Box 305 Fitzroy VIC 3065, in person at Unit 1, 205-207 Johnston Street Fitzroy VIC 3065 or by facsimile on + 61 (0) 3 8678 1747 by 12:00 pm AEST on 10 September 2018.

Proxy Forms received later than this time will be invalid.

Questions

A reasonable opportunity will be given to Shareholders to ask questions and/or make comments on the management of the Company at the Meeting.

If you have any questions in regard to this Notice, please contact the Company Secretary, Justyn Stedwell, on +61(0) 3 9191 0135.

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolution contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolution.

ITEM 1 – RESOLUTION 1 - APPROVAL FOR ISSUE OF SHARES AND ISSUE OF EXECUTIVE OPTIONS TO TIMOTHY PUTT (OR HIS NOMINEE)

| Resolution 1 | Approval of issue of Shares and issue of Executive Options to Timothy Putt (or his Nominee) |
|-----------------------------|---|
| Purpose | Resolution 1 seeks shareholder approval pursuant to ASX Listing Rule 10.11 for the issue of 500,000 Shares (Executive Shares) and the issue of 750,000 Options (Executive Options) to Mr Timothy Putt or his Nominee. |
| Background | <p>As part of the equity-based remuneration payable to Mr Timothy Putt for his services as executive director of the Company under the Executive Employment Agreement, the Company agreed to issue the Executive Shares and issue the Executive Options to Mr Timothy Putt on the expiration of 12 months from the commencement of his employment with the Company, being the date when the Company was admitted to the Official List of the ASX on 19 June 2017 (Admission), subject to:</p> <ul style="list-style-type: none"> (a) shareholder approval being obtained (if required by the ASX Listing Rule); and (b) a condition that Timothy Putt is not a Bad Leaver during the 12 month period from Admission. <p>The Executive Shares and the Executive Options are intended to provide remuneration to Mr Timothy Putt that is linked to the performance of the Company during the 12 month period from the date of Admission.</p> <p>As at the date of this Notice, Mr Timothy Putt remains employed by the Company under the Executive Employment Agreement. The Company now seeks to issue the Executive Shares and issue the Executive Options to Timothy Putt pursuant to the Executive Employment Agreement.</p> |
| Shareholder approval | <p>Shareholder approval for the issue of the Executive Shares and issue of the Executive Options is sought for the purposes of the ASX Listing Rule 10.11 and all other purposes.</p> <p><u>ASX Listing Rule 10.11</u></p> <p>Under ASX Listing Rule 10.11, the acquisition of securities by a related party requires shareholder approval unless an exception under ASX Listing Rule 10.12 applies.</p> |

It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

In accordance with the ASX Listing Rule 10.11, Shareholders are being asked under Resolution 1 to approve the issue of the Executive Shares and the issue of the Executive Options to Mr Timothy Putt (or his Nominee).

ASX Listing Rule 7.1

Exception 14 in ASX Listing Rule 7.2 provides that ASX Listing Rule 7.1 does not apply where shareholder approval for an issue of securities is obtained under ASX Listing Rule 10.11.

Exception 4 in ASX Listing Rule 7.1 provides that an issue on conversion of convertible securities (which include options) are an exemption to ASX Listing Rule 7.1 if they were issued in compliance with the ASX Listing Rules,

Accordingly, if shareholder approval is obtained for Resolution 1, the issue of the Executive Shares, the issue of the Executive Options to Timothy Putt, along with the underlying Shares which may be issued upon exercise of the Executive Options, will not deplete the Company's 15% Placement Capacity, without further shareholder approval, under ASX Listing Rule 7.1.

Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties of a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party unless one of a number of exceptions applies or shareholder approval is obtained. For the purposes of Chapter 2E, Mr Timothy Putt (being a director of the Company) is a related party of the Company by virtue of section 228(2) of the Corporations Act.

A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Corporations Act. One exception to the general rule is where the benefit constitutes "reasonable remuneration" in respect of the duties and responsibilities of the related party in the management of the public company.

In accordance with the ASX Corporate Governance Principles and Recommendations the Directors consider the issue of securities to Timothy Putt, being an executive director of the Company, to be an effective method of incentivising Mr Timothy Putt without requiring further expenditure by the Company, and to further align Mr Timothy Putt's interests with that of Shareholders.

On this basis, the Directors (other than Mr Timothy Putt who abstains from considering this matter due to his material personal interest in the matter), consider that the issue of the Executive Shares and issue of the Executive Options to Mr Timothy Putt (or his Nominee) constitutes "reasonable remuneration" for the 12 month period from Admission, which falls within the

| | <p>exception in section 211(1) of the Corporations Act, and accordingly, shareholder approval pursuant to Chapter 2E of the Corporations Act is not required.</p> <p>Accordingly, Resolution 1 does not seek shareholder approval for the purposes of Chapter 2E of the Corporations Act.</p> | | | | | | | | | | | | |
|--|---|--|--|-----------------------|--------------------------------|---|--|--|---|---------------------------------|--|-----------------------|---|
| <p>Disclosures made for the purposes of ASX Listing Rule 10.13</p> | <p>In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to Shareholders with respect to Resolution 1.</p> <table border="1" data-bbox="545 548 1401 1873"> <thead> <tr> <th colspan="2" data-bbox="545 548 1401 646"> Executive Shares to be issued and Executive Options to be issued to Timothy Putt or his Nominee </th> </tr> </thead> <tbody> <tr> <td data-bbox="545 646 812 716"> Name of person </td> <td data-bbox="812 646 1401 716"> Mr Timothy Putt or his Nominee </td> </tr> <tr> <td data-bbox="545 716 812 842"> Maximum no. of securities to be issued </td> <td data-bbox="812 716 1401 842"> 500,000 Executive Shares and 750,000 Executive Options </td> </tr> <tr> <td data-bbox="545 842 812 1104"> Date by which securities will be issued </td> <td data-bbox="812 842 1401 1104"> If shareholder approval is obtained for Resolution 1 the Company will issue the Executive Shares and issue the Executive Options to Mr Timothy Putt (or his Nominee) as soon as is practicable after the Meeting, or in any event no later than one month after the date of the Meeting (or such longer period of time as ASX may in its discretion allow). </td> </tr> <tr> <td data-bbox="545 1104 812 1360"> Issue price per security </td> <td data-bbox="812 1104 1401 1360"> <p>The Executive Shares will be issued at the deemed issue price of AUD 0.20 per share, however, no actual consideration will be paid to the Company.</p> <p>The Executive Options will be issued for nil consideration, however the Executive Options will be exercisable at the exercise price of \$0.30 each.</p> </td> </tr> <tr> <td data-bbox="545 1360 812 1873"> Terms of issue </td> <td data-bbox="812 1360 1401 1873"> <p>The Executive Shares will be issued subject to the rights and obligations attaching to all other Shares issued by the Company and will vest immediately upon issue.</p> <p>The Executive Options will be issued to Mr Timothy Putt (or his Nominee) on the following high level terms:</p> <ul style="list-style-type: none"> (a) each Executive Option will be exercisable at \$0.30 each (Exercise Price); and (b) each Executive Option will be exercisable for a period of 3 years from the date of issue of the Executive Options (Exercise </td> </tr> </tbody> </table> | Executive Shares to be issued and Executive Options to be issued to Timothy Putt or his Nominee | | Name of person | Mr Timothy Putt or his Nominee | Maximum no. of securities to be issued | 500,000 Executive Shares and 750,000 Executive Options | Date by which securities will be issued | If shareholder approval is obtained for Resolution 1 the Company will issue the Executive Shares and issue the Executive Options to Mr Timothy Putt (or his Nominee) as soon as is practicable after the Meeting, or in any event no later than one month after the date of the Meeting (or such longer period of time as ASX may in its discretion allow). | Issue price per security | <p>The Executive Shares will be issued at the deemed issue price of AUD 0.20 per share, however, no actual consideration will be paid to the Company.</p> <p>The Executive Options will be issued for nil consideration, however the Executive Options will be exercisable at the exercise price of \$0.30 each.</p> | Terms of issue | <p>The Executive Shares will be issued subject to the rights and obligations attaching to all other Shares issued by the Company and will vest immediately upon issue.</p> <p>The Executive Options will be issued to Mr Timothy Putt (or his Nominee) on the following high level terms:</p> <ul style="list-style-type: none"> (a) each Executive Option will be exercisable at \$0.30 each (Exercise Price); and (b) each Executive Option will be exercisable for a period of 3 years from the date of issue of the Executive Options (Exercise |
| Executive Shares to be issued and Executive Options to be issued to Timothy Putt or his Nominee | | | | | | | | | | | | | |
| Name of person | Mr Timothy Putt or his Nominee | | | | | | | | | | | | |
| Maximum no. of securities to be issued | 500,000 Executive Shares and 750,000 Executive Options | | | | | | | | | | | | |
| Date by which securities will be issued | If shareholder approval is obtained for Resolution 1 the Company will issue the Executive Shares and issue the Executive Options to Mr Timothy Putt (or his Nominee) as soon as is practicable after the Meeting, or in any event no later than one month after the date of the Meeting (or such longer period of time as ASX may in its discretion allow). | | | | | | | | | | | | |
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| | | <p>Period). Any Executive 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 (Expiry Date); and</p> <p>(c) each Executive Option will vest immediately upon issue and will not be subject to any Vesting Conditions.</p> <p>Full terms of the Executive Options are detailed in Schedule 1 to this Notice of Meeting and paragraphs (a), (b) and (c) above.</p> |
| | Voting exclusion statement | A voting exclusion statement applies to this item of business, as set out in the Notice. |
| | Intended use of funds raised | The Executive Shares are to be issued and the Executive Options are to be issued for nil consideration. Accordingly, no funds will be raised from the issue of the Executive Shares and the Executive Options. However, the Company will raise funds from the exercise of the Executive Options. The Company expects that such funds will be applied towards its working capital requirements. |
| Other information | The Directors are not aware of any other information that is reasonably required by Shareholders to allow them to make a decision as to whether it is in the best interests of the Company to pass Resolution 1. | |
| Board Recommendation | <p>For the aforementioned reasons, the Directors (other than Mr Timothy Putt) recommend that the Shareholders vote in favour of Resolution 1.</p> <p>Mr Timothy Putt makes no recommendation because he has an interest in the outcome of Resolution 1.</p> | |
| Chairman's available proxies | The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 1. | |

Justyn Stedwell
Company Secretary
On behalf of the Board of Directors
Golden Mile Resources Ltd

GLOSSARY

In the Notice of Meeting and Explanatory Statement the following terms have the following meanings:

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| 15% Placement Capacity | means the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1. |
| AEST | means Australian Eastern Standard Time. |
| Associate | has the meaning given to it in the ASX Listing Rules. |
| ASX | means the Australian Securities Exchange operation by ASX Limited. |
| ASX Listing Rules | means the listing rules of the ASX. |
| Bad Leaver | Is a person who ceases to be an employee or consultant of the Company on termination by the Company as a result of: (a) any dishonesty, fraud or bankruptcy; (b) any other circumstance which provides the Company with the right to summarily terminate the employment or engagement of the person under the Executive Employment Agreement or the Consultant Agreement (as the case may be). |
| Board | means the Board of Directors of the Company |
| Company | means Golden Mile Resources Ltd ACN 614 538 402. |
| Constitution | means the constitution of the Company. |
| Corporations Act | means Corporations Act 2001 (Cth). |
| Equity Securities | means a share; a right to a share or options; an option over an issued or unissued security; a convertible security or any security that ASX decides to classify as an equity security. |
| Executive Employment Agreement | Means the Executive Employment Agreement entered into between the Company and Timothy Putt in or around April 2017. |
| Executive Options | means the 750,000 Options, which are proposed to be issued to Mr Timothy Putt, executive director of the Company, or his Nominee in accordance with the Executive Employment Agreement, pursuant to Resolution 1. |
| Executive Shares | means the 500,000 Shares which are proposed to be issued to Mr Timothy Putt, executive director of the Company, or his Nominee in accordance with the terms of the Executive Employment Agreement, pursuant to Resolution 1. |
| Explanatory Statement | means the explanatory statement to this Notice. |

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| Meeting | means the Extraordinary General Meeting of the Shareholders of the Company to be held on 12 September 2018, to which the Notice of Meeting and Explanatory Statement relate. |
| Nominee | of or in relation to an individual, means any person, company or other entity who is an Associate of the Individual and who is nominated by the individual to be recipient of the Option(s) proposed to be issued pursuant to a Resolution. |
| Notice or Notice of Meeting | means this notice of Extraordinary General Meeting of the Company dated 7 August 2018. |
| Option | means an unlisted option to acquire one fully paid Share in the Company. |
| Resolution | means a resolution referred to in the Notice. |
| Share | means an ordinary share in the Company. |
| Shareholder | means a holder of Shares. |
| Vesting Conditions | Means, in relation to an Option, the condition(s) which must be satisfied in order for the Option to vest in the Optionholder. |

Words importing the singular include the plural and vice versa.

SCHEDULE 1 – TERMS OF ISSUE OF OPTIONS

Part A - Application

The terms of issue of Options in this Schedule apply to the Executive Options.

Part B - Definitions

In this Schedule:

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

Exercise Period means, in respect of the Options, the period during which the Options may be exercised, as detailed in the Explanatory Memorandum for the Resolution pursuant to which the Options are to be issued.

Exercise Price means, in respect of the Options, the price for the exercise of the Options, as detailed in the Explanatory Memorandum for the Resolution pursuant to which the Options are to be issued.

Expiry Date means, in respect of the Options, the day immediately after the last day of the Exercise Period for the Options.

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

Vesting Conditions means, in respect of the Options, the vesting conditions detailed in the Explanatory Memorandum for the Resolution pursuant to which the Options are to be issued, being the conditions which must be satisfied in order for the Options to vest.

Vesting Date means, in respect of the Options, the date on which the Options will vest in the Optionholder, subject to the applicable Vesting Conditions being satisfied or waived, as detailed in the Explanatory Memorandum for the Resolution pursuant to which the Options are to be issued.

Vesting Period means, in respect of the Options, the period during which the Options will vest in the Optionholder, subject to the applicable Vesting Conditions being satisfied or waived, as detailed in the Explanatory Memorandum for the Resolution pursuant to which the Options are to be issued.

Part C – Terms of Issue of the Options

1. Entitlement

Each Option entitles the holder to subscribe for one fully paid Share upon exercise of the Option.

2. Exercise Price

Subject to paragraph 13, the amount payable upon exercise of each Option will be the Exercise Price.

3. Vesting

- (a) If the Options are issued without any Vesting Conditions or Vesting Period, the Options will vest immediately on issue.

- (b) If the Options are issued subject to any Vesting Conditions and/or Vesting Period, then the Options will vest on the Vesting Date, provided that the Vesting Conditions are satisfied or waived by the Board at its absolute discretion.

4. Expiry Date

Each Option will expire at 5:00pm (AEST) on the Expiry Date. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

5. Exercise Period

The Options are exercisable at any time during the Exercise Period.

6. 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 Price for which the Option being exercised in Australian currency by electronic transfer or other means of payment acceptable to the Company.

7. 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**).

8. Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

- (a) Allot and issue the number of Shares required under these terms and conditions in respect of the number of the Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
- (b) If admitted to the official list of ASX at the time:
 - a. If required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASX a prospectus prepared in accordance with the corporations act and do all such things necessary to satisfy section 708(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - b. apply for official quotation on ASX of Shares issued pursuant to the exercise of the Shares.

If a notice derived under paragraph (8) of this Schedule 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 ASX 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.

9. Shares issued on exercise

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

10. Quotation of Shares issued on exercise

If admitted to the official at the time, application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

11. Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of a Option will be increased by the number of Shares which the holder would have received if the holder had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

12. Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment to the Exercise Price.

13. Reconstruction of capital

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

14. 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.

15. Change in exercise price

Each Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

16. Unquoted

The Company will not apply for quotation of the Options on ASX.

17. Transferability

The Options are not transferrable except where:

- (a) the transferee of the Options is an Associate of the holder of the Options; and
- (b) the transfer of the Option has been approved by the Board in advance.

18. Shareholder and regulatory approvals

Notwithstanding any other provision of these terms and conditions, exercise of Options into Shares will be subject to the Company obtaining all required (if any) Shareholder and regulatory approvals for the purpose of issuing the Shares to the holder. If exercise of the Options would result in any person being in contravention of section 606(1) of the Corporations Act, then the exercise of each Option that would cause the contravention will be deferred until such time or times that the exercise would not result in a contravention of section 606(1) of the Corporations Act. Holders must give notification to the Company in writing if they consider that the exercise of the Options may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Options will not result in any person being in contravention of section 606(1) of the Corporations Act.

Appointment of Proxy

| STEP 1: | Please appoint a Proxy | <p>Appoint a proxy:</p> <p>I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of the Company, to be held at 12:00pm (AEST) on Wednesday, 12 September 2018 at Seasons Botanic Gardens Melbourne, 348 St Kilda Road Melbourne, Victoria 3004 hereby:</p> <p>Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy <input style="width: 250px; height: 20px;" type="text"/></p> <p>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.</p> <p>The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.</p> <p>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.</p> | | | | | | | | | | | | | | | |
|--|---|---|---|------------------|------------------|---|--|---|---|---|------------------------------|-------------------|--------------------------------|---------------|---------------------|--|--|
| STEP 2: | Voting Direction | <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; border-bottom: 1px solid black;">Resolutions</th> <th style="text-align: center; border-bottom: 1px solid black;">For</th> <th style="text-align: center; border-bottom: 1px solid black;">Against</th> <th style="text-align: center; border-bottom: 1px solid black;">Abstain</th> </tr> </thead> <tbody> <tr> <td style="padding-top: 10px;">1. Issue of Shares and Issue of Executive Options to Timothy Putt (or his Nominee)</td> <td style="text-align: center; vertical-align: middle;"><input style="width: 30px; height: 20px;" type="checkbox"/></td> <td style="text-align: center; vertical-align: middle;"><input style="width: 30px; height: 20px;" type="checkbox"/></td> <td style="text-align: center; vertical-align: middle;"><input style="width: 30px; height: 20px;" type="checkbox"/></td> </tr> </tbody> </table> <p style="font-size: small; margin-top: 10px;"><i>Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.</i></p> | Resolutions | For | Against | Abstain | 1. Issue of Shares and Issue of Executive Options to Timothy Putt (or his Nominee) | <input style="width: 30px; height: 20px;" type="checkbox"/> | <input style="width: 30px; height: 20px;" type="checkbox"/> | <input style="width: 30px; height: 20px;" type="checkbox"/> | | | | | | | |
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| STEP 3 | SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED | <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center; font-size: small;">Individual or Securityholder 1</td> <td style="width: 33%; text-align: center; font-size: small;">Securityholder 2</td> <td style="width: 33%; text-align: center; font-size: small;">Securityholder 3</td> </tr> <tr> <td style="text-align: center;"><input style="width: 100%; height: 25px;" type="text"/></td> <td style="text-align: center;"><input style="width: 100%; height: 25px;" type="text"/></td> <td style="text-align: center;"><input style="width: 100%; height: 25px;" type="text"/></td> </tr> <tr> <td style="text-align: center; font-size: small;">Sole Director and Sole Company Secretary</td> <td style="text-align: center; font-size: small;">Director</td> <td style="text-align: center; font-size: small;">Director / Company Secretary</td> </tr> <tr> <td style="font-size: small;">Contact Name.....</td> <td style="font-size: small;">Contact Daytime Telephone.....</td> <td style="font-size: small;">Date / / 2018</td> </tr> <tr> <td colspan="3" style="font-size: small;">Email Address _____</td> </tr> </table> | Individual or Securityholder 1 | Securityholder 2 | Securityholder 3 | <input style="width: 100%; height: 25px;" type="text"/> | <input style="width: 100%; height: 25px;" type="text"/> | <input style="width: 100%; height: 25px;" type="text"/> | Sole Director and Sole Company Secretary | Director | Director / Company Secretary | Contact Name..... | Contact Daytime Telephone..... | Date / / 2018 | Email Address _____ | | |
| Individual or Securityholder 1 | Securityholder 2 | Securityholder 3 | | | | | | | | | | | | | | | |
| <input style="width: 100%; height: 25px;" type="text"/> | <input style="width: 100%; height: 25px;" type="text"/> | <input style="width: 100%; height: 25px;" type="text"/> | | | | | | | | | | | | | | | |
| Sole Director and Sole Company Secretary | Director | Director / Company Secretary | | | | | | | | | | | | | | | |
| Contact Name..... | Contact Daytime Telephone..... | Date / / 2018 | | | | | | | | | | | | | | | |
| Email Address _____ | | | | | | | | | | | | | | | | | |

HOW TO COMPLETE THIS PROXY VOTING FORM

LOGGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **12:00pm (AEST) on Monday, 10 September 2018** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Voting Forms can be lodged:

 **BY MAIL**
Gold Mile Resources Ltd
PO Box 305
Fitzroy VIC 3065

 **BY HAND**
Gold Mile Resources Ltd
Unit 1, 205-207 Johnston Street Fitzroy VIC 3065

BY FAX
+61 (0) 3 8678 1747

YOUR NAME AND ADDRESS

This is your name and address 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 on 1300 288 664 or you may copy this form.

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.

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.

OTHER RESOLUTIONS

Should any resolution, other than those specified in this Proxy Voting Form, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

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.