30 October 2026

Dear Shareholder

Gorilla Gold Mines Ltd Annual General Meeting – Notice of Meeting

A fully in-person Annual General Meeting of Gorilla Gold Mines Ltd ('**the Company**' or '**Gorilla**') will be held at 9.00am (AWST) on Monday, 30 November 2026 ('the Meeting').

In accordance with the Corporations Amendment (Meetings and Documents) Act 2022 (Cth), the Company is not sending hard copies of the Notice of Meeting to shareholders, unless the shareholder requests a copy to be mailed out. The Notice of Meeting can be viewed and downloaded from the Company's website at (https://www.gorillagold8.com) or on the Company's ASX market announcements page.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

The Company strongly encourages Shareholders to submit proxies prior to the Meeting.

In order to be able to receive electronic communications from the Company in the future, please update your shareholder details online at (https://investor.automic.com.au/#/home) and log in with your unique shareholder identification number and postcode (or country for overseas residents), that you can find on your enclosed personalised proxy form. Once logged in you can also lodge your proxy vote online by clicking on the "Vote" tab.

If you are unable to access any of the important Meeting documents online, please contact the Company Secretary, Kelly Moore, on +61 8 6149 1573 or via email at admin@gg8.com.au.

Authorised by the Board of the Company.

Yours faithfully

Kelly Moore
Company Secretary
Gorilla Gold Mines Ltd

Gorilla Gold Mines Ltd

ACN 008 740 672

Notice of Annual General Meeting, Explanatory Statement and Proxy Form

Annual General Meeting to be held at:

Level 20, 1 William Street, Perth WA 6000

At 9:00 am (WST) on Monday, 30 November 2026

IMPORTANT NOTE

The Notice of Annual General Meeting and Explanatory Statement should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor, or other professional adviser prior to voting.

IMPORTANT INFORMATION

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Important Dates

Event	Date
Last day for receipt of Proxy Forms	9:00 am (WST) on Saturday, 28 November 2026
Snapshot date for eligibility to vote	3:00 pm (WST) on Saturday, 28 November 2026
Annual General Meeting	9:00 am (WST) on Monday, 30 November 2026

Defined terms

Capitalised terms used in this Notice of Annual General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary set out in the Explanatory Statement.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of the Shareholders of **Gorilla Gold Mines Ltd** (ACN 008 740 672) (the **Company**) will be held as a physical meeting only at **Level 20, 1 William Street, Perth WA 6000** at **9:00 am (WST)** on Monday, 30 November 2026 for the purpose of transacting the business referred to in this Notice of Annual General Meeting.

The Explanatory Statement that accompanies and forms part of this Notice describes the various matters to be considered.

AGENDA

To consider, and if thought fit to pass, the resolutions set out below.

RESOLUTION 1 – Adoption of the Remuneration Report

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

> *"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report contained in the Directors' Report for the financial year ended 30 June 2026 be adopted by the Company."*

Note: In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

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

RESOLUTION 2 – Re-election of a Board endorsed Director by Rotation – Dean Hely

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

> *"That for the purposes of Listing Rule 14.5, clause 14.3 of the Constitution, and for all other purposes, Mr Dean Hely, a Director who retires in accordance with clause 14.2 of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director*."

A voting exclusion statement is not required for this Resolution.

RESOLUTION 3 – Re-election of a Board endorsed Director by Rotation – Kelvin Flynn

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

> *"That for the purposes of Listing Rule 14.5, clause 14.3 of the Constitution, and for all other purposes, Mr Kelvin Flynn, a Director who retires in accordance with clause 14.2 of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director*."

A voting exclusion statement is not required for this Resolution.

RESOLUTION 4 – Change of Auditor

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

> *"That pursuant to section 327B of the Corporations Act and for all other purposes, KPMG having consented in writing to act as auditor of the Company, is appointed as auditor of the Company with effect from the conclusion of this Meeting, to replace Moore Australia Audit (WA) who will resign at this Meeting."*

A voting exclusion statement is not required for this Resolution.

RESOLUTION 5 – Ratification of issue of shares to Hamelin Gold Limited

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

> *"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 508,937 Shares to Hamelin Gold Limited on 17 March 2026 using the Company's issuing capacity under Listing Rule 7.1, in the manner and on the terms set out in the Explanatory Statement."*

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

RESOLUTION 6 – Approval of Additional 10% Placement Capacity

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

> *"That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."*

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2. Accordingly, a voting exclusion statement for the purposes of Listing Rules 7.3A.7 and 14.11 is not required for this Resolution.

RESOLUTIONS 7(a) and 7(b) – Approval of Potential Termination Benefits in Relation to Proposed Amendments to the Employment Agreements of Executives

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

(a) *"That for the purposes of sections 200B and 200E of the Corporations Act and for all other purposes, approval is given for the potential termination benefit to be given to Charles Hughes in connection with proposed amendments to his employment contract on the terms and conditions set out in the Explanatory Statement."*

(b) *"That for the purposes of sections 200B and 200E of the Corporations Act and for all other purposes, approval is given for the potential termination benefit to be given to Daniel*

Kendall in connection with proposed amendments to his employment contract on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to these Resolutions. Please see below.

RESOLUTION 8 – Approval of amended Employee Securities Incentive Scheme

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

"That for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, Shareholders approve the Company's amended Employee Securities Incentive Scheme, a summary of which is set out in Schedule 1, and the issue of up to 73,265,306 Equity Securities under the Scheme in reliance on Listing Rule 7.2 (Exception 13(b)), on the terms and conditions set out in the Explanatory Statement."

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

By order of the Board

Kelly Moore
Company Secretary
30 October 2026

VOTING PROHIBITION AND EXCLUSION STATEMENTS

Pursuant to Listing Rule 14.11 and the Corporations Act, the following Resolutions are subject to the voting prohibition and exclusion statements set out in the table below.

Corporations Act voting prohibition statements		
Resolution	**Excluded persons**	
Resolution 1	In accordance with section 250R(4) of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of: • a member of the KMP details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2026, or • that KMP's Closely Related Party.	In accordance with sections 250BD(1) and 250R(5) of the Corporations Act, the excluded persons may cast a vote if: • the vote is cast by such person (including where such person is the Chair) as proxy for a person who is permitted to vote, and the appointment of the proxy specifies how the proxy is to vote on that resolution; or • the vote is cast by the Chair as proxy for a person who is permitted to vote, and the appointment of the Chair as proxy 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.
Resolutions 7(a) and 7(b)	In accordance with section 200E of the Corporations Act, a vote on the Resolution must not be cast (in any capacity) by or on behalf of: • the person receiving a potential termination benefit in the event of retirement; or • any associates of the person receiving the potential termination benefit. In relation to Resolution 7(a) this includes Charles Hughes and his associates.	The Company need not disregard a vote cast in favour of the Resolution if it is cast by 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.

	In relation to Resolution 7(b) this includes Daniel Kendall and his associates.	
Resolution 8	In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of appointment, on the Resolution if: • the proxy is either a member of the KMP or that KMP's Closely Related Party; and the appointment does not specify the way the proxy is to vote on the Resolution.	The prohibition does not apply if: • the proxy is the Chair of the meeting; and the appointment expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

<table>
<tr><th colspan="3">Listing Rule voting exclusion statements</th></tr>
<tr><th>Resolution</th><th>Excluded persons</th><th></th></tr>
<tr><td>Resolution 5</td><td>For the purposes of Listing Rules 7.5.8 and 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or an Associate of such persons.

This includes Hamelin Gold Limited and its associates.</td><td rowspan="2">The Company need not disregard a vote cast in favour of the Resolution if it is cast by:

• 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;

• 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 of the meeting on the Resolution as the Chair decides; or

• a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

○ the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and

○ the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</td></tr>
<tr><td>Resolution 8</td><td>For the purposes of Listing Rules 7.2 (Exception 13(b)) and 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is eligible to participate in the Employee Securities Incentive Scheme or any Associate of that person or those persons.</td></tr>
</table>

MEETING INFORMATION

Moore Australia Audit (WA), as the Auditor responsible for preparing the Auditor's Report for the year ended 30 June 2026 (or its representative), will attend the Meeting.

The Chairperson will allow a reasonable opportunity for the Shareholders as a whole to ask the Auditor questions at the Meeting about:

(a) the conduct of the audit;

(b) the preparation and content of the Auditor's Report;

(c) the accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and

(d) the independence of the Auditor in relation to the conduct of the audit.

To assist the Board and the Auditor of the Company in responding to any questions you may have, please submit any questions you may have to the address below by no later than **9:00am (WST) on Monday, 23 November 2026**.

By mail: 292 Barker Road, Subiaco WA 6008

As required under section 250PA of the Corporations Act, at the Meeting, the Company will make available those questions directed to the Auditor received in writing at least 5 Business Days prior to the Meeting, being questions which the Auditor considers relevant to the content of the Auditor's report or the conduct of the audit of the Annual Financial Report for the year ended 30 June 2026. The Chairperson will allow a reasonable opportunity for the Auditor to respond to the questions set out on this list.

Annual Report

The Company advises that a copy of its Annual Report for the financial year ended 30 June 2026 is available to download at the website address: www.gorillagold8.com

When you access the Company's Annual Report online, you can view it and print a copy. Please note that if you have elected to continue to receive a hard copy of the Company's Annual Reports, the Annual Report will accompany this Notice of Meeting or alternatively it will be mailed to you before the Meeting.

However, if you did not elect to continue to receive a hard copy of the Company's Annual Reports and now (or sometime in the future) wish to receive a hard copy of the Company's Annual Reports, please contact the Company Secretary at admin@gg8.com.au. We will be pleased to mail you a copy.

PROXY APPOINTMENT AND VOTING INSTRUCTIONS

Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address below, or by email by **9.00 am (WST) on 28 November 2026**. A Proxy Form received after that time will not be valid.

By mail:	Automic Registry Services
	GPO Box 5193, SYDNEY NSW 2001
By hand:	Automic Registry Services
	Level 2, 267 St Georges Terrace, PERTH, WA 6000
By email:	meetings@automicgroup.com.au
Online:	https://investor.automic.com.au/#/loginsah

Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

The Company encourages Shareholders to appoint the Chair as your proxy. To do so, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chair, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chair will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, you may photocopy the Proxy Form.

To appoint a second proxy you must, on each Proxy Form, state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary, that director.

Corporate representatives

A body corporate may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a duly executed certificate of appointment of the corporate representative. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST', or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate boxes. If you do not mark any of the boxes next to a Resolution, your proxy may vote as he or she chooses. If you mark more than one box on the Resolution, your vote will be invalid.

Chairperson voting undirected proxies

If the Chairperson is your proxy, the Chairperson will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chairperson to vote your undirected proxies at his/her discretion.

As at the date of this Notice of Meeting, the Chairperson intends to vote undirected proxies **FOR** each of the Resolutions. In exceptional cases the Chairperson's intentions may subsequently change. In this event, the Company will immediately make an announcement to the market.

Voting entitlement (snapshot date)

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at **3:00 pm (WST) on Saturday, 28 November 2026**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Questions from Shareholders

Questions for the Board of Directors can be submitted to admin@gg8.com.au and must be received by no later than **9:00 am (WST) on Saturday, 28 November 2026**.

The Board of Directors will endeavour to prepare answers to these questions, where necessary they will be moderated and curated to cover common ground.

Copies of written questions will be made available on the Company's website prior to the Meeting.

The Chairperson will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management and performance of the Company.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

1. RESOLUTION 1 – Adoption of the Remuneration Report

The Remuneration Report is set out in the Directors' Report in the Company's 2026 Annual Report.

Section 250R(2) of the Corporations Act requires the Company to put a resolution to Shareholders that the Remuneration Report be adopted.

In accordance with section 250R(3) of the Corporations Act, the vote on Resolution 1 is advisory only and does not bind the Directors or the Company. Notwithstanding this, the Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if 25% or more of votes are cast against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.

At the Company's previous Annual General Meeting, the votes against the Remuneration Report were less than 25% of the votes cast on the Resolution. As such, Shareholders do not need to consider a spill resolution at the Annual General Meeting.

A voting prohibition applies to Resolution 1 in the terms set out in the Notice of Meeting.

The Directors decline to make a recommendation as to how Shareholders should vote in respect of Resolution 1 as they each have an interest in the outcome of the Resolution.

2. RESOLUTIONS 2 AND 3 – Re-Election of Directors by rotation

2.1. General

Resolution 2 is an ordinary resolution to approve the re-election of Dean Hely as Director.

Resolution 3 is an ordinary resolution to approve the re-election of Kelvin Flynn as Director.

Dean Hely was most recently re-elected at the Company's 2024 annual general meeting. Kelvin Flynn was most recently elected at the Company's 2024 annual general meeting.

Each of Dean Hely and Kelvin Flynn will retire at the Meeting, and being eligible, will submit himself for re-election. If either Resolution 2 or 3 is not passed, Mr Hely or Mr Flynn (as applicable) will not be re-elected to their current directorship position.

2.2. Listing Rule and constitutional requirements

Listing Rule 14.5 requires that an entity which has directors must hold an election of directors at each annual general meeting. The note to the rule provides that if no director is required to stand for re-election under Listing Rule 14.4, an entity must select at least one director to stand for re-election by calling for a volunteer or by drawing lots.

Clause 14.2 of the Constitution of the Company requires that an election of Directors take place each year and that one third (or the number nearest to one-third) of Directors (excluding the Managing Director and any Directors appointed casually by the Board under clause 14.4 of the Constitution) must retire at each annual general meeting, provided that no Director (except the Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following their appointment, whichever is the longer, without submitting themselves for re-election.

A Director who retires by rotation under clause 14.2 of the Constitution is eligible for re-election pursuant to clause 14.3 of the Constitution.

Clause 14.2 of the Constitution requires that the Directors to retire at an annual general meeting are those who have been longest in office since their last election. Accordingly, Dean Hely and Kelvin Flynn retire by rotation and, being eligible, seek re-election at the Annual General Meeting.

2.3. Qualifications and other material directorships

2.3.1. Dean Hely

Mr Hely is the Managing Partner of the independent West Australian legal firm Lavan and a partner in the Corporate and Reconstruction group. Mr Hely has approximately 30 years' experience working in corporate reconstruction, insolvency and commercial litigation. Mr Hely was admitted as a Partner of Lavan's predecessor firm, Phillips Fox Perth, in 1999, Deputy Managing Partner of that firm and then of Lavan from 2002 to 2013, and became Managing Partner of Lavan in 2013.

In 2016, Mr Hely and others established Quadrant Advisory, a debt advisory practice that assists clients ranging from mid-sized companies through to ASX listed companies with their debt requirements.

2.3.2. Kelvin Flynn

Mr Flynn is a qualified Chartered Accountant with more than 30 years' experience in investment banking and corporate advisory roles including financing, M&A, private equity and special situations investments in the mining and resources sector. He has held various leadership positions in Australia and Asia, having previously held the position of Executive Director/Vice President with Goldman Sachs and Managing Director of Alvarez & Marsal in Asia. He is the Executive Chairman of Harvis, which is a specialist private lender and corporate advisory firm in Western Australia.

Mr Flynn was previously a long standing Director of Mineral Resources Limited (ASX: MIN), and Global Advanced Metals Pty Ltd. He is also currently a Non-Executive Director of Vault Minerals Limited (ASX: VAU).

2.4. Independence

Mr Hely is considered to be independent.

Mr Flynn is not considered independent as an entity Associated with him is a substantial shareholder of the Company.

2.5. Board recommendation

The Board (with Mr Hely abstaining) supports the re-election of Mr Hely and recommends that Shareholders vote in favour of Resolution 2. Mr Hely declines to make a voting recommendation noting his interest in the Resolution.

The Board (with Mr Flynn abstaining) supports the re-election of Mr Flynn and recommends that Shareholders vote in favour of Resolution 3. Mr Flynn declines to make a voting recommendation noting his interest in the Resolution.

3. Resolution 4 – Change of Auditor

3.1. General

Resolution 4 seeks Shareholder approval to replace the Company's auditor.

Under section 327B of the Corporations Act, shareholder approval is required for the appointment of a new auditor. It is proposed that KPMG be appointed as the auditor of the Company.

Moore Australia Audit (WA) has agreed to resign as auditor with effect from the close of the Meeting and intends to receive ASIC consent prior to the Meeting in accordance with section 329(5) of the Corporations Act.

Section 328B(1) of the Corporations Act requires that written notice of nomination of an auditor be received from a member of the Company. The Company has received such a nomination from Mr Charles Hughes in his capacity as a member of the Company. A copy of the nomination is set out at Schedule 2.

If Resolution 4 is passed, the appointment of KPMG as the Company's new auditor will take effect from the close of the Meeting.

If Resolution 4 is not passed, the Company will need to appoint a new auditor other than KPMG.

3.2. Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 4.

4. RESOLUTION 5 - Ratification of issue of shares to Hamelin Gold Limited

4.1. General

As announced, on 17 March 2026, the Company executed an agreement to acquire E30/561 from Hamelin Gold Limited (**Hamelin**) for $200,000 to be paid via the issue of Shares that will be escrowed for 12 months.

Pursuant to this agreement, 508,937 Shares were issued using the Company's existing placement capacity under Listing Rule 7.1.

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares.

A summary of Listing Rules 7.1 and 7.4 is set out in Section 4.2.

By ratifying the issue, 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 without the requirement to obtain Shareholder approval.

4.2. Listing Rule requirements

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed entity 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 Shares to Hamelin does not fall within any of the exceptions to Listing Rule 7.1, as set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1 reducing the Company's capacity to issue further Equity Securities without Shareholder approval under that rule for the 12 months following 17 March 2026.

Listing Rule 7.4 allows the shareholders of an entity to subsequently ratify and approve an issue of Equity Securities after it has been made or agreed to be made, provided that the issue did not breach Listing Rule 7.1. If Shareholders do ratify and approve the issue, the issue is taken to have been approved under Listing Rule 7.1 and therefore does not reduce the Company's capacity to issue further Equity Securities without Shareholder approval under those rules.

If Resolution 5 is approved, the Company's issuing capacity under Listing Rule 7.1 will be restored to the extent of the Equity Securities the subject of that Resolution. This will allow the Company to issue further Equity Securities representing up to 508,937 Equity Securities in the next 12 months. However, if Resolution 5 is not approved, such issuing capacity will not be restored.

4.3. Listing Rule information requirements

The following information is provided in relation to Resolution 5 as required by Listing Rule 7.5:

4.3.1. Names of persons to whom securities were issued

Hamelin Gold Limited.

4.3.2. Number and class of securities issued

508,937 ordinary shares.

4.3.3. Summary of material terms of securities

The Shares are fully paid ordinary shares in the Company which, at the time of issue, rank equally with existing Shares then on issue. These Shares are subject to 12 months voluntary escrow from the date of issue.

4.3.4. Date(s) on which the securities were issued

17 March 2026.

4.3.5. Price or other consideration received

In consideration for issuing the Shares, the Company acquired tenement E30/561.

4.3.6. Purpose of issue and use of funds

See Section 4.3.5. No funds were raised in connection with the issue of the Shares.

4.3.7. Summary of material terms of agreement securities issued under (if any)

The Shares were issued pursuant to an Asset Purchase Agreement with Hamelin under which the Company acquired tenement E30/561.

The Asset Purchase Agreement contains other terms and conditions customary for an agreement of this nature.

4.3.8. Voting exclusion statement

A voting exclusion statement in relation to Resolution 5 is included in the Notice.

4.4. Directors' recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 5 so that the Company's 15% issuing capacity under Listing Rule 7.1 is restored in respect of the Shares issued to Hamelin. This will give the Company the flexibility to raise additional working capital through the offer and issue of Equity Securities, if and as required.

5. RESOLUTION 6 – Approval of Additional 10% Placement Capacity

5.1. General

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 allow it to issue Equity Securities totalling up to an extra 10% of its issued share capital over a 12-month period after the annual general meeting (**10% Placement Facility**). This capacity is in addition to the 15% annual issuance capacity under Listing Rule 7.1.

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 6 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.

If Resolution 6 is passed, the Company will be able to issue additional Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 6 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

7.1A and will remain subject to the 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1.

Resolution 6 is a special resolution and therefore requires 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).

5.2. Description of Listing Rule 7.1A and information required by Listing Rule 7.3A

(a) Shareholder Approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Securities of the Company. The Company has one class of quoted Equity Securities on issue, being ordinary shares.

(c) Formulae for calculating 10% Placement Facility

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 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

Where:

A is the number of fully paid ordinary securities on issue at the commencement of the relevant period:

(i) plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

(ii) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

(A) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

(B) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;

(iii) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue Equity Securities within Listing Rule 7.2 exception 16 where:

(A) the agreement was entered into before the commencement of the relevant period; or

(B) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;

(iv) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or 7.4;

(v) plus the number of partly paid ordinary securities that become fully paid in the relevant period;

(vi) less the number of fully paid ordinary securities cancelled in the relevant period.

Note that A has the same meaning given in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under the Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

5.3. Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average market price (**VWAP**) of Equity Securities in the same class calculated over the 15 Trading Days on which trades in the class were recorded immediately before:

(a) 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

(b) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

5.4. 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

(a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or

(b) the time and date of the Company's next annual general meeting; or

(c) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(**10% Placement Period**).

5.5. Other Specific Information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility:

If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk of economic and voting dilution to Shareholders that may result from an issue of Equity Securities under Listing Rule 7.1A.2, including the risk that:

(a) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

(b) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Securities on the issue date,

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

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

(a) two examples where variable "A" has increased, by 50% and 100% and the voting dilution impact of such an increase. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(b) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Number of Shares on Issue (Variable 'A' in Listing Rule 7.1A.2)	**Dilution**			
	Issue Price (per Share)	**$0.1163** **(50% decrease in current issue price)**	**$0.2325** **(Current issue price)**	**$0.4650** **(100% increase in current issue price)**
732,653,065 **(Current Variable A)**	**Shares issued – 10% voting dilution**	73,265,306	73,265,306	73,265,306
	Funds raised	$8,517,092	$17,034,184	$34,068,183
1,098,979,598 **(50% increase in Variable A)**	**Shares issued – 10% voting dilution**	109,897,959	109,897,959	109,897,959
	Funds raised	$12,775,638	$25,551,275	$51,102,551
1,465,306,130	**Shares issued – 10%**	146,530,613	146,530,613	146,530,613

(100% increase in Variable A)	**voting dilution**			
	Funds raised	$17,083,184	$34,068,368	$68,136,735

The table has been prepared on the following assumptions:

(a) Variable 'A' in the above table is calculated with reference to the total shares on issue at the date of this Notice.

(b) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

(c) No Options (including any Options issued under the 10% Placement Facility) or Performance Rights are converted into Shares before the date of the issue of the Equity Securities.

(d) 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%.

(e) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused by their own shareholding depending on the specific circumstances.

(f) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(g) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

(h) The current issue price is $0.2325, being the closing price of the Shares on the ASX on 22 October 2026.

(i) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 6 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

The Company does not have any current intention to issue Equity Securities using the 10% Placement Facility. However, the Company may seek to issue the Equity Securities for the purpose of cash consideration. The Company does not have a current purpose for use of funds in mind however, the Company anticipates that funds may be applied towards progressing its existing projects through further exploration and technical work, pursuing new acquisitions or joint venture opportunities to expand its project portfolio, strengthening its overall financial and operational position and general working capital purposes.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities. The Company's allocation policy is dependent

on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

5.6. Allocation policy

The identity of the recipients of Equity Securities will be determined on a case-by-case basis having regard to the factors set out in the Company's allocation policy, including but not limited to the following:

(a) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;

(b) the effect of the issue of the Equity Securities on the control of the Company;

(c) prevailing market conditions;

(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; and

(e) advice from corporate, financial and broking advisers (if applicable).

The recipients under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or Associates of a Related Party of the Company.

Further, the Company may apply cash proceeds raised from issues of Equity Securities under the 10% Placement Facility towards the cash consideration payable for the acquisition of new assets or investments.

5.7. Previous approval under Listing Rule 7.1A

The Company obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its previous annual general meeting held on 28 November 2025.

During the 12 month period preceding the date of the Meeting, the Company did not agree to issue any Equity Securities under Listing Rule 7.1A.2 that, at the date of the Meeting, have not yet been issued.

5.8. Voting exclusion notice

A voting exclusion statement is not included in the Notice. At the date of the Notice, the Company is not proposing to make an issue of equity securities under Listing Rule 7.1A.2. On this basis, a voting exclusion statement is not required.

5.9. Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6 as it will give the Company the flexibility to raise additional working capital while preserving the Company's cash reserves.

6. RESOLUTIONS 7(a) and 7(b) – Approval of Potential Termination Benefits in Relation to Proposed Amendments to the Employment Agreements of Executives

6.1. General

In the interests of retaining executive staff members, the Company has recently renegotiated employment agreements with its executive staff. As part of the negotiations, the Company agreed, subject to shareholder approval, to increase the termination notice periods of certain executive staff.

Charles Hughes' current employment agreement provides that he is entitled to a termination notice period of 3 months, or, where the Company elects, payment in lieu of such notice. An increase to the termination notice period, to 6 months, would potentially increase the payment in lieu that Mr Hughes may be entitled to. Accordingly, the proposed amendment to Mr Hughes' employment agreement may be construed as a potential 'termination benefit'.

Daniel Kendall's current employment agreement provides that he is entitled to a termination notice period of 3 months, or, where the Company elects, payment in lieu of such notice. An increase to the termination notice period, to 6 months, would potentially increase the payment in lieu that Mr Kendall may be entitled to. Accordingly, the proposed amendment to Mr Kendall's employment agreement may be construed as a potential 'termination benefit'.

Resolution 7(a) seeks Shareholder approval in accordance with Part 2D.2 of the Corporations Act (including sections 200B and 200E of the Corporations Act) for the Company to give potential termination benefits to Charles Hughes in connection with the amendment to his employment agreement.

Resolution 7(b) seeks Shareholder approval in accordance with Part 2D.2 of the Corporations Act (including sections 200B and 200E of the Corporations Act) for the Company to give potential termination benefits to Daniel Kendall in connection with the amendment to his employment agreement.

6.2. Part 2D.2 of the Corporations Act

The Corporations Act restricts the benefits which can be given to individuals who hold a managerial or executive office (as defined in the Corporations Act) in the Company or its related bodies corporate in connection with the retirement from their position in the Company or its related bodies corporate, unless an exception applies.

In accordance with section 200B of the Corporations Act, to give a benefit in connection with a relevant person's retirement from an office, the Company must, subject to various exceptions, obtain the approval of Shareholders in the manner set out in section 200E of the Corporations Act.

Provided shareholder approval is given, the value of the termination benefit may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the Corporations Act).

6.3. Termination benefits and their value

Charles Hughes holds a managerial or executive office as his details are included in the 30 June 2026 Directors' report by virtue of him being Chief Executive Officer.

Daniel Kendall holds a managerial or executive office as his details are included in the 30 June 2026 Directors' report by virtue of him being Chief Financial Officer.

Resolution 7(a) seeks Shareholder approval to enable the Company to give Charles Hughes a potential termination benefit, being a potential increase in the payment in lieu of termination notice in accordance with the amendment to his employment contract.

Resolution 7(b) seeks Shareholder approval to enable the Company to give Daniel Kendall a potential termination benefit, being a potential increase in the payment in lieu of termination notice in accordance with the amendment to his employment contract.

The Board considers it prudent to obtain Shareholder approval under section 200B of the Corporations Act for any potential termination benefits provided to Charles Hughes and Daniel Kendall under the amendments to their employment contracts in the event that those benefits do not technically fall within one of the statutory exemptions under the Corporations Act.

A summary of the potential increase in termination benefits payable to Charles Hughes and Daniel Kendall under their employment contracts is set out below.

6.3.1. Payment in lieu of notice

As set out in Section 6.1, the Company recently renegotiated its employment agreements with Charles Hughes and Daniel Kendall.

As part of these negotiations, the Company agreed, subject to Shareholder approval, to increase the company's termination notice period from 3 months to 6 months and accordingly, potentially increase any payment in lieu that Charles Hughes and Daniel Kendall may receive under their employment agreements.

Should Charles Hughes ever be terminated, he would be entitled to accrued contractual benefits (such as unused annual leave) at the time he ceased employment.

Should Daniel Kendall ever be terminated, he would be entitled to accrued contractual benefits (such as unused annual leave) at the time he ceased employment.

6.3.2. Manner in which the value has been calculated

In respect of Resolution 7(a), the Company has calculated the value of the termination benefit as $140,000 (being 6 months statutory and non-statutory remuneration entitlements payable in lieu of notice).

In respect of Resolution 7(b), the Company has calculated the value of the termination benefit as $134,400 (being 6 months statutory and non-statutory remuneration entitlements payable in lieu of notice).

6.4. Technical information required by Listing Rule 14.1A

If Resolution 7(a) is approved at the Meeting, Charles Hughes will be entitled to be paid the potential termination benefits outlined in Section 6.3.

If Resolution 7(b) is approved at the Meeting, Daniel Kendall will be entitled to be paid the potential termination benefits outlined in Section 6.3.

If Resolution 7(a) is not approved at the Meeting, Charles Hughes will not be entitled to be paid the additional potential termination benefit outlined in Section 6.3 (being the increase

in the payment in lieu of notice from 3 months to 6 months). Charles Hughes will, however, remain entitled to any payment in lieu of notice calculated by reference to the existing 3 month notice period, together with his accrued contractual benefits, to the extent permitted under the Corporations Act without Shareholder approval.

If Resolution 7(b) is not approved at the Meeting, Daniel Kendall will not be entitled to be paid the additional potential termination benefit outlined in Section 6.3 (being the increase in the payment in lieu of notice from 3 months to 6 months). Daniel Kendall will, however, remain entitled to any payment in lieu of notice calculated by reference to the existing 3 month notice period, together with his accrued contractual benefits, to the extent permitted under the Corporations Act without Shareholder approval.

6.5. Board Recommendation

The Board recommends that Shareholders vote in favour of Resolutions 7(a) and 7(b) to ensure that the Company can retain talented staff in a competitive market.

7. RESOLUTION 8 – Approval of amended Employee Securities Incentive Scheme

7.1. Background

The Company's employee securities incentive scheme was last approved by Shareholders at the Company's 2025 AGM held on 28 November 2025 (**2025 Scheme**).

Resolution 8 seeks Shareholder approval for the adoption of the amended employee incentive scheme titled 'GG8 Incentive Award Scheme' (**Scheme**), to increase the number of Equity Securities which may be issued under the Scheme to 73,265,306, being 10% of the current shares on issue in the Company, which is consistent with the issue cap provided in clause 2.3A of the Company's Constitution.

The approval obtained for the purposes of Listing Rule 7.2 Exception 13(b) at the Company's 2025 annual general meeting ceases to be available if there is a material change to the terms of the 2025 Scheme. The Company considers that the proposed change to the issue cap of securities which can be issued under the Scheme is material and therefore, seeks to refresh Listing Rule 7.2 Exception 13(b) approval at this Meeting to ensure that the issue of securities under the Scheme will be excluded from the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1. Other than the issue cap, the terms of the Scheme are the same as the 2025 Scheme.

The material terms for the Scheme, for which approval is sought pursuant to Listing Rule 7.2 (exception 13(b)) under Resolution 8, are summarised in Schedule 1 and should be considered in addition to the Explanatory Statement for this resolution. The Scheme also includes other terms that are customary for employee incentive schemes.

7.2. Listing Rule requirements

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.

Listing Rule 7.2 (exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within 3 years before the date of the issue of securities, the holders of the entity's ordinary securities have approved the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

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

7.3. Information required by Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to issue up to a maximum of 73,265,306 Equity Securities under the Scheme pursuant to Listing Rule 7.2 (Exception 13(b)), to eligible participants over a period of 3 years without using the Company's annual 15% placement capacity under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Equity Securities under the Scheme to a Related Party or a person whose relationship with the Company or the Related Party, is in ASX's opinion, such that approval should be obtained.

If Resolution 8 is not passed, the Company will be able to issue incentives under:

- the 2025 Scheme to the extent there is any capacity remaining up to the maximum number permitted under the approved 2025 Scheme; and

- the Scheme, however, such issues will need to be made with Shareholder approval under Listing Rule 7.1 or 7.1A or in reliance on the Company's available placement capacity under Listing Rule 7.1 or 7.1A

7.4. Information required by Listing Rule 7.2 Exception 13(b)

The following information is provided to Shareholders for the purpose of Listing Rule 7.2 Exception 13(b):

(a) since the 2025 Scheme was approved by Shareholders on 28 November 2025, a total of 7,509,588 Equity Securities have been issued under the 2025 Scheme;

(b) a summary of the terms of the Scheme is set out in Schedule 1;

(c) based on the number of Shares on issue as at the date of this Notice, being 732,653,065 Shares, the maximum number of Equity Securities proposed to be issued under the Scheme following Shareholder approval is 73,265,306 Equity Securities, being 10% of the share capital of the Company over the 3 years the Scheme is approved for. It is not envisaged that the maximum number of Equity Securities for which approval is sought will be issued immediately; and

(d) a voting exclusion statement for Resolution 8 is included in the Notice.

7.5. Board Recommendation

The Board recommends that Shareholders approve Resolution 8. This will give the Board the flexibility to issue awards to eligible participants (who are not Related Parties) under the Scheme without using the Company's issuing capacities under Listing Rules 7.1 and 7.1A.

Enquiries

Shareholders are encouraged to contact the Company Secretary on +61 8 6149 1573 or by email at admin@gg8.com.au if they have any queries in respect of the matters set out in these documents.

GLOSSARY OF TERMS

In this Explanatory Statement and the Notice, the following terms have the following meaning unless the context otherwise requires:

2025 Scheme	has the meaning given to that term in Section 7.1.
2026 Annual Report	means the annual report of the Company for the financial year ended 30 June 2026, including the annual financial report, the Directors' report and the Auditor's report.
Annual General Meeting or **Meeting**	means the annual general meeting of Shareholders convened by this Notice, or any resumption thereof.
Asset Purchase Agreement	means the agreement entered into by the Company and Hamelin Gold Limited dated 17 March 2026 for the acquisition of E30/561.
Associate	has the meaning given to that term in the Listing Rules.
ASX	means ASX Limited (ACN 008 624 691), or, as the context requires, the financial market operated by it known as the Australian Securities Exchange.
Board	means the board of Directors of the Company.
Business Day	has the meaning given to that term in the Listing Rules.
Chair or **Chairperson**	means the chair of the Meeting.
Company or **Gorilla Gold**	means Gorilla Gold Mines Ltd (ACN 008 740 672).
Constitution	means the Constitution of the Company.
Corporations Act	means the *Corporations Act 2001* (Cth).
Director	means a director of the Company, and where the context requires, includes an alternate director.
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 this explanatory statement which accompanies and forms part of the Notice.
Glossary	means this glossary of terms.
Key Management Personnel or KMP	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board.
Listing Rules	means the listing rules of ASX, as amended from time to time.
Notice or **Notice of Meeting**	means the Notice of Annual General Meeting accompanying this Explanatory Statement.
Performance Rights	means a right which entitles the holder to be issued Shares upon the satisfaction of certain conditions.
Proportional Takeover Provisions	means the proportional takeover provisions contained in clause 36 of the Constitution.
Proxy Form	means the proxy form accompanying the Notice.
Related Party	has the meaning given to that term in the Listing Rules.
Resolution	means a resolution referred to in the Notice.
Scheme	means the employee incentive scheme titled 'GG8 Incentive Award Scheme', the subject of Resolution 8.
Share	means a fully paid ordinary share in the Company.
Shareholder	means the holder of a Share.
Trading Day	has the meaning ascribed to it in the Listing Rules.

Schedule 1 - Summary of material terms of the Scheme

Term	Summary
Eligibility	The following persons of the Company are eligible to participate in the Scheme: (a) an officer of the Company or its Associated entities (**Group Company**), including any executive or non-executive Director of any Group Company; (b) a full, part time or casual employee of any Group Company; (c) an individual who provides services to a Group Company; or (d) a prospective participant who may become an "Eligible Participant" under (a), (b) or (c) above, who is declared by the Board to be eligible (**Eligible Participant**).
Awards	Awards issued under the Scheme include Options, Performance Rights or Shares (**Awards**).
Administration	The Board has the power to administer the Scheme.
Invitation	The Board may make a written invitation to any Eligible Participant to apply for Awards, upon the terms set out in the Scheme and on any additional terms the Board determines. The invitation must specify: • the type of Awards; • any acquisition price; • any terms and conditions of any salary sacrifice relating to the Awards; • the maximum number of each type of Award and, where the Awards are convertible securities, the maximum number of shares the Eligible Participant is entitled to acquire on exercise; • in the case of Options, the exercise price and whether any cashless exercise facility is available; • in the case of convertible securities, any vesting conditions; • any restriction conditions or periods the Board has resolved to apply to shares; • the expiry date of any convertible securities; • whether a cash payment facility is available;

	• any other applicable ancillary documentation and any other terms and conditions applicable to the Awards, including any other information required by law or the ASX; and • the date by which the invitation must be accepted.
Vesting of Awards	The Board may, in its discretion, determine that Awards issued will be subject to vesting conditions and in those circumstances, Awards cannot vest in the Eligible Participant until those vesting conditions have been satisfied or waived.
Salary sacrifice	The Board may determine that an invitation will involve a salary sacrifice and the terms and conditions of the same. Any offer which involves a salary sacrifice will require the Eligible Participant to enter into a separate agreement with the Company.
Issue cap	The Board must not make an offer of Awards for monetary consideration unless they reasonably believe that: • the total number of shares that are issued under the invitation, or issued on exercise of any convertible securities offered, when aggregated with; • the number of shares issued or that may be issued as a result of invitations under the Scheme (or any other employee share scheme) during the 3 year period prior to the date of the invitation, will not exceed 10% of the total number of shares on issue at the date of invitation or such other percentage as specified in the Company's Constitution.
Shares issued under Scheme	Any share received pursuant to an Award will: • be entitled to dividends and to exercise voting rights attached to shares; and • rank equally in all respects with shares of the same class. The Company will apply for quotation of shares following the issue of those shares.
Share Restrictions	A share acquired in accordance with the Scheme may be made subject to: • a restriction condition as determined by the Board in its discretion and as specified in an invitation or as otherwise imposed by this Scheme or any ancillary documentation; or • a restriction period as determined by the Board in its discretion and as specified in an invitation or as otherwise imposed by this Scheme or ancillary documentation.

Schedule 2 – Auditor Nomination Letter

15 October 2026
The Directors
Gorilla Gold Mines Ltd
292 Barker Road, Subiaco WA 6008

Dear Directors

NOTICE OF NOMINATION OF AUDITOR

I, Charles Hughes, being a member of Gorilla Gold Mines Ltd ABN 45 008 740 672 (Company), hereby nominate KPMG for appointment as auditor of the Company at its forthcoming Annual General Meeting to be held on 30 November 2026, in accordance with section 328B of the *Corporations Act 2001 (Cth)*.

Please distribute copies of this notice of nomination as required by section 328B(3) of the *Corporations Act 2001 (Cth)*, including as an annexure to the Notice of Annual General Meeting.

Yours faithfully

Charles Hughes

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Gorilla Gold Mines Ltd | ABN 45 008 740 672

SAMPLE

Your proxy voting instruction must be received by **9:00am (AWST) on Saturday, 28 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.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Gorilla Gold Mines Ltd, to be held at **9:00am (AWST) on Monday, 30 November 2026 at Level 20, 1 William Street, Perth WA 6000** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 7a, 7b and 8 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 7a, 7b and 8 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Adoption of the Remuneration Report	☐	☐	☐
2	Re-election of a Board endorsed Director by Rotation – Dean Hely	☐	☐	☐
3	Re-election of a Board endorsed Director by Rotation – Kelvin Flynn	☐	☐	☐
4	Change of Auditor	☐	☐	☐
5	Ratification of issue of shares to Hamelin Gold Limited	☐	☐	☐
6	Approval of Additional 10% Placement Capacity	☐	☐	☐
7a	Approval of Potential Termination Benefits to Charles Hughes in Relation to Proposed Amendments to the Employment Agreements of Executives	☐	☐	☐
7b	Approval of Potential Termination Benefits to Daniel Kendall in Relation to Proposed Amendments to the Employment Agreements of Executives	☐	☐	☐
8	Approval of amended Employee Securities Incentive Scheme	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

AUTOMIC

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SAMPLE