

29 October 2026

Upcoming Annual General Meeting of Shareholders

Dear Shareholder,

Kalgoorlie Gold Mining Limited ACN 645 666 164 (ASX: KAL or “the **Company**”), advises the 2026 Annual General Meeting will be held in person at Suite 2, 1209 Hay St, West Perth WA 6005 on Monday 30 November 2026 at 3:00pm (AWST) (**Meeting**).

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company’s website at <https://www.kalgoldmining.com.au/> or the Company’s ASX market announcements platform at www.asx.com.au (ASX: KAL)

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Voting by Proxy

<p>Online scan the QR code below using your smartphone</p> 	<p>Lodge your Proxy vote online at https://singleholding.automic.com.au/login by following the below instructions:</p> <ol style="list-style-type: none"> 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on ‘Meetings’ - ‘Vote’. <p>To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.</p>
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For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company’s Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at info@kalgoldmining.com.au.

Copies of all Meeting related material including the Notice and the Company’s Annual Report, are available to download from the Company’s website and the Company’s ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company’s website.

Authorised for ASX release by the Company Secretary.

KALGOORLIE GOLD MINING LIMITED

ACN 645 666 164

NOTICE OF ANNUAL GENERAL MEETING

TIME: 3:00pm (AWST)

DATE: Monday 30 November 2026

PLACE: Suite 2, 1209 Hay St,
West Perth WA 6005

This Notice of Annual General 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.

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary on +61 8 6002 2700.

KALGOORLIE GOLD MINING LIMITED
ACN 645 666 164
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of Kalgoorlie Gold Mining Limited (“Kalgoorlie Gold Mining” or “the Company”) will be held as follows:

TIME:	3:00pm (AWST)
DATE:	Monday 30 November 2026
LOCATION:	Suite 2, 1209 Hay St, West Perth WA 6005

Words and phrases used in the Resolutions are defined in the section headed 'Definitions' of the accompanying Explanatory Memorandum and these words and phrases have the same meaning in this Notice of Annual General Meeting as defined in the Explanatory Memorandum.

AGENDA

Annual Report

To receive and consider the Annual Report of the Company for the year ended 30 June 2026, which includes the Financial Report, the Directors’ Report (including the Remuneration Report) and the Auditor’s Report.

1. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, the following resolution as a **non-binding** ordinary resolution:

“That, for the purpose of section 250R(2) of the Corporations Act, 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.”

Note: Pursuant to section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

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

2. Resolution 2 – Re-Election of Non-Executive Director– Andrew Penkethman

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 14.5, article 7.2 of the Constitution and for all other purposes, Mr Penkethman retires and being eligible is re-elected as a Non-Executive Director on the terms and conditions in the Explanatory Memorandum.”

3. Resolution 3 – Ratification of 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) 67,949,000 Placement Shares issued under Listing Rule 7.1; and

(b) 45,551,000 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.

4. Resolution 4 – Approval to issue Lead Manager Options

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

“That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 10,000,000 Lead Manager Options to the Lead Managers (or their respective nominees), on the terms and conditions set out in the Explanatory Memorandum.”

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

5. 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 Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Memorandum.”

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

Voting Prohibition Statements

If you purport to cast a vote other than as permitted below, that vote will be disregarded by the Company (as indicated below) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Resolution 1 – Adoption of Remuneration Report	<p>In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none">(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or(b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none">(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or(b) the voter is the Chair and the appointment of the Chair as proxy:<ul style="list-style-type: none">(i) does not specify the way the proxy is to vote on this Resolution; and(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
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Voting Exclusion Statements

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

Resolution 3(a) – Ratification of issue of Placement Shares – Listing Rule 7.1	Any person who participated in the issue of the Placement Shares or any of their respective associates.
Resolution 3(b) – Ratification of issue of Placement Shares - Listing Rule 7.1A	Any person who participated in the issue of the Placement Shares (specifically Regal Funds Management Pty Ltd) or any of their respective associates.
Resolution 4 - Issue of Lead Manager Options	Stralis Capital Partners Pty Limited and Lazarus Advisory Pty Ltd (or their nominee/s) and any person who will obtain a material benefit as a result of the issue of these Lead Manager Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
Resolution 5 - Approval of 10% Placement Capacity	If at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, any persons who are 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 Shareholder), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant 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.

EXPLANATORY MEMORANDUM

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Annual General Meeting for further explanation of the Resolutions.

VOTING IN PERSON

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

PROXIES

Members are encouraged to attend the meeting, but if you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) each Shareholder has the right to appoint a proxy;
- (b) the proxy need not be a Shareholder of the Company; and
- (c) a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) Mail to: Automic C/- GPO Box 5193, Sydney NSW 2001
- (b) By hand to: Automic C/- Level 5, 126 Phillip Street, Sydney NSW 2000

To be effective, a Proxy Form and, if the Proxy Form is signed by the Shareholder's attorney, the authority under which the appointment is signed (or a certified copy of that authority) must be received by the Company not later than 48 hours before the time specified for the commencement of the Annual General Meeting.

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

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

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

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

CORPORATE REPRESENTATIVES

A body corporate that is a Shareholder, or which has been appointed as proxy, may appoint an individual to act as its representative at the Annual General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

CHAIR'S VOTING INTENTIONS

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention. In exceptional circumstances, the Chair of the Meeting may change their voting intention on any Resolution, in which case an ASX announcement will be made.

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1, even though this Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

DATE FOR DETERMINING HOLDERS OF SHARES

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have set a date to determine the identity of those entitled to attend and vote at the Annual General Meeting. For the purposes of determining voting entitlements at the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding at 10:00am (AWST) on Saturday, 28 November 2026. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

SUBMITTING QUESTIONS

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at gsmith@kalgoldmining.com.au by no later than five business days before the Meeting.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

Dated 29 October 2026

By order of the Board



Graeme Smith
Company Secretary

KALGOORLIE GOLD MINING LIMITED

ACN 645 666 164

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

1. ACTION TO BE TAKEN BY SHAREHOLDERS

This Explanatory Memorandum sets out information about the Resolutions to be considered by the Shareholders at the Annual General Meeting. Defined terms used in this Explanatory Memorandum are set out in the section headed 'Definitions' in the Explanatory Memorandum. Accompanying this Explanatory Memorandum is the Notice of Annual General Meeting convening the Annual General Meeting and a Proxy Form.

Shareholders are encouraged to attend and vote on the Resolutions to be put to the Annual General Meeting. If a Shareholder is not able to attend and vote at the Annual General Meeting, the Shareholder may complete the Proxy Form and return it no later than 48 hours before the time specified for the commencement of the Annual General Meeting.

2. ANNUAL FINANCIAL REPORTS

The Corporations Act requires the Company's financial statements and reports of the Directors and of the auditor for the year ended 30 June 2026 to be laid before the Annual General Meeting. The financial statements and the reports of the Directors and of the auditor are contained in the Company's 2026 Annual Report, a copy of which is available on the Company's website at <https://www.kalgoldmining.com.au/>

Whilst no Resolution is required in relation to this item, Shareholders should consider the documents and raise any relevant matters of interest with the Directors when this item is being considered.

A representative from the Company's auditors will be invited to the meeting and Shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies and the independence of the auditor.

3. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report is required to be considered for adoption in accordance with section 250R(2) of the Corporations Act. 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 the financial year ending 30 June 2026.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the Annual General Meeting. Shareholders should note that in accordance with section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Company or the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2025 annual general meeting held on 27 November 2025. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware

that if a second Strike is received at the 2027 annual general meeting, this may result in the re-election of the Board.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Annual General Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

4. RESOLUTION 2 – RE-ELECTION OF NON-EXECUTIVE DIRECTOR – ANDREW PENKETHMAN

4.1 General

Article 7.2 of the Constitution and Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

Article 7.3 of the Constitution provides that a Director who retires in accordance with article 7.2 is eligible for re-election and that re-election takes effect at the conclusion of the Meeting.

Andrew Penkethman, Non-Executive Director, was last elected at the annual general meeting held on 29 November 2024. Accordingly, Mr Penkethman retires at this Meeting and, being eligible, seeks re-election pursuant to this Resolution.

If Resolution 2 is passed, Mr Penkethman will be re-elected to the Board as a Non-Executive Director.

If Resolution 2 is not passed, Mr Penkethman will not be re-elected to the Board as a Non-Executive Director and will leave the Board at the conclusion of the meeting.

4.2 Qualifications & Experience

Andrew Penkethman is a geologist and resources sector executive with over 30 years technical and corporate experience with a number of listed public companies. Industry experience includes project appraisal, acquisition, divestment, exploration through to discovery, feasibility study management, development and operations within Australia and overseas. Commodities experience includes critical minerals, base metals, gold and energy commodities over a range of geological settings.

Mr Penkethman has ASX, AIM and TSX equity markets experience. He holds a Bachelor of Science degree from the University of Wollongong, is a Fellow of the Australasian Institute of Mining and Metallurgy and a Member of the Australian Institute of Geoscientists.

Mr Penkethman is the current Managing Director and CEO of Ardea Resources Limited and a director of Powerhaus Uranium Limited.

4.3 Additional information

Resolution 2 is an ordinary resolution

4.4 Directors' recommendation

The Board (other than Mr Penkethman) unanimously supports the re-election of Mr Penkethman.

5. RESOLUTION 3 – RATIFICATION OF ISSUE OF PLACEMENT SHARES

5.1 General

On 14 September 2026, the Company advised it had received firm commitments to raise \$3.4 million (before costs) via an institutional placement from new and existing investors through the issue of approximately 113.5 million Shares (**Placement Shares**) at an issue price of \$0.06 per Placement Share (**Placement**), as well as undertaking a fully underwritten, 1 for 10 pro-rata non-renounceable entitlement offer (56,935,822 Shares).

Stralis Capital Partners Pty Limited ("**Stralis**") and Lazarus Advisory Pty Ltd ("**Lazarus**") acted as Joint Lead Managers and Bookrunners to the Placement (**Lead Managers**).

On 18 September 2026, the Company issued the Placement Shares as follows:

- (a) 67,949,000 Placement Shares were issued using the Company's placement capacity under Listing Rule 7.1; and
- (b) 45,551,000 Placement Shares were issued using the Company's placement capacity under Listing Rule 7.1A.

Resolutions 3(a) and (b) seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Placement Shares.

5.2 ASX Listing Rules 7.1, 7.1A and 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Under Listing Rule 7.1A, 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 27 November 2025.

The issue of the Placement Shares does not fit within any of the exceptions to Listing Rules 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 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 Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rules 7.1 and 7.1A.

By ratifying this issue of the Placement Shares the subject of Resolutions 3(a) and (b), the Company will retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 and the additional 10% annual placement capacity under Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

The Company confirms that the issue and allotment of the Placement Shares, the subject of Resolutions 3(a) and (b), did not breach ASX Listing Rule 7.1 and 7.1A.

5.3 Technical information required by Listing Rule 14.1A

If Resolution 3(a) is passed, 67,949,000 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 and the Company will retain the flexibility, to issue Equity Securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1.

If Resolution 3(b) is passed, 45,551,000 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A and the Company will retain the flexibility, to issue Equity Securities in the future up to the 10% annual placement capacity set out in ASX Listing Rule 7.1A.

If Resolution 3(a) is not passed, the issue of 67,949,000 Placement Shares is still valid however it will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

If Resolution 3(b) is not passed, the issue of 45,551,000 Placement Shares is still valid however it will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A for 12 months following the issue (assuming the Company's approval under Listing Rule 7.1A remains in force in this period).

5.4 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 Placement Shares:

- (a) The Placement Shares were issued to sophisticated and professional investors, none of which were issued more than 1% of the Company's current issued capital. The investors were identified as part of a book build process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from existing contacts of the Company and clients of the Lead Manager.
- (b) A total of 113,500,000 Placement Shares were issued as follows:
 - (i) 67,949,000 Placement Shares were issued using the Company's placement capacity under Listing Rule 7.1; and
 - (ii) 45,551,000 Placement Shares were issued using the Company's placement capacity under Listing Rule 7.1A.
- (c) The Placement Shares were issued on 18 September 2026 at \$0.02 per Placement Share.
- (d) The Placement Shares are fully paid ordinary shares in the capital of the Company, ranking equally in all respects with the Company's existing Shares on issue.
- (e) The proceeds from the issue of the Placement Shares will be used to fund the following:
 - (i) accelerate exploration activities at the Pinjin Gold Project and the Company's Lighthouse discovery;
 - (ii) general working capital; and
 - (iii) costs associated with the Placement.
- (f) There are no other material terms to the agreement for the subscription of the Placement Shares.
- (g) a voting exclusion statement is included in the Notice.

5.5 Additional information

Resolutions 3(a) and (b) are **separate** ordinary resolutions.

5.6 Directors' Recommendation

The Directors of the Company believe that Resolutions 3(a) and (b) are in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolutions 3(a) and (b).

6. RESOLUTION 4 – ISSUE OF LEAD MANAGER OPTIONS

6.1 General

Refer to Section 5.1 above for the background to the Placement.

As part consideration for the provision of lead manager services in connection with the Placement and the Entitlement Offer (the **Offers**), the Company agreed to issue the Lead Managers (or their nominee/s), 10,000,000 unquoted options exercisable at \$0.04 each and expiring two (2) years from the date of issue (**Lead Manager Options**).

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 to the issue of the Lead Manager Option to the Lead Managers (or their nominee/s).

6.2 Summary Engagement Letter

The Company appointed the Lead Managers to Offers for the provision of lead manager and bookrunner services, including the coordination and management of the Placement pursuant to an Engagement Letter.

Under the Engagement Letter, the Company agreed to pay the following fees to the Lead Managers as consideration for their services:

- (a) a management fee equal to 3.0% of the proceeds of the Offers (\$102,261);
- (b) a selling fee equal to 2.0% of the proceeds of the Offers (\$68,174); and
- (c) 10,000,000 Lead Manager Options.

The Engagement Letter contains additional provisions, including warranties and indemnities in respect of the Company, which are considered standard for agreements of this nature.

6.3 Listing Rules 7.1

A summary of Listing Rules 7.1 is contained in Section 5.2 above.

The issue of the Lead Manager 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.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Lead Manager Options.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of Lead Manager Options and will have to consider alternative means to pay the Lead Managers for their services.

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 the issue of the Lead Manager Options:

- (a) The Lead Manager Options will be issued to Stralis Capital Partners Pty Limited and Lazarus Advisory Pty Ltd (or their respective nominees) in the manner set out in Section 6.1 above.
- (b) A maximum of 10,000,000 Lead Manager Options will be issued.
- (c) The Lead Manager Options are exercisable at \$0.04 each, expiring 2 years from their date of issue and are otherwise subject to the terms and conditions in Schedule 1. Shares issued upon exercise of the Lead Manager Options will be fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with the Company's then existing Shares on issue.
- (d) The Lead Manager Options will be issued no later than 3 months after the date of the Meeting.
- (e) The Lead Manager Options will be issued for cash consideration of \$100, as partial consideration for the Lead Manager providing lead managerial and bookrunner services in connection with the Placement.
- (f) A summary of the material terms of the Lead Manager Engagement Letter is in Section 6.2 above.
- (g) The Lead Manager Options are not being issued under, or to fund, a reverse takeover.
- (h) A voting exclusion statement is included in the Notice.

6.4 Additional information

Resolution 4 is an ordinary resolution.

6.5 Directors' Recommendation

The Directors of the Company believe that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 4.

7. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY

7.1 Background

Listing Rule 7.1 requires Shareholder approval for an issue of securities in the Company if that issue will, when aggregated with all other issues during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

In accordance with Listing Rule 7.1A, eligible entities may seek Shareholder approval at their annual general meeting to issue a further 10% of their issued Share capital in addition to the 15% placement capacity set out in Listing Rule 7.1 (**10% Placement Capacity**).

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity as at the date of this Notice, as its market capitalisation is \$11 million based on its closing price of \$0.018 on 16 October 2026. If the Company's market capitalization exceeds \$300 million on the date of the Meeting, the Company will withdraw this Resolution 5.

Any issue of securities under Listing Rule 7.1A:

- (a) must be in the same class as an existing quoted class of the Company's Equity Securities;
- (b) may be issued at a maximum of 25% discount to the price of the volume weighted average price of the Company's Equity Securities in that class calculated over the 15 trading days immediately before:
 - i. the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
 - ii. if the Equity Securities are not issued within 10 trading days of the date in (i) above, the date on which the Equity Securities are issued; and
- (c) must be calculated in accordance with the formula prescribed by Listing Rule 7.1A.2.

The Company is now seeking Shareholder approval by way of a Special Resolution to have the ability to issue Equity Securities under the 10% Placement Capacity. The approval of Resolution 5 will provide the Company with even greater flexibility to issue securities under the 10% Placement Capacity in addition to the 15% placement capacity set out in Listing Rule 7.1 without a further requirement to obtain prior Shareholder approval.

Resolution 5 is a Special Resolution and therefore requires the approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by Proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chair intends to exercise all available proxies in favour of Resolution 5.

If Resolution 5 is approved as a Special Resolution, the Company will be able to issue 'Equity Securities' under Listing Rule 7.1 and 7.1A without further Shareholder approval such that the Company's total annual placement capacity will be 25% of its issued capital.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1 and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

7.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution 5:

- (a) *Period for which approval is valid*

Approval under 7.1A will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and

- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum Price

Any Equity Securities issued under Listing Rule 7.1A must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 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 entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in (i) above, the date on which the Equity Securities are issued.

(c) Use of funds raised

The Company will only issue Shares under the 10% Placement Capacity for cash consideration.

The Company intends to use the funds raised towards the acquisition of new assets or investments (including expenses associated with such acquisition), further development of the Company's projects and/or for general working capital purposes.

The reasons for undertaking any particular issue under the 10% Placement Capacity would be announced at the time the Company sought to issue Shares under that 10% Placement Capacity.

(d) Risk of Economic and Voting Dilution

Any issue of Equity Securities under Listing Rule 7.1A will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under Listing Rule 7.1A, the economic and voting dilution of existing Shares would be as shown in Table 1 below. Table 1 shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 23 October 2026.

Table 1 also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under Listing Rule 7.1A.

As required by the Listing Rules, the table below shows a hypothetical example of the potential dilution of Shareholders of the Company where the full 10% Placement Capacity is utilised, on the basis of three different assumed issue prices and numbers of Equity Securities on issue.

Table 1: Voting Dilution

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.009 50% decrease in Issue Price	\$0.018 Issue Price	\$0.036 100% increase in Issue Price
Current Variable A 626,305,999	10% voting dilution	62,630,599	62,630,599	62,630,599
	Funds raised	\$563,675	\$1,127,351	\$2,254,702
50% increase in current Variable A 939,458,999	10% voting dilution	93,945,899	93,945,899	93,945,899
	Funds raised	\$845,513	\$1,691,026	\$3,382,052
100% increase in current Variable A 1,252,611,998	10% voting dilution	125,261,199	125,261,199	125,261,199
	Funds raised	\$1,127,351	\$2,254,702	\$4,509,403

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity.
- (ii) The Issue Price is \$0.018 based on the closing price of Shares on 23 October 2026.
- (iii) The current issued Share capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) and assumes the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity.
- (iv) No Options are exercised prior to the date of issue of any Shares under the 10% Placement Capacity.
- (v) The table shows the effect of issues of the Company's Equity Securities under the 10% Placement Capacity, not under the Company's 15% placement capacity under Listing Rule 7.1.
- (vi) The table does not show an example of dilution that may be caused to any particular Shareholder due to any placements under the 10% Placement Capacity.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
 - (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.
- (e) *Allocation policy under 10% Placement Capacity*

As at the date of this Notice, the Company has not formed any specific intentions regarding who may be offered securities under a placement pursuant to Listing Rule 7.1A. 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, Share purchase plan, placement 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 approval under Listing Rule 7.1A*

The Company previously obtained Shareholder approval under Listing Rule 7.1A at the 2025 annual general meeting on 27 November 2025.

During the 12-month period preceding the date of the Meeting, being on and from 27 November 2025, the Company issued 45,551,000 Shares under Listing Rule 7.1A (**Previous Issue**), which represent approximately 10% of the total number of Shares on issue in the Company on 27 November 2025, which was 455,435,045.

The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:

Date of Issue and Appendix 2A	Date of Issue: 18 September 2026 Date of Appendix 2A: 18 September 2026
Recipients	Both new and existing professional and sophisticated investors as part of a placement announced on 14 September 2026. The placement participants were identified through a bookbuild process, which involved seeking expressions of interest to participate in the placement from non-related parties of the Company. None of the participants in the placement were Material Investors that are required to be disclosed under Guidance Note 21.
Number and Class of Equity Securities Issued	45,551,000 Shares. ²
Issue Price and discount to Market Price¹ (if any)	The issue price of \$0.02 per Share represented no discount to the Market Price. ¹
Total Cash Consideration and Use of Funds	Amount raised: \$911,020 (for further details on the Placement, see Section 5.1). Amount spent: Nil Amount remaining: \$911,020 Proposed use of funds³: Accelerate exploration activities at the Pinjin Gold Project and the Company's Lighthouse discovery and general working capital.

Notes:

1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: KAL (terms are set out in the Constitution).
3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

(g) Voting Exclusion

At the date of this Notice, the Company is not otherwise proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

The Chair intends to exercise all available proxies in favour of Resolution 5.

(h) Directors' Recommendation

The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 5.

DEFINITIONS

In this Explanatory Memorandum:

10% Placement Capacity has the meaning given in Section 7.1.

Annual General Meeting or **Meeting** means the meeting of the Shareholders convened for the purposes of considering the Resolutions contained in the Notice of Annual General Meeting.

ASX means the Australian Securities Exchange or ASX Limited (ABN 98 008 624 691), as the context requires.

AWST means Australian Western Standard Time.

Board means the Board of Directors of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Company means Kalgoorlie Gold Mining Limited (ACN 645 666 164).

Constitution means the constitution of the Company as at the date of the Meeting.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the Explanatory Memorandum accompanying the Notice of Annual General Meeting.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Lead Manager has the meaning given in Section 5.1.

Engagement Letter has the meaning given in Section 6.2.

Lead Manager Options has the meaning given in Section 6.1.

Listing Rules means the listing rules of the ASX.

Material Investor means, in relation to the Company:

- (a) a related party;
- (b) Key Management Personnel;
- (c) a substantial Shareholder;
- (d) an advisor; or
- (e) an associate of the above,

who received or will receive Securities in the Company which constitute more than 1% of the Company's issued capital at the time of issue.

Notice of Annual General Meeting or Notice means the notice convening the Annual General Meeting

accompanying this Explanatory Memorandum.

Option means an option, giving the holder the right, but not an obligation, to acquire a Share at a predetermined price and at a specified time in the future.

Placement has the meaning given in Section 5.1.

Placement Shares has the meaning given in Section 5.1.

Previous Issue has the meaning given in Section 7.2 (f).

Proxy Form means the form of proxy accompanying this Notice of Annual General Meeting.

Remuneration Report means the remuneration report set out in the Directors' report section of the Company's annual financial report for the year ended 30 June 2026.

Resolution means a resolution proposed to be passed at the Annual General Meeting and contained in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Notice.

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

Shareholder means a person entered in the Company's register as a holder of a Share.

Special Resolution means a resolution passed by at least 75% of Shareholders on a show of hands or by 75% of votes given on a poll.

Strike has the meaning given in Section 3.

Trading Day has the meaning given in the Listing Rules.

VWAP has the meaning given to the term 'volume weighted average market price' in the Listing Rules.

Schedule 1 Terms and Conditions of Lead Manager Options

The terms and conditions of the Lead Manager Options (in this Schedule, referred to as **Options**) are as follows:

1. **(Entitlement):** Each Option gives the holder the right to subscribe for one Share.
2. **(Expiry Date):** The Options will expire at 5:00pm (AWST) on the date that is 2 years from their Issue Date (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
3. **(Exercise Price):** the amount payable upon exercise of each Option is \$0.04 per Option (**Exercise Price**).
4. **(Exercise):** A holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (a) a written notice of exercise of Options specifying the number of Options being exercised (**Exercise Notice**); and
 - (b) an electronic funds transfer for the Exercise Price for the number of Options being exercised.
5. **(Exercise Notice):** An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds. The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 50,000 must be exercised on each occasion.
6. **(Timing of issue of Shares on exercise):** Within 5 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
7. **(Transferability):** The Options are not transferable.
8. **(Ranking of Shares):** All Shares allotted upon the exercise of Options will upon allotment be fully paid and rank pari passu in all respects with other Shares.
9. **(Quotation):** The Company will not apply for quotation of the Options on ASX.
10. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the holders of Options will be varied in accordance with the Listing Rules.
11. **(Dividend rights):** An Option does not entitle the holder to any dividends.
12. **(Voting rights):** An Option does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.
13. **(Entitlements and bonus issues):** Holders of Options will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
14. **(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 an Option will be increased by the number of Shares which the holder of Options would have received if the holder had exercised the Option before the record date for the bonus issue; and
 - (b) no change will be made to the Exercise Price.

- 15. (Return of capital rights):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- 16. (Rights on winding up):** The Options have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
- 17. (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.
- 18. (No other rights):** An Option does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

Your proxy voting instruction must be received by **3:00pm (AWST) on Saturday 30 November 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.



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