



GREEN & GOLD MINERALS LIMITED

ACN 603 812 997

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Date of meeting: 27 November 2026

Time of meeting: 9:00AM AEST

Location: Level 24, 360 Queen 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 Annual General Meeting are those who are registered Shareholders at 7.00pm (AEDT) on 25 November 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 ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting of Shareholders of Green & Gold Minerals Limited ACN 603 812 997 (**Company**) will be held at Level 24, 360 Queen Street, Brisbane on 27 November 2026 at 9:00am (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.

ORDINARY BUSINESS

Resolution 1 – Adoption of Remuneration Report (Non-Binding)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a non-binding resolution:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s annual financial report for the financial year ended 30 June 2026.”

Short Explanation

The Corporations Act provides that a resolution that the remuneration report be adopted must be put to vote at a listed company’s annual general meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

A voting prohibition statement is set out below.

Resolution 2 - Re-Election of Director - Mr Tony Bellas

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

“That, Mr Tony Bellas, who retires by rotation and being eligible, is elected as a Director.”

Resolution 3 – Ratification of prior issue of Consideration Shares

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

‘That the issue on 18 August 2026 of 522,483 Shares to Centurion Drilling Pty Ltd in part-payment for drilling services is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Explanatory Statement.’

Resolution 4 – Approval for the issue of Performance Rights to Mr Quentin Hill

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

“That for the purpose of Listing Rule 10.14 and for all other purposes, the issue to Mr Quentin Hill of 340,000 Performance Rights, on the terms and conditions set out in the Explanatory Statement, is approved.”

Resolution 5 - Approval of 10% Placement Capacity

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement is set out below.

VOTING PROHIBITION STATEMENTS

The Company will disregard any votes cast on	
Resolution 1	<u>Section 250BD of the Corporations Act</u> by a Director or on behalf of “Key Management Personnel” and their “closely related parties”.
However, the Company need not disregard a vote if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or (b) the voter is the Chair and the appointment of the Chair expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.	

VOTING EXCLUSION STATEMENTS

The Company will disregard any votes cast in favour of:	
Resolution 3	by or on behalf of any person who participated in the issue (including Centurion Drilling Pty Ltd) or any of their associates
Resolution 4	by or on behalf of Mr Quentin Hill (or his nominees), being a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3, or any of their respective associates
Resolution 5	(if at the time the approval is sought, the entity is proposing to make an issue of equity securities under Listing Rule 7.1A.2) by any 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 entity), and any of their associates.
However, this does not apply to a vote cast in favour of a resolution by: (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 (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
- (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.

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 26 November 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 +61 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 25 November 2026 at 09:00am (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.mufig.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: 28 October 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 Annual General Meeting to be held online (see further details in the Notice of Meeting) and at Level 24, 360 Queen Street, Brisbane on 27 November 2026 at 9:00am (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. Financial Statements and Reports

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's 2026 Annual Report to Shareholders unless specifically requested to do so. The Company's 2026 Annual Report is available on its website at www.greengoldminerals.com.au.

2. Resolution 1 – Adoption of Remuneration Report (Non-Binding)

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Company or the Directors of the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the company. The remuneration report is part of the Directors' report contained in the annual financial report of the company for a financial year.

The Chair must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the Annual General Meeting.

2.2 Voting Consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous Voting Results

At the Company's previous Annual General Meeting, the votes cast against the remuneration report considered at that meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy:	You <u>must direct your proxy</u> how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the votes on this Resolution.
If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member):	You <u>do not</u> need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you are taken to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel. The Chair intends to vote undirected proxies in favour of all Resolutions.
If you appoint any other person as your proxy:	You <u>do not</u> need to direct your proxy how to vote on this Resolution.

3. Resolution 2 - Re-Election of Mr Tony Bellas

3.1 Background

Clause 8.5 of the Constitution provides that a Director must retire from office no later than the longer of the third annual general meeting of the Company following that Director's last election or appointment. Listing Rule 14.5 requires that the Company hold an election of at least one director at every Annual General Meeting.

Pursuant to Resolution 2, Mr Bellas retires by rotation at this Meeting and, being eligible for re-election, offers himself for re-election at the Meeting pursuant to clause 8.5 of the Constitution and Listing Rule 14.4.

3.2 Qualifications and other material directorships

Mr Bellas brings over 30 years of experience in the public and private sectors. Tony was previously CEO of the Seymour Company, one of Queensland's largest private investment and development companies. Prior to joining the Seymour Company, Tony held the position of CEO of Ergon Energy, a Queensland Government-owned corporation involved in electricity distribution and retailing. Before

that, he was CEO of CS Energy, also a Queensland Government-owned corporation and the State's largest electricity generation company, operating over 3,500 MW of gas-fired and coal-fired plant at four locations. Tony had a long career with Queensland Treasury, achieving the position of Deputy Under Treasurer.

Mr Bellas was appointed as a Director on 16 June 2017 and is considered to be an independent Director.

3.3 Directors' Recommendation

Having regard to Mr Bellas' experience described above, the Directors, other than Mr Bellas, recommend that Shareholders vote in favour of Resolution 2.

4. Resolution 3 - Ratification of prior issue of Consideration Shares

4.1 Background

On 30 June 2026, the Company announced that it had entered into an agreement (**Drilling Services Agreement**) with Centurion Drilling Pty Ltd (**Centurion**) pursuant to which 50% of the drilling services costs would be paid by the Company in Shares (**Consideration Shares**), the issue price of which would be determined in the case of the first payment, with reference to the VWAP of the Company's Shares traded on the ASX in the 14 trading days up to 27 May 2026. For subsequent drilling services procured by the Company under the Drilling Services Agreement, the issue price of the Consideration Shares would be determined based on the 10 trading day VWAP of the Company Shares traded on the ASX up to acceptance of each drilling campaign proposal under the Drilling Service Agreement.

On 18 August 2026, the Company issued 522,483 Consideration Shares to Centurion in part-payment for the First Drilling Campaign.

4.2 Listing Rules 7.1 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 securities it had on issue at the start of that period.

The issue of the Consideration Shares did not breach Listing Rule 7.1 at the time of issue.

The issue of the abovementioned 522,483 Consideration Shares under the Company's Listing Rule 7.1 issue capacity (the **Issue**) does not fit within any of the exceptions in Listing Rule 7.2 and, as their issue has not yet been approved by Shareholders, the Issue effectively used up part of the Company's 15% limit under Listing Rule 7.1. Therefore, the Issue reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of the Issue.

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

The effect of Shareholders passing Resolution 3 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 3 is passed, issue of the abovementioned 522,483 Consideration Shares under the Company's Listing Rule 7.1 issue capacity will be excluded in calculating the Company's 15% placement capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities, the Company can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 3 is not passed, the issue of the 522,483 Consideration Shares under the Company's Listing Rule 7.1 issue capacity will continue to be included in calculating the Company's 15%

placement capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date.

4.3 Specific information required by Listing Rule 7.5

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Consideration Shares:

The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected	The Issue of Consideration Shares was made to Centurion. Neither Centurion nor its associates are related parties of the Company, members of Key Management Personnel, substantial holders in the Company, or advisers to the Company. Neither Centurion nor its associates received Consideration Shares representing more than 1% of the Company's issued share capital.
The number and class of securities the entity issued or agreed to issue and their material terms of Issue	522,483 Consideration Shares, being fully paid ordinary shares in the Company ranking equally with all other Shares on issue
The date or dates on which the securities were issued	18 August 2026
The price or other consideration the entity has received or will receive for the Issue	The Consideration Shares were issued for \$0.147 per Consideration Share.
The purpose of the Issue, including the use or intended use of any funds raised by the Issue	The Consideration Shares were issued in part-payment for drilling services provided by Centurion under the Drilling Services Agreement.
Summary of the material terms of the agreement under which the securities were issued	The material terms of the Drilling Services Agreement are summarised in Section 4.1.
A voting exclusion statement	A voting exclusion statement has been included in the attached Notice of General Meeting

4.4 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 3, as this will enable the Company to maintain flexibility in respect of future capital raising activities.

5. Resolution 4 - Approval for the issue of Performance Rights to Mr Quentin Hill

5.1 Background

Prior to listing, the Company established an employee securities incentive plan (**Incentive Plan**) as part of the overall remuneration strategy of the Company. Section 7.3 of the Prospectus lodged by the Company with ASX on 8 July 2025 (**Prospectus**) includes a summary of the terms of the Incentive Plan.

Resolution 4 seeks Shareholder approval of the issue of 340,000 Performance Rights under the Incentive Plan to Mr Hill.

The purpose of the Incentive Plan is to allow the Board to grant Performance Rights to executives of the Company to:

- (a) assist in the reward, retention and motivation of Eligible Participants;

- (b) link the reward of Eligible Participants to Shareholder value creation; and
- (c) align the interests of Eligible Participants with Shareholders by providing an opportunity to receive an equity interest in the Company in the form of Securities.

5.2 ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

As Shareholder approval is sought under ASX Listing Rule 10.14, separate approval under ASX Listing Rules 7.1 and 10.11 is not required to issue the Performance Rights to Mr Hill.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Performance Rights to Mr Hill.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Performance Rights to Mr Hill. If this occurs, the Company will consider other forms of performance-based remuneration for Mr Hill, such as cash remuneration, which is to be determined by the Board.

5.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the 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 provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Performance Rights constitutes the giving of a financial benefit. A "related party" for the purposes of the Corporations Act and the ASX Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity.

The non-interested Directors (being Mr Tony Bellas and Mr Edward Boulton) have carefully considered the issue of these Performance Rights to Mr Hill, and formed the view that the giving of this financial benefit as part of his remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the Performance Rights, and the responsibilities held by Mr Hill in the Company.

Accordingly, the non-interested Directors believe that the issue of these Performance Rights to Mr Hill falls within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act, and rely on this exception for the purposes of this Resolution. Therefore, the proposed issue of Performance Rights to Mr Hill requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

5.4 Information Required by ASX Listing Rule 10.15

ASX Listing Rule 10.15 requires that certain information be provided to Shareholders for the purpose of obtaining Shareholder approval under ASX Listing Rule 10.14. This information is as follows:

Eligible Recipient	Mr Quentin Hill (or his nominee), a Director of the Company (pursuant to ASX Listing Rule 10.14.1)
Current Total Remuneration Package	Total Fixed Annual Remuneration (TFR): \$318,100, consisting of: (a) \$285,600 in salary; and (b) \$32,500 in superannuation.

	Short Term Incentive (STI): Mr Hill is entitled to a bonus of up to 15% of his salary (\$42,840) subject to shareholder approval payable in cash or otherwise in shares. The STI is subject to the various percentage proportions payable upon meeting certain corresponding milestones. Long Term Incentive (LTI): Mr Hill is eligible to be issued Performance Rights equal in value to 20% of his base salary (up to \$57,120 per annum) on a rolling three year performance period (this is the subject of this Resolution).
Number of Performance Rights issued to date	At the Company's 2025 Annual General Meeting, the issue of 280,000 Performance Rights to Mr Hill, was approved.
Maximum number and Value of Performance Rights to be Issued	340,000 Performance Rights, which would have a value of \$68,000. This value was determined based on the value of 20% of Mr Hill's base salary as at the date of the Prospectus.
Issue price	Nil
Summary of the material terms and conditions of the Performance Rights	Please refer to Schedule 1 for a summary of the material terms and conditions of the Performance Rights to be issued to Mr Hill.
Summary of material terms of Incentive Plan	Please refer to Schedule 2 for a summary of the material terms of the Incentive Plan.
Reasons for issue of Performance Rights	The Company has chosen to issue the Performance Rights to Mr Hill for the following reasons: (a) the Performance Rights form part of the remuneration package for Mr Hill, and do not represent an increase in the value of, or additional financial benefits to be provided as part of, the remuneration package for Mr Hill; (b) the Performance Rights are considered to be a cost effective and efficient means for the Company to provide a reward and an incentive for Mr Hill, as opposed to alternative forms of incentive, such as the payment of additional cash compensation; (c) to align the interests of Mr Hill with those of Shareholders, motivate and reward the performance of Mr Hill in his role as Managing Director; (d) the deferred taxation benefit which is available to Mr Hill in respect of an issue of Shares on conversion of the Performance Rights is also beneficial to the Company as it means Mr Hill is not required to immediately sell the Shares issued on conversion of any Performance Rights to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and

	(e) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed.
Issue Date	Subject to approval of Shareholders, the Performance Rights will be unconditionally issued to Mr Hill within one month of the date of this Annual General Meeting, (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
Loan	There is no intention for the Company to grant a loan in relation to the Performance Rights.

In accordance with ASX Listing Rule 10.15.11, it is noted that:

- (a) details of any Performance Rights issued under the Plan will be published in the Annual Report relating to the period in which the Performance Rights were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14; and
- (b) any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the Plan after Resolution 4 is approved and who were not named in the Notice of Meeting will not participate until approval is obtained from Shareholders under ASX Listing Rule 10.14.

5.5 Directors' recommendation

The Board (other than Mr Hill who abstains from making any recommendation in relation to this Resolution) recommends that Shareholders vote in favour of Resolution 4.

6. Resolution 5 – Approval of 10% Placement Capacity

6.1 Introduction

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

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%. An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 5 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities. As at the date of this Notice, the Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: GG1).

This Resolution is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this Resolution for it to be passed. If Shareholders approve this Resolution, the exact number of Equity Securities which may be issued under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (**10% Placement Securities**).

6.2 Outcome of voting for and against the Resolution

If Resolution 5 is approved by Shareholders, then the Company will have the benefit of the 10% Placement Capacity and be able to issue the 10% Placement Securities within the 10% Placement Period.

If Resolution 5 is not approved by Shareholders, then the Company will not have the benefit of the 10% Placement Capacity and be unable to issue the 10% Placement Securities within the 10% Placement Period. If necessary, the Company may have to source other methods of fundraising to meet its objectives during this period.

6.3 Technical Information required by ASX Listing Rule 7.1A

(a) Calculation for Additional 10% Placement - Listing Rule 7.1A.2

Listing Rule 7.1A.2 provides that Eligible Entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the period of the approval, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A has the same meaning as in Listing Rule 7.1.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the shareholders under Listing Rule 7.4 (as defined in Section 5.4(a) below).

(b) Listing Rule 7.1A.3

Equity Securities

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company and issued for cash consideration.

As at the date of this notice of meeting, the class of Equity Securities in the Company quoted on the ASX are ordinary shares. The Company presently has 71,127,397 Shares on issue at the date of this Notice of Meeting.

(c) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice of Meeting, the Company has on issue 71,127,397 Shares. The Company will have the capacity to issue the following Shares on the date of the Meeting:

- (i) 10,669,109 Equity Securities under Listing Rule 7.1; and
- (ii) 7,112,740 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as described above).

6.4 Technical Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution:

(a) The period for which the approval will be valid - Listing Rule 7.3A.1

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting; and
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

(10% Placement Period).

If approval is given for the issue of the 10% Placement Securities, then the approval will expire on 28 November 2026, unless the Company holds its next annual general meeting or Shareholder approval is granted pursuant to Listing Rule 11.1.2 or Listing Rule 11.2 prior to that date.

(b) Minimum Price of securities issued under Listing Rule 7.1A - Listing Rule 7.3A.2

The issue price for the 10% Placement Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 ASX trading days of the date in section (i) above, the date on which the Equity Securities are issued.

The Company will disclose to the ASX the issue price on the date of issue of the 10% Placement Securities.

(c) Purpose of Issue under 10% Placement Capacity - Listing Rule 7.3A.3

The Company may issue Equity Securities under the 10% Placement Capacity for cash consideration, in which case the Company intends to use funds raised towards any of:

- (i) raising funds for an acquisition of new assets or investments for cash (including expenses associated with such an acquisition);
- (ii) continued exploration expenditure on the Company's current assets; and/or
- (iii) general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities, namely:

- (i) state in its announcement of the proposed issue under rule 3.10.3 or in its application for quotation of the securities under Listing Rule 2.7 that the securities are being issued under rule 7.1A; and
- (ii) give to ASX immediately after the issue a list of names of the persons to whom the entity issued the equity securities and the number of equity securities issued to each. This list is not for release to the market.

(d) Risk of economic and voting dilution - Listing Rule 7.3A.4

If Equity Securities are issued under the 10% Placement Capacity, there is a risk of economic and voting dilution of existing Shareholders, including the following risks:

- (i) the market price for Equity Securities in the class of securities issued under the 10% Placement Capacity may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and

- (ii) the Equity Securities may be issued under the 10% Placement Capacity at a discount to the market price for those Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the number of Equity Securities on issue as at 16 October 2026 (being the last trading day prior to finalisation of this Notice) and the market price as at that date, being \$0.086.

The table also shows:

- (iii) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue as at 16 October 2026. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlement offer or securities issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future general meeting; and
- (iv) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the market price as at 16 October 2026 (being the last closing price before the date of this Notice).

Table 1

Variable "A" in formula in Listing Rule 7.1A.2		Issue Price		
		\$0.043 50% decrease in issue price	\$0.086 issue price	\$0.129 50% increase in issue price
Current Variable "A" 71,127,397	10% voting dilution	7,112,740	7,112,740	7,112,740
	Funds raised	\$305,847.82	\$611,695.64	\$917,543.46
50% increase in current Variable "A" 106,691,096	10% voting dilution	10,669,110	10,669,110	10,669,110
	Funds raised	\$458,771.73	\$917,543.46	\$1,376,315.19
100% increase in current Variable "A" 142,254,794	10% voting dilution	14,225,479	14,225,479	14,225,479
	Funds raised	\$611,695.60	\$1,223,391.19	\$1,835,086.79

The table has been prepared on the following assumptions:

- (i) There are currently 71,127,397 Shares on issue. The issue price set out above is \$0.086 which is the closing price on 16 October 2026 (being the last closing price before the finalisation of this Notice).
- (ii) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- (iii) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.

- (iv) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
 - (v) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
 - (vi) This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- (e) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as **10%****Allocation policy under the 10% Placement Capacity - Listing Rule 7.3A.5**
- The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.
- The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:
- (i) the purpose of the issue;
 - (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
 - (iii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
 - (v) prevailing market conditions; and
 - (vi) advice from corporate, financial and broking advisers (if applicable).
- (f) **Previous issues under ASX Listing Rule 7.1A.2 - Listing Rule 7.3A.6**
- The Company has not issued any securities under Listing Rule 7.1A since its 2025 Annual General Meeting.

6.5 Voting Exclusion

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this Resolution.

6.6 Directors' recommendations

None of the Directors have material personal interest in the subject matter of this Resolution. The Board recommends Shareholders vote in favour of this Resolution as it provides the Company with the flexibility to issue further Securities representing up to 10%, in addition to using the Company's 15% placement capacity under Listing Rule 7.1, of the Company's share capital during the next 12 months without shareholder approval.

7. GLOSSARY

AEST means Australian Eastern Standard Time.

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

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.

Notice or **Notice of Meeting** means this Notice of the Annual 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.

Schedule 1 Summary of material terms and conditions of Performance Rights

A summary of the material terms and conditions of Mr Hill's Performance Rights is set out below.

- (a) **(Entitlement)** Subject to paragraph (d), each Performance Right represents a right to be issued or transferred a Share, subject to the terms and conditions of the Plan;
- (b) **(Performance Period)** 1 July 2026 to 30 June 2029.
- (c) **(Vesting Date)** The Performance Rights will vest once the Board, in its absolute discretion, determines, as soon as practicable after the Performance Period, subject to meeting the Vesting Conditions (set out below) **(Vesting Date)**.
- (d) **(Vesting conditions)** Mr Hill must meet the following vesting conditions for any Performance Rights to vest **(Vesting Conditions)**:
 - (i) **Service Condition:** Mr Hill must be employed by the Company from the date on which the Performance Rights are issued until the Vesting Date; and
 - (ii) **Performance Conditions:**

The Performance Rights are 100% tested against a 3-year Relative Total Shareholder Return (TSR) measure based on a peer group of small cap miners. If a positive TSR is not achieved, then the TSR performance condition has not been satisfied.

The TSR performance condition relates the Company's TSR ranking against the entities comprising a select group of comparable listed junior gold explorers, primarily domiciled in Australia, during the Performance Period.

The list of the entities in the comparator group is set out below.

- (A) AUKING Mining Limited (ASX: AKN)
- (B) Native Mineral Resources Holdings Limited (ASX: NMR)
- (C) PacGold Limited (ASX: PGO)
- (D) CitiGold Corporation Limited (ASX:CTO)
- (E) Far Northern Resources Limited (ASX:FNR)
- (F) Tartana Minerals Limited (ASX:TAT)
- (G) Forrestania Resources Ltd (ASX: FRS)
- (H) Kula Gold Limited (ASX: KGD)
- (I) Black Bear Minerals Limited (ASX: BKB)
- (J) Norwest Minerals Limited (ASX: NWM)

The Board may determine to adjust a relevant entity's TSR performance, or remove the entity from the comparator group, upon the occurrence of certain corporate events affecting the entity.

The table below sets out the percentage of the relevant tranche of Performance Rights that will vest depending on the Company's relative TSR ranking as at the end of the Performance Period.

TSR Ranking	% of Performance Rights that vest
Below the 35 th percentile	0% of Performance Rights will vest

At the 35 th percentile	25% of Performance Rights will vest
At or above the 60 th percentile	100% of Performance Rights will vest
Above the 35 th percentile and below the 60 th percentile	Pro rata vesting between 25% and 100%

- (e) **(Expiry Date)** The Performance Rights must be exercised within 4 years from the date of issue **(Expiry Date)**.
- (f) **(Lapse of a Performance Right)** Any Performance Right that has not been converted into a Share prior to the Expiry Date specified in paragraph (e) will automatically lapse. For the avoidance of doubt, a Performance Right will not lapse in the event a relevant Vesting Condition is met before the Expiry Date.
- (g) **(Share ranking)** All Shares issued upon the conversion of the Performance Rights will upon issue rank pari passu in all respects with existing Shares.
- (h) **(Cash Payment Facility)** Subject to the achievement of the relevant Vesting Conditions, the Board may, at its election, allow for a cash payment to be made in lieu of issuing or transferring a Share to the holder on conversion of the Performance Right, and will pay the holder or his or her personal representative (as the case may be) a cash payment to the value of the converted Shares.
- (i) **(Transfer)** The Performance Rights are not transferable.
- (j) **(Dividend and Voting Rights)** The Performance Rights do not confer on the holder an entitlement to vote on any resolutions proposed by the Company (except as otherwise required by law) or receive dividends.
- (k) **(No rights to return of capital)** A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (l) **(Rights on winding up)** A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
- (m) **(Conditional upon listing)** The grant of the Performance Rights is subject to and conditional upon the Company listing on the ASX.
- (n) **(Quotation)** The Company will not apply for quotation of the Performance Rights on ASX.
- (o) **(No other rights)** The Performance Rights will be issued under and are subject to the terms and conditions of the Incentive Plan. A Performance Right gives the holder no rights other than those expressly provided by these terms or under the Incentive Plan and those provided at law where such rights at law cannot be excluded by these terms or under the Plan.

Schedule 2 Summary of material terms of Incentive Scheme

A summary of the terms of the Company's Employee Securities Incentive Plan (**Incentive Plan** or **Plan**) is set out below.

- (a) **(Eligible Participant):** Eligible Participant means a person that has been determined by the Board to be eligible to participate in the Plan from time to time and is an "ESS participant" (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an associated entity of the Company. This relevantly includes, amongst others:
 - (i) an employee or director of the Company or an individual who provides services to the Company; and
 - (ii) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity.
- (b) **(Maximum allocation)** The Company must not make an offer of Securities under the Plan in respect of which monetary consideration is payable where:
 - (i) the total number of Plan Shares (as defined below) that may be issued or acquired upon exercise of the convertible securities offered; plus
 - (ii) the total number of Plan Shares issued or that may be issued as a result of offers made under the Plan at any time during the previous 3 year period,would exceed 5% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company's Constitution from time to time.
- (c) **(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 by providing an opportunity to receive an equity interest in the Company in the form of Securities.
- (d) **(Plan administration):** The Plan will be administered by the Board subject to compliance with applicable laws and the Listing Rules.
- (e) **(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. On receipt of an invitation, an Eligible Participant may apply for the Securities under the invitation by sending a completed application form to the Company. If permitted in the invitation, the Eligible Participant may nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
- (f) **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (**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.
- (g) **(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. 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.
- (h) **(Vesting of Convertible Securities):** If any applicable vesting conditions are satisfied, 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 and will otherwise lapse.

- (i) **(Exercise of Convertible Securities and cashless exercise):** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and 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.
- (j) **(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.
- (k) **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant, becomes insolvent or otherwise acts fraudulently or dishonestly, all unvested Convertible Securities will be forfeited by the Participant, unless the Board determines otherwise.
- (l) **(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 the relevant transaction.
- (m) **(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.
- (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.
- (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 without exercising the Convertible Securities.
- (p) **(Amendment of Plan):** The Board may at any time amend any provisions of the Plan rules other than in respect of any amendment that materially reduces the rights of any Participant as they existed before the date of the amendment.
- (q) **(Plan duration):** The Plan continues in operation until the Board decides to end it. The Rules otherwise contain terms and conditions considered standard for employee incentive plan rules of this nature.

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 Annual General Meeting of the Company to be held at **9:00am (AEST) on Friday, 27 November 2026 at Level 24, 360 Queen Street, Brisbane (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 & 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 & 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

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

1 Adoption of Remuneration Report (Non-Binding)

For Against Abstain*

☐	☐	☐
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5 Approval of 10% Placement Capacity

For Against Abstain*

☐	☐	☐
--------------------------	--------------------------	--------------------------

2 Re-Election of Director - Mr Tony Bellas

☐	☐	☐
--------------------------	--------------------------	--------------------------

3 Ratification of prior issue of Consideration Shares

☐	☐	☐
--------------------------	--------------------------	--------------------------

4 Approval for the issue of Performance Rights to Mr Quentin Hill

☐	☐	☐
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* 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.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

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).

GG1 PRX2602C

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, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by 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:

- (a) 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
- (b) 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.mufig.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufig.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 **9:00am (AEST) on Wednesday, 25 November 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.mufig.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.mufig.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 ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**