

Golden Mile Resources Ltd

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Golden Mile Resources Ltd

Notice of General Meeting

Explanatory Statement | Proxy Form

Wednesday, 26 August 2026

11:00AM AEST

Address

Ground Floor Business Centre, 365 Little Collins Street,
Melbourne, VIC, 3000.

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 General Meeting

This Notice is given based on circumstances as at 21 July 2026. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at www.goldenmileresources.com.au. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

A General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00 am (AEST) on 26 August 2026 at the Ground Floor Business Centre, 365 Little Collins Street, Melbourne, VIC, 3000.

(Meeting).

Your vote is important

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

Voting in person

To vote in person, attend the General Meeting on the date and at the place set out above.

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
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

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 General Meeting

Notice is hereby given that a General Meeting of Shareholders of Golden Mile Resources Ltd ACN 614 538 402 will be held at 11:00 am (AEST) on 26 August 2026 at the Ground Floor Business Centre, 365 Little Collins Street, Melbourne, VIC, 3000. (Meeting).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the 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 General Meeting are those who are registered Shareholders at 7:00pm (AEST) on 24 August 2026.

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

Agenda

1. **Resolution 1 – Ratification of prior issue of Placement Shares**

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

That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:

(a) 53,728,164 Tranche 1 Placement Shares issued under Listing Rule 7.1; and

(b) 62,938,503 Tranche 1 Placement Shares issued under Listing Rule 7.1A,

on the terms and conditions in the Explanatory Memorandum.'

A voting exclusion statement applies to this Resolution. Please see below.

2. **Resolution 2 – Approval to issue 58,333,334 Placement Options under Listing Rule 7.1**

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

That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 58,333,334 Placement Options under Listing Rule 7.1, on the terms and conditions in the Explanatory Statement.'

A voting exclusion statement applies to this Resolution. Please see below.

3. Resolution 3 – Approval to issue Director Placement Securities

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

‘That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 5,000,000 Director Placement Shares and 2,500,000 Director Placement Options to Francesco Cannavo or his nominee on the terms and conditions in the Explanatory Statement.’

A voting exclusion statement applies to this Resolution. Please see below.

4. Resolution 4 – Approval to issue Lead Manager Options

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

‘That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 25,000,000 Lead Manager Options to Sanlam Private Wealth Pty Limited or its nominees under Listing Rule 7.1, on the terms and conditions in the Explanatory Statement.’

A voting exclusion statement applies to this Resolution. Please see below.

5. Resolution 5 - Adoption of Employee Securities Incentive Plan

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

“That, for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled ‘Employee Securities Incentive Plan’ and for the issue of securities under the Incentive Plan, on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

6. Resolution 6 - Approval to Issue up to \$1,000,000 worth of Shares

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

“That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders authorise and approve the issue of up to the number of Shares determined by \$1,000,000 divided by the Proposed Share Issue Price on the terms and conditions in the Explanatory Statement).”

A voting exclusion statement applies to this Resolution. Please see below.

7. Resolution 7 (a), (b) – Approval to issue Director Options

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

That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 7,000,000 Director Options to Directors (or their respective nominees) as follows:

- a) up to 5,000,000 Director Options to Grant Button or his nominee;*
 - b) up to 2,000,000 Director Options to Francesco Cannavo or his nominee;*
- on the terms and conditions in the Explanatory Statement.'*

A voting exclusion statement applies to this Resolution. Please see below.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

Resolutions 1(a) and 1(b) - Ratification of prior issue of Placement Shares	By or on behalf of any person who participated in the issue of these Placement Shares, or any of their respective associates.
Resolution 2 - Approval to issue Placement Options, Resolution 4 - Approval to issue Lead Manager Options & Resolution 6 - Approval to Issue up to \$1,000,000 worth of Shares.	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) (namely the Placement Participants) or an associate of that person (or those persons).
Resolution 3 - Approval to issue Director Placement Securities (Francesco Cannavo)	Francesco Cannavo (or his nominees) and any other 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 an associate of that person or those persons.

Resolution 5 – Adoption of Employee Securities Incentive Plan	Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of: (a) a person who is eligible to participate in the Incentive Plan; or (b) an Associate of that person or those persons. However, this does not apply to a vote cast in favour of the Resolution 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 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. Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is a Restricted Voter; and (b) the appointment does not specify the way the proxy is to vote on the Resolution. However, the above prohibition does not apply if: • the proxy is the Chair; and • the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 7 (a) – Approval to issue Director Options (Grant Button)	Grant Button (or his nominees) and any other 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 an associate of that person or those persons.
Resolution 7 (b) – Approval to issue Director Options (Francesco Cannavo)	Francesco Cannavo (or his nominees) and any other 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 an associate of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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
- (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:
 - (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
 - (ii) 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

Justyn Stedwell

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 General Meeting to be held at 11:00 am (AEST) on 26 August 2026 at the Ground Floor Business Centre, 365 Little Collins Street, Melbourne, VIC, 3000 (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 General Meeting are set out below.

Background to the Placement

In March 2026 the Company completed a private placement raising a total of \$730,000 (before costs) from the issue of 121,666,667 (Placement Shares) at \$0.006 per Share with 1 free attaching unlisted Option for every 2 Placement Shares subscribed for and issued, exercisable at \$0.01 each and expiring 30 June 2029 (Placement Options) (Placement).

The Placement is being undertaken in the following tranches:

- 53,728,164 Placement Shares issued to unrelated parties on 13 March 2026 using the Company's available placement capacity under Listing Rule 7.1;
- 62,938,503 Placement Shares issued to unrelated parties of the Company on 13 March 2026 using the Company's available placement capacity under Listing Rule 7.1A;
- 58,333,334 Placement Options to be issued to unrelated parties of the Company subject to Shareholders approving Resolution 2 (Placement Options); and
- 5,000,000 Placement Shares (Director Placement Shares) and 2,500,000 Placement Options (Director Placement Options) (Director Placement Securities) to be issued subject to Shareholders approving Resolution 3.

The Company engaged Sanlam Private Wealth Pty Limited (Lead Manager) as lead manager and broker to the Placement. The Lead Manager will receive a cash fee of 6% of funds raised under the Placement and 25,000,000 Options (Lead Managers Options). Lead Managers Options will be issued subject to Shareholders approving Resolution 4.

Resolutions

Resolution 1 – Ratification of prior issue of Placement Shares

General

The background to the Placement, including the prior issue of the Placement Shares is set out in previously in this Explanatory Statement.

Resolutions 1(a) and 1(b) seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the Tranche 1 Placement Shares under Listing Rule 7.1 and 7.1A respectively.

1.1 Listing Rules 7.1, 7.1A and 7.4

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 has on issue at the start of that period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 25 November 2025.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1 and 10% placement capacity under Listing Rule 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12 month period following the issue of the Tranche 1 Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 and 7.1A (and provided the previous issue did not breach Listing Rule 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1 and 7.1A.

The effect of Shareholders passing 1(a) and 1(b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, and the 10% additional placement capacity set out in Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

If Resolution 1(a) is passed, 53,728,164 Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of those Tranche 1 Placement Shares.

If Resolution 1(b) is passed, 62,938,503 Tranche 1 Placement Shares will be excluded in calculating the Company's 10% limit under Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of those Tranche 1 Placement Shares.

If Resolution 1(a) is not passed, 53,728,164 Tranche 1 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 53,728,164 Equity Securities for the 12 month period following the issue of those Tranche 1 Placement Shares.

If Resolution 1(b) is not passed, 62,938,503 Tranche 1 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 62,938,503 Equity Securities for the 12 month period following the issue of those Tranche 1 Placement Shares (and assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

The Company confirms that Listing Rules 7.1 and 7.1A were not breached at time the Tranche 1 Placement Shares were issued.

1.2 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Tranche 1 Placement Shares:

- The Placement Shares were issued to a range of new and existing sophisticated and professional investors (**Placement Participants**). The Placement Participants were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and clients of the Lead Manager. None of the Placement Shares the subject of Resolutions 1(a) and 1(b) were issued to related parties or Material Investors of the Company.
- On 13 March 2026, the Company issued a total of 116,666,667 Placement Shares using the Company's available placement capacity in the following proportions:
 - (i) 53,728,164 Tranche 1 Placement Shares issued under Listing Rule 7.1; and
 - (ii) 62,938,503 Tranche 1 Placement Shares issued under Listing Rule 7.1A.
- The Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- The Tranche 1 Placement Shares were issued at \$0.006 each.
- The proceeds from the issue of the Tranche 1 Placement Shares have been and are intended to be used for working capital and to fast-track additional sampling at Aurora, the Company's porphyry gold prospect located in Arizona, USA to define drilling targets for the September quarter.
- There are no other material terms to the agreement for the issue of the Placement Shares.
- A voting exclusion statement is included in the Notice.

1.3 Additional Information

Resolutions 1(a) and 1(b) are separate ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolutions 1(a) and 1(b).

Resolution 2 - Approval to issue 58,333,334 Placement Options under Listing Rule 7.1

Background

The background of the Placement and Placement Options is set out in previously in this Explanatory Statement.

Resolution 2 seeks the approval of Shareholders pursuant to and in accordance with Listing Rule 7.1 to issue the Placement Options.

Listing Rule 7.1

A summary of Listing Rules 7.1 is set out previously in this Explanatory Statement.

The issue of the Placement Options does not fit within any of the exceptions to Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

The effect of Shareholders passing Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 2 is passed, the Company can proceed to issue the 58,333,334 Placement Options without using up any of the Company's 15% limit on issuing Equity Securities without shareholder approval under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the 58,333,334 Placement Options. As at the date of this Notice, the Company does not have sufficient placement capacity to issue the 58,333,334 Placement Options. Accordingly, the Company will not be able to proceed with the issue if Resolution 2 is not passed unless it has sufficient placement capacity following the Meeting.

Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- The Placement Options will be issued to the participants in the placement who include new and existing shareholders, sophisticated and professional investors and clients of the Lead Manager who are not related parties of the Company. No Material Investors, KPM, substantial shareholders or advisors to the Company will receive Options pursuant to this Resolution 2.
- A maximum of 58,333,334 Placement Options will be issued pursuant to this Resolution.

- The Placement Options are exercisable at \$0.01 each and expire 30 June 2029 and are otherwise subject to the terms and conditions set out Schedule 1.
- The Placement Options will be issued no later than 3 months after the date of the Meeting.
- The Placement Options are being issued as free attaching Options to the Placement Shares. Accordingly, nil additional cash consideration will be payable for the Placement Options.
- No additional funds will be raised by the issue of the Placement Options. Any funds raised upon exercise of the Placement Options will be used to fund drilling and exploration expenditure and for general working capital purposes.
- There are no other material terms to the proposed issue of the Placement Options.
- A voting exclusion statement is included in the Notice.

Additional information

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

Resolution 3 – Approval to issue Director Placement Securities

General

The background to the Placement is set out earlier in this Explanatory Statement.

Company Director Francesco Cannavo intends to participate in the Placement to the extent of subscribing for up to 5,000,000 Director Placement Shares and 2,500,000 Director Placement Options to raise up to \$30,000 (before costs).

Resolutions 3 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Director Placement Securities to Francesco Cannavo (or his respective nominees).

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 any of the following persons without the approval of its Shareholders:

- a related party (Listing Rule 10.11.1);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) 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 (Listing Rule 10.11.3);
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or

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

Francesco Cannavo is a related party of the Company by virtue of being a Director. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Securities as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Securities to the Directors (or their respective nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 3 will be to allow the Company to issue the Director Placement Securities, raising up to \$30,000 (before costs).

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Director Placement Securities and will not receive the additional \$30,000 (before costs) committed by the Director.

Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Securities:

- The Director Placement Securities will be issued to the Francesco Cannavo (or his nominees).
- Francesco Cannavo falls into the category stipulated by Listing Rule 10.11.1 by virtue of being Directors of the Company.
- A maximum of 5,000,000 Director Placement Shares and 2,500,000 Director Placement Options will be issued.
- The Director Placement Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- The Director Placement Options will be exercisable at \$0.01 each and will expire 30 June 2029. The Director Placement Options are subject to the terms and conditions in Schedule 1.
- The Director Placement Securities will be issued within one month after the date of the Meeting.
- The Director Placement Shares are proposed to be issued at an issue price of \$0.006 each, being the same issue price as other Placement Shares and will raise \$30,000 (before costs).
- The Director Placement Options are proposed to be issued for nil cash consideration as they are free-attaching to the Director Placement Shares (on a one Option for every two Shares basis). Accordingly, no funds will be raised from the issue of the Director Placement Options. Any funds raised upon exercise of the Director Placement Options will be used to fund drilling and exploration expenditure and for general working capital purposes.
- Funds raised from the issue of Director Placement Shares will be used for working capital purposes and to fund additional sampling at Aurora, the Company's gold prospect located in Arizona, USA.

- The proposed issue of the Director Placement Securities is not intended to remunerate or incentivise the Directors.
- There are no other material terms to the proposed issue of the Director Placement Securities. The Director Placement Securities will not be issued pursuant to an agreement.
- A voting exclusion statement is included in the Notice.

Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed issue of the Director Placement Securities constitutes giving a financial benefit to related parties of the Company.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Securities because the Securities will be issued on the same terms as those Securities issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

Additional information

Resolution 3 is an ordinary resolution.

The non-participating Director recommends Shareholders vote in favour of Resolution 3.

Resolution 4 - Approval to issue 25,000,000 Lead Manager Options

Background

The background of the Placement and Lead Manager Options is set out earlier in this Explanatory Statement.

The Lead Manager to the Placement is Sanlam Private Wealth Pty Limited (Lead Manager).

Resolution 4 seeks the approval of Shareholders pursuant to and in accordance with Listing Rule 7.1 to issue the 25,000,000 Lead Managers Options.

Listing Rule 7.1

A summary of Listing Rules 7.1 is set out previously in this Explanatory Statement.

The issue of Lead Managers Options does not fit within any of the exceptions to Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

The effect of Shareholders passing Resolution 4 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 4 is passed, the Company can proceed to issue the 25,000,000 Lead Manager Options without using up any of the Company's 15% limit on issuing Equity Securities without shareholder approval under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the 25,000,000 Lead Managers Options. As at the date of this Notice, the Company does not have sufficient placement capacity to issue the 25,000,000 Lead Managers Options. Accordingly, the Company will not be able to proceed with the issue if Resolution 4 is not passed unless it has sufficient placement capacity following the Meeting.

Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- Lead Managers Options will be issued to the Sanlam Private Wealth Pty Limited (or its nominees).
- A maximum of 25,000,000 Lead Manager Options will be issued.
- The Lead Manager Options are exercisable at \$0.01 each and expire 30 June 2029 from the date of issue are otherwise subject to the terms and conditions set out Schedule 1.
- The Lead Manager Options will be issued no later than 3 months after the date of the Meeting.
- Lead Managers Options are being issued in consideration for lead manager services provided to the Company in relation to the Placement. Accordingly, nil cash consideration is payable for Lead Managers Options.
- A summary of the intended use of funds raised from the Placement is set out earlier in this Explanatory Statement. No additional funds will be raised by the issue of Lead Managers Options. Any funds raised upon exercise of Lead Managers Options will be used to fund exploration and drilling activities and for general working capital purposes.
- There are no other material terms to the proposed issue of Lead Managers Options.
- A voting exclusion statement is included in the Notice.

Additional information

Resolution 4 is an ordinary resolution.

Directors recommend Shareholders vote in favour of Resolution 4.

Resolution 5 – Adoption of Employee Securities Incentive Plan

Background

The Company seeks Shareholder approval to adopt the Employee Securities Incentive Plan (Plan or Incentive Plan) for the purposes set out in this Explanatory Statement so that Company securities may be issued under the Incentive Plan as an exception to ASX Listing Rule 7.1.

The Plan is intended to assist the Company to attract and retain key staff, whether employees or contractors. The Board believes that grants made to eligible participants under the Plan will provide a powerful tool to underpin the Company's employment and engagement strategy, and that the Plan will:

1. enable the Company to incentivize and retain existing key management personnel and other eligible employees and contractors needed to achieve the Company's business objectives;
2. enable the Company to recruit, incentivize and retain additional key management personnel, and other eligible employees and contractors, needed to achieve the Company's business objectives;
3. link the reward of key staff with the achievement of strategic goals and the long-term performance of the Company;
4. align the financial interest of participants of the Plan with those of Shareholders; and
5. provide incentives to participants under the Plan to focus on superior performance that creates Shareholder value.

A summary of the key terms of the Plan is set out in Schedule 2 of this Notice, and a copy of the rules of the Incentive Plan is available upon request from the Company.

ASX Listing Rules

A summary of Listing Rule 7.1 is set out previously

in this Explanatory.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme, if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum amount set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which the shareholder approval was pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

Information required by ASX Listing Rule 14.1A

If this Resolution is approved by Shareholders for all purposes under the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Incentive Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period using Listing Rule 7.1 (15% capacity) during the next three year period.

For the avoidance of doubt, the Company will be required to seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Incentive Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of securities under the Incentive Plan to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the securities.

Information required by ASX Listing Rule 7.2 (exception 13(b))

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13(b)), the following information is provided in relation to this Resolution:

- a) A summary of the key terms and conditions of the Incentive Plan is set out in Schedule 2 of this Notice.
- b) No Employee Incentive Plan has been previously approved by Shareholders, no Company securities have been issued under Listing Rule 7.2 (Exception 13(b)).
- c) If this Resolution is approved by Shareholders, the Company will issue up to a maximum of 74,600,000 securities under the Incentive Plan during the three-year period following approval. This maximum number includes any securities to be issued to Directors under the Incentive Plan even with Shareholder approval under Listing Rule 10.14. The maximum number is not intended to be a prediction of the actual number of Securities to be issued under the Plan, simply a ceiling for the purposes of Listing Rule 7.2 (Exception 13(b)).
- d) A voting exclusion statement is included in this Notice.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

Resolution 6 – Approval to Issue up to \$1,000,000 worth of Shares

Background

Resolution 6 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of that number of Shares determined by \$1,000,000 divided by the proposed Share issue price (**Proposed Shares**), (**Proposed Share Issue**).

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

The issue of the Proposed Shares does not fall within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by Shareholders, it effectively uses up part of the Company's 15% Placement Capacity, 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 of the Proposed Shares.

If Resolution 6 is passed, the issue of the Proposed Shares can proceed without using any of the Company's 15% Placement Capacity on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Proposed Shares and would have to rely on the 15% and 10% (if applicable) placement capacity to have any Proposed Shares or alternate funding options to raise additional funding for its business operations described in the section below.

Specific information required by Listing Rule 7.3

The following information in relation to Resolution 6 is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The Directors intend that the Proposed Shares will be issued to institutional or professional and sophisticated investors and clients of Australian stockbroking firms who are not related parties of the Company. The Company has not determined who will be issued any Proposed Shares and this will be determined by the Company and its lead manager (if any) assisting with the Proposed Share Issue.
- (b) The maximum number of Proposed Shares to be issued is up to that number of Shares which, when multiplied by the proposed Share issue price, equals \$1,000,000.
- (c) The table below provides examples of the maximum number of Shares that may be issued if Shareholders approve this Resolution 6. The table uses various issue prices to calculate the maximum number of Proposed Shares that may be issued assuming \$1,000,000 is raised by the Company (rounded up to the nearest whole number):

Issue Price (\$ per Share)	Number of Proposed Shares
\$0.005	200,000,000
\$0.008	125,000,000
\$0.01	100,000,000
\$0.012	83,333,333
\$0.015	66,666,667

- (d) All Proposed Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (e) The Proposed Shares will be issued no later than three months following the date of the Meeting. It is intended that the issue of the Proposed Shares will occur as part of a placement but may also occur progressively.
- (f) The issue price per Proposed Share will not be less than 70% of the fifteen (15) Trading Day VWAP as at the date of agreement to issue.

Potential Dilution Effect

Total Shares on issue at date of Notice	Total no. of Shares Issued	Total no. of Shares on issue post issue of Shares*	Dilution Factor*
746,051,700	200,000,000	946,051,700	26.81%
746,051,700	125,000,000	871,051,700	16.75%
746,051,700	100,000,000	846,051,700	13.40%
746,051,700	83,333,333	829,385,033	11.17%
746,051,700	66,666,667	812,718,367	8.94%

*does not take into account the impact of any exercise of convertible securities or other securities to be issued included in this Notice.

- (g) The proceeds from the Proposed Share Issue will be used to fund drilling and exploration activities and for working capital purposes.
- (h) A voting exclusion statement is included in the Notice for Resolution 6.

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 6.

Resolution 7 (a) and (b) – Approval to issue Director Options

Background

The Company proposes to issue 7,000,000 Options to Directors of the Company (Director Options) in the following proportions:

Director	Resolution	Director Options
Grant Button	Resolution 7 (a)	5,000,000
Francesco Cannavo	Resolution 7 (b)	2,000,000
TOTAL		7,000,000

As at 30 June 2026, the Company's Non-Executive Chair, Grant Button is owed \$33,336 in Directors fees payable. He has agreed to forgive this amount payable in exchange for the issue of 3,000,000

Directors Options. In addition, approval is sought for the issue of an additional 2,000,000 Directors Options each to Grant Button and Francesco Cannavo as incentive-based remuneration.

The issue of options to directors as a form of incentive-based remuneration is common practice in listed companies and further encourages and rewards efforts by directors to improve the performance of the company to the commercial benefit of all shareholders. It further aligns with interests of the director with shareholders and allows the Company to remunerate, attract and retain experienced and qualified directors in a competitive labour market.

The Director Options are intended to provide remuneration that is linked to the performance of the Company in the future. The benefit would only be received from the Options upon the Share price exceeding the exercise price of the Options and thereby warranting their exercise before they are lapsed.

The exercise price for the Director Options will be a 50% premium to the volume weighted average price of Shares as traded on ASX over the 5 trading days prior to the date of issue. For the Directors to receive any benefit from the exercise of these Directors Options, the Company's share price as at the date of issue must increase by at least 50%.

Under the Company's current circumstances, the Directors consider that the incentive-based remuneration noted above, represented by the issue of the Director Options, is a cost effect and efficient reward and incentive to provide, as opposed to the payment of cash compensation only.

The Board believes it is important to offer these Options to continue to attract and maintain highly experienced and qualified executives and board members in a competitive market.

As at 8 July 2026, each Directors Option has been valued by the Company at an estimated value of \$0.0054 based on a market price of Shares of \$0.008, an exercise price of \$0.012 and an expiry 3 years from the date of issue. The total estimated value of the Directors Options proposed to be issued to each Director is set out in the table below.

Director Resolution /	Directors Options	Total Estimated Value (as at 8 July 2026) - Black-Scholes valuation
Grant Button Resolution 7 (a)	5,000,000	\$27000
Francesco Cannavo Resolution 7 (b)	2,000,000	\$10800
TOTAL Estimated Value	7,000,000	\$37,800

Details of each Directors current annual remuneration and the value of total remuneration for the financial years ending 30 June 2024 and 30 June 2025 is set out below:

Director	Remuneration FY24	Remuneration FY25	Current*
Grant Button	\$75,516	\$63,404	\$50,000
Francesco Cannavo	\$77,516	\$63,404	\$50,000

*Excludes the value of Directors Options which are the subject of Resolutions 7(a) and 7(b) inclusive.

If these Resolutions are passed, the Company will be able to proceed with the proposed issue of Directors Options.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of Directors Options and will then be required to renegotiate with the Directors such other reasonable remuneration as may be applicable in substitution of these Options, which may include payment of cash.

Chapter 2E of the Corporations Act

Pursuant to Chapter 2E of the Corporations Act a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions set out in Sections 210 to 216 of the Corporations Act applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party. The issue Director Options constitutes giving a financial benefit and the Directors are a related party by virtue of being a Directors of the Company.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Director Options because the Director Options form part of the Directors remuneration as an officer of the Company and the remuneration is reasonable given the Directors circumstances and the circumstances of the Company.

Accordingly, approval will not be sought under Chapter 2E for the issue of these Director Options to Directors and/or their nominee as the issue of these securities constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act.

ASX Listing Rule 10.11

Under ASX Listing Rule 10.11, Shareholder approval is required for the issue of equity securities to a related party of a listed company unless an exception in ASX Listing Rule 10.12 applies.

Each of the Directors is a related party of the Company, by virtue of being a Director, and approval for an issue of securities to a related party is required under Listing Rule 10.11.1. 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. Therefore, approval is required under ASX Listing Rule 10.11.1 for the issue of the 7,000,000 Director Options noted above.

Once approval is obtained pursuant to ASX Listing Rule 10.11, the Company is entitled to rely on ASX Listing Rule 7.2, Exception 14 as an exception to any requirement that may otherwise apply requiring Shareholder approval under ASX Listing Rule 7.1.

It is proposed that Directors Options be issued to the Directors and/or their nominee as part of their remuneration as officers of the Company.

Information required by ASX Listing Rule 10.13

In compliance with the information requirements of ASX Listing Rule 10.13, Shareholders are advised of the following particulars in relation to the proposed issue of 7,000,000 Director Options:

Maximum number of securities to be issued	7,000,000 Director Options in proportions set out below: 5,000,000 to Grant Button and 2,000,000 to Francesco Cannavo.
Date of issue	If Shareholder approval is obtained, the issue of the Director Options will occur no later than one (1) month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
Issue price per security	Director Options will be issued for nil consideration.
Terms of issue	Each Option will entitle the holder to subscribe for one Share. The exercise price for the Director Options will be a 50% premium to the volume weighted average price of Shares as traded on ASX over the 5 trading days prior to the date of issue. The Directors Options will expire 3 years from the date of issue. The Directors Options will otherwise be issued on the terms and conditions set out in Schedule 3.
Persons to whom securities will be issued	The Directors (Francesco Cannavo, Grant Button,) or their nominees in the proportions set out earlier in this Explanatory Statement.
Purpose of the issue Intended use of funds	The Options are being issued as a form of remuneration for the Directors that is linked an increase in the Company's Share price and value of the Company. No funds will be raised from the issue of Options.

Remuneration of the Directors	Each Directors current annual remuneration (excluding the value of the Director Options) is set out below: Grant Button \$50,000 Francesco Cannavo: \$50,000 The Directors total remuneration for the 2024 and 2025 financial years and the estimated value of the Directors Options is set out earlier in this Explanatory Statement.
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Additional information

Resolutions 7(a) and 7(b) are separate ordinary resolutions.

The non-participating Director recommends shareholders vote in favour of these Resolutions.

Glossary

AEST means Australian Eastern Standard Time as observed in Melbourne, Victoria.

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

General Meeting or **Meeting** means the 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.

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 or Golden Mile means Golden Mile Resources Ltd 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.

Director Placement Options has the meaning given in the Explanatory Statement.

Director Options has the meaning given in the Explanatory Statement.

Director Placement Securities has the meaning given in Explanatory Statement.

Director Placement Shares has the meaning given in the Explanatory Statement.

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.

Lead Manager means Sanlam Private Wealth Pty Limited

Lead Managers Options has the meaning given in the Explanatory Statement.

Material Investor means in relation to the Company:

- a related party;
- Key Management Personnel;
- a substantial Shareholder;

- an advisor; or
- an associate of the above,

and they are being issued more than 1% of the Company's issued capital at the time of issue.

Notice of Meeting or **Notice** means this notice of 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.

Placement has the meaning given in the Explanatory Statement.

Placement Options has the meaning given in the Explanatory Statement.

Director Placement Shares has the meaning given in the Explanatory Statement.

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

Related Party has the meaning defined in the Corporations Act and ASX Listing Rules

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

Securities or **Equity Securities** mean Shares and/or Options and/or Performance Rights (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 Pty Ltd.

Schedule 1 - Terms and Conditions of Placement Options, Directors Placement Options and Lead Managers Options (Resolutions 2, 3 and 4)

The Options will be issued on the following terms and conditions:

1. **(Entitlement):** Each Option entitles the holder to subscribe for one fully paid ordinary share (**Share**) upon exercise of the Option.
2. **(Expiry Date):** Each Option will expire at 5:00pm (EST) on 30 June 2029 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
3. **(Exercise Price):** The Options are exercisable at \$0.01 each (**Exercise Price**).
4. **(Exercise Period):** The Options are exercisable at any time and from time to time on or prior to the Expiry Date.
5. **(Quotation of the Options):** the Company will not apply for quotation of the Options on any securities exchange.
6. **(Notice of Exercise):** The Options may be exercised 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 each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

Any Notice of Exercise of a Option received by the Company will be deemed to be a notice of the exercise of that Option as at 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**).

7. **(Timing of issue of Shares on exercise):** Within 5 Business Days after the Exercise Date the Company will, subject to paragraph 10:
 - (a) 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;
 - (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
8. **(Shares issued on exercise):** Shares issued on exercise of the Options will rank equally with the then Shares of the Company.

9. **(Takeovers prohibition):**
- (a) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
10. **(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 Listing Rules at the time of the reconstruction.
11. **(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.
12. **(Entitlement to dividends):** The Options do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors, during the currency of the Options without exercising the Options.
13. **(Entitlement to capital return):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise, and similarly do not confer any right to participate in the surplus profit or assets of the Company upon a winding up, in each case, during the currency of the Options without exercising the Options.
14. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder will be varied in accordance with the Listing Rules.
15. **(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 Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (b) no change will be made to the Exercise Price.

16. **(Voting rights):** The Options do not confer any right to vote at meetings of members of the Company, except as required by law, during the currency of the Options without first exercising the Options.
17. **(Constitution):** Upon the issue of Shares on exercise of the Options, the holder agrees to be bound by the Company's Constitution.

Schedule 2 – Terms of Employee Securities Incentive Plan (Resolution 5)

A summary of the terms of the Plan is set out below:

- (a) **(Eligible Participant):** Eligible Participant means a person that:
- (i) is an "eligible participant" (as that term is defined in ASIC Class Order 14/1000) in relation to the Company or an Associated Body Corporate (as that term is defined in ASIC Class Order 14/1000); and
 - (ii) has been determined by the Board to be eligible to participate in the Plan from time to time.
- (b) **(Purpose):** The purpose of the Plan is to:
- (i) assist in the reward, retention and motivation of Eligible Participants;
 - (ii) link the reward of Eligible Participants to Shareholder value creation; and
 - (iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.
- (c) **(Plan administration):** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.
- (d) **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.
- On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
- (e) **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
- (f) **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted

to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

- (g) **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
- (h) **(Exercise of Convertible Securities and cashless exercise):** To exercise an Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

- (i) **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
- (j) **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
 - (ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.
- (k) **(Change of control):** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
- (l) **(Rights attaching to Plan Shares):** All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, **(Plan Shares)** will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
- (m) **(Disposal restrictions on Plan Shares):** If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
 - (ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
- (n) **(Adjustment of Convertible Securities):** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

- (o) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.
- (p) **(Amendment of Plan):** Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

- (q) **(Plan duration):** The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

Schedule 3 - Terms and Conditions of Directors Options (Resolutions 7a and 7b)

The Options will be issued on the following terms and conditions:

- a. **(Entitlement):** Each Option entitles the holder to subscribe for one fully paid ordinary share (**Share**) upon exercise of the Option.
- b. **(Expiry Date):** Each Option will expire at 5:00pm (EST) on the date which is 3 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
- c. **(Exercise Price):** The Options will be exercisable at a price equal to the 50% premium to the volume weighted average price of Shares as traded on ASX over the 5 trading days prior to the date of issue rounded up to nearest \$0.001 (**Exercise Price**).
- d. **(Exercise Period):** The Options are exercisable at any time and from time to time on or prior to the Expiry Date.
- e. **(Quotation of the Options):** the Company will not apply for quotation of the Options on any securities exchange.
- f. **(Notice of Exercise):** The Options may be exercised 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 each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- g. Any Notice of Exercise of a Option received by the Company will be deemed to be a notice of the exercise of that Option as at 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 on exercise):** Within 5 Business Days after the Exercise Date the Company will, subject to paragraph 10:
 - 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)(e) of the Corporations Act; and
 - iii. if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
- i. **(Shares issued on exercise):** Shares issued on exercise of the Options will rank equally with the then Shares of the Company.
- j. **(Takeovers prohibition):**
 - i. the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and

- ii. the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on 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 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. **(Entitlement to dividends):** The Options do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors, during the currency of the Options without exercising the Options.
- n. **(Entitlement to capital return):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise, and similarly do not confer any right to participate in the surplus profit or assets of the Company upon a winding up, in each case, during the currency of the Options without exercising the Options.
- o. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder will be varied in accordance with the Listing Rules.
- p. **(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):
 - i. the number of Shares which must be issued on the exercise of a Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - ii. no change will be made to the Exercise Price.
- q. **(Voting rights):** The Options do not confer any right to vote at meetings of members of the Company, except as required by law, during the currency of the Options without first exercising the Options.
- r. **(Constitution):** Upon the issue of Shares on exercise of the Options, the holder agrees to be bound by the Company's Constitution.

Your proxy voting instruction must be received by **11:00am (AEST) on Monday, 24 August 2026**, 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 Key Management Personnel.

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://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

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

24 JULY 2026

General Meeting – Letter of Access

Golden Mile Resources Ltd ACN 614 538 402 (**Company**) advises that a General Meeting of Shareholders will be held at 11:00 am (AEST) on 26 August 2026 at the Ground Floor Business Centre, 365 Little Collins Street, Melbourne, VIC, 3000 (Meeting).

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. Shareholders who have provided an email address and have elected to receive electronic communications from the Company, will receive an email to their nominated email address with a link to an electronic copy of the Notice and the proxy voting form. Otherwise, a personalized proxy voting form will be printed and dispatched to Shareholders. The Notice is available at:

1. https://web.automicgroup.com.au/er/public/api/documents/G88?fileName=G88_AUG2026_EGM_Final.pdf
2. on the ASX announcements platform (<https://www.asx.com.au/asx/v2/statistics/announcements.do>, ASX code: G88); or
3. by contacting the Company Secretary on +61 (0)3 9088 2049.

Your vote is important

The business of the Meeting affects your shareholding and your vote is important. All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

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.
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received no later than 11:00am (AEST) on 24 August 2026, being at least 48 hours before the commencement of the Meeting. Subject to the voting restrictions set out in the Voting Exclusion Statements, the Chairperson will vote undirected proxies on, and in favour of all Resolutions.

Yours faithfully

Justyn Stedwell
Company Secretary
Golden Mile Resources Ltd
Phone: +61 (0)3 90882049