



Notice of Meeting and Proxy Form

Great Southern Mining Limited (ASX: GSN) ('GSN' or 'the Company') attaches the following documents in relation to the upcoming Extraordinary General Meeting (EGM):

- Copy of Letter to Shareholders regarding Notice of Meeting and meeting arrangements; and
- Proxy Form.

A copy of the Notice may also be viewed and downloaded from the ASX website (www.asx.com.au) under ASX code "GSN" or the Company's website (www.gsml.com.au).

This announcement was authorised for release to the ASX by the Company Secretary on behalf of the Board of the Company.

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For further information, please contact:

Mark Petricevic
Company Secretary
+61 8 9240 4111
admin@gsml.com.au

NOTICE OF MEETING AND MEETING ARRANGEMENTS

20 December 2022

Dear Shareholders

Notice of Extraordinary General Meeting - Great Southern Mining Limited (Company)

Notice is hereby given that an Extraordinary General Meeting (**Meeting**) of the Company will be held online on Monday, 23 January 2023 at 9:00am (WST) via videoconference.

Given the current COVID-19 circumstances and in the interests of public health and safety of our Shareholders, the Company is not able to allow Shareholders to physically attend the Meeting.

The Meeting will be accessible to all Shareholders via videoconference, which will allow Shareholders to listen to, ask questions and observe the Meeting. Shareholders who wish to participate in the Meeting can do so remotely by emailing the Company Secretary at mark@gsml.com.au and registering their interest. Videoconference details will then be sent out prior to the event.

Shareholders who do not wish to vote using a Proxy Form and who intend to vote on a poll at the Meeting must contact the Company Secretary on the email above by 5:00pm (WST) on Friday, 20 January 2023 to notify the Company of their intentions and to request a personalised poll form.

The Company will send personalised poll forms following the cut-off time for the return of Proxy Forms (i.e. after 5.00pm, 20 January 2023) to Shareholders who request them prior to this time. Personalised poll forms must be completed and returned to the Company after the poll has been called and prior to the close of polling. During the Meeting, the Chair will notify you how and when you are able to complete and return the personalised poll form.

You may still attend the Meeting via the videoconference facility if you have completed a Proxy Form (but have not notified the Company that you intend to vote using a poll form), but the person you have appointed as proxy will cast your vote on your behalf.

The Company strongly encourages all Shareholders to lodge Proxy Forms prior to the Meeting.

The Notice of Meeting is available on the Company's website at www.gsml.com.au and should be read in its entirety. If you are in doubt as to how to vote, the Company encourages Shareholders to seek advice from their accountant, solicitor or other professional advisor prior to voting.

If you have any difficulties in obtaining a copy of the Notice of Meeting, please contact Mark Petricevic by email (email address above) or by telephone on (08) 9240 4111.

Authorised for release by the Company Secretary.

Sincerely

A handwritten signature in black ink, appearing to read 'MARK', with a stylized flourish at the end.

Mark Petricevic
Company Secretary



Great Southern Mining Limited
ACN 148 168 825

NOTICE OF EXTRAORDINARY GENERAL MEETING

An Extraordinary General Meeting of the Company will be held online on 23 January 2023 at 9.00 am (WST) via videoconference.

In accordance with the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth), the Company will not be sending hard copies of the Notice of Meeting to Shareholders. Instead, Shareholders can access a copy of the Notice at the following link:

www.gsml.com.au

The Notice of Extraordinary General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (08) 9240 4111.

Shareholders are urged to vote by lodging the proxy form attached to the Notice

Great Southern Mining Limited
ACN 148 168 825
(Company)

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Great Southern Mining Limited will be held online on 23 January 2023 at 9.00 am (WST) (**Meeting**) via videoconference.

The Meeting will be accessible to all Shareholders via videoconference, which will allow Shareholders to listen to, ask questions and observe the Meeting. Shareholders who wish to participate in the Meeting can do so remotely by emailing the Company Secretary at mark@gsml.com.au and registering their interest.

Videoconference details will then be sent out prior to the event.

Shareholders will not be able to physically attend the Meeting.

The Explanatory Statement provides additional information on matters to be considered at the Meeting. The Explanatory Statement 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 21 January 2023 at 9.00am (WST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES TO ACECA PTY LTD

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

“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 237,997 Shares that were issued to Aceca Pty Ltd on the terms and conditions in the Explanatory Statement.”

2. RESOLUTION 2 – RELATED PARTY PARTICIPATION IN SHORTFALL OFFER

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 11,428,571 Shares to Roger Blake and Erica Lynette Blake on the terms and conditions in the Explanatory Statement.”

Voting exclusion

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 1, by or on behalf of Aceca Pty Ltd, who participated in the issue;
- (b) Resolution 2, by or on behalf of Roger and Erica Lynette Blake, who are to receive the Shares and any other person who will obtain a material benefit as a result of the issue the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company);

or an Associate of that person or persons.

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

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

A handwritten signature in black ink, appearing to read 'MARK', with a stylized flourish at the end.

Mark Petricevic
Company Secretary
Great Southern Mining Limited
Dated: 20 December 2022

Great Southern Mining Limited
ACN 148 168 825
(Company)

Explanatory Statement

1. INTRODUCTION

The Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held online on 23 January 2023 at 9.00 am (WST) (**Meeting**).

The Explanatory Statement forms part of the Notice which should be read in its entirety. The Explanatory Statement contains the terms and conditions on which the Resolutions will be voted and a Proxy Form is located at the end of the Explanatory Statement.

The Explanatory Statement 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	Resolution 1 - Ratification of prior issue of Shares to Aceca Pty Ltd
Section 4	Resolution 2 – Related party participation in Shortfall Offer
Schedule 1	Definitions

2. ACTION TO BE TAKEN BY SHAREHOLDERS

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

2.1 Proxies

All Resolutions will be decided by poll (rather than a show of hands). The poll will be conducted on votes submitted by proxy and at the Meeting by Shareholders who attend in accordance with the instructions below.

(a) 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 to attend the Meeting or, if they are unable to attend, 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.

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) 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.

(b) Proxy vote if appointment specifies way to vote

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:

- (i) 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);
 - (ii) if the proxy has two or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands;
 - (iii) 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
 - (iv) 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).
- (c) Transfer of non-Chair proxy to Chair in certain circumstances

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

- (i) 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;
- (ii) the appointed proxy is not the Chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) 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.

To vote by proxy, you must complete and lodge the Proxy Form using one of the following methods:

Online: www.linkmarketservices.com.au

Login to the Link website using the holding **details** as shown on the 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 mail: Great Southern Mining Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

By fax: Via Link Market Services
+61 2 9287 0309 (outside Australia)
1300 554 474 (within Australia)

By hand: delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000
*During business hours (Monday to Friday, 9:00am-5:00pm)

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.**

2.2 Voting via poll form

Shareholders who do not wish to vote using a Proxy Form and who intend to vote on a poll at the Meeting must contact the Company at mark@gsml.com.au by 5.00pm on 20 January 2023 to notify the Company of their intentions and to request a personalised poll form.

The Company will send personalised poll forms following the cut-off time for the return of Proxy Forms (i.e. after 5.00pm (WST), 20 January 2023) to Shareholders who request them prior to this time. Personalised poll forms must be completed and returned to the Company after the poll has been called and prior to the close of polling. During the Meeting, the Chair will notify you how and when you are able to complete and return the personalised poll form.

2.3 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions unless the Shareholder has expressly indicated a different voting intention.

2.4 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at mark@gsml.com.au by no later than 3.00pm on 22 January 2023.

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. Shareholders are limited to a maximum of two questions each (including any submitted in advance of 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. RESOLUTION 1 - RATIFICATION OF PRIOR ISSUE OF CONSULTANT SHARES TO ACECA PTY LTD

3.1 Background

As consideration for the provision of technical geological consulting services provided by Aceca Pty Ltd (**Aceca**) in June 2022, the Company agreed to settle the amount owed by the issue of Shares to Aceca, subject to the approval of Shareholders (**Consultant Shares**).

The Company issued the Consultant Shares on 4 November 2022. The Company wishes Shareholders to ratify the issue of the Consultant Shares.

3.2 Information required by Listing Rule 7.4

Listing Rule 7.1 provides that, unless an exemption applies, a company must not, without prior approval of shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the Equity Securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12-month period.

The issue of the Consultant Shares to Aceca does not fit within any of the exceptions. While the issue of the Consultant Shares did not exceed the 15% limit in Listing Rule 7.1 and could therefore be made without breaching that rule, the issue effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of issue of the Consultant Shares.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made without shareholder approval under Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 and so it does not reduce the Company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval under Listing Rule 7.1.

To this end, the Company is asking Shareholders to ratify the issue of the Consultant Shares to Aceca under Listing Rule 7.4.

If Resolution 1 is passed, the issue of the Consultant Shares to Aceca will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Consultant Shares.

If Resolution 1 is not passed, the issue of the Consultant Shares to Aceca will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue of the Consultant Shares.

3.3 Information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the Company provides the following information in relation to the issue of the Consultant Shares under Resolution 1:

(a) **The names of the persons to whom the entity issued the Consultant Shares**

The Consultant Shares were issued to Aceca.

Aceca is not a material investor of the Company.¹

(b) **Maximum number and class of securities issued**

The Company issued 237,997 Consultant Shares.

The Consultant Shares are ordinary fully paid Shares in the capital of the Company.

(c) **Material terms of the securities**

The Consultant Shares are fully paid ordinary Shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares.

(d) **Date of issue**

The Consultant Shares were issued on 4 November 2022.

(e) **Issue price or other consideration**

The Consultant Shares were issued at a nil issue price, in consideration for the provision of technical geological consulting services. The Company has not and will not receive any other consideration for the issue of the Consultant Shares.

The deemed issue price for the Consultant Shares was \$0.042.

(f) **Purpose of the issue, including the intended use of the funds raised**

The purpose of the issue of the Consultant Shares was to satisfy amounts owing under a consulting invoice for the provision of technical geological consulting services.

(g) **Relevant agreement**

The Consultant Shares were not issued under an agreement.

(h) **Voting exclusion statement**

A voting exclusion statement for Resolution 1 is included in the Notice of Meeting preceding this Explanatory Statement.

¹ ASX consider the following to be material investors:

- (i). a related party of the entity;
- (ii). a member of the entity's key management personnel;
- (iii). a substantial holder in the entity;
- (iv). an adviser to the entity; or
- (v). an associate of any of the above,

where such person or entity is being issued more than 1% of the entity's current issued capital.

3.4 Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1 to approve the ratification of the issue of the Consultant Shares.

4. RESOLUTION 2 – RELATED PARTY PARTICIPATION IN SHORTFALL

4.1 Background

On 6 July 2022 the Company announced a non-renounceable rights issue, pursuant to which Shareholders could subscribe for one new Share for every 9 existing Shares held at an issue price of \$0.035 per new Share (**Offer**). The terms of the Offer stipulated that any new Shares not taken up by eligible Shareholders pursuant to the Offer became shortfall Shares (**Shortfall Shares**), which could be applied for by other eligible shareholders beyond their entitlement or other investors who were not eligible Shareholders (**Shortfall Offer**).

As part of the Shortfall Offer, Roger and Erica Blake applied for 11,428,571 Shortfall Shares.

Mr and Mrs Blake are related parties of the Company by virtue of being the parents of Director, Matthew Blake.

Resolution 2 seeks Shareholder approval for Mr and Mrs Blake to participate in the Shortfall Offer and to be issued 11,428,571 Shortfall Shares.

4.2 Regulatory Requirements: Corporations Act

Chapter 2E of the Corporations Act regulates the provision of “financial benefits” to “related parties” by a public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either: the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or prior shareholder approval is obtained to the giving of the financial benefit.

A “related party” is widely defined under the Corporations Act, and includes the directors of the company and their immediate family. As such, Mr and Mrs Blake, being the parents of Matthew Blake, a director of the Company, are related parties of the Company for the purposes of Section 208 of the Corporations Act.

A “financial benefit” is construed widely and in determining whether a financial benefit is being given, Section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. Section 229 of the Corporations Act includes as an example of a financial benefit, the issuing of securities or the granting of an option to a related party.

The issue of the Shortfall Shares to Mr and Mrs Blake under Resolution 2 constitutes the provision of a financial benefit to a related party.

One of the nominated exceptions to the requirement to obtain shareholder approval under Chapter 2E of the Corporations Act is where the provision of the financial benefit is on terms that would be reasonable in the circumstances if the Company and the related party were dealing at arm’s length (or on terms less favourable than arm’s length). Given Mr and Mrs Blake will be participating in the Shortfall Offer on the same arm’s length terms as the parties who are not related parties of the Company, the Board is of the view that the issue of the Shortfall Shares pursuant to Resolution 2 constitutes the provision of a financial benefit on arm’s length terms, and accordingly that Shareholder approval under Chapter 2E of the Corporations Act is not required.

4.3 Listing Rules

Listing Rule 10.11 provides that, unless a specified exception applies, a company must not issue or agree to issue securities to a related party without the approval of ordinary shareholders. A “related party”, for the purposes of the Listing Rules, has the meaning given to it in the Corporations Act, and includes the directors of a company and members of the directors’ immediate families.

As such, Shareholder approval is sought under Listing Rule 10.11 as Resolution 2 proposes the issue of securities to Roger and Erica Blake who are related parties of the Company by virtue of being the parents of Director, Matthew Blake.

As Shareholder approval is being sought under Listing Rule 10.11, approval is not also required under Listing Rule 7.1.

If Shareholders approve Resolution 2, the Company will be able to proceed with the issue of the Shortfall Shares to Roger and Erica Blake and/or their nominee(s) on the terms and conditions as set out in this Notice of Meeting.

If Shareholders do not approve Resolution 2, the Company will not be able to issue the Shortfall Shares to Roger and Erica Blake and/or their nominee(s).

4.4 Information required by Listing Rule 10.13

In compliance with the information requirements of Listing Rule 10.13, Shareholders are advised of the following information:

(a) **Name of person to receive securities**

The Shortfall Shares will be issued to Roger and Erica Blake.

(b) **Nature of relationship between person to receive securities and the Company**

Roger and Erica Blake are Associates of Matthew Blake who is a Director of the Company and are, as such, persons who fall within Listing Rule 10.11.4.

(c) **Maximum number and class of securities to be issued**

The maximum number of Shortfall Shares that may be acquired by Roger and Erica Blake under Resolution 2 is 11,428,571 in aggregate.

(d) **Material terms of the securities**

The Shortfall Shares will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares. The Company will apply to ASX for official quotation of the Shares.

(e) **Date of issue**

The Company anticipates that the Shortfall Shares will be issued on or about 24 January 2023 and in any event not later than one month after the date of the Meeting (or such later date as permitted by ASX waiver or modification of the Listing Rules).

(f) **Issue price or other consideration**

The issue price for each Shortfall Share was \$0.035, being the same price as Shares issued under the Offer.

(g) **Purpose of the issue, including the intended use of the funds raised**

The purpose of the Offer, including the Shortfall Offer was to raise funds to:

- (i) further the Company's exploration programs in Western Australia;
- (ii) continue the Company's field validation and target delineation programs in North Queensland;
- (iii) to repay the loan made to the Company by director, John Terpu; and
- (iv) for general working capital purposes.

(h) **Relevant agreement**

The Shortfall Shares are not being issued pursuant to any agreement.

(i) **Voting exclusion statement**

A voting exclusion statement for Resolution 2 is included in the Notice of Meeting preceding this Explanatory Statement.

SCHEDULE 1 - DEFINITIONS

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

\$ or A\$	means Australian Dollars.
Aceca	means Aceca Pty Ltd (ACN 649 856 717).
Associate	has the meaning given to that term in section 9 of the Corporations Act.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
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	<p>has same meaning given to that term in section 9 of the Corporations Act, being, in relation to a member of the Key Management Personnel:</p> <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child of the member's spouse;(c) a dependent of the member or the member's spouse;(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;(e) a company the member controls; or(f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.
Company	means Great Southern Mining Limited (ACN 148 168 825).
Consultant Shares	means the Shares to be issued to Aceca under Resolution 1.
Director	means a director of the Company.
Equity Securities	has the meaning given to that term in the Listing Rules.
Explanatory Statement	means the explanatory statement which forms part of the Notice.
Listing Rules	means the listing rules of ASX.
Meeting or Extraordinary General Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice or Notice of Meeting	means this Notice of Extraordinary General Meeting.
Offer	has the meaning given to that term in section 4.1 of the Explanatory Statement.
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 Statement.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Shortfall Offer	has the meaning given to that term in section 4.1 of the Explanatory Statement.
Shortfall Shares	has the meaning given to that term in section 4.1 of the Explanatory Statement.
WST	means Western Standard Time, being the time in Perth, Western Australia.

LODGE YOUR VOTE

 **ONLINE**
<https://investorcentre.linkgroup.com>

 **BY MAIL**
 Great Southern Mining Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

 **BY FAX**
 +61 2 9287 0309

 **BY HAND**
 Link Market Services 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 Great Southern Mining Limited and entitled to attend and vote hereby appoint:

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 and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

STEP 1

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 Extraordinary General Meeting of the Company to be held at **9:00am (WST) on Monday, 23 January 2023** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Great Southern Mining Limited will be held online on **Monday, 23 January 2023 at 9:00am (WST)** (Meeting). Shareholders will be able to access the Meeting via the link contained in the Notice of Meeting.

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

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 Ratification of Prior Issue of Shares to ACECA Pty Ltd
- 2 Related Party Participation in Shortfall Offer

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2



* 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.

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).

STEP 3

GSN PRX2301N



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.

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 he or she chooses. 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 attend 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:

- 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
- 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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au 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.linkmarketservices.com.au.

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 **9:00am (WST) on Saturday, 21 January 2023**, 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://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the 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

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

QR Code



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



BY MAIL

Great Southern Mining Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)