

**GOLDEN STATE MINING LIMITED
ACN 621 105 995
NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 2018 annual general meeting (**Meeting**) of Golden State Mining Limited (**Company**) will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on Friday 30 November 2018 at 10:00 am (AWST).

The Explanatory Statement to this Notice provides information on matters to be considered at the meeting. The Explanatory Statement and the Proxy Form are part of this Notice.

Capitalised terms and abbreviations used in this Notice and Explanatory Statement will, unless the context requires, have the same meaning as given to them in the Glossary.

AGENDA

2018 FINANCIAL STATEMENTS AND REPORTS

To receive the Financial Report, together with the Directors' Report and the Auditor's Report, for the financial year ended 30 June 2018.

RESOLUTION 1 – RE-ELECTION OF MR DAMIEN KELLY AS A DIRECTOR

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

"That, for the purpose of article 14.2 of the Constitution and for all other purposes, Mr Damien Kelly retires by rotation as a Director and, being eligible and having offered himself for re-election, be re-elected a Director of the Company."

RESOLUTION 2 – RE-ELECTION OF MR GREGORY HANCOCK AS A DIRECTOR

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

"That, for the purpose of article 14.4 of the Constitution and for all other purposes, Mr Gregory Hancock retires as a Director and, being eligible and having offered himself for re-election, be re-elected a Director of the Company."

RESOLUTION 3 – RE-ELECTION OF MR BRENTON SIGGS AS A DIRECTOR

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

"That, for the purpose of article 14.4 of the Constitution and for all other purposes, Mr Brenton Siggs retires as a Director and, being eligible and having offered himself for re-election, be re-elected a Director of the Company."

RESOLUTION 4 – RE-ELECTION OF MS JANET WICKS AS A DIRECTOR

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

"That, for the purpose of article 14.4 of the Constitution and for all other purposes, Ms Janet Wicks retires as a Director and, being eligible and having offered herself for re-election, be re-elected a Director of the Company."

OTHER BUSINESS

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act.

Proxies

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.

Please note that:

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

If you are a registered Shareholder of the Company and are unable to attend the Meeting in person, please date and execute the accompanying Proxy Form and return it in accordance with its instructions prior to 5:00pm (AWST) on 28 November 2018 by:

1. post to Security Transfer Australia Pty Ltd, PO Box 52, Collins Street West VIC 8007;
2. facsimile to Security Transfer Australia Pty Limited at (08) 9315 2233 (International: +61 8 9315 2233);
3. email at registrar@securitytransfer.com.au; or
4. online at www.securitytransfer.com.au.

If you are a beneficial Shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

Entitlement to Vote

For the purposes of regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that members holding Shares at 5:00 pm (AWST) on 28 November 2018 will be entitled to attend and vote at the Annual General Meeting.

Corporations

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company, before the Meeting.

Voting of Proxies

The Proxy Form accompanying this Notice confers discretionary authority upon the proxy with respect to any amendments or variations to the matters identified in the Notice and any other matters that may properly come before the Meeting. At the time of printing this Notice, management knows of no such amendment, variation or other matter.

Shareholders must mark the boxes directing its proxy how to vote. If no voting instructions are indicated on the appointment of Proxy Form, the proxy will be voted as recommended by management or as the proxyholder sees fit (in the latter case, if management is not appointed as proxy).

By order of the Board.

Marc Boudames

Company Secretary

Date: 31 October 2018

EXPLANATORY STATEMENT

This Explanatory Statement accompanies and comprises part of the notice (**Notice**) convening the Annual General Meeting (**Meeting**) of Shareholders of Golden State Mining Limited to be held 30 November 2018.

Capitalised terms in this Explanatory Statement are defined in the Glossary.

FINANCIAL STATEMENTS AND REPORTS

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report, for the financial year ended 30 June 2018.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered a reasonable opportunity to:

- (a) discuss the Annual Report which is available online from the Company's website www.goldenstatemining.com.au;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Company's auditor if the question is relevant to:

- (a) the content of the Auditor's Report; or
- (b) the conduct of the audit of the Annual Report to be considered at the AGM,

may be submitted no later than 5 business days before the Meeting to the Company by email at info@gsmining.com.au or delivered to the Company's registered office.

RESOLUTION 1 – RE-ELECTION OF MR DAMIEN KELLY AS A DIRECTOR

Mr Kelly was appointed as a Director upon the Company's incorporation on 15 August 2017. He retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

Mr Kelly is the founder and principal of Western Tiger Corporate Advisers. He has broad corporate and commercial experience spanning over 18 years. He provides professional services to ASX and AIM listed companies predominately in the mining and energy sector (including the initial listing of Sandfire Resources NL). He is also a Non-executive director of Marine Produce Australia Limited (unlisted public company).

The Directors, apart from Mr Kelly, supports the re-election of Mr Kelly and recommends that Shareholders vote in favour of Resolution 1.

RESOLUTION 2 – RE-ELECTION OF MR GREGORY HANCOCK AS A DIRECTOR

Mr Hancock has over 25 years' experience in capital markets practicing in the area of Corporate Finance. He has extensive experience in both Australia and the United Kingdom through his close links to the stockbroking and investment banking community. In this time he has specialised in mining and natural resources and has had a background in the finance and management of small companies. He is Chairman of Ausquest Ltd, BMG Resources Ltd and Non-Executive director of Zeta Petroleum Plc, Strata-X Energy Ltd and Cobra Resources Plc. Mr Hancock continues his close association with the capital markets in Australia and the United Kingdom through his private company Hancock Corporate Investments Pty Ltd.

The Directors, apart from Mr Hancock, supports the re-election of Mr Hancock and recommends that Shareholders vote in favour of Resolution 2.

RESOLUTION 3 – RE-ELECTION OF MR BRENTON SIGGS AS A DIRECTOR

Mr Siggs is a geologist with over 27 years' experience in the Australian mineral exploration and mining industry and has worked on a range of gold, nickel, petroleum, mineral sands, potash brine, coal and phosphate projects throughout Australia.

Mr Siggs has extensive experience in all stages of regional and near-mine exploration project management, particularly in Western Australia, from conceptual targeting and ground acquisition through to resource definition drilling programs and open cut mining geology. He has held exploration and project management and roles with a variety of Australian and major international companies including Newcrest Mining Ltd., Inco Australia, VALE, Sons of Gwalia Ltd, Goldphyre Resources Ltd (now Australian Potash Ltd (for which he was also a non-executive director, resigning in May 2017), Central Norseman Gold Corporation Ltd and Belvedere Coal Management Pty Ltd.

The Directors, apart from Mr Siggs, supports the re-election of Mr Siggs and recommends that Shareholders vote in favour of Resolution 3.

RESOLUTION 4 – RE-ELECTION OF MS JANET WICKS AS A DIRECTOR

Ms Wicks is a HR Professional who grew up in the West Australian Goldfields and has worked in the mining industry for over 10 years. After completing a Bachelor of Psychology at Murdoch University, Janet worked as a generalist practitioner across mining, construction and manufacturing industries providing operational advice on a range of issues including recruitment, employee relations, remuneration strategy, training, organisational development, implementation of IT systems across the business and leadership development. For the last five years, Ms Wicks has been a director, shareholder and beneficiary of Western Mining, actively managing mining operations at its Cue project.

The Directors, apart from Ms Wicks, supports the re-election of Ms Wicks and recommends that Shareholders vote in favour of Resolution 4.

GLOSSARY

In this Explanatory Statement and the Notice, the following terms have the following meanings unless the context otherwise requires:

\$ means Australian dollars.

AGM, Annual General Meeting or Meeting means the meeting convened by the Notice.

Annual Report means the Directors' Report, the Financial Report and Auditor's report in respect of the financial year ended 30 June 2018 (copies of which are available on the Company's web site www.goldenstatemining.com.au).

Auditor's Report means the auditor's report on the Financial Report.

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

Board means the board of Directors.

Chair means Mr Damien Kelly, or (if Mr Kelly is absent) such other person appointed to chair the Meeting in accordance with the Constitution.

Company or **GSM** means Golden State Mining Limited ACN 621 105 995.

Constitution means the Company's constitution, as amended from time to time.

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

Director means a director of the Company.

Director's Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Explanatory Statement means this information attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying to this Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.