



GREEN & GOLD MINERALS LIMITED
ACN 603 812 997

**NOTICE OF GENERAL MEETING AND
EXPLANATORY STATEMENT**

Date of meeting: Thursday, 16 April 2026

Time of meeting: 10:00AM AEST

Location: Level 6, 179 Turbot Street, Brisbane Qld 4000

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

This Notice of Meeting and Explanatory Statement 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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 7.00pm (AEST) on 14 April 2026.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 439 310 818.

BUSINESS OF THE GENERAL MEETING

Notice is given that a general Meeting of Shareholders of Green & Gold Minerals Limited ACN 603 812 997 (**Company**) will be held at Level 6, 179 Turbot Street, Brisbane on 16 April 2026 at 10:00am (AEST).

Terms used in this Notice of Meeting are defined in the Glossary forming part of the Explanatory Statement. The Explanatory Statement and the Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting.

A copy of this Notice of Meeting and the Explanatory Statement which accompanies this Notice has been lodged with the Australian Securities & Investments Commission (**ASIC**) in accordance with Section 218 of the *Corporations Act*.

ORDINARY BUSINESS

Resolution 1 - Approval for the Company to enter the Burlington Sale Agreement

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

"That, for the purposes of section 195(4) of the Corporations Act, Shareholders approve the Company's entry into and completion of the Burlington Sale Agreement, on the terms and conditions set out in the Explanatory Statement."

Resolution 2 - Approval of the issue of Consideration Shares to a Related Party - Mr Tony Bellas

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

"That, subject to Resolution 1 being passed, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 750,000 Consideration Shares to Mr Tony Bellas, on the terms and conditions set out in the Explanatory Statement."

Resolution 3 - Approval of the issue of Consideration Shares to an entity related to Mr Edward Boulton

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

"That, subject to Resolution 1 and Resolution 2 being passed, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 750,000 Consideration Shares to an entity associated with Mr Edward Boulton (Rock Cod Investments Pty Ltd), on the terms and conditions set out in the Explanatory Statement."

Resolution 4 - Approval of the issue of Consideration Shares to Allegro Capital Nominees Pty Ltd

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

"That, subject to Resolution 1, Resolution 2 and Resolution 3 being passed, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 750,000 Consideration Shares to Allegro Capital Nominees Pty Ltd, on the terms and conditions set out in the Explanatory Statement".

VOTING EXCLUSION STATEMENTS

The Company will disregard any votes cast in favour of:	
Resolution 2 Resolution 3	by the person who is expected to receive the securities in question, and any other person who will obtain a material benefit as a result of the issue of the securities, or their associates (except a benefit solely by reason of being a holder of ordinary securities in the Company).
Resolution 4	by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue or any of their respective associates (except a benefit solely by reason of being a Shareholder).
<p>However, this does not apply to a vote cast in favour of a Resolution by:</p> <p>(a) 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</p> <p>(b) 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</p> <p>(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:</p> <p>(i) 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</p> <p>(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</p>	

IMPORTANT INFORMATION ABOUT VOTING ON THE RESOLUTIONS

All Resolutions will be by Poll

In accordance with clause 7.7 of the Company's constitution, the Chair intends to call a poll on each of the Resolutions proposed at the Meeting. Each Resolution considered at the Meeting will therefore be conducted by a poll, rather than on a show of hands. The Chair considers voting by poll to be in the interests of the Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

Pre-registration for remote attendance via Teams

The Company is holding an in-person meeting at the address indicated. However, Shareholders also have the option to attend (but not vote at) the Meeting virtually. The Meeting will be accessible to all Shareholders via videoconference on Teams, an online platform which will allow Shareholders to listen to and observe the Meeting, but not vote virtually at the Meeting.

If you are a Shareholder and you wish to attend the Meeting virtually, you will need to pre-register for the Meeting by emailing the Chief Financial Officer and Company Secretary at suzanne.yeates@oasolutions.com.au before 5:00pm (AEST) on 15 April 2026. Shareholders pre-registering prior to the Meeting will be emailed an electronic Teams invitation.

How to vote

Shareholders may vote by:

- (a) attending the Meeting and voting in person at the Meeting; or
- (b) appointing a proxy to attend and vote on their behalf, by completing the enclosed proxy form and return to the Share Registry in accordance with the instructions below.

Voting by proxy

A member who is entitled to vote at the Meeting may appoint:

- (a) one proxy if the member is only entitled to one vote; or
- (b) two proxies if the member is entitled to more than one vote.

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded.

A proxy need not be a member of the Company.

If you require an additional proxy form, please contact MUFG Corporate Markets (AU) Limited (**Share Registry**), on 1300 554 474, which will supply it on request.

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, no later than 14 April 2026 at 10:00am (AEST) (that is, at least 48 hours before the meeting). Proxies received after this time will not be accepted. Instructions for completing the proxy form are outlined on the form, which may be returned by:

- (a) posting it in the reply-paid envelope provided;
- (b) posting it to Green & Gold Minerals Limited, C/- MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South NSW 1235;
- (c) hand delivering it to MUFG Corporate Markets (AU) Limited, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150;
- (d) faxing it to MUFG Corporate Markets on fax number (02) 9287 0309; or
- (e) lodging it online at <https://au.investorcentre.mpms.mufg.com> in accordance with the instructions provided on the website. You will need your Holder Identification Number (HIN) or Security Reference Number (SRN) to lodge your proxy form online.

Proxies given by corporate Shareholders must be executed in accordance with their Constitutions or signed by a duly authorised attorney.

A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he or she thinks fit.

The Constitution provides that a proxy form issued by the Company may provide that where the appointment of a proxy has not identified the person who may exercise it, the appointment will be deemed to be given in favour of the Chair of the meeting who may either act as proxy or complete the proxy appointment by inserting the name or names of one or more Directors or the secretary.

If a Shareholder appoints the Chair of the meeting as the Shareholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair will vote, as a proxy for that Shareholder, in favour of the item on a poll.

Dated: 17 March 2026

By order of the Board

Suzanne Yeates
Company Secretary
Green & Gold Minerals Limited

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions to be put to Shareholders at the General Meeting to be held online (see further details in the Notice of Meeting) and at Level 6, 179 Turbot Street], Brisbane on 16 April 2026 at 10:00am (AEST).

The Notice of Meeting, which is also enclosed, sets out details of proposals concerning the Resolutions to be put to Shareholders.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Statement in full before making any decision in relation to the Resolutions.

Unless otherwise defined, terms used in this Explanatory Statement are defined in the Glossary forming part of this Explanatory Statement.

1. Background

1.1 Acquisition of Burlington Mining

On 4 February 2026, the Company announced on the ASX that it entered into an agreement to acquire 100% of the issued share capital in Burlington Mining Pty Ltd ACN 626 889 450 (**Burlington**) (the **Burlington Sale Agreement**).

Summary of key terms

- (a) Burlington is the exclusive owner of the following unencumbered Queensland mineral exploration permits: EPM 27229 and EPM 27232 (**Burlington Tenements**).
- (b) Completion of the Burlington Sale Agreement is conditional on the Company obtaining all required regulatory and shareholder approvals and satisfaction of due diligence, failing which any party may terminate.
- (c) The shareholders of Burlington are:
 - (i) Mr Tony Bellas, holding 80,001 shares in Burlington. Mr Bellas has a relevant interest in 3,322,654 Company shares (5.76%) and is a Director of the Company;
 - (ii) Rock Cod Investments Pty Ltd (controlled by Mr Edward Boulton), holding 80,001 shares in Burlington. Mr Boulton has a relevant interest in 5,522,979 Company shares (9.57%) and is a Director of the Company; and
 - (iii) Allegro Capital Nominees Pty Ltd, holding 80,001 shares in Burlington. Allegro is controlled by Mr Greg Mr Baynton, who has a relevant interest in 2,890,065 Company shares (5.01%), but is neither a director nor related party of, the Company, (collectively, the **Sellers**).
- (d) The consideration payable by the Company to the Sellers under the Burlington Sale Agreement is \$427,500, payable by the issue of fully paid ordinary shares in the Company at an issue price of \$0.19 per share (**Consideration Shares**).
- (e) Consideration Shares issued to Anthony George Bellas and Rock Cod Investments Pty Ltd will be held in escrow for 12 months from the completion date (**Escrow Period**), during which time neither Seller may encumber or otherwise deal with or transfer (collectively, **Escrow Restrictions**) those Consideration Shares.
- (f) Consideration Shares issued to Allegro Capital Nominees Pty Ltd as trustee for the Allegro Capital Trust will be treated as follows with regard to escrow: 350,000 Consideration Shares will be subject to Escrow Restrictions for the Escrow Period, and 400,000 Consideration Shares will incur no escrow or other restrictions on dealing.

Rationale for the acquisition of Burlington

The proposed acquisition of the Burlington Tenements will add 88km² of prospective tenure in the Herberton Mineral Field, expanding the Company's exploration footprint within a well-endowed mineral district and strengthening its prospect pipeline. It increases ground under tenure by ~70%, also enhancing the prospects of discovery.

The Burlington Tenements host multiple historic mining centres and defined mineralised trends including Siberia–Mt Gossan, Elizabeth Bluffs, Copper Hills and Callao, where historic drilling and rock chip sampling demonstrate silver, copper, tin, gold and indium mineralisation. The Company intends to undertake systematic exploration with the objective of defining bulk tonnage polymetallic mineralisation across these historic centres and replicate recent exploration success at Itani Resources' Orient project and the privately owned Dover Castle project that are hosted within the same mineralised system.

While the development of the Chillagoe Gold Project remains the Company's highest priority, this acquisition is considered complementary, because it diversifies commodity focus to include copper, silver and tin and consolidates the Company's position within the region.

Further information regarding the prospectivity of the Burlington Tenements can be found in the Company's ASX Announcement of 4 February 2026, "*Future Facing Metals Acquisition Ag-Cu-Sn-Au-In*".

2. Resolution 1 - Approval for the Company to enter the Burlington Sale Agreement

2.1 Section 195(4) of the Corporations Act

Two of the Directors have a material personal interest in the outcome of Resolutions 1-3 (as applicable to each Director) in this Notice of Meeting by virtue of the fact that those Resolutions are concerned with the issue of Consideration Shares to Mr Bellas and to Rock Cod Investments Pty Ltd, an entity controlled by Mr Edward Boulton.

Section 195 of the Corporations Act provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered.

In the absence of Shareholder approval under section 195(4) of the Corporations Act, the Directors cannot form a quorum at a Board meeting necessary to ratify entry into the Burlington Sale Agreement and carry out the terms of Resolutions 2-4. The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the matter to Shareholders to determine, pursuant to Resolution 1 of this Notice.

As a result, Shareholders will, by either approving or not approving Resolution 1, determine whether or not the Company acquires Burlington.

If Resolution 1 is not passed, the Company will not be able to complete the acquisition of Burlington, and the Burlington Sale Agreement will come to an end.

2.2 Directors' recommendation

Since Mr Bellas and Mr Boulton have a material personal interest in the outcome of Resolution 1, they refrain from making any recommendation. Mr Quentin Hill, a Director with no personal interest in relation to the subject matter of any of the Resolutions, recommends that Shareholders vote in favour of Resolution 1 and intends to exercise votes on his own Shares to approve the Resolution.

3. Resolution 2 and Resolution 3 - Approval for the issue of Consideration Shares to Related Parties

3.1 Background

Section 1.1 sets out the background to these Resolutions.

Each of Resolution 2 and Resolution 3 respectively seeks approval for the issue (in each case and collectively, **Issue**) of Consideration Shares to the Director concerned or the nominee of that Director (each, a **Related Party Participant**).

3.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the prohibition; or
- (b) the company's members approve the giving of the financial benefit in accordance with the Corporations Act.

'Related party' is widely defined under the Corporations Act and includes directors of a company. 'Financial benefit' is also defined broadly and includes benefits from the public company's subsidiaries. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. The Corporations Act requires that any consideration that is given is disregarded in determining whether a financial benefit is given, even if the consideration is adequate.

Each Issue will result in the issue of Consideration Shares (which constitutes the giving of a financial benefit by the Company) to the Related Party Participants, each of whom is a related party of the Company by virtue of being a Director (or in the case of a Related Party Participant that is a nominee of a Director, by virtue of that nominee being controlled by the Director).

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of each Issue because the Consideration Shares will be issued to the Related Party Participant at the same price and on the same terms as Consideration Shares that are being issued to the non-related party vendor under the Burlington Sale Agreement, namely Allegro Capital Nominees Pty Ltd, and as such, the giving of the financial benefit is on arm's length terms.

As a financial benefit given on arm's length terms is one of the exceptions contemplated in paragraph (a) above, the approval of Shareholders contemplated in the explanation above is not required.

3.3 ASX Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- (a) Listing Rule 10.11.1 - a related party;
- (b) Listing Rule 10.11.2 - person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) Listing Rule 10.11.3 - a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) Listing Rule 10.11.4 - an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

- (e) Listing Rule 10.11.5 - a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. each Resolution 2 and Resolution 3 therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

If each of Resolution 1, Resolution 2 and Resolution 3 is passed, the Company will be able to proceed with the acquisition of Burlington and the issue of Consideration Shares to the Related Party Participant the subject of the Resolution passed, within 1 month after the date of the Meeting. In these circumstances, by operation of Listing Rule 7.2 Exception 14, each Issue to the Related Party Participants will not be included for the purposes of the calculation of the Company's 15% placement capacity in respect of its Equity Securities.

If any of Resolution 1, Resolution 2 and Resolution 3 is not passed, the Company will not be able to proceed with the acquisition of Burlington and the Issue to the Related Party Participant, and the Burlington Sale Agreement will accordingly come to an end.

Each of the Resolutions is conditional upon the approval of the other Resolutions. If approval is obtained for some but not all of each of Resolution 1, Resolution 2, Resolution 3 and Resolution 4, the Company will not proceed with the Burlington Sale Agreement, which will be terminated.

3.4 Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to each Issue:

Name of person to whom securities will be issued	<ul style="list-style-type: none"> • Resolution 2: Mr Tony Bellas • Resolution 3: Mr Edward Boulton
Which category in Listing Rules 10.11.1–10.11.5 the person falls within and why	Each of Mr Edward Boulton and Mr Bellas is a Director and therefore falls within Listing Rule 10.11.1.
Number and class of securities to be issued	<ul style="list-style-type: none"> • Resolution 2: Mr Tony Bellas: 750,000 Consideration Shares • Resolution 3: Mr Edward Boulton: 750,000 Consideration Shares <p>The Consideration Shares are fully paid ordinary shares of the Company, ranking equally with all its other fully paid ordinary shares on issue.</p>
Date of issue	The Consideration Shares will be issued within 1 month of the date of the Meeting.
Issue Price	The Consideration Shares are issued at \$0.19 per share.
Purpose of the issue	Each Consideration Share is issued in consideration for the acquisition of Burlington. No funds are raised by the issue of Consideration Shares.
Material terms of agreement	Section 1.1 set out the key terms of the Burlington Sale Agreement pursuant to which the Consideration Shares are to be issued.
Voting exclusion	Voting exclusion statements in relation to these Resolutions are set out in the Notice of Meeting.

3.5 Directors' Recommendation

Since Mr Bellas and Mr Boulton have a material personal interest in the outcome of Resolution 1, Resolution 2 and Resolution 3, they refrain from making any recommendation. Mr Quentin Hill, a Director with no personal interest in relation the subject matter of any of the Resolutions, recommends that Shareholders vote in favour of these Resolutions and intends to exercise votes on his own Shares to approve them.

4. Resolution 4 - Approval for the issue of Consideration Shares to Allegro Capital Nominees Pty Ltd

4.1 Background

Section 1.1 sets out the background to Resolution 4.

While Resolutions 1-3 deal with the issues concerning issuing Consideration Shares to related party vendors under the Burlington Sale Agreement, Resolution 4 deals with the issue of the remaining Consideration Shares to Allegro Capital Nominees Pty Ltd, which is not a related party.

4.2 ASX Listing Rules

The Company has entered into the Burlington Sale Agreement that provides for an issue of Consideration Shares to Allegro Capital Nominees Pty Ltd ("**Issue**").

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 shares it had on issue at the start of that period.

The Issue does not fall within any of these exceptions. While the Issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the Issue to Allegro Capital Nominees Pty Ltd under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

To this end, Resolution 4 seeks Shareholder approval for the Issue under and for the purposes of Listing Rule 7.1.

If Resolution 4 is passed, the Issue can proceed without using up any of the Company's 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 4 is not passed, the Company may still proceed with the Issue, but it will reduce, to that extent, its capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for 12 months following the Issue.

Note that Resolution 4 is conditional on the approval at the Meeting of all the other Resolutions.

4.3 Technical information required by ASX Listing Rules 7.3

Pursuant to and in accordance with ASX Listing Rules 7.3, the following information is provided in relation to the Issue:

Name of persons to whom the securities will be issued or the basis upon which they were identified or selected	The Consideration Shares are being issued to Allegro Capital Nominees Pty Ltd, because it is a vendor under the Burlington Sale Agreement.
Number of and class of securities to be issued	750,000 Consideration Shares.

	The Consideration Shares are fully paid ordinary shares of the Company, ranking equally with all its other fully paid ordinary shares on issue.
Date of issue of the securities	No later than 3 months from the date of the Meeting.
Issue price of the securities	The Consideration Shares are issued at \$0.19 per share.
Purpose of the issue of the securities	Each Consideration Share is issued in consideration for the acquisition of Burlington. No funds are raised by the issue of Consideration Shares.
Material terms of agreement	Section 1.1 sets out the key terms of the Burlington Sale Agreement pursuant to which the Consideration Shares are to be issued.
Voting exclusion	A voting exclusion statement is set out in the Notice of Meeting.

4.4 **Directors' recommendation**

Since Mr Bellas and Mr Boulton have a material personal interest in the outcome of Resolution 1, Resolution 2 and Resolution 3, they refrain from making any recommendation. Mr Quentin Hill, a Director with no personal interest in relation the subject matter of any of the Resolutions, recommends that Shareholders vote in favour of Resolution 4 and intends to exercise votes on his own Shares to approve this Resolution.

5. GLOSSARY

AEST means Australian Eastern Standard Time

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the current board of Directors of the Company.

Chairman means the chair of the Meeting.

Company means Green & Gold Minerals Limited ACN 603 812 997.

Constitution means the constitution of the Company.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

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

General Meeting or **Meeting** means the General Meeting of the Company convened by this Notice of Meeting.

Notice or **Notice of Meeting** means this Notice of the General Meeting including the Explanatory Statement and Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

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

Section means a numbered section of this Explanatory Statement.

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

Shareholder means a registered holder of a Share.

LODGE YOUR VOTE

-  **ONLINE**
<https://au.investorcentre.mpms.mufg.com>
-  **BY MAIL**
Green & Gold Minerals Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia
-  **BY FAX**
+61 2 9287 0309
-  **BY HAND**
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150
-  **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Green & Gold Minerals Limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box) **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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **10:00 am (AEST) on Thursday, 16 April 2026 at Level 6, 179 Turbot Street, Brisbane (the Meeting)** and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.


STEP 1

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*
1 Approval for the Company to enter the Burlington Sale Agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of the issue of Consideration Shares to a Related Party - Mr Tony Bellas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of the issue of Consideration Shares to an entity related to Mr Edward Boulton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of the issue of Consideration Shares to Allegro Capital Nominees Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 2

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO 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 those 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 Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 they choose. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00 am (AEST) on Tuesday, 14 April 2026**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufg.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Green & Gold Minerals Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

* in business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**