Green & Gold Minerals Limited
ACN 603 812 997

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held at Level 6, 179 Turbot Street, Brisbane Qld 4000 on Friday, 28 November 2025 at 11am (AEST)

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact Suzanne Yeates by telephone on +61 439 310 818

Shareholders are urged to attend or vote by lodging the Proxy Form attached to the Notice

Green & Gold Minerals Limited
ACN 603 812 997
(Company)

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Shareholders of Green & Gold Minerals Limited will be held at Level 6, 179 Turbot Street, Brisbane QLD 4000 on **Friday, 28 November 2025** at 11am (AEST) and via Teams teleconference for the purposes of transacting the following business (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 7 pm (AEDT) on 26 November 2025.

Terms and abbreviations used in the Notice are defined in Schedule 4.

ORDINARY BUSINESS

1 Financial statements and reports

To consider and receive the Financial Statements, the Directors Report, and the Independent Auditor's Report contained within the Green & Gold Minerals Limited Annual Report for the year ended 30 June 2025.

An electronic copy of the 2025 Annual Report is available to download or view on the Company's website at www.greengoldminerals.com.au.

No resolution is required for this item of business.

2 Resolution 1 – (Advisory) to Adopt the Remuneration Report

To consider and, if thought fit, to pass the following **non-binding** 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 for the period ended 30 June 2025 and contained in the Annual Report for the Company (as set out on pages 12 – 15) be adopted."

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

3 Resolution 2 – Re-election of Mr Anthony Bellas as a Director

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

"That, Mr Anthony Bellas, who retires as a Director of the Company in accordance with rule 8.5(c) of the Company's Constitution and, being eligible and offering himself for re-election, be

re-elected as a Director of the Company.”

Further details in respect of Resolution 2 are set out in the Explanatory Memorandum.

4 Resolution 3 – Re-election of Mr Edward Boulton as a Director

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

"That, Mr Edward Boulton, who retires as a Director of the Company in accordance with rule 8.5(c) of the Company's Constitution and, being eligible and offering himself for re-election, be re-elected as a Director of the Company.”

Further details in respect of Resolution 3 are set out in the Explanatory Memorandum.

5 Resolution 4 – Grant of Performance Rights to Mr Quentin Hill, Director of the Company

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

"That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 280,000 Performance Rights (and the issue of Shares upon the vesting of those Performance Rights) under the Company's Incentive Plan to Mr Quentin Hill (or nominee), Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Memorandum.”

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

6 Resolution 5 – Appointment of Auditor

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 327B(1) of the Corporations Act and for all other purposes, Moore Australia Audit (QLD) Pty Ltd (ABN 49 115 261 722), having been nominated by a shareholder and consented in writing to act as auditor of the Company, be appointed as auditor of the Company, effective immediately.”

Further details in respect of Resolution 5 are set out in the Explanatory Memorandum.

7 Resolution 6 – 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 purpose 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 fully paid ordinary shares 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

Resolution 1 – Adoption of Remuneration Report	The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company. A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel ("**KMP**") whose remuneration details are included in the Remuneration Report; or (b) a Closely Related Party of such a KMP. However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either: (c) the proxy appointment is in writing that specifies the way the proxy is to vote on the resolution; or (d) the vote is cast by the Chair of the Meeting and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on the resolution; and (ii) 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. Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act.
Resolution 4 – Grant of Performance Rights to Quentin Hill, Director of the Company	In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 4 if: (a) the proxy is either: (i) a member of the Company's KMP; or (ii) a Closely Related Party of a member of the Company's KMP; and (b) the appointment does not specify the way the proxy is to vote on the resolution. However, the above prohibition does not apply if: (c) the proxy is the Chair of the Meeting; and (d) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's KMP.

Voting Exclusion Statements

Resolution 4 – Grant of Performance Rights to Quentin Hill, Director of the Company	The Company will disregard any votes cast in favour of the Resolution by or on behalf of Quentin Hill (or nominee), and any other persons referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Plan in question or an associate of those persons.
Resolution 6 - Approval of 10% Placement Capacity	The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the issue of Equity Securities under Listing Rule 7.1A (except a benefit solely by reason of being a Shareholder) or an associate of those persons.

However, this does not apply to a vote cast in favour of Resolutions 4 and 6 by:

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

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

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

    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

    (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Suzanne Yeates
Company Secretary
Green & Gold Minerals Limited
Dated: 29 October 2025

Green & Gold Minerals Limited
ACN 603 812 997
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at Level 6, 179 Turbot Street, Brisbane QLD 4000 on Friday, 28 November 2025 at 11am (AEST) and via Teams teleconference.

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Item 1 – Financial Statements and Reports
Section 4	**Resolution 1** – Adoption of Remuneration Report
Section 5	**Resolution 2** – Re-election of Anthony Bellas as a Director
Section 6	**Resolution 3** – Re-election of Edward Boulton as a Director
Section 7	**Resolution 4** – Grant of Performance Rights to Mr Quentin Hill, Director of the Company
Section 8	**Resolution 5** – Appointment of Auditor
Section 9	**Resolution 6** – Approval of additional 10% Placement Capacity
Schedule 1	Summary of material terms and conditions of Performance Rights
Schedule 2	Summary of material terms of Incentive Plan
Schedule 3	Notice of nomination of Auditor
Schedule 4	Glossary

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Pre-registration for remote attendance via Teams

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

If you are a Shareholder and you wish to attend the Meeting virtually, you will need to pre-register for the Meeting by emailing the Chief Financial Officer and Company Secretary at suzanne.yeates@oasolutions.com.au before 5:00pm (AEST) on 27 November 2025. Shareholders pre-registering prior to the Meeting will be emailed an electronic Teams invitation.

2.2 Voting in person

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

2.3 Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the 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.

2.4 Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

(a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

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.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the Meeting.

2.5 Chair's voting intentions

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, and 4 even though these Resolutions are connected directly or indirectly with the remuneration of the Company’s Key Management Personnel.

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.

2.6 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at **suzanne.yeates@oasolutions.com.au** by no later than 5 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).

3. Item 1 – Financial Statements and Reports

3.1 General

The 2025 Annual Report for the financial year ended 30 June 2025 includes the report of the Directors (**Directors' Report**), the auditor's report (**Auditor's Report**) and the financial report (which includes the financial statements and Directors' declaration) (**Financial Report**).

The Corporations Act requires that the Directors' Report, the Auditor's Report and the Financial Report be laid before the Annual General Meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders at the Annual General Meeting on the 2025 Annual Report
.

3.2 Questions to the Chair

Shareholders will be given a reasonable opportunity at the Meeting to raise questions and make comments on the 2025 Annual Report.

In addition to asking questions at the Annual General Meeting, Shareholders may address written questions to the Chair about the management of the Company or to the Company's auditor, Gavin Ruddell of Moore Australia, if the question is relevant to:

- the content of the Auditor's Report; or
- the conduct of its audit of the Financial Report to be considered at the Annual General Meeting.

Note: Under section 250PA(1) of the Corporations Act, a Shareholder must submit the question to the auditor by giving the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

Written questions for the auditor must be delivered by 11:00 a.m. (AEST) on Friday, 21 November 2025 to:

Green & Gold Minerals Limited
Att: The Company Secretary
Level 6, 179 Turbot Street
Brisbane, QLD 4000
Or via email to: suzanne.yeates@oasolutions.com.au

4. Resolution 1 – Adoption of Remuneration Report

4.1 General

The Remuneration Report of the Company for the financial year ended 30 June 2025 is set out in the Directors' Report contained in the 2025 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for the executive and non-executive Directors and executive employees of the Company.

Section 250R(2) of the Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report of a company be adopted must be put to a vote.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the Annual General Meeting.

This Resolution is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

4.2 Voting consequences

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

However, Part 2G.2, Division 9 of the Corporations Act provides that if at least 25% of the votes cast on this Resolution are voted against the adoption of the Remuneration Report at the Annual General Meeting, then:

- if comments are made on the Remuneration Report at the Annual General Meeting, the Company's Remuneration Report for the next financial year will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reason for this; and

- if at the next Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report are against such adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting be called to consider the election of Directors of the Company (**Spill Resolution**). If a Spill Resolution is passed, all of the Directors, other than the managing director, will cease to hold office at the subsequent general meeting, unless re-elected at that meeting.

4.3 Voting exclusion and Directors' recommendation

As set out in Resolution 1, a voting prohibition statement applies with respect to the voting on this Resolution by certain persons connected to the Company.

As the Resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with section 250R(2) of the Corporations Act, makes no recommendations regarding this Resolution.

Resolution 1 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 1, subject to compliance with the Corporations Act.

5. Resolution 2 – Re-election of Anthony Bellas as a Director

5.1 General

Mr Anthony Bellas was appointed as a Director of the Company by Board resolution prior to the Company's listing on 12 July 2016 as an addition to the Board.

Mr Bellas retires from office under rule 8.5(c) of the Constitution and stands for re-election.

5.2 Regulatory considerations

ASX Listing Rule 14.5 provides that a company must hold an election of directors at each annual general meeting.

Further, rule 8.5(c) of the Company's Constitution provides that where the Listing Rules require an election of directors to be held and no director would otherwise be required to submit for election or re-election under any other rules, the director to retire is any director who wishes to retire and offer himself or herself for re-election.

Accordingly, Mr Bellas has nominated himself for re-election under rule 8.5(c).

5.3 Director resume

Mr Anthony Bellas has more than 40 years experience in both the government and private sectors. Anthony has previously held positions of CEO of Ergon Energy and CS Energy and had a long career with Queensland Treasury where he reached the position of Deputy Under Treasurer with oversight of Fiscal Strategy, Office of Government Owned Corporations and Office of State Revenue.

Mr Bellas is currently Chairman of CS Energy Ltd, Non-executive Director of Novonix Limited (ASX: NVX) and Deputy Chairman of State Gas Limited (ASX:GAS). He has previously held roles of Chairman of Corporate Travel Management Limited (ASX: CTD), intelliHR Limited (ASX: IHR), ERM Power Limited (ASX: EPW) and Shine Lawyers Limited (ASX: SHJ). He has Fellow member status of the Geological Society of London, the Australian Institute of Company Directors and CPAs Australia.

5.4 Director independence

The Board considers that Mr Bellas is free from any business or any other relationship that could materially interfere with, or reasonably be perceived to interfere with, the exercise of his unfettered and independent judgement and is able to fulfil the role of independent Director for the purpose of the ASX Recommendations.

5.5 Directors' recommendation

The Board (with Mr Bellas abstaining) recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

6. Resolution 3 – Re-election of Edward Boulton as a Director

6.1 General

Mr Edward Boulton was appointed as a Director of the Company by Board resolution prior to the Company's listing on 6 June 2018 as an addition to the Board.

Mr Boulton retires from office under rule 8.5(c) of the Constitution and stands for re-election.

6.2 Regulatory considerations

ASX Listing Rule 14.5 provides that a company must hold an election of directors at each annual general meeting.

Further, rule 8.5(c) of the Company's Constitution provides that where the Listing Rules require an election of directors to be held and no director would otherwise be required to submit for election or re-election under any other rules, the director to retire is any director who wishes to retire and offer himself or herself for re-election.

Accordingly, Mr Boulton has nominated himself for re-election under rule 8.5(c).

6.3 Director resume

Mr Edward (Ted) is a mining engineer with 27 years' of experience in mining operations, mine planning, mineral economics and mine development. Edward is a founding partner and current Director of MEC Mining, an engineering and consultancy firm specialising in mining engineering, geology, mine approvals, ecology and geotechnical engineering.

Mr Boulton is a competent person for estimating Ore Reserves under The JORC Code 2012. He has been a Director of Green & Gold Minerals since 2018 and has managed the Company and lead the exploration activities during this time.

6.4 Director independence

For the purposes of the ASX Corporate Governance Principles and Recommendations (4th Edition), Mr Boulton will not be considered an independent director due to his shareholding in the Company and involvement in MEC, a professional advisor of the Company.

6.5 Directors' recommendation

The Board (with Mr Boulton abstaining) recommends that Shareholders vote in favour of Resolution 3.

Resolution 3 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 3.

7. Resolution 4 – Grant of Performance Rights to Mr Quentin Hill, Director of the Company

7.1 General

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

Resolution 4 seeks Shareholder approval of the issue of a first tranche of 280,000 Performance Rights under the Incentive Plan to Mr Hill.

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

- assist in the reward, retention and motivation of Eligible Participants;
- link the reward of Eligible Participants to Shareholder value creation; and
- align the interests of Eligible Participants with Shareholders by providing an opportunity to receive an equity interest in the Company in the form of Securities.

7.2 ASX Listing Rule 10.14

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

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

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

7.3 Chapter 2E of the Corporations Act

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

(a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
(b) Shareholder approval is obtained prior to the giving of the financial benefit.

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

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

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

7.4 Information Required by ASX Listing Rule 10.15

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

Eligible Recipient	Mr Quentin Hill (or his nominee), a Director of the Company (pursuant to ASX Listing Rule 10.14.1)
Current Total Remuneration Package	Total Fixed Annual Remuneration (TFT): $313,600,

	consisting of: (a) $280,000 in salary; and (b) $33,600 in superannuation. Short Term Incentive (STI): Mr Hill is entitled to a bonus of up to 15% of his salary ($42,000) subject to shareholder approval payable in cash or otherwise in shares. The STI is subject to the various percentage proportions payable upon meeting certain corresponding milestones. Long Term Incentive (LTI): Mr Hill is eligible to be issued Performance Rights equal in value to 20% of his base salary (up to $56,000 per annum) on a rolling three year performance period (this is the subject of this Resolution).
Number of Performance Rights issued to date	No Performance Rights have been previously issued under the Incentive Plan to Mr Hill.
Maximum number and Value of Performance Rights to be Issued	280,000 Performance Rights, which would have a deemed value of $56,000 as at the date of the Prospectus. This value was determined based on the value of 20% of Mr Hill's base salary as at the date of the Prospectus.
Issue price	Nil
Summary of the material terms and conditions of the Performance Rights	Please refer to **Schedule 1** for a summary of the material terms and conditions of the Performance Rights to be issued to Mr Hill.
Summary of material terms of Incentive Plan	Please refer to **Schedule 2** for a summary of the material terms of the Incentive Plan.
Reasons for issue of Performance Rights	The Company has chosen to issue the Performance Rights to Mr Hill for the following reasons: (a) The Performance Rights form part of the remuneration package for Mr Hill, and do not represent an increase in the value of, or additional financial benefits to be provided as part of, the remuneration package for Mr Hill; (b) the Performance Rights are considered to be a cost effective and efficient means for the Company to provide a reward and an incentive for Mr Hill, as opposed to alternative forms of incentive, such as the payment of additional cash compensation; (c) to align the interests of Mr Hill with those of Shareholders, motivate and reward the performance of Mr Hill in his role as Managing Director; (d) the deferred taxation benefit which is available to

	Mr Hill in respect of an issue of Shares on conversion of the Performance Rights is also beneficial to the Company as it means Mr Hill is not required to immediately sell the Shares issued on conversion of any Performance Rights to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and (e) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed.
Issue Date	Subject to approval of Shareholders of the Company, the Performance Rights will be unconditionally issued to Mr Hill within one month of the date of this Annual General Meeting, (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

There is no intention for the Company to grant a loan in relation to the Performance Rights.

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

(a) details of any Performance Rights issued under the Plan will be published in the Annual Report relating to the period in which the Performance Rights were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14; and

(b) any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the Plan after Resolution 4 is approved and who were not named in the Notice of Meeting will not participate until approval is obtained from Shareholders under ASX Listing Rule 10.14.

7.5 Directors' recommendation

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

8. Resolution 5 – Appointment of Auditor

8.1 General

Section 327A(1) of the Corporations Act provides that a public company must appoint an auditor at its first Annual General Meeting and thereafter to fill a vacancy in the office of auditor at each subsequent Annual General Meeting.

In accordance with Section 328B of the Corporations Act, the Company has received a valid notice of nomination which nominated Moore Australia Audit (QLD) Pty Ltd – ABN 49 115 261 722 to be appointed as the auditor of the Company. A copy of the notice of nomination is set out in Schedule 3 of this Notice of Meeting.

Moore Australia Audit (QLD) Pty Ltd – ABN 49 115 261 722 has given its written consent to act, in accordance with section 328A(1) of the corporations Act, as the Company's auditor subject to Shareholder approval of this Resolution 5.

Accordingly, under this Resolution, Shareholder approval is being sought to appoint Moore Australia Audit (QLD) Pty Ltd – ABN 49 115 261 722 as the auditor of the Company.

8.2 Directors' recommendation

The Board recommends that Shareholders vote in favour of Resolution 5.

9. Resolution 6 - Approval of additional 10% Placement Capacity

9.1 Purpose of Resolution

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of 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 ASX Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

An eligible entity for the purposes of ASX 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 it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately $14.35 million.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% Placement Facility provided for in ASX Listing Rule 7.1A to issue Equity Securities without shareholder approval.

9.2 Effect of Shareholder approval (information required under ASX Listing Rule 14.1A)

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

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

9.3 ASX Listing Rule requirements — Description of ASX Listing Rule 7.1A

(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 equity securities of the Company. The Company, as at the date of the Notice of Annual General Meeting & Explanatory Statement, has 58,155,551 ordinary shares on issue, being the "Shares".

(c) Formula for Calculating the 10% Placement Facility

ASX 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

(i) **A** is the number of Shares on issue 12 months before the date of issue or agreement:

(ii) plus the number of fully paid ordinary securities issued in the 12 months under an exception to ASX Listing Rule 7.2 other than Exceptions 9, 16 or 17;

(iii) plus the number of fully paid ordinary securities issued in the 12 months on the conversion of convertible securities within ASX Listing Rule 7.2, Exception 9 where:

A. the convertible securities were issued or agreed to be issued before the commencement of the 12-month period; or

B. the issue of, or agreement to issue the convertible securities was approved, or taken under these rules to have been approved under ASX Listing Rules 7.1 or 7.4;

(iv) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2, Exception 16 where:

A. the agreement was entered into before the commencement of the 12-month period; or

B. the agreement or issue was approved, or taken under these rules to have been approved under ASX Listing Rules 7.1 or 7.4;

(v) plus the number of any other fully paid ordinary securities issued in the 12 months with approval under ASX Listing Rules 7.1 or 7.4;

(vi) plus the number of any partly paid ordinary securities that became fully paid in the 12 months; and

(vii) less the number of fully paid ordinary securities cancelled in the 12 months.

Note that A has the same meaning in ASX 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 ASX Listing Rule 7.1A.2 in the last 12 months immediately preceding the date of issue of the shares where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4.

(d) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

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

In accordance with ASX Listing Rule 7.1, as at the date of this Notice of Annual General Meeting & Explanatory Memorandum, the Company currently has on issue 58,155,551 Shares and the capacity to issue 8,723,332 Equity Securities.

Under ASX Listing Rule 7.1A, the Company requests an additional 10% capacity which will increase the total number of equity securities that can be placed without Shareholder approval to a total of 14,538,887 Equity Securities in the next 12 months, which is an additional 5,815,555 Equity Securities.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity

Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to paragraph (c) above).

(e) Minimum Issue Price

The Company may seek to issue the Equity Securities in consideration for cash only. The issue price of Equity Securities issued under ASX Listing Rule 7.1A must not be less than 75% of the VWAP of Equity Securities in the same 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; or

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

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

(i) the date that is 12 months after the date of the Annual General Meeting at which approval is obtained;

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

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

or such longer period if allowed by the ASX (**10% Placement Period**).

(g) Effect of ASX Listing Rule 7.1A

The effect of Resolution 6 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

9.4 Specific information required by ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, information is provided as follows:

(a) **Minimum price -** The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities 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; or

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

(b) **Risk** - If Resolution 6 is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted. The potential dilution effect is illustrated in the table below.

There is a risk that:

(i) 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 Annual General Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

(c) **Dilution** - The table below shows the dilution of existing Shareholders' voting power on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice of Annual General Meeting & Explanatory Statement.

The table also shows:

(i) two examples where variable “A” has increased by 50% and 100%. Variable “A” is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of:

A. issues of ordinary securities that do not require Shareholder approval (for example, a pro-rata entitlements issue or scrip issue under a takeover offer); or

B. future issues of ordinary securities that are made with approval by Shareholders under ASX Listing Rule 7.1; or

C. future issues of ordinary securities that are made without approval and within the 15% placement capacity under ASX Listing Rule 7.1; and

(ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Number of Shares on issue (Variable "A" in ASX Listing Rule 7.1A.2)	Dilution			
	No. of Shares issued under 10% placement capacity (10% voting dilution)	Issue price		
		$0.1175	$0.235	$0.3525
		Issue price at 50% decrease to current price	Issue price at current price	Issue price at 50% increase in current price
		Funds raised		
Current Shares 61,069,892	10% voting dilution	6,106,989	6,106,989	6,106,989
	Funds raised	$717,571	$1,435,142	$2,152,714
50% increase to the current Shares 91,604,838	10% voting dilution	9,160,484	9,160,484	9,160,484
	Funds raise	$1,076,357	$2,152,713	$3,229,071
100% increase to the current Shares 122,139,784	10% voting dilution	12,213,978	12,213,978	12,213,978
	Funds raised	$1,435,142	$2,870,284	$4,305,428

* The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issue under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1 or without approval and within the 15% placement capacity under ASX Listing Rule 7.1.

The table has been prepared on the following assumptions:

(i) The Company issues the maximum number of equity securities available under the 10% Placement Facility.

(ii) No convertible securities (including any convertible securities issued under the 10% Placement Facility) are converted into Shares before the date of the issue of the equity securities.

(iii) 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%.

(iv) 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 Annual General Meeting.

(v) The table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.

(vi) The issue of equity securities under the 10% Placement Facility consists only of Shares.

(vii) The issue price is $0.235 being the closing price of Shares on the ASX on 27 October 2025.

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

(e) **Purpose of issue -** The Company may seek to issue the Equity Securities in consideration for cash only. In such circumstances, the Company may use the funds raised towards the development of any new projects and to meet additional working capital requirements.

(f) **Disclosure obligations -** The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4. Namely, upon issue of any Equity Securities:

(i) it will state in its announcement of the proposed issue under ASX Listing Rule 3.10.3 or in its application for quotation of the securities under ASX Listing Rule 2.7 that the securities are being issued under ASX Listing Rule 7.1A; and

(ii) give to the ASX immediately after the issue a list of names of the persons to whom the entity issued the equity securities and the number of the Equity Securities issued to each.

(g) **Allocation policy -** 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. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to a number of factors including, but not limited to, the following:

(i) 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;

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

(iii) the financial situation and solvency of the Company; and

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

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice of Annual General Meeting & Explanatory Statement but may include existing substantial Shareholders and/or new Shareholders who are not a Related Party or an associate of a Related Party of the Company.

(h) **Issues in prior 12 months -** The Company has not previously obtained shareholder approval for the additional 10% Placement Facility under ASX Listing Rule 7.1A.

(i) **Voting Exclusion statement -** A voting exclusion statement is included in Resolution 6 of the Notice of Annual General Meeting. At the date of the Notice of Annual General Meeting & Explanatory Statement, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

9.5 Directors’ recommendation

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

Resolution 6 is a special resolution and so requires the approval of 75% or more of the votes cast by Shareholders.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 6.

Schedule 1 - Summary of material terms and conditions of Performance Rights

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

(a) (**Entitlement**) Subject to paragraph (d), each Performance Right represents a right to be issued or transferred a Share, subject to the terms and conditions of the Plan;

(b) (**Performance Period**) 1 July 2025 to 30 June 2028.

(c) (**Vesting Date**) The Performance Rights will vest once the Board, in its absolute discretion, determines, as soon as practicable after the Performance Period, subject to meeting the Vesting Conditions (set out below) (**Vesting Date**).

(d) (**Vesting conditions**) Mr Hill must meet the following vesting conditions for any Performance Rights to vest (**Vesting Conditions**):

(i) **Service Condition**: Mr Hill must be employed by the Company from the date on which the Performance Rights are issued until the Vesting Date; and

(ii) **Performance Conditions**:

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

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

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

- AUKING Mining Limited (ASX: AKN)
- Native Mineral Resources Holdings Limited (ASX: NMR)
- PacGold Limited (ASX: PGO)
- CitiGold Corporation Limited (ASX:CTO)
- Far Northern Resources Limited (ASX:FNR)
- Tartana Minerals Limited (ASX:TAT)
- Forrestania Resources Ltd (ASX: FRS)
- Kula Gold Limited (ASX: KJD)
- James Bay Minerals Limited (ASX: GBY)
- Norwest Minerals Limited (ASX: NWM)

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

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

% of Performance Rights that vest	TSR Ranking
Below the 35th percentile	0% of Performance Rights will vest
At the 35th percentile	25% of Performance Rights will vest
At or above the 60th percentile	100% of Performance Rights will vest
Above the 35th percentile and below the 60th percentile	Pro rata vesting between 25% and 100%

TSR is measured by the growth in the price of the Company's Shares on ASX from the start to the end of the Performance Period, taking into account any dividends and distributions paid during this time.

(e) (**Expiry Date**) Subject to paragraph (e), the Performance Rights must be exercised within 4 years from the date of issue (**Expiry Date**).

(f) (**Lapse of a Performance Right**) Any Performance Right that has not been converted into a Share prior to the Expiry Date specified in paragraph (e) will automatically lapse. For the avoidance of doubt, a Performance Right will not lapse in the event a relevant Vesting Condition is met before the Expiry Date.

(g) (**Share ranking**) All Shares issued upon the conversion of the Performance Rights will upon issue rank pari passu in all respects with existing Shares.

(h) (**Cash Payment Facility**) Subject to the achievement of the relevant Vesting Conditions, the Board may, at its election, allow for a cash payment to be made in lieu of issuing or transferring a Share to the holder on conversion of the Performance Right, and shall pay the holder or his or her personal representative (as the case may be) a cash payment to the value of the converted Shares.

(i) (**Transfer**) The Performance Rights are not transferable.

(j) (**Dividend and Voting Rights**) The Performance Rights do not confer on the holder an entitlement to vote on any resolutions proposed by the Company (except as otherwise required by law) or receive dividends.

(k) (**No rights to return of capital**) A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise. Rights on winding up Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up

(l) (**Conditional upon listing**) The grant of the Performance Rights is subject to and conditional upon the Company listing on the ASX.

(m) (**Quotation**) The Company will not apply for quotation of the Performance Rights on ASX.

(n) (**No other rights**) The Performance Rights were issued under and are subject to the terms and conditions of the Incentive Plan. A Performance Right gives the holder no rights other than those expressly provided by these terms or under the Incentive Plan and those provided at law where such rights at law cannot be excluded by these terms or under the Plan.

Schedule 2 - Summary of material terms of Incentive Scheme

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

(a) (**Eligible Participant**): Eligible Participant means a person that has been determined by the Board to be eligible to participate in the Plan from time to time and is an "ESS participant" (as that term is defined in Division IA of the Corporations Act) in relation to the Company or an associated entity of the Company. This relevantly includes, amongst others:

(i) an employee or director of the Company or an individual who provides services to the Company; and

(ii) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity.

(b) (**Maximum allocation**) The Company must not make an offer of Securities under the Plan in respect of which monetary consideration is payable where:

(i) the total number of Plan Shares (as defined below) that may be issued or acquired upon exercise of the convertible securities offered; plus

(ii) the total number of Plan Shares issued or that may be issued as a result of offers made under the Plan at any time during the previous 3 year period,

would exceed 5% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company's Constitution from time to time.

(c) (**Purpose**): The purpose of the Plan is to:

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

(ii) link the reward of Eligible Participants to Shareholder value creation; and

(iii) align the interests of Eligible Participants with Shareholders by providing an opportunity to receive an equity interest in the Company in the form of Securities.

(d) **(Plan administration):** The Plan will be administered by the Board subject to compliance with applicable laws and the Listing Rules.

(e) **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant. On receipt of an invitation, an Eligible Participant may apply for the Securities under the invitation by sending a completed application form to the Company. If permitted in the invitation, the Eligible Participant may nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

(f) **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (**Participant**) the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

(g) **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them.

(h) **(Vesting of Convertible Securities):** If any applicable vesting conditions are satisfied, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested and will otherwise lapse.

(i) **(Exercise of Convertible Securities and cashless exercise):** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

(j) **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules.

(k) **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant, becomes insolvent or otherwise acts fraudulently or dishonestly, all unvested Convertible Securities will be forfeited by the Participant, unless the Board determines otherwise.

(l) **(Change of control):** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from the relevant transaction.

(m) **(Rights attaching to Plan Shares):** All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class.

(n) **(Adjustment of Convertible Securities):** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

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

(o) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company without exercising the Convertible Securities.

(p) **(Amendment of Plan):** The Board may at any time amend any provisions of the Plan rules other than in respect of any amendment that materially reduces the rights of any Participant as they existed before the date of the amendment.

(q) **(Plan duration):** The Plan continues in operation until the Board decides to end it.

The Rules otherwise contain terms and conditions considered standard for employee incentive plan rules of this nature.

Schedule 3 – Notice of Nomination of Auditor

21 October 2025

Ms S Yeates
Company Secretary
Green & Gold Minerals Limited
Level 6, 179 Turbot Street
BRISBANE QLD 4000

Dear Suzanne

Notification of nomination of auditor for Green & Gold Minerals Limited

In accordance with section 328B(1) of the *Corporations Act 2001* (Cth), Loch Exploration Pty Ltd, being a member of Green & Gold Minerals Limited ACN 603 812 997, hereby nominates Moore Australia Audit (QLD) Pty Ltd to be considered for appointment as auditor for Green & Gold Minerals Limited.

It is intended that this nomination will be put forward and enacted outside of the 2025 Annual General Meeting of Green & Gold Minerals Limited.

Yours sincerely

Anthony Bellas
Director
Loch Exploration Pty Ltd

Schedule 4 – Glossary

In the Notice, words importing the singular include the plural and vice versa.

$ or A$	means Australian Dollars.
AEST	means Australian Eastern Standard Time.
Article	means an article of the Proposed Constitution.
ASIC	means the Australian Securities and Investments Commission.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules	The listing rules of the ASX.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	A "Closely Related Party" of a member of the Key Management Personnel means: • a spouse or child of the member; • a child of the member's spouse; • a dependent of the member or the member's spouse; • 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; • a company the member controls; or • a person prescribed by the Corporations Regulations.
Company	means Green & Gold Minerals Limited (ACN 603 812 997).
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.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Equity Securities	Any type of security in the Company, including a Share, option, unit, convertible security, and as otherwise defined in the ASX Listing Rules.
Incentive Plan or **Plan**	has the meaning given in section 7.1 of the Explanatory Memorandum.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of general meeting.
Performance Rights	means a right to acquire a Share, dependent upon the satisfaction of certain performance criteria, issued under the Incentive Plan as a long-term incentive to key management personnel.
Proposed Constitution	means the proposed new constitution of the Company, a copy of which may be sent to Shareholders upon request to the Company Secretary,

	which is the subject of Resolution 2.
Proxy Form	means the proxy form attached to the Notice.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.

GREEN & GOLD MINERALS

ABN 64 603 812 997

LODGE YOUR VOTE

ONLINE
https://au.investorcentre.mpms.mufg.com

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

BY FAX
+61 2 9287 0309

BY HAND
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

X99999999999

PROXY FORM

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

STEP 1

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00 am (AEST) on Friday, 28 November 2025 at Level 6, 179 Turbot Street, Brisbane QLD 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

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

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

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions	For	Against	Abstain*
1 Adopt the Remuneration Report			
2 Re-election of Mr Anthony Bellas as a Director			
3 Re-election of Mr Edward Boulton as a Director			
4 Grant of Performance Rights to Mr Quentin Hill, Director of the Company			
5 Appointment of Auditor			
6 Approval of 10% Placement Capacity			

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

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

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

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as they choose. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

(b) return both forms together.

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00 am (AEST) on Wednesday, 26 November 2025,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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

ONLINE
https://au.investorcentre.mpms.mufg.com

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

BY MOBILE DEVICE

QR Code

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

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

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

BY FAX
+61 2 9287 0309

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

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

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