

**Golden Globe Resources
Limited**

Level 5/126 Phillip St
Sydney NSW 2000
ACN: 169 640 144



Golden Globe Resources Limited

Notice of 2025 Annual General Meeting

Explanatory Statement | Proxy Form

23 May 2025

10:00AM AEST

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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Important Information for Shareholders about the Company's 2025 AGM

This Notice is given based on circumstances as at 28 April 2025. Should circumstances change, the Company will update the Notice of Meeting available on the Company's website at goldengloberesources.com/

Venue

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am AEST on 23 May 2025 as a **virtual meeting**.

If you wish to attend the AGM (which will be broadcast as a Zoom webinar), please **pre-register** in advance for the virtual meeting here:

<https://us06web.zoom.us/meeting/register/7dNWbhzWSae3mtxHhbFz6A>

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Voting Information

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the Company Secretary via the following email address GGR@automicgroup.com.au at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting virtually at the Meeting

After pre-registering, Shareholders will be sent a Zoom link to join the online meeting.

It is recommended that Shareholders wishing to attend the Meeting login from 9:45am on 23 May 2025.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at: https://investor.automic.com.au/#/loginsah by following the instructions provided on the website.
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au
By post	Completing the enclosed Proxy Form and posting it to: Automic Group, GPO Box 5193, Sydney, NSW 2001

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Golden Globe Resources Limited ACN 169 640 144 will be held at 10:00am AEST on 23 May 2025 as a **virtual meeting (Meeting)**.

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

The Directors have determined pursuant to Regulation 7.11.37 AND 7.11.38 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 10:00am AEST on 21 May 2025. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the Annual General Meeting.

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

1. **Resolution 1 – Share Consolidation**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“For the purposes of section 254H of the Corporations Act 2001 (Cth) and for all other purposes, with effect from the passing of the resolution, approval is given to consolidate the share capital of the Company on the basis that every 2 share in the Company be consolidated into 1 share in the Company and that any resulting fractions of a share be rounded up to the next whole number of shares.”

2. **Resolution 2 – Re-Election of Raymond Raad as Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That Raymond Raad, a Director appointed to fill a casual vacancy and holding office until the next general meeting of the Company after his appointment in accordance with Article 40.0 of the Company’s Constitution be elected as a Director of the Company, effective immediately.”

3. **Resolution 3 – Re-Election of Colin McMillan as Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That Colin McMillan, a Director appointed to fill a casual vacancy and holding office until the next general meeting of the Company after his appointment in accordance with Article 40.0 of the Company’s Constitution be elected as a Director of the Company, effective immediately.”

4. **Resolution 4 – Re-Election of Robert Patrick Highsmith as Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That Robert Patrick Highsmith, a Director who retires by rotation in accordance with Article 41.2 of the Company’s Constitution and being eligible offers himself for re-election under Article 41.3 of the Company’s Constitution as a Director of the Company, effective immediately.”

DATED the 28th of April 2025

BY ORDER OF THE BOARD



Jane Miller
Joint Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10:00am AEST on 23 May 2025 as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary via the following email address: GGR@automicgroup.com.au.

Please note that all written questions must be received at least five business days before the Meeting, which is by 16 May 2025.

Resolutions

Resolution 1 – Share Consolidation

The Company intends to conduct an initial public offering (IPO) and a listing on the Australian Securities Exchange (ASX) in 2025.

As part of the Company's proposed IPO and ASX listing, the Company intends to decrease the number of shares on issue (and proportionally increase the value of each share) to provide greater flexibility as to pricing of the IPO in line with market expectations (Resolution 1).

Section 254H of the Corporations Act provides that a company may convert its shares into a smaller number of shares by an ordinary resolution of shareholders at a general meeting.

The Company proposes to consolidate its share capital through the conversion of every two (2) shares into one (1) share.

This share consolidation ratio was determined in consultation with the IPO joint lead managers and is expected to result in a price per share at the time of IPO which is considered more appropriate for an ASX listed company of this nature and size. The market capitalisation of the Company will remain the same after completion of the proposed share consolidation. As the consolidation applies equally to all of the Shareholders, the number of shares held by individual shareholders will be decreased in the same ratio, but the proportionate shareholding of each shareholder will remain the same. Where the consolidation of a Shareholder's holding results in an entitlement to a fraction of a share, the fraction will be rounded up to the nearest whole number of shares.

It is expected that there will not be any adverse Australian taxation consequences arising from the share consolidation. However, Directors recommend Shareholders obtain their own specific advice in relation to the share consolidation.

If this resolution is approved by Shareholders, the number of shares on issue will decrease as set out in the table below:

Class of securities	Number on issue pre-share consolidation	Number of issue post-share consolidation
Ordinary Shares	191,123,719	95,561,860

If the proposed share consolidation is approved by Shareholders, the other securities on issue in the Company will be reorganised in the same ratio as the share consolidation and the exercise prices of such securities (if applicable) will be reduced inversely by the same ratio.

If this resolution is approved by Shareholders, the share consolidation will come into effect following closure of the Annual General Meeting (**Conversion Date**).

Directors' recommendation: *The Board unanimously recommends Shareholders vote in favour of this resolution.*

Resolution 2 – Re-Election of Raymond Raad as Director

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

Under this Resolution, Raymond Raad seeks election as a Director of the Company at this AGM.

Raymond has 40 years' experience in Australia working in advisory, investment and financial services roles including venture capital, private equity and start-ups. In-depth experience in structured finance and acquisitions, including more than 20 years as Advisor to Trellini Capital. Further experiences as as Company Director, Raadcorp, specialising in structured investments and resource imports.

Extensive experience in resources advisory roles including his current appointment as Advisor – Greentech Minerals (Queensland minerals exploration company) and former Advisor to Golden Globe Resources before joining the Board as Non-Executive Director in January 2025.

Directors' recommendation: *The Board, excluding Raymond Raad, unanimously recommends Shareholders vote in favour of this resolution.*

Resolution 3 – Re-Election of Colin McMillan as Director

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

Colin McMillan was appointed a Director of the Company on 2 October 2024 and has not sought re-election since appointment.

Under this Resolution, Colin McMillan seeks election as a Director of the Company at this AGM.

Colin is a career geologist having worked at Newcrest Mining for almost 30 years, including 6 years as Mineral Resource Manager at Gosowong in Indonesia. Colin led the team responsible for the discovery of the world class Telfer Deeps and Ridgeway deposits and has extensive experience with both epithermal and porphyry gold/copper deposits in Australia and Indonesia.

Colin has been involved with several mine start-ups including Cadia Hill open pit operation and the underground mines at Ridgeway and Cadia East at the Cadia Valley Operations in NSW, Australia and Toguraci underground mine at Gosowong in Indonesia.

Directors' recommendation: *The Board, excluding Colin McMillan, unanimously recommends Shareholders vote in favour of this resolution.*

Resolution 4 – Re-Election of Robert Patrick Highsmith as Director

Robert Patrick Highsmith was appointed a Director of the Company on 1 November 2021 and has not sought re-election since appointment.

Under this Resolution, Patrick Highsmith has elected to retired by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Under this Resolution, Patrick Highsmith seeks election as a Director of the Company at this AGM.

Patrick has over 30 years of international experience in the mining industry, including operational, exploration and business development roles with major companies such as Newmont Mining, BHP, Rio Tinto, and Fortescue Metals Group. He also has significant experience in the more entrepreneurial side of the business, co-founding several junior companies and acting as director or senior executive in several others.

Directors' recommendation: *The Board, excluding Patrick Highsmith, unanimously recommends Shareholders vote in favour of this resolution.*