

Gold Mountain Limited
ACN 115 845 942

Notice of Annual General Meeting

The 2018 Annual General Meeting (AGM) of Gold Mountain Limited (the Company) will be held as follows:

Date: Friday 30 November 2018

Time: 3:00 PM (Sydney time)

Venue: Boardroom Pty Limited
Grosvenor Place
Level 12, 225 George Street
SYDNEY NSW 2000

Explanatory Notes

All the material in this Notice of Meeting (**NOM**) should be read in conjunction with the Explanatory Notes.

Please read the Explanatory Notes carefully.

If you are in doubt about any part of the business of the AGM, please consult your professional advisers or the Company Secretary, Eric Kam on email at eric@goldmountainltd.com.au

Voting Information & Proxy Form

Please read the Voting Information section carefully to understand your voting eligibility.

A Proxy Form is included with this NOM.

ORDINARY BUSINESS

Financial and Other Reports

To table and consider the Annual Report of the Company which includes the Financial Report, Directors' Report and Auditor's Report for the period ended 30 June 2018.

Note: The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2018 will be laid before the meeting. There is no requirement for Shareholders to approve those reports. Shareholders will be given an opportunity to raise questions of the Directors and the Company's auditor on the Financial Report and Auditor's Report at the AGM.

Remuneration Report

Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass the following **non-binding (advisory only)** resolution:

"That, the Remuneration Report for the year ended 30 June 2018 which is attached to the Financial Report, be adopted by the Company."

Re-election of Director

Resolution 2: Re-election of Graham Kavanagh as a Director

To consider and, if thought fit, pass the following ordinary resolution:

"That, Graham Kavanagh having retired from his office as a Director in accordance with Rule 3.6 of the Company's Constitution and, being eligible, having offered himself for re-election, be re-elected as a Director of the Company."

SPECIAL BUSINESS

Placement of Shares

Resolution 3: General Placement of Shares to Placement Investors

To consider and, if thought fit, pass the following ordinary resolution:

"That, for the purpose of ASX Listing Rule 7.1, and for all other purposes, holders of ordinary securities authorise the Company to issue up to 120,000,000 Shares to Placement Investors each at an issue price of not less than 80% of the VWAP for Shares calculated over the last 5 days on which sales in that class were recorded before the day on which the issue is made on the terms set out in the Explanatory Notes."

Additional 10% Placement Capacity

Resolution 4: Approval of Additional 10% Placement Capacity

To consider and, if thought fit, pass the following **special resolution**:

"That, for the purpose of ASX Listing Rule 7.1A, and for all other purposes, approval be given for the Company to be able to issue additional equity securities totalling up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed by ASX Listing Rule 7.1A.2, and on the terms set out in the Explanatory Notes."

VOTING EXCLUSION STATEMENTS

Resolution 1 – Adoption of Remuneration Report

The Company will disregard any votes cast in favour of resolution 1 by or on behalf of any of the Company's Key Management Personnel details of whose remuneration are included in the Remuneration Report and an associate of those persons. However, the entity need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 3 – General Placement of Shares to Placement Investors

The Company will disregard any votes cast in favour of resolution 3 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Placement Shares (except a benefit solely by reason or being a holder of ordinary securities in the Company) if the resolution is passed and any associates of those persons. However, the entity need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 4 – Approval of Additional 10% Placement Capacity

The Company will disregard any votes cast in favour of resolution 4 by or on behalf of any person who may participate in the proposed issue and a person who might obtain a material benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and an associate of those persons. However, the entity need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

EXPLANATORY NOTES

These Explanatory Notes form part of the NOM and are intended to assist you in consideration of the business proposed at the AGM.

Questions

In order to provide an equal opportunity for all Shareholders to ask questions of the Directors of the Company or the Company's auditor, KS Black & Co. Chartered Accountants, relevant to the business of the AGM, as outlined in this NOM and the Explanatory Notes or in relation to the conduct of the external audit for the year ended 30 June 2018, or the content of the Auditor's Report, we invite you to submit relevant questions in writing to the Company or to the Auditor, at either of the addresses below. Written questions must be received by no later than 3:00 pm (Sydney time) on Wednesday 28 November 2018:

The Company

By mail to:

The Company Secretary
Gold Mountain Limited
PO Box Q638
QVB Market Street NSW 1230]

Company's Auditor

The Auditor (GMN)
KS Black & Co. Chartered Accountants
Level 1, 251 Elizabeth Street
Sydney NSW 2000

Email address:

eric@goldmountainltd.com.au

scameron@ksblack.com.au

During the course of the meeting, the Chairman will endeavour to address as many of the more frequently raised shareholder questions as reasonably practicable and, as appropriate, will give the representative of the Company's auditor the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all questions. Please note that individual responses may not be sent to Shareholders.

ORDINARY BUSINESS

Financial and Other Reports

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires that the Financial Report, the Directors' Report and the Auditor's Report for the last financial year that ended before the AGM, be laid before the AGM.

Neither the Corporations Act nor the Constitution requires a vote of Shareholders at the AGM on the reports or financial statements.

However, you will be given a reasonable opportunity to comment or raise questions on the reports and the financial statements and on the business and management of the Company.

You may also ask questions of the Company's auditor who will attend the AGM.

Resolution 1 – Remuneration Report

The Corporations Act requires that the Directors prepare the Remuneration Report set out in the Annual Report.

Pursuant to section 250R(2) of the Corporations Act, Directors must put to the AGM a resolution to adopt the Remuneration Report. Section 250R(3) of the Corporations Act provides that the vote on this resolution is advisory only and does not bind the Directors or the Company.

Shareholders will be given a reasonable opportunity to comment or raise questions on the Remuneration Report at the AGM.

Board Recommendation

*The Board considers that all remuneration payments made by the Company are reasonable and appropriate having regard to the need to engage and retain capable executives and staff to manage the Company's operations. The Board recommends that you vote **IN FAVOUR** of adopting the Remuneration Report.*

Resolution 2 – Re-election of Director

Under Rule 3.6 of the Company's Constitution, one third of the Directors (except for the Managing Director) must retire from office at each annual general meeting. Rule 3.6 of the Company's Constitution further provides that a retiring Director is eligible for re-election.

Graham Kavanagh retires and seeks re-election at the AGM.

A brief summary of Graham Kavanagh's qualification and experience is set out below:

Graham has an extensive background over more than 25 years in securities and fund management, property investment and development as well as earlier experience in the Department of Mines. He has held senior positions as securities analysts, general manager and director in funds management and property investment.

Board Recommendation

*The Directors unanimously recommend that Graham be re-elected as a Director of the Company and that shareholders vote **IN FAVOUR** of this resolution.*

Resolution 3 – General Placement of Shares

Summary

The Company seeks approval of the Shareholders of the Company for the issue to Placement Investors of up to 120,000,000 Shares at an issue price of not less than 80% of the VWAP for Shares calculated over the last 5 days on which sales in that class were recorded before the day on which the issue is made (**Placement Shares**).

ASX Listing Rules

ASX Listing Rule 7.1 requires that shareholder approval for an issue of equity securities be obtained if, over a rolling 12 month period, the number of equity securities issued is more than 15% of the number of ordinary securities on issue at the start of that 12 month period (excluding any issue of equity securities issued with shareholder approval, among other exceptions) (**15% Placement Capacity**).

For the purposes of ASX Listing Rule 7.3, information regarding the issue of the Placement Shares is provided as follows:

- (a) the maximum number of Shares that the Company may issue is 120 million Shares;
- (b) the Placement Shares will be issued no later than three months after the date of the AGM (or such later date to the extent permitted by an ASX waiver or modification of the ASX Listing Rules) and the Directors reserve the right to issue the proposed Placement Shares progressively throughout the 3 month period from the date of the AGM, or as a single allotment;
- (c) the Placement Shares will be issued at a price not less than 80% of the VWAP for Shares calculated over the last 5 days on which sales in that class were recorded before the day on which the issue is made;
- (d) the Placement Shares will be issued to Placement Investor, none of whom will be a related party of the Company;
- (e) the Placement Shares will be Shares and will rank equally with all other Shares on issue; and
- (f) funds raised from the issue of Placement Shares will be used to provide additional working capital to the Company.

Board Recommendation

*The Board considers that it is in the best interests of Shareholders that the Company be permitted and authorised to issue up to 120 million Shares to the Placement Investors at an issue price of not less than 80% of the VWAP of the Shares calculated over the last five days on which sales in the Shares were recorded before the day on which the issue was made, on the terms set out above and recommends that you vote **IN FAVOUR** of issuing the Placement Shares.*

Resolution 4 – Additional 10% Placement Capacity

Summary

ASX Listing Rule 7.1A allows eligible companies to issue an additional 10% of the Company's issued capital over a 12 month period provided approval by way of a special resolution is received from the holders of ordinary securities at an annual general meeting (**Additional 10% Placement Capacity**). The Additional 10% Placement Capacity is in addition to the Company's standard 15% Placement Capacity, as calculated by ASX Listing Rule 7.1. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company confirms it is an eligible entity and is seeking the approval of holders of ordinary securities by way of a special resolution at this AGM to confer the Company with the additional flexibility offered by the Additional 10% Placement Capacity.

The number of equity securities able to be issued under the Additional 10% Placement Capacity is determined in accordance with the formula prescribed by ASX Listing Rule 7.1A.2.

The Company is seeking to have the flexibility conferred by the Additional 10% Placement Capacity to allow it to engage in potential future fundraising opportunities that may arise from time to time.

Detailed Description of ASX Listing Rule 7.1A

Shareholder Approval

The ability for the Company to issue equity securities under the Additional 10% Placement Capacity is subject to the approval of holders of ordinary securities by way of a special resolution at an annual general meeting.

Equity Securities

Any equity securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of equity securities. The Company, as at the date of this NOM, has on issue one class of quoted equity securities, namely, fully paid ordinary shares.

Formula for Calculating the Additional 10% Placement Capacity

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained the approval of holders of ordinary securities at an annual general meeting may issue or agree to issue, during the 12 month period following the date of the relevant annual general meeting, the number of equity securities calculated in accordance with the following formula:

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

A = the number of fully paid ordinary securities on issue 12 months before the issue date or date of agreement to issue,

- plus the number of fully paid ordinary securities issued in the 12 months under an exception in ASX Listing Rule 7.2;
- plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under ASX Listing Rule 7.1 or ASX Listing Rule 7.4; and
- less the number of fully paid ordinary securities cancelled in the 12 months.

D = 10%

E = the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the issue date or date of agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rule 7.1 or ASX Listing Rule 7.4.

ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability for an entity to issue equity securities issued or agreed to be issued under ASX Listing Rule 7.1A is in addition to the entity's 15% Placement Capacity, as calculated under ASX Listing Rule 7.1.

As at the date of this NOM, the Company has on issue 515,142,680 Shares and therefore has the capacity to issue:

- 77,271,402 equity securities pursuant to ASX Listing Rule 7.1; and
- 51,514,268 equity securities pursuant to ASX Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated as at the date of issue or date of agreement to issue the equity securities in accordance with the formula prescribed by ASX Listing Rule 7.1A.2, referred to above.

Information Required by ASX Listing Rule 7.3A

Pursuant to ASX Listing Rule 7.3A, the following information is provided in relation to the approval of the Additional 10% Placement Capacity:

- (a) The equity securities issued pursuant to the Additional 10% Placement Capacity will be issued at an issue price of not less than 75% of the VWAP of the Company's quoted Shares, calculated over the 15 trading days on which trades in that class were recorded immediately before:
- the date on which the price at which the equity securities are to be issued is agreed; or
 - if the equity securities are not issued within 5 trading days from the date referred to immediately above, the date on which the equity securities are issued.
- (b) An issue of equity securities under ASX Listing Rule 7.1A.2 involves the risk of economic and voting dilution for existing ordinary security holders, including a risk that:
- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and
 - the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

The table below displays the potential dilution of existing holders of ordinary securities:

<i>Variable "A" in ASX Listing Rule 7.1A.2</i> (subject to the assumptions below)		<i>Dilution</i>		
		50% decrease in Deemed Issue Price \$0.05	Deemed Issue Price \$0.10	100% increase in Deemed Issue Price \$0.20
Current Variable A <i>515,142,680 Shares</i>	10% voting dilution	51,514,268 Shares	51,514,268 Shares	51,514,268 Shares
	Funds raised	\$2,575,713	\$5,151,427	\$10,302,854
50% increase in current Variable A <i>772,714,020 Shares</i>	10% voting dilution	77,271,402 Shares	77,271,402 Shares	77,271,402 Shares
	Funds raised	\$3,863,570	\$7,727,140	\$15,454,280
100% increase in current Variable A <i>1,030,285,360 Shares</i>	10% voting dilution	103,028,536 Shares	103,028,536 Shares	103,028,536 Shares
	Funds raised	\$5,515,427	\$10,302,854	\$20,605,707

The table has also been prepared based on the following further assumptions and qualifications:

- the Company issues the maximum securities available under the Additional 10% Placement Capacity;
- the table does not demonstrate any examples of dilution that may be caused to a particular Shareholder by issues under the Additional 10% Placement Capacity, and each Shareholder should consider their individual dilution as a result of their specific circumstances;
- the table only demonstrates the effect of issues of equity securities under the Additional 10% Placement Capacity, and does not consider placements that may be made by the Company pursuant

- to its 15% Placement Capacity in addition to, or instead of, issues pursuant to the Additional 10% Placement Capacity;
- the price of Shares is deemed for the purpose of the table above to be \$0.10, and is indicative only. The closing price of the Shares on ASX on 3 October 2018 was \$0.096; and
 - the table does not demonstrate the effect of the issue of quoted or unquoted options, which are other types of equity securities, under the Additional 10% Placement Capacity. It only considers the issue of Shares.
- (c) The Company may issue equity securities under the Additional 10% Placement Capacity from the date of this AGM, and expiring on the earlier of the following:
- 12 months from the date of this AGM; and
 - the date of approval by holders of ordinary securities of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature of scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's main undertaking).
- (d) The Company may issue equity securities under the Additional 10% Placement Capacity for a variety of purposes, including the following:
- non-cash consideration for the acquisition of new resources, assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; and
 - cash consideration. In such circumstances, the Company intends to use the funds raised towards the exploration activities as its existing projects and/or for acquisition of new assets or investments (including expenses associated with such acquisitions) and general working capital.
- (e) The allottees to whom equity securities may be issued under the Additional 10% Placement Capacity have not yet been determined, but it may include existing Shareholders, or new Shareholders who are not related parties or associates of a related party of the Company. Further, the Company may engage its Additional 10% Placement Capacity to issue equity securities to the vendors of assets or investments, which the Company may seek to acquire.
- (f) In the 12 months preceding the date of this AGM, the Company has issued a total of 114,910,715 equity securities (comprising, 72,110,715 Shares and 42,800,000 options over Shares), representing 21.84% (rounded to two decimal places) of all equity securities on issue at the commencement of that period (comprising 443,031,965 Shares and 83,148,015 options).
- (g) Please see the table following this page that details all of the equity securities issued by the Company in the 12 months preceding the date of this AGM:

Board Recommendation

*The Board considers that it is in the best interests of Shareholders that the Company has the flexibility to be able to issue equity securities pursuant to an additional 10% placement capacity and recommends that you vote **IN FAVOUR** of approving this additional placement capacity.*

Resolution 4: Table of Equity Securities Issued in 12 month preceding AGM

Date of issue	30 November 2017	29 December 2017	22 January 2018	16 February 2018
Number of equity securities issued	10,000,000 Shares 5,000,000 options over Shares (GMNAC)	2,000,000 options over Shares (GMNAD) 7,800,000 options over Shares (GMNAE)	40,110,715 Shares 28,000,000 options over Shares (GMNAC)	22,000,000 Shares
Class and terms of equity securities	<p>Shares issued in each of the issues set out in this table rank equally with all other Shares. Any Shares issued upon exercise of the options set out in this table also rank equally with all other Shares.</p> <p>GMNAC options: each option has an exercise price of \$0.15, and each expires on 30/6/2019, with details set out in the Appendix 3B lodged by the Company on 29 November 2017 and 22 January 2018, respectively.</p> <p>GMNAD options: each option has an exercise price of \$0.15, and each expires on 26/7/2021, with vesting conditions and other details as set out in the Appendix 3B lodged by the Company on 29 December 2017.</p> <p>GMNAE options: each option has an exercise price of \$0.15, and each expires on 26/7/2021, with vesting conditions set out in the Company's Employee Share Options Plan (ESOP) and the Appendix 3B lodged by the Company on 29 December 2017.</p>			
Names of allottees or basis on which allottees were determined	<p>The Shares issued in each of the issues set out in the table were issued to sophisticated and professional investors.</p> <p>GMNAC options were issued to certain placement investors, including promoters, each of whom is not a related party of the Company.</p> <p>GMNAD options were issued to participating Directors of the Company pursuant to resolutions 9 and 10 of the Company's 2017 AGM.</p> <p>GMNAE options were issued to employees and consultants of the Company under the Company's Employee Share Options Plan pursuant to resolution 12 of the Company's 2017 AGM.</p>			
Issue price and discount on closing market price on date of issue	Shares were issued with an issue price of \$0.10. Each Share was issued with 1 option for every 2 Shares issued.	All of the options were issued for nil consideration.	Shares issued on exercise of options, at an exercise price of \$0.055 per Share. All of the options were initially issued for nil consideration.	Shares were issued with a deemed issue price of \$0.10.
Total cash consideration, amount spent, what cash was spent on, and intended use of remaining cash (if any)	\$1,000,000. All of the cash consideration was spent on working capital.	N/A	\$2,206,089.33 on exercise of the options. All of the cash consideration was spent on working capital.	N/A
Non-cash consideration paid and the current value of that non-cash consideration	N/A	N/A	Issue of options (GMNAC) to promoters in consideration for services provided in accordance with resolution 7 of the Company's 2017 AGM.	Consideration shares for acquisition of EL2306 in accordance with resolution 8 of the Company's 2017 AGM. Value – \$2,200,000.

DEFINITIONS

Terms

For the purposes of this NOM, the following terms have the below meaning:

15% Placement Capacity has the meaning given to that term in resolution 3 of the Explanatory Notes;

Additional 10% Placement Capacity has the meaning given to that term in resolution 4 of the Explanatory Notes;

ASX means the means ASX Limited or the market operated by it, as the context requires;

ASX Listing Rules means the official listing rules issued and enforced by the ASX, as amended from time to time;

Board means the current board of directors of the Company;

Chairman means the chairman of the AGM;

Company means Gold Mountain Limited ACN 115 845 942;

Corporations Act means the *Corporations Act 2001* (Cth);

Director means a director of the Company;

Explanatory Notes means the Explanatory Notes section contained in this NOM;

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group;

Placement Investors means institutional or sophisticated investors, being persons who, because of one or more of sections 708(8), 708(10), 708(11) and 708(12) of the Corporations Act, may subscribe for Shares without receiving a disclosure document issued by the Company in accordance with Part 6D.2 of the Corporations Act;

Placement Shares has the meaning given to that term in resolution 3 of the Explanatory Notes;

Share means one fully paid ordinary share in the issued capital of the Company, and **Shares** means any two or more of them;

Shareholder means a holder of a Share; and

VWAP has the meaning given to the term "volume weighted average price" in the ASX Listing Rules.

VOTING INFORMATION

General

All items of business set out in the NOM will be decided on by poll.

On a poll, each member will have one vote for each Share held by that member and in respect of which that member is entitled to vote.

If Shares are jointly held and more than one of the joint holders vote, only the vote of the holder whose name appears first in the register of members will be counted.

Majority Required

Resolutions 1 to 3 are ordinary resolutions. Each of these resolutions will be passed if more than 50% of votes cast by Shareholders entitled to vote on the resolutions are cast in favour of the resolutions.

Resolution 4 is a special resolution. This resolution will be passed if more than 75% of the votes cast by Shareholders entitled to vote on the resolution are cast in favour of the resolution.

Entitlement to Vote

The Company has determined, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that, for the purpose of entitlement to vote at the AGM, Shares will be taken to be held by those who hold them at 7.00pm (Sydney time) on 28 November 2018.

Voting Options

A. In Person

Shareholders may vote by attending the AGM and casting their votes in person.

B. Proxy or Attorney

If you are entitled to vote at the AGM, you may appoint one or two proxies.

If you appoint two proxies:

- you may appoint each proxy to represent a specified proportion of your voting rights; or
- if you do not specify the proportion or number of your votes that each proxy may exercise, each proxy may exercise half of your votes.

A proxy need not be a shareholder of the Company.

A Proxy Form accompanies this NOM, please follow the instructions on the form.

The Proxy Form must be signed by you or by your attorney.

Proxies given by corporations must be signed under seal or under the hand of a duly authorised officer or attorney.

To be valid, the form appointing the proxy and the power of attorney or other attorney (if any) under which it is signed (or an attested copy) must be either lodged at the Registered Office of the Company, online or by

facsimile, using the addresses or facsimile number appearing on the Proxy Form by 3.00pm (Sydney time) on 28 November 2018.

Unless you specifically direct a proxy how to vote, the proxy may vote as the proxy thinks fit, or abstain from voting.

Voting by Corporations

In order to vote at the meeting (other than by proxy – see above for instructions), a corporation that is a Shareholder must appoint a person to act as its representative.

The appointment must comply with the Corporations Act. A letter of representation must be either lodged with the Share Registry prior to the commencement of the meeting, or the representative must bring to the meeting evidence of his or her appointment including any authority under which it is signed.

Proxy Voting by Chairman

The Chairman of the meeting intends to vote all undirected proxies **IN FAVOUR** of all the resolutions.

Further Information

Shareholders should direct their queries to the Company Secretary at eric@goldmountainltd.com.au

By order of the Board



Eric Kam
Company Secretary

23 October 2018

CORPORATE DIRECTORY

Directors:	Graham Kavanagh (Non-Executive Chairman) Sin Pyng "Tony" Teng (Managing Director) Douglas Smith (Executive Director – Exploration)
Company Secretary:	Eric Kam
Registered Office:	Suite 2501, Level 25, 31 Market Street Sydney NSW 2000
Principal Place of Business:	Suite 2501, Level 25, 31 Market Street Sydney NSW 2000
Lawyers:	Bird & Bird Level 11, 68 Pitt Street Sydney NSW 2000
Auditors:	KS Black & Co. Chartered Accountants Level 1, 251 Elizabeth Street Sydney NSW 2000
Share Registry:	Boardroom Pty Limited Level 12, 225 George Street Sydney NSW 2000
Bankers:	Australia and New Zealand Banking Group Limited Westpac Banking Corporation Limited
ASX Listing Code:	GMN
Website:	www.goldmountainltd.com.au



GOLD MOUNTAIN LIMITED

ASX:GMN

(ABN 79 115 845 942)

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 3:00pm (AEDT) on Wednesday 28 November 2018.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/gmnagm2018>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **3.00pm on Wednesday, 28 November 2018.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/gnmagm2018>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.



GOLD MOUNTAIN LIMITED

ASX:GMN

(ABN 79 115 845 942)

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Company Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Boardroom Pty Limited, Grosvenor Place, Level 12, 225 George Street, SYDNEY NSW 2000 on Friday 30 November 2018 at 3:00 pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Graham Kavanagh as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	General Placement of Shares to Placement Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2018