



ACN 126 741 259

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at Suite 2, 20 Howard Street, Perth, Western Australia on Friday, 27 May 2022 commencing at 11:30am (WST).

This Notice and the accompanying Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their investment advisor, accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter relating to this notice of meeting, please do not hesitate to contact the Company Secretary by telephone on + 61 8 6144 0592.

Shareholders are urged to attend or vote by lodging the Proxy Form enclosed with the Notice.

KULA GOLD LIMITED

ACN 126 741 259

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Kula Gold Limited (“Kula” or the “Company”) will be held at Suite 2, 20 Howard Street, Perth, Western Australia on Friday, 27 May 2022 commencing at 11:30am (WST) (“Meeting”).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form make up part of this Notice.

The Directors have determined pursuant to regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Wednesday, 25 May 2022 at 5:00pm (WST).

AGENDA

Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 31 December 2021, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Resolution 1 – Remuneration Report (Ordinary Resolution)

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

"That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

A vote on this Resolution must not be cast:

- (a) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or
- (b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy that specifies the way the proxy is to vote on this Resolution; or
- (b) the person is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolution 2 – Re-election of Director – Mr Simon Adams (Ordinary Resolution)

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

"That, pursuant to and in accordance with the Constitution and for all other purposes, Mr Adams, Director, retires and being eligible for re-appointment, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

Resolution 3 – Ratification of Placement Shares (Ordinary Resolution)

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

“That for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 26,876,344 Shares at an issue price of 5.0 cents each on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion:

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of

- any person who participated in the issue; or
- any associates of those persons.

However, this does not apply to a vote cast in favour of the resolution by :

- a person as proxy or attorney for a person who is entitled to vote on a resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee or custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and it is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Resolution 4 – Ratification of prior issue of shares under placement listing rule 7.1A

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

“That for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 9,123,656 shares at an issue price of 5.0 cents each on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting”.

Voting Exclusion:

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of

- any person who participated in the issue; or
- any associates of those persons.

However, this does not apply to a vote cast in favour of the resolution by :

- a person as proxy or attorney for a person who is entitled to vote on a resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee or custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and it is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Resolution 5 – Approval of 10% Issuance Capacity

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

By order of the Board

Luke Abbott
Company Secretary

Dated: 27/04/2022

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of Kula Gold Limited in connection with the business specified to be conducted in the attached Notice of General Meeting at the Annual General Meeting of Shareholders.

The purpose of this Explanatory Memorandum is to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

A Proxy Form is located at the end of the Explanatory Memorandum.

1. Action to be taken by Shareholders

The Notice of Meeting, Explanatory Memorandum and Proxy Form are all important documents. The Directors recommend that Shareholders read them carefully in their entirety before making a decision on how to vote at the General Meeting.

1.1. Proxies

A Proxy Form is enclosed with 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 and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions set out in the Proxy Form. Returning the Proxy Form to the Company will not preclude a Shareholder from attending or (subject to the voting exclusions set out in the Notice) voting at the Meeting in person.

Please note that:

- (a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a Shareholder; and
- (c) a Shareholder 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. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 5:00pm (WST) on Wednesday, 25 May 2022.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

1.2. Voting Prohibition by Proxy Holders (Remuneration of Key Management Personnel - Resolution 1)

A vote on Resolution 1 must not be cast:

- (a) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or
- (b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1, and:

- (a) the person is appointed as a proxy that specifies the way the proxy is to vote on Resolution 1; or
- (b) the person is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on Resolution 1, but expressly authorises the Chairperson to exercise the proxy even if Resolution 1 is connected with the remuneration of a member of the Key Management Personnel.

2. Annual Report

In accordance with section 317(1) of the Corporations Act, the Annual Report for the financial year ended 31 December 2021 must be presented to the Meeting.

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

- (a) discuss the Annual Report which is available online at www.kulagold.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 and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairperson about the management of the Company, or to the Auditor about:

- (a) the preparation and contents of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

3. Resolution 1 – Remuneration Report

In accordance with section 300A of the Corporations Act the Company has proposed a Remuneration Report for the consideration of Shareholders. The Directors' Report contains the Remuneration Report which sets out:

- (a) the Company's remuneration policy; and
- (b) the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Pursuant to the Corporations Act, Shareholders will have the opportunity to remove the whole Board except the Managing Director if the Remuneration Report receives a 'no' vote of 25% or more ("Strike") at two consecutive AGMs.

If a resolution on the Remuneration Report receives a Strike at two consecutive AGMs, the Company will be required to put to Shareholders at the second AGM, a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the Company's 2021 AGM. If the Remuneration Report receives a Strike at the Meeting, Shareholders should be aware that if a second Strike is received at the Company's 2023 AGM, this may result in the re-election of the Board.

The Chairperson will allow a reasonable opportunity for Shareholders as a whole to ask about or make comments on the Remuneration Report.

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

4. Resolution 2 - Re-election of Director – Mr S. Adams

The Constitution requires that at the Company's annual general meeting, one-third of the Directors for the time being, (rounded to the nearest whole number), shall retire from office. A Director who retires by rotation is eligible for re-election. The Company currently has three Directors who have not been appointed since the last AGM and accordingly one must retire. Mr Adams has agreed to retire by rotation and seeks re-election.

Details of Mr Adams's qualifications and experience are set out in the Annual Report.

5. Resolution 3 - Ratification of Placement Shares

5.1. Background

On the 21 July 2021 the Company announced that it was making a placement of 36,000,000 shares at 5 cents per share for the purpose of working capital to undertake the company's exploration activities. 26,876,344 of these shares were issued under the Company's Listing Rule 7.1 capacity. Resolution 3 seeks the ratification of the agreement to issue new shares through the placement.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies an agreement to issue securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying the agreement to issue shares, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

The information below provides more background on ASX Listing Rule 7.1A and the disclosure required by ASX Listing Rule 7.3A.

5.2. ASX Listing Rule Information

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided:

- 5.2.1. The Shares were issued to sophisticated investors, none of whom are related parties of the Company;
- 5.2.2. 36,000,000 Shares were issued of which 26,876,344 were issued under the company's Listing Rule 7.1 capacity. The Shares issued are fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares;
- 5.2.3. The Shares were issued on 21 July 2021;
- 5.2.4. The Shares were issued at 5.0 cents per Share to raise \$1,800,000;

5.2.5. The issue price of \$0.05 per share represented a 7.1% discount to the previous trading day closing price on 16 July 2021 of \$0.054 per share.

5.2.6. The funds raised from the placement issue will be used to provide working capital for exploration activities.

In accordance with Listing Rule 14.1A, the effect of security holders giving, or not giving, approval to this resolution is as follows:

- i) If the resolution is passed, the Issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the Issue Date.
- ii) If the resolution is not passed, the Issue 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 Issue Date.

5.3. The details of the parties issued with shares under the placement are:

Entity	Allocation (Shares)
Institutions and Brokers	
LAZARUS CORPORATE FINANCE PTY LTD	5,000,000
TAYLOR COLLISON LIMITED	8,000,000
JP EQUITY HOLDINGS PTY LTD	2,000,000
MR DAVID GRUNDMANN + MRS MICHELLE GRUNDMANN <GRUNDMANN SUPER FUND A/C>	550,000
AUSBIL INVESTMENT MANAGEMENT LTD <ACT A/C>	3,630,000
SATNAM SMSF PTY. LTD. <SATNAM SUPERANNUATION A/C>	330,000
COLLETT SUPERANNUATION PTY LTD <COLLET SUPER FUND A/C>	330,000
PETERLYN PTY LTD <RPC SALMON SUPER FUND A/C>	660,000
RIYA INVESTMENTS PTY LTD	330,000
CERES CAPITAL PTY LTD	1,100,000
MUNROSE INVESTMENTS PTY LTD <MCKENZIE SUPER FUND A/C>	275,000
DURBECK PTY LTD	1,100,000
AMBER CLOUD PTY LTD	1,650,000
JOHN ROBERT VICTOR ELLIS	550,000
AYERS CAPITAL PTY LTD	700,000
ALEXANDER AZAM JAH	280,000
SAYERS INVESTMENTS (ACT) PTY LIMITED	420,000
CHIFLEY PORTFOLIOS PTY LIMITED <DAVID HANNON RETIREMENT A/C>	540,000
BLUE LAKE PARTNERS PTY LTD <BLACK A/C>	2,000,000
APAC RESOURCES COMMODITY TRADING LIMITED	2,000,000
LONGHORN CAPITAL PTY. LTD	360,000
GURRAVEMBI INVESTMENTS PTY LTD	2,000,000
FOSTER CAPITAL NZ LIMITED <COLT EMERGING COMP MICRO A/C>	700,000
DORNEY HOLDINGS PTY LTD <CD SUPERANNUATION A/C>	115,000
CRANPORT PTY LTD <NO 7 - AB A/C>	700,000
OPAQUE CAPITAL PTY LTD	220,000
PANHERA PTY LTD <PANHERA A/C>	180,000
BRIDGECO PARTNERS PTY LTD	280,000
	36,000,000

5.4 The expenditure since capital above was raised is as follows:

Exploration works at the Company's wholly owned Brunswick and Southern Cross airfields projects: \$1,484,000
 General Working capital (Staff, admin and corporate costs): \$327,000
 Capital remaining after the above expenditure: \$1,100,000

Remaining capital will continue to be spent on progressing exploration at the company's 100% owned projects.

6. Resolution 4 – Ratification of prior issue of shares under placement listing rule 7.1A

6.1. Introduction

On the 21 July 2021 the Company announced that it was making a placement of 36,000,000 shares at 5 cents per share for the purpose of working capital to undertake the company's exploration activities. 9,123,656 of these shares were issued

under the Company's Listing Rule 7.1A capacity. Resolution 4 seeks the ratification of the agreement to issue new shares through the placement.²

The information below provides more background on ASX Listing Rule 7.1A and the disclosure required by ASX Listing Rule 7.3A.

6.2. Reason for Resolution 4

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 9,123,656 shares issued pursuant to the Company's 10% annual placement capacity under ASX Listing Rule 7.1A which was approved by Shareholders at the Company's annual general meeting held on 19 May 2021.

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under 7.1A may issue or agree to issue during the period the period if approval is valid a number of equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Issue of securities made relying on ASX Listing Rule 7.1A can, after they have been made, be ratified under ASX Listing Rule 7.4. This has the effect of refreshing the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A to the extent the previous issue are ratified.

By ratifying the issue the subject of Resolution 4, the base figure (i.e. variable 'A') in which the Company's 15% and 10% annual placement capacity are calculated will be higher number, which in turn will allow a proportionally higher number of securities to be issued without prior Shareholder approval.

6.3. Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided:

- a) The Shares were issued to sophisticated investors, none of whom are related parties of the Company. Refer to section 5.3 of the explanatory memorandum above to view the details of the parties issued the shares in the placement;
- b) 36,000,000 Shares were issued of which 9,123,656 were issued under the company's Listing Rule 7.1A capacity. The Shares issued are fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares;
- c) The Shares were issued on 21 July 2021;
- d) The Shares were issued at 5.0 cents per Share to raise \$1,800,000;
- e) The issue price of \$0.05 per share represented a 7.1% discount to the previous trading day closing price on 16 July 2021 of \$0.054 per share.

The funds raised from the placement issue will be used to provide working capital for exploration activities.

- 6.4 Refer to section 5.4 of the explanatory memorandum above to view the details of the use of funds from the placement discussed above

7. Resolution 5 – Approval of 10% Issuance Capacity

7.1. General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

An "eligible entity" means an entity which is not included in the S&P/ASX300 Index and which has a market capitalisation of \$300 million or less at the date of the Meeting. The Company is an eligible entity for these purposes as at the date of this Notice.

Resolution 5 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval (**Additional Issuance Capacity**).

If Resolution 5 is not passed, the Company will not be able to access the Additional Issuance Capacity and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

The Board considers it is in the Company's best interests to have the opportunity to take advantage of the flexibility to issue additional securities provided under ASX Listing Rule 7.1A. As at the date of this Notice, no decision has been made by the Board to undertake any issue of securities under the Additional Issuance Capacity if Shareholders approve Resolution 5. The Board unanimously recommend that Shareholders vote in favour of Resolution 5.

The information below provides more background on ASX Listing Rule 7.1A and the disclosure required by ASX Listing Rule 7.3A.

7.2. Description of ASX Listing Rule 7.1A

a) Securities that may be issued under the Additional Issuance Capacity

Under the Additional Issuance Capacity, the Company must issue Equity Securities belonging to an existing quoted class of the Company's Equity Securities. As at the date of this Notice, the Company has on issue one class of quoted Equity Securities, being fully paid ordinary shares (ASX Code: **KGD**).

b) Minimum issue price

Equity Securities issued under the Additional Issuance Capacity must be issued for cash consideration per security which is not less than 75% of the volume weighted average market price for the securities in that class, calculated over the 15 ASX trading days on which trades of securities in that class were recorded immediately before:

- (i) the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
- (ii) if the securities are not issued within 10 ASX trading days of the date in paragraph (i) above, the date on which the securities are issued.

The Company will disclose this information when Equity Securities are issued under the Additional Issuance Capacity.

c) Period for which approval will be valid

Shareholder approval of the Additional Issuance Capacity will be valid for the period commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) the date that is 12 months after the date of the Meeting; or
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) if the Company receives Shareholder approval for a proposed transaction under ASX Listing Rule 11.1.2 (significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking), the time and date of that approval,

(Additional Issuance Period).

d) Dilution risks

If Equity Securities are issued under the Additional Issuance Capacity, there is a risk of economic and voting dilution of existing Shareholders, including the following risks:

- (i) the market price for Equity Securities in the class of securities issued under the Additional Issuance Capacity may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A (that is, the date of the Meeting, if Resolution 5 is approved); and
- (ii) the Equity Securities may be issued under the Additional Issuance Capacity at a discount to the market price for those Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the potential dilution of existing Shareholders on the basis of the market price of Shares and the number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2, both as at 12 April 2022.

The table also shows:

two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue as at 12 April 2022. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlement offer or securities issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future general meeting; and

two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the market price as at 12 April 2022.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.025 50% decrease in Issue Price	\$0.05 Issue Price	\$0.075 50% increase in Issue Price
215,175,632 (Current Variable A)	Shares issued - 10% voting dilution	21,517,563	21,517,563	21,517,563
	Funds Raised	537,939	1,075,878	1,613,817
322,763,448 (50% increase in Variable A)	Shares issued – 10% voting dilution	32,276,345	32,276,345	32,276,345
	Funds Raised	806,909	1,613,817	2,420,726
430,351,264 (100% increase in Variable A)	Shares issued – 10% voting dilution	43,035,126	43,035,126	43,035,126
	Funds Raised	1,075,878	2,151,756	3,227,634

* The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 215,175,632 Shares on issue.
2. The issue price set out above is the closing price of the Shares on the ASX on 12 April 2022.
3. The Company issues the maximum possible number of Equity Securities under the Additional Issuance Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the Additional Issuance Capacity consists only of Shares and the consideration provided for those Shares is cash. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

e) Purpose of issues under Additional Issuance Capacity

The Company may issue Equity Securities under the Additional Issuance Capacity to raise cash to fund the following:

- (i) general working capital expenses;
- (ii) activities associated with its current business;
- (iii) repayment of debt; or
- (iv) the acquisition of new assets and investments (including any expenses associated with such an acquisition).

The Company will comply with the disclosure requirements of ASX Listing Rule 7.1A.4 on issue of any Equity Securities pursuant to the approval sought by Resolution 5.

f) Allocation policy under Additional Issuance Capacity

The Company's allocation policy and the identity of the recipients of Equity Securities issued under the Additional Issuance Capacity will be determined on a case-by-case basis at the time of issue and in the Company's discretion.

No decision has been made in relation to an issue of Equity Securities under the Additional Issuance Capacity, including whether the Company will engage with new investors or existing Shareholders, and if so the identities of any such persons.

- (i) However, when determining the allocation policy and the identity of the recipients, the Company will have regard to the following considerations:
 - (ii) prevailing market conditions;
 - (iii) the purpose for the issue of the Equity Securities;
 - (iv) the financial situation and solvency of the Company;
 - (v) impacts of the placement on control;
 - (vi) +36other methods of raising capital; and
 - (vii) advice from corporate, financial and broking advisers (if applicable).
 - (viii) Recipients may include existing Shareholders or new investors, but not persons who are related parties or associates of related parties of the Company. If the issue is made in connection with the acquisition of assets, the recipients may be the sellers of those assets.

g) Previous issues under the Additional Issuance Capacity

The Company has issued Equity Securities pursuant to Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting.

Please refer to section 7 of the explanatory memorandum to view details of the issue of security's pursuant to Listing Rule 7.1A

7.3. Voting exclusion

At the time of dispatching this Notice, the Company is not proposing to make an issue of Equity Securities under the Additional Issuance Capacity, and a voting exclusion statement is therefore not included in this Notice.

KULA GOLD LIMITED
ACN 126 741 259

PROXY FORM

Shareholder Name:

Shareholder Address:

Number of Shares _____

**LODGEMENT OF PROXY FORM
BY MAIL**

GPO Box Z5207, St George's
Terrace, Perth WA 6831

BY HAND

Suite 2, 20 Howard Street,
Perth WA 6000

BY EMAIL

Cosec@kulagold.com.au

Appointment of a proxy

I/We being a member(s) of Kula Gold Limited are entitled to attend and vote and hereby appoint:

The Chairman
(Mark Box)

OR if you are **NOT** appointing the Chairman as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) that you are appointing as your proxy _____

is authorised to act generally 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 Annual General Meeting of Kula Gold Limited to be held at Suite 2, 20 Howard Street, Perth, Western Australia at 11.30am (WST) on Friday, 27 May 2022 and at any adjournment or postponement of that meeting.

If 2 proxies are appointed, the proportion or number of votes that these proxies are authorised to exercise is ____% / _____ shares to

_____ (Proxy 1) and ____% / _____ shares to _____ (Proxy 2)

IMPORTANT - If you appoint the Chair of the meeting as your Proxy and you do not specify in this Proxy Form the way the Chair is to vote on the resolution, then the Chair of the meeting may vote as he thinks fit for the resolution and you hereby expressly **AUTHORISE** the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company. The Chair of the meeting intends to vote undirected proxies which he holds in favour of all resolutions.

Votes on items of business

(Voting directions to your proxy – please mark X to indicate your directions)

		FOR	AGAINST	ABSTAIN*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr. Simon Adams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of prior issue of shares under placement listing rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of 10% Issuance Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* **Please note:** If you mark the abstain box for a particular Item, you are directing your proxy not to vote on that Resolution 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(s) of Shareholder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

INDIVIDUAL/SECURITY HOLDER 1
Individual/Sole Director and Sole Company
Secretary

SECURITY HOLDER 2
Director

SECURITY HOLDER 3
Director/Company Secretary

Contact details

Contact Name & Email address

Contact Telephone Number

Date

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)*.

Voting by Proxy - How to complete the Proxy Form

Your Name, Address and Shareholder Details

Your name and address is shown on the form of proxy as it appears on the share register of Kula Gold Limited.

Appointment of a Proxy

Please write the name of that person you wish to appoint as proxy in the space indicated. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman will be your proxy and vote on your behalf. A proxy need not be a shareholder of Kula Gold Limited.

Votes on Items of Business

You may direct your proxy how to vote by placing a mark one of the three 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 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 a given item, your proxy will vote as he or she chooses to the extent permitted by law. If you mark more than one box on an item, your vote on that item will be invalid.

Appointment of a Second Proxy

If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company or you may copy this form.

To appoint a second proxy you must:

- indicate that you wish to appoint a second proxy by marking the box;
 - 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; and
 - return both forms together.
-

Authorised Signature/s

You must sign this form as follows in the spaces provided:

- Individual: Where the holdings is in one name, the Shareholder must sign.
- Joint Holding Where the holding is in more than one name, all of the Shareholders should sign.
- Power of Attorney If signed under a Power of Attorney, you must have already lodged it with the Company, or alternatively, attach the Power of Attorney or a certified copy to this Proxy 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) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

If a representative of the corporation is to attend the meeting and a proxy form is not used, then an appropriate "Certificate of Appointment of Representative" should be produced prior to admission.

Attending the Meeting

Completion of a Proxy Form will not prevent individual Shareholders from attending the meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the meeting in person, the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the meeting.

Lodgement of Proxy Form

This Proxy Form and any Power of Attorney or other authority under which it is signed must be received no 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.

Documents may be lodged by mail to GPO Box Z5207, St George's Terrace, Perth WA 6831 or delivery to the registered office of the Company at Suite 2, 20 Howard Street, Perth WA 6000 (during business hours – Monday to Friday 9:00am to 5:00pm) or emailed to the Company Secretary at Cosec@kulagold.com.au.