



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 the 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

11 May 2023

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, 12 June 2023 at 9:00am (WST) 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 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 9:00am (WST) on 10 June 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 9:00am, 10 June 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 horizontal line underneath.

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 Monday, 12 June 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 unless the Shareholder has elected to receive one.

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 Monday, 12 June 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 10 June 2023 at 10.00am (WST).

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

Agenda

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE FEBRUARY PLACEMENT UNDER LISTING RULE 7.1

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 18,000,000 Shares, issued under Listing Rule 7.1, that were issued to sophisticated and professional investors on the terms and conditions in the Explanatory Statement.”

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE FEBRUARY PLACEMENT UNDER LISTING RULE 7.1A

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 53,333,353 Shares, issued under Listing Rule 7.1A, that were issued to sophisticated and professional investors on the terms and conditions in the Explanatory Statement.”

3. RESOLUTION 3 – RELATED PARTY PARTICIPATION IN FEBRUARY PLACEMENT – MATTHEW KEANE

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 10.11 and for all other purposes, approval is given for the Company to issue 625,000 Shares to Matthew Keane (or his nominee) on the terms and conditions in the Explanatory Statement.”

4. RESOLUTION 4 – RELATED PARTY PARTICIPATION IN FEBRUARY PLACEMENT – MATTHEW BLAKE

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 10.11 and for all other purposes, approval is given for the Company to issue 1,041,667 Shares to Matthew Blake (or his nominee) on the terms and conditions in the Explanatory Statement.”

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE APRIL PLACEMENT UNDER LISTING RULE 7.1

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 29,850,000 Shares, issued under Listing Rule 7.1, that were issued to sophisticated and professional investors on the terms and conditions in the Explanatory Statement.”

6. RESOLUTION 6 – RELATED PARTY PARTICIPATION IN APRIL PLACEMENT – JOHN TERPU

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 10.11 and for all other purposes, approval is given for the Company to issue 15,000,000 Shares to John Terpu (or his nominee) on the terms and conditions in the Explanatory Statement.”

7. RESOLUTION 7 – RELATED PARTY PARTICIPATION IN APRIL PLACEMENT – MATTHEW BLAKE

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 10.11 and for all other purposes, approval is given for the Company to issue 5,150,000 Shares to Matthew Blake (or his nominee) 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 any person who participated in the issue;
- (b) Resolution 2, by or on behalf of any person who participated in the issue;
- (c) Resolution 3, by or on behalf of Matthew Keane (or his nominee), who is 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);
- (d) Resolution 4, by or on behalf of Matthew Blake (or his nominee), who is 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);
- (e) Resolution 5, by or on behalf of any person who participated in the issue;
- (f) Resolution 6, by or on behalf of John Terpu (or his nominee), who is 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);

- (g) Resolution 7, by or on behalf of Matthew Blake (or his nominee), who is 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.

The Company will also disregard any votes cast on Resolutions 3, 4, 6 and 7 by any member of the Key Management Personnel of the Company, or a Closely Related Party of such member, acting as proxy if their appointment does not specify the way the proxy is to vote on Resolutions 3, 4, 6 and 7. However, the Company will not disregard any votes cast on Resolutions 3, 4, 6 and 7 by such person if:

- (a) the Proxy Form specifies how the proxy is to vote on the Resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair of the Meeting voting an undirected proxy and their appointment expressly authorises the Chair to exercise the proxy even though the Resolutions 3, 4, 6 and 7 is connected with the remuneration of the Key Management Personnel of the Company.

BY ORDER OF THE BOARD



Mark Petricevic

Company Secretary

Great Southern Mining Limited

Dated: 11 May 2023

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 12 June 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	Resolutions 1 and 2 - Ratification of prior issue of Shares under the February Placement
Section 4	Resolutions 3 and 4 – Approval for Related Party to participate in the February Placement
Section 5	Resolution 5 - Ratification of prior issue of Shares under the April Placement
Section 6	Resolutions 6 and 7 – Approval for Related Party to participate in the April Placement
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: At www.investorvote.com.au

Mobile: Scan the QR Code on the enclosed Proxy Form and follow the prompts

By mail: Complete and sign the enclosed Proxy Form and return the form to:
Computershare Investor Services Pty Limited
GPO Box 242, Melbourne VIC 3001 Australia

By fax: Complete and sign the enclosed Proxy Form and fax the form to:
If you are in Australia, 1800 783 447
If you are outside Australia, +61 3 9473 2555

Custodian voting: For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Proxy Forms must be received no later than 9.00am (WST) on 10 June 2023.

Proxy Forms received later than this time will be invalid.

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 9.00am on 10 June 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 9.00am (WST), 10 June 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 9 June 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. BACKGROUND TO FEBRUARY PLACEMENT – RESOLUTIONS 1 TO 4

As announced to the ASX on 2 February 2023, the Company has undertaken a placement to raise approximately \$1.75 million, before costs (**February Placement**).

The February Placement comprises the issue of a total of 73,000,019 New Shares at a price of \$0.024 per share, comprising:

- (i) 18,000,000 Shares to be issued under the Company's existing capacity under Listing Rule 7.1 (the **7.1 February Placement Shares**);
- (ii) 53,333,353 Shares to be issued under the Company's existing capacity under Listing Rule 7.1A (the **7.1A February Placement Shares**); and
- (iii) 1,666,667 Shares to be issued to Related Parties of the Company in the following proportion:
 - (a) 625,000 Shares to be issued to Matthew Keane (or his nominee); and
 - (b) 1,041,667 Shares to be issued to Matthew Blake (or his nominee),(together, the **February Director Placement Shares**).

The Company issued the 7.1 and 7.1A February Placement Shares on 10 February 2023.

The Shares issued under the February Placement were issued at \$0.024 represents a 16% discount to the 5 day volume weighted average price (**VWAP**) and a 19% discount to the 15 day VWAP.

Euroz Hartleys Limited acted as Lead Manager to the February Placement which was supported by new investors alongside existing shareholders.

Resolutions 1 to 2 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 7.1 and 7.1A February Placement Shares respectively.

Resolutions 3 to 4 seek Shareholder approval under Listing Rule 10.11 for the issue of the February Director Placement Shares to Matthew Keane and Matthew Blake (or their respective nominees) respectively.

4. RESOLUTIONS 1 AND 2 – RATIFICATION OF ISSUE OF FEBRUARY PLACEMENT SHARES

4.1 Background

As stated in section 3, Resolutions 1 and 2 seeks Shareholder ratification pursuant to Listing Rule 7.1 for the issues of the 7.1 February Placement Shares and 7.1A February Placement Shares respectively.

4.2 Information required by Listing Rule 7.4

Listing Rules 7.1 and 7.1A provide 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% (under Listing Rule 7.1) and an additional 10% (under Listing Rule 7.1A) of the number of ordinary securities on issue at the commencement of that 12 month period.

The issue of the 7.1 and 7.1A February Placement Shares does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1 and the 10% limit in Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 and Listing Rule 7.1A for the 12 month period following the date of issue of the 7.1 and 7.1A February Placement Shares.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1 and 7.1A. 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) or Listing Rule 7.1A (and provided that the previous issue did not breach Listing Rule 7.1A) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 and 7.1A and as such, it does not reduce the Company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company confirms that in issuing the 7.1 February Placement Shares, the Company did not breach Listing Rule 7.1 and in issuing the 7.1A February Placement Shares, the Company did not breach Listing Rule 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A.

Accordingly, under Resolution 1, the Company seeks from Shareholders approval for, and ratification of, the issue of a total of 18,000,000 Shares under Listing Rule 7.4.

If Resolution 1 is passed, the issue of the 7.1 February Placement Shares 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 7.1 February Placement Shares.

If Resolution 1 is not passed, the issue of the February Placement Shares 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 7.1 February Placement Shares.

Accordingly, under Resolution 2, the Company seeks from Shareholders approval for, and ratification of, the issue of a total of 53,333,353 Shares under Listing Rule 7.4.

If Resolution 2 is passed, the issue of the 7.1A February Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, 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 7.1A February Placement Shares.

If Resolution 2 is not passed, the issue of the 7.1A February Placement Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A, 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 7.1A February Placement Shares.

4.3 Resolutions 1 and 2 - 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 7.1 Placement Shares and 7.1A February Placement Shares under Resolution 1 and 2:

(a) **The names of the persons to whom the entity issued the 7.1 February Placement Shares and 7.1A February Placement Shares**

The 7.1 February Placement Shares and 7.1A February Placement Shares were issued to sophisticated and professional investors that were introduced to the Company by the Lead Manager.

None of the sophisticated and professional investors are material investors in the Company.¹

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

The Company issued 18,000,000 Shares under Listing Rule 7.1 – the subject of Resolution 1.

The Company issued 53,333,353 Shares under Listing Rule 7.1A – the subject of Resolution 2.

The 7.1 February Placement Shares and 7.1A February Placement Shares are fully paid ordinary shares in the capital of the Company.

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

The 7.1 February Placement Shares and 7.1A February Placement 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 7.1 February Placement Shares and 7.1A February Placement Shares were issued on 10 February 2023.

(e) **Issue price**

The issue price was \$0.024 per 7.1 and 7.1A February Placement Share.

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

The Company intends to use the funds raised under Listing Rule 7.1A to execute high impact drill programs across its 100% owned Duketon Gold Project where five new, high priority exploration targets have been identified in addition to the mineralisation already identified at the Southern Star, Golden Boulder and Amy Clarke prospects.

Moving loop electromagnetic surveys will also be performed on the Granite Well and Rotorua komatiite trends which are considered prospective for Kambalda style nickel mineralisation and extend over a ~14km strike length at the Company's East Laverton Nickel Project and the funds raised under Listing Rule 7.1A will assist with this.

The balance of the funds raised not used for the activities above, including those funds raised under Listing Rule 7.1, is intended to be used toward working capital.

(g) **Relevant agreement**

The 7.1 February Placement Shares and 7.1A February Placement Shares were not issued under an agreement.

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.

(h) **Voting exclusion statement**

A voting exclusion statement for Resolutions 1 and 2 is included in the Notice of Meeting preceding this Explanatory Statement.

4.4 Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 1 and 2 to approve the ratification of the issue of the 7.1 February Placement Shares and 7.1A February Placement Shares.

5. RESOLUTIONS 3 AND 4 – RELATED PARTY PARTICIPATION IN FEBRUARY PLACEMENT

5.1 Background

As stated in section 3, the Company has undertaken the February Placement.

Resolutions 3 and 4 seek approval to issue Shares under the February Placement to certain Directors of the Company, Messrs Keane and Blake, or their respective nominees.

5.2 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 Keane and Mr Blake (or their nominees), directors 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 February Director Placement Shares to Mr Keane and Mr Blake (or their nominees) under Resolutions 3 and 4 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 Keane and Mr Blake (or their nominees) will be participating in the February Placement 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 February Director Placement Shares pursuant to Resolutions 3 and 4 respectively 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.

5.3 Regulatory Requirements: Listing Rules

Listing Rule 10.11 provides that, unless a specified exception applies, a company must not issue or agree to issue securities to any of the following, without the approval of ordinary shareholders:

- (i) a related party;
- (ii) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity;
- (iii) person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so;
- (iv) an associate of a person referred to in items (i) to (iii) above; or

- (v) a person whose relationship with the entity, or a person referred to items (i) to (iv) above is such that in ASX's opinion, the issue or agreement should be approved its 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 3 proposes the issue of securities to Mr Keane (or his nominee) who is a related party of the Company by virtue of being a Director.

As Shareholder approval under Resolution 3 is being sought under Listing Rule 10.11, approval is not also required under Listing Rule 7.1.

If Shareholders approve Resolution 3, the Company will be able to proceed with the issue of the February Director Placement Shares under Resolution 3 to Mr Keane and/or his nominee(s) on the terms and conditions as set out in this Notice of Meeting.

If Shareholders do not approve Resolution 3, the Company will not be able to issue the February Director Placement Shares under Resolution 3 to Mr Keane and/or their nominee(s).

Further, Shareholder approval is sought under Listing Rule 10.11 as Resolution 4 proposes the issue of securities to Mr Blake (or his nominee) who is a related party of the Company by virtue of being a Director.

As Shareholder approval under Resolution 4 is being sought under Listing Rule 10.11, approval is not also required under Listing Rule 7.1.

If Shareholders approve Resolution 4, the Company will be able to proceed with the issue of the February Director Placement Shares under Resolution 4 to Mr Blake and/or his nominee(s) on the terms and conditions as set out in this Notice of Meeting.

If Shareholders do not approve Resolution 4, the Company will not be able to issue the February Director Placement Shares under Resolution 4 to Mr Blake and/or their nominee(s).

5.4 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 in relation to Resolutions 3 and 4:

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

The February Director Placement Shares will be issued to Mr Keane and Mr Blake (or their nominees).

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

Mr Keane and Mr Matthew Blake are both Directors of the Company and are, as such, persons who fall within Listing Rule 10.11.1.

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

The maximum number of Shares to be issued are:

- (i) 625,000 Shares to be issued to Mr Matthew Keane; and
- (ii) 1,041,667 Shares to be issued to Mr Matthew Blake,
together, 1,666,667 Shares.

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

The 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.

(e) **Date of issue**

The Company anticipates that the Director Shares will be issued on or about 13 June 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 will be \$0.024 per Director Placement Share, being the same price as February Placement Shares.

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

The Company will use the funds raised to execute high impact drill programs across its 100% owned Duketon Gold Project where five new, high priority exploration targets have been identified in addition to the mineralisation already identified at the Southern Star, Golden Boulder and Amy Clarke prospects².

Moving loop electromagnetic surveys will also be performed on the Granite Well and Rotorua komatiite trends which are considered prospective for Kambalda style nickel mineralisation and extend over a ~14km strike length at the Company's East Laverton Nickel Project.

(h) **Relevant agreement**

The February Director Placement Shares will not be issued under an agreement.

(i) **Voting exclusion statement**

A voting exclusion statement for Resolutions 3 and 4 is included in the Notice of Meeting preceding this Explanatory Statement.

5.5 Board Recommendation

The Directors, other than Matthew Keane who has a material personal interest in the outcome of Resolution 3, recommend that Shareholders vote in favour of Resolution 3.

Matthew Keane has a material personal interest in the outcome of Resolution 3 and accordingly does not make a voting recommendation to Shareholders.

The Directors, other than Matthew Blake who has a material personal interest in the outcome of Resolution 4, recommend that Shareholders vote in favour of Resolution 4.

Matthew Blake has a material personal interest in the outcome of Resolution 4 and accordingly does not make a voting recommendation to Shareholders.

6. BACKGROUND TO APRIL PLACEMENT – RESOLUTIONS 5 TO 7

As announced to the ASX on 20 April 2023, the Company has undertaken a placement to raise approximately \$1 million, before costs (**April Placement**).

The April Placement comprises the issue of a total of 50,000,000 New Shares at a price of \$0.02 per share, comprising:

- (i) 29,850,000 Shares to be issued under the Company's existing capacity under Listing Rule 7.1 (the **7.1 April Placement Shares**);
- (ii) 20,150,000 Shares to be issued to Related Parties of the Company in the following proportion:
 - (a) 15,000,000 Shares to be issued to John Terpu (or his nominee); and
 - (b) 5,150,000 Shares to be issued to Matthew Blake (or his nominee),(together, the **Director April Placement Shares**).

The Company issued the 7.1 April Placement Shares on 28 April 2023.

The Shares issued under the April Placement were issued at \$0.02 represents a 9.1% discount to the last closing price of \$0.022 per share (17 April 2023) and a 1% discount to the 10 day VWAP.

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 7.1 April Placement Shares respectively.

² Refer to ASX announcement of 2 February 2023.

Resolutions 6 and 7 seek Shareholder approval under Listing Rule 10.11 for the issue of the Director April Placement Shares to John Terpu and Matthew Blake (or their respective nominees) respectively.

7. RESOLUTION 5 – RATIFICATION OF ISSUE OF APRIL PLACEMENT SHARES

7.1 Background

As stated in section 6, Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.1 for the issues of the 7.1 April Placement Shares.

7.2 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% (under Listing Rule 7.1) of the number of ordinary securities on issue at the commencement of that 12 month period.

The issue of the 7.1 April Placement Shares does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the 7.1 April Placement 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 Rules 7.1 and as such, it does not reduce the Company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company confirms that in issuing the 7.1 April Placement Shares, the Company did not breach Listing Rule 7.1.

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

Accordingly, under Resolution 1, the Company seeks from Shareholders approval for, and ratification of, the issue of a total of 29,850,000 Shares under Listing Rule 7.4.

If Resolution 5 is passed, the issue of the 7.1 April Placement Shares 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 7.1 April Placement Shares.

If Resolution 5 is not passed, the issue of the 7.1 April Placement Shares 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 7.1 April Placement Shares.

Accordingly, under Resolution 5, the Company seeks from Shareholders approval for, and ratification of, the issue of a total of 29,850,000 Shares under Listing Rule 7.4.

7.3 Resolutions 5 - 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 7.1 Placement Shares under Resolution 5:

(a) **The names of the persons to whom the entity issued the 7.1 April Placement Shares**

The 7.1 April Placement Shares were issued to sophisticated and professional investors that were known to the Company.

None of the sophisticated and professional investors are material investors in the Company.³

³ ASX consider the following to be material investors:

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

The Company issued 29,850,000 Shares under Listing Rule 7.1 – the subject of Resolution 5. The 7.1 April Placement Shares are fully paid ordinary shares in the capital of the Company.

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

The 7.1 April Placement 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 7.1 April Placement Shares were issued on 27 April 2023.

(e) **Issue price**

The issue price was \$0.02 per Share.

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

The Company intends to use the funds raised under the issue of the 7.1 April Placement Shares to:

- (i) reverse circulation (**RC**) drilling targeting strike and depth extensions to the Southern Star prospect;
- (ii) further drill programs on other high priority targets within the Duketon Gold Project; and
- (iii) electromagnetic (**EM**) surveys over the Granite Well and Rotorua komatiite trends at the East Laverton Nickel Project.

(g) **Relevant agreement**

The 7.1 April Placement Shares were not issued under an agreement.

(h) **Voting exclusion statement**

A voting exclusion statement for Resolution 5 is included in the Notice of Meeting preceding this Explanatory Statement.

7.4 **Board Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5 to approve the ratification of the issue of the 7.1 April Placement Shares.

8. **RESOLUTIONS 6 AND 7 – RELATED PARTY PARTICIPATION IN APRIL PLACEMENT**

8.1 **Background**

As stated in section 6, the Company has undertaken the April Placement.

Resolutions 6 and 7 seek approval to issue Shares under the Placement to certain Directors of the Company, Messrs Terpu and Blake, or their respective nominees.

8.2 **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

(vi). a related party of the entity;
(vii). a member of the entity's key management personnel;
(viii). a substantial holder in the entity;
(ix). an adviser to the entity; or
(x). 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.⁵

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 Terpu and Mr Blake (or their nominees), directors 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 Director April Placement Shares to Mr Terpu and Mr Blake (or their nominees) under Resolutions 6 and 7 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 Terpu and Mr Blake (or their nominees) will be participating in the Placement 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 Director Placement Shares pursuant to Resolutions 6 and 7 respectively 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.

8.3 Regulatory Requirements: Listing Rules

Listing Rule 10.11 provides that, unless a specified exception applies, a company must not issue or agree to issue securities to any of the following, without the approval of ordinary shareholders:

- (i) a related party;
- (ii) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity;
- (iii) person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so;
- (iv) an associate of a person referred to in items (i) to (iii) above; or
- (v) a person whose relationship with the entity, or a person referred to items (i) to (iv) above is such that in ASX’s opinion, the issue or agreement should be approved its 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 6 proposes the issue of securities to Mr Terpu (or his nominee) who is a related party of the Company by virtue of being a Director.

As Shareholder approval under Resolution 6 is being sought under Listing Rule 10.11, approval is not also required under Listing Rule 7.1.

If Shareholders approve Resolution 6, the Company will be able to proceed with the issue of the Director Placement Shares under Resolution 6 to Mr Terpu and/or his nominee(s) on the terms and conditions as set out in this Notice of Meeting.

If Shareholders do not approve Resolution 6, the Company will not be able to issue the Director Placement Shares under Resolution 6 to Mr Terpu and/or his nominee(s).

Further, Shareholder approval is sought under Listing Rule 10.11 as Resolution 7 proposes the issue of securities to Mr Blake (or his nominee) who is a related party of the Company by virtue of being a Director.

As Shareholder approval under Resolution 7 is being sought under Listing Rule 10.11, approval is not also required under Listing Rule 7.1.

If Shareholders approve Resolution 7, the Company will be able to proceed with the issue of the Director Placement Shares under Resolution 7 to Mr Blake and/or his nominee(s) on the terms and conditions as set out in this Notice of Meeting.

If Shareholders do not approve Resolution 7, the Company will not be able to issue the Director Placement Shares under Resolution 7 to Mr Blake and/or their nominee(s).

8.4 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 in relation to Resolutions 6 and 7:

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

The Director Placement Shares will be issued to Mr Terpu and Mr Blake (or their nominees).

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

Mr Terpu and Mr Blake are both Directors of the Company and are, as such, persons who fall within Listing Rule 10.11.1.

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

The maximum number of Shares to be issued are:

- (i) 15,000,000 Shares to be issued to Mr John Terpu; and
- (ii) 5,150,000 Shares to be issued to Mr Matthew Blake, together, 15,150,000 Shares.

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

The 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.

(e) **Date of issue**

The Company anticipates that the Shares will be issued on or about 13 June 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 will be \$0.02 per Director Share, being the same price as the April Placement Shares.

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

The Company intends to use the funds raised under the issue of the Placement Shares to:

- (i) reverse circulation (**RC**) drilling targeting strike and depth extensions to the Southern Star prospect, located 4km south and along strike of Regis Resources' 390koz gold Ben Hur deposit;
- (ii) further drill programs on other high priority targets within the Duketon Gold Project; and
- (iii) electromagnetic (**EM**) surveys over the Granite Well and Rotorua komatiite trends at the East Laverton Nickel Project.

(h) **Relevant agreement**

The Director Placement Shares will not be issued under an agreement.

(i) **Voting exclusion statement**

A voting exclusion statement for Resolutions 6 and 7 is included in the Notice of Meeting preceding this Explanatory Statement.

8.5 Board Recommendation

The Directors, other than John Terpu who has a material personal interest in the outcome of Resolution 6, recommend that Shareholders vote in favour of Resolution 6.

John Terpu has a material personal interest in the outcome of Resolution 6 and accordingly does not make a voting recommendation to Shareholders.

The Directors, other than Matthew Blake who has a material personal interest in the outcome of Resolution 7, recommend that Shareholders vote in favour of Resolution 7.

Matthew Blake has a material personal interest in the outcome of Resolution 7 and accordingly does not make a voting recommendation to Shareholders.

SCHEDULE 1 - DEFINITIONS

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

\$ or A\$	means Australian Dollars.
7.1 February Placement Shares	has the meaning given to that term in section 3 of the Explanatory Statement.
7.1A February Placement Shares	has the meaning given to that term in section 3 of the Explanatory Statement.
7.1 April Placement Shares	has the meaning given to that term in section 6 of the Explanatory Statement.
April Placement	means the Placement announced to the ASX on 20 April 2023.
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	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: <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).
Director	means a director of the Company.
Director April Placement Shares	has the meaning given to that term in section 6 of the Explanatory Statement.
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.
February Placement	has the meaning given to that term in section 3 of the Explanatory Statement.
February Placement Shares	has the meaning given to that term in section 3 of the Explanatory Statement.

Lead Manager	means Euroz Hartleys Limited.
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.
Placement	has the meaning given to that term in section 3 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.
VWAP	means volume weighted average price.
WST	means Western Standard Time, being the time in Perth, Western Australia.



Great Southern Mining Limited
ABN 37 148 168 825

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AWST) on Saturday, 10 June 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 182152

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I N D

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Great Southern Mining Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Great Southern Mining Limited to be held as a virtual meeting on Monday, 12 June 2023 at 9:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 3, 4, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 3, 4, 6 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 3, 4, 6 and 7 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Ratification of prior issue of Shares under the February Placement under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of prior issue of Shares under the February Placement under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Related Party participation in February Placement - Matthew Keane	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Related Party participation in February Placement - Matthew Blake	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of prior Issue of Shares under the April Placement under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Related party participation in April Placement – John Terpu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Related party participation in April Placement – Matthew Blake	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

