

1 October 2024

Despatch of Share Purchase Plan (SPP) Offer Documents

Godolphin Resources Limited (ASX: GRL) (**Company**) is pleased to advise that the SPP Offer documents are being despatched and the SPP Offer will open on Wednesday, 2 October 2024.

Following are the SPP Offer documents and SPP Cleansing Notice.

Indicative SPP Timetable:

The key dates for the SPP are set out below. The dates are indicative only and the Company reserves the right to vary the dates including the right to shorten the Closing Date or to withdraw the offer (subject to the *Corporations Act 2001* (Cth) and the ASX Listing Rules). Any changes to key dates will be lodged as an ASX market announcement.

Details	Key Date
Record Date for SPP (7:00pm Sydney Time)	Wednesday, 25 September 2024
SPP Offer Booklet despatched and SPP Cleansing Notice issued	Tuesday, 1 October 2024
SPP Offer Opens	Wednesday, 2 October 2024
Issue of Shares under Placement	Thursday, 3 October 2024
Closing Date for applications under SPP	Friday, 11 October 2024
Results of SPP Announced (and notice of scale backs, if any) (before noon)	Friday, 18 October 2024
Issue of SPP shares and Appendix 2A Issued (before noon)	Friday, 18 October 2024
SPP Shares commence trading on ASX	Monday, 21 October 2024

- * The Directors reserve the right to bring forward or extend the Closing Date at any time after the Opening Date without notice. As such, the date the Shares are expected to be quoted on ASX may vary with any change in the Closing Date.

Enquiries:

Any questions concerning the SPP should be directed to Godolphin's share registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8.30am and 5.00pm (Sydney time), Monday to Friday.

<<ENDS>>



This market announcement has been authorised for release to the market by the Managing Director of Godolphin Resources Limited.

For further information regarding Godolphin, please visit <https://godolphinresources.com.au/> or contact:

Jeneta Owens

Managing Director

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About Godolphin Resources

Godolphin Resources (ASX: GRL) is an ASX listed resources company, with 100% controlled Australian-based projects in the Lachlan Fold Belt (“LFB”) NSW, a world-class gold-copper province. A strategic focus on critical minerals and green metals through ongoing exploration and development in central west NSW. Currently the Company’s tenements cover 3,500km² of highly prospective ground focussed on the Lachlan Fold Belt, a highly regarded province for the discovery of REE, copper and gold deposits. Additional prospectivity attributes of GRL tenure include the McPhillamys gold hosting Godolphin Fault and the Boda gold-copper hosting Molong Volcanic Belt. Godolphin is exploring for REE, structurally hosted, epithermal gold and base-metal deposits and large, gold-copper Cadia style porphyry deposits. Systematic exploration efforts across the tenement package is the key to discovery and represents a transformational stage for the Company and its shareholders.

1 October 2024

Dear Shareholder

Share Purchase Plan

Godolphin Resources Limited ACN 633 779 950 (**Company**) announced a A\$1.2 million placement to professional, sophisticated and institutional investors at an issue price of A\$0.0125 per fully paid ordinary share in the capital of the Company (**Shares**) on Thursday, 26 September 2024 (**Placement**).

Your Directors are pleased to offer you the opportunity to subscribe for a minimum of A\$2,000 and up to A\$30,000 of additional Shares pursuant to a share purchase plan (**SPP**) at the same issue price as the Placement, without incurring brokerage or transaction costs.

The A\$0.0125 issue price represents a 17.8% discount to the volume average market price of Shares traded on ASX in the five days on which sales of the Shares were recorded by ASX Limited prior to the close of trading on Monday, 23 September 2024.

The SPP is targeting to raise up to A\$300,000, although the Company reserves the right to accept oversubscriptions, subject to compliance with the ASX Listing Rules and the Corporations Act.

Proceeds from the Placement and SPP will be applied to diamond drilling and metallurgical test work at Lewis Ponds to increase the confidence level in the upper portion of the resource and general working capital purposes.

The SPP is offered to Shareholders who are recorded in the Company's register of members as at 7:00pm (Sydney time) on Wednesday, 25 September 2024 as holding Shares and whose registered address is recorded as being in Australia or New Zealand (**Eligible Shareholders**).

The SPP provides Eligible Shareholders with the opportunity to increase smaller holdings into larger and more financially viable parcels and expand Shareholdings without the cost of brokerage or commission.

The SPP will open on Wednesday, 2 October 2024 and is scheduled to close at 5:00pm (Sydney time) on Friday, 11 October 2024 with Shares expected to be allotted on or before Friday, 18 October 2024.

This SPP is optional and the offer is non-renounceable. Accordingly, Eligible Shareholders cannot transfer to other parties their right to subscribe for Shares pursuant to the SPP. All Shares issued pursuant to the SPP will rank equally with the existing ordinary shares of the Company and will carry the same rights.

If you wish to participate in the SPP, use the personalised application form enclosed with this letter. Alternatively, please visit the Company's offer website <https://investor.automic.com.au/#/home> to download your application form. Please follow the instructions in the application form and ensure and ensure payment is received by the Company's share registry, Automic, no later than 5:00pm (Sydney time) on Friday, 11 October 2024. Payment can be made by BPAY® or electronic funds transfer.

Full details of the SPP are set out in the attached Terms and Conditions which are available on the Company's offer website. You should read the Terms and Conditions before making a decision regarding your participation in the SPP. Contact your professional adviser if you are uncertain as to what action you should take.

On behalf of the Board, I invite you to consider this opportunity to increase your investment in the Company and to continue your support during this exciting period for the Company.

If you have any questions in relation to the SPP, please contact to the Company's share registry, Automic, 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8:30am and 5:00pm (Sydney time), Monday to Friday.

Yours sincerely

Mr Ian Morgan
Company Secretary
Godolphin Resources Limited



Godolphin Resources Limited

ACN 633 779 950

Share Purchase Plan Terms and Conditions

1 October 2024

Offer

Godolphin Resources Limited ACN 633 779 950 (**Company**) is offering certain eligible shareholders the opportunity to purchase a minimum of A\$2,000 and up to A\$30,000 worth of fully paid ordinary shares in the capital of the Company (**Shares**) by way of a share purchase plan (**SPP**), without incurring brokerage.

The price per Share under the SPP (**SPP Price**) being offered is \$0.0125. This is the same issue price as the Shares issued to institutional and sophisticated investors under the private placement announced on 26 September 2024. The SPP Price represents a 17.8% discount to the Company's five-day volume weighted average price of Shares traded in the ordinary course on the ASX prior to the close of trading on Monday, 23 September 2024.

The SPP is being conducted under ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**ASIC Instrument**).

Eligibility

Shareholders who are recorded in the Company's register of members as at 7:00pm (Sydney time) on Wednesday, Wednesday 25 September 2024 (**Record Date**) as being holders of Shares and whose registered address is recorded as being in Australia or New Zealand are eligible to participate in the SPP and who are not (and are not acting for the account or benefit of) a US Person (**US Person**) as defined in Regulation S under the US Securities Act of 1933, as amended (**U.S. Securities Act**) (**Eligible Shareholders**).

The Company has determined that it is impractical for the SPP to be offered to a shareholder whose address on the register of members is a country outside of Australia or New Zealand.

Participation in the SPP by acceptance of the offer:

- (a) is optional for Eligible Shareholders; and
- (b) is subject to these Terms and Conditions.

Subscription

The ASIC Instrument prohibits the Company issuing Shares in accordance with this SPP if the aggregate subscription amount to be paid by an Eligible Shareholder, together with the aggregate amount paid for any other Shares acquired by that Eligible Shareholder or by a custodian on their behalf, or any similar arrangement operated by the Company in the 12 months before the date the application is made, exceeds A\$30,000.

Eligible Shareholders may subscribe for any one of the following parcels (subject to any scale back described below):

	Subscription Amount	Shares to be allotted calculated at the SPP Price
Minimum application	A\$2,000	160,000
	A\$5,000	400,000
	A\$10,000	800,000
	A\$15,000	1,200,000
	A\$20,000	1,600,000
	A\$25,000	2,000,000
Maximum application	A\$30,000	2,400,000

No Eligible Shareholder may be issued Shares if the aggregate application price for those Shares, together with the aggregate amount paid for any other Shares acquired by that Eligible Shareholder or acquired by a custodian on behalf of the Eligible Shareholder, or any similar arrangement operated by the Company in the 12 months before the date the application is made, exceeds A\$30,000. Any applications from Eligible Shareholders which results in this limit being exceeded will be read down. Any surplus funds will be returned to such Eligible Shareholders without interest.

Important dates

The timetable below is indicative only and subject to change. The Company reserves the right to alter the dates at its discretion and without prior notice, subject to ASX Listing Rules and the *Corporations Act 2001* (Cth).

Record Date	Wednesday 25 September 2024
SPP Offer Booklet despatched	Tuesday, 1 October 2024
SPP Offer Opens (5:00pm)	Wednesday, 2 October 2024
Closing Date for applications	Friday, 11 October 2024
Results of SPP Announced (and notice of scale backs, if any)	Friday, 18 October 2024
Issue of SPP shares	Friday, 18 October 2024
SPP Shares commence trading on ASX	Monday, 21 October 2024

Offers non-renounceable

Offers made under the SPP are non-renounceable. Eligible Shareholders cannot transfer their right to other parties to subscribe for Shares under the SPP. An acquisition by an Eligible Shareholder of additional Shares or a new separate holding of Shares before the Closing Date, will not give rise to any additional right to subscribe for Shares under this SPP offer.

Single Eligible Shareholders

Eligible Shareholders that receive more than one offer under the SPP, for example due to multiple registered holdings, may only apply for an aggregate of up to A\$30,000 worth of Shares (one maximum parcel).

Joint Eligible Shareholders

Eligible Shareholders that are recorded on the Share register with one or more other persons as the joint holder of Shares are considered to have a single registered holding for the purpose of the SPP and certifications or representations given by a joint holder are taken to have been given by all joint holders. If the same joint holders receive more than one offer under the SPP due to multiple holdings, the joint holders may only apply for an aggregate of up to A\$30,000 worth of Shares (one maximum parcel).

Custodians, trustees and nominees

A custodian, trustee or nominee (as defined in the ASIC Instrument) (**Custodian**) who holds Shares on behalf of one or more persons who were resident in Australia or New Zealand on the Record Date (**Participating Beneficiary**), may apply for up to a maximum of A\$30,000 worth of Shares for each Participating Beneficiary, subject to providing notice in writing to the Company (by way of a Custodian Certificate) certifying the following:

- (a) that either or both of the following apply (as applicable):
 - (i) that on the Record Date, the Custodian held Shares on behalf of one or more Participating Beneficiaries that are not custodians;
 - (ii) that on the Record Date another Custodian (**Downstream Custodian**) held beneficial interests in Shares on behalf of one or more other persons (each a **Participating Beneficiary**), and the Custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian;
- (b) that each Participating Beneficiary has subsequently instructed the Custodian or the Downstream Custodian (as applicable) to apply for Shares on their behalf under the SPP;
- (c) the number of Participating Beneficiaries;
- (d) the name and address of each Participating Beneficiary;
- (e) the number of Shares that the Custodian holds on behalf of each Participating Beneficiary;
- (f) the number or dollar amount of Shares which each Participating Beneficiary has instructed the Custodian or the Downstream Custodian (as applicable) to apply for on their behalf;
- (g) that there are no Participating Beneficiaries in respect of which the total of the application price exceeds A\$30,000 worth of Shares, calculated by reference to Shares applied for by the Custodian on behalf of each Participating Beneficiary under:
 - (i) the SPP; and
 - (ii) any other Shares issued to the Custodian as custodian in the 12 months before the Custodian's application under an arrangement similar to the SPP,

in each case, as a result of an instruction given by the Participating Beneficiary to the Custodian,

either directly or indirectly through another Custodian, to apply for Shares on their behalf;

- (h) that a copy of these Terms and Conditions was given to each Participating Beneficiary;
- (i) where Shares are held by the Custodian on behalf of the Participating Beneficiary indirectly, through one or more Custodians who hold beneficial interests in the Shares held by it in relation to each Participating Beneficiary (Interposed Custodians), the name and address of each Interposed Custodian; and
- (j) any such additional or varied information as might be required under any more specific ASIC relief that might be granted to the Company in relation to the SPP.

The offer under this SPP is made to the Custodian as the registered holder, not to the beneficiaries directly.

If the Shares are held as a trustee or nominee for another person, but that person does not satisfy the definition of a Custodian in the ASIC Instrument, that holder cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings apply.

Custodians requiring a Custodian Certificate or further information on how to apply, should contact the Company's share registry, Automic, 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8:30am and 5:00pm (Sydney time), Monday to Friday. or email corporate.actions@automicgroup.com.au.

Overseas shareholders

This SPP does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

The SPP is not being extended to, and Shares will not be allotted to, Shareholders with a registered address which is outside Australia or New Zealand.

The Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdictions in the United States, and may not be offered, sold or delivered, directly or indirectly, in or to persons in, the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable U.S state securities laws. Shareholders who have beneficiaries that are not resident in Australia or New Zealand should consult their professional advisors to determine whether any government or other consents are required or whether formalities need to be observed to allow them to accept their entitlement.

Agreement

Eligible Shareholders may only acquire up to a maximum of A\$30,000 of Shares under an SPP or similar plan in any 12-month period (as prescribed by the ASIC Instrument).

By making payment via BPay® or electronic funds transfer (**EFT**), the Eligible Shareholder represents and certifies:

- (a) the aggregate of the application price paid for:
 - (i) the Shares the subject of the payment; and

- (ii) any other Shares acquired the Eligible Shareholder or a Custodian on behalf of the Eligible Shareholder, or any similar arrangement operated by the Company in the 12 months before the date of application,

does not exceed A\$30,000 (except when applying as a Custodian for one or more beneficiaries);

- (b) to the extent its application exceeds the amount referred to in paragraph (a) above, it authorises the Company (and its officers and agents) to treat its application as being for such lesser amount of Shares as is permitted by the ASIC Instrument;
- (c) it is, and each person on whose account or benefit it is acting is, a holder of Shares and eligible to participate in the SPP;
- (d) it agrees generally to otherwise be bound by these Terms and Conditions and the terms set out on the application form;
- (e) that all details and statements in its application form are true and complete and not misleading;
- (f) its application is irrevocable and unconditional;
- (g) it is in compliance with all relevant laws and regulations;
- (h) it has not, and agrees that it will not, send any materials relating to the SPP to any person in the United States or any other country outside Australia and New Zealand; and
- (i) it acknowledges that the Shares have not, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand and accordingly, the Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
- (j) it is not a “designated person” or “designated entity” (or other like term) for the purpose of any domestic or international law or regulation implementing United Nations sanctions;
- (k) it authorises the Company to place its name on the register of members in respect of the Shares which are issued to the Eligible Shareholder under the SPP offer and agrees to be bound by the constitution of the Company.

The Company reserves the right and in certain circumstances may be required by the ASIC Instrument or other conditions, to read down, or reject, any application for Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these Terms and Conditions or any statute, law, regulation, statutory instrument or the ASX Listing Rules.

Acceptance

Payment may only be made via BPay® or EFT, in accordance with the instructions contained in the enclosed application form. Applications will only be open for acceptance on and from 5:00pm on

Wednesday, 2 October 2024 (**Opening Date**). To be valid, payment via BPay® or EFT must be received by the Company before 5pm (Sydney time) on Friday, 11 October 2024 (**Closing Date**). Applications received after that time will not be accepted.

An application form does not need to be returned if payment is made via BPay® or EFT and such payment will be deemed to constitute an application (and the Eligible Shareholder will be taken to make the acknowledgements, certifications and representations described in these Terms and Conditions). Eligible Shareholders must use the unique Biller Code (in the case of BPay®) and unique payment reference shown on the Eligible Shareholder’s personalised application form as their payment reference / description when processing their BPay® or EFT payment. Failure to do so may result in an Eligible Shareholder’s funds not being allocated to their application and any Shares applied for subsequently not being issued.

Once an application is received, the application and associated payment under the SPP may not be withdrawn and the interest (if any) accruing on the application money will accrue and be payable to the Company. Receipts for payment will not be issued.

The Company will refund application monies received from ineligible shareholders, subject to compliance with its legal obligations.

Calculation of number of Shares to be issued

In the absence of scale back, and subject to an application not being read down, or rejected, due to an Eligible Shareholder’s application exceeding the A\$30,000 maximum limit provided for by the ASIC Instrument, the number of Shares to be issued will be calculated by dividing the application money received via BPay® or EFT by the issue price of Shares under the SPP, then rounding up to the nearest whole Share.

If there is a scale back, the number of Shares issued will be calculated by dividing the value of the parcel of Shares allocated to the Eligible Shareholder by the SPP Price.

When determining the amount (if any) by which to scale back an application, the Company may take into account a number of factors, including any ‘gaming’ by Eligible Shareholders, the size of an applicant’s shareholding, the extent to which Eligible Shareholders have sold or bought additional Shares after the Record Date and the date an application was made. Subject to the above, the Company will endeavour to apply any scale-back on the basis of Eligible Shareholders shareholding on the Closing Date of the SPP.

Scale back The Company is targeting to raise A\$300,000 under the SPP, however the Company reserves absolute discretion regarding the final amount raised under the SPP.

If total demand for the SPP exceeds A\$300,000, the Company reserves the right to close the SPP early and/or scale back applications (or to increase the amount raised) in its absolute and sole discretion (subject to the maximum amount permitted under the ASX Listing Rules). If the Company scales back applications, Eligible Shareholders may receive less than the number of Shares applied for. If a scale back produces a fractional number of Shares when applied to an applicant’s parcel, the number of Shares to be allotted will be rounded up to the nearest whole number of Shares.

If the Company undertakes a scale back, Eligible Shareholders will receive the number of Shares determined by the Company in its absolute discretion which may be less than the parcel of Shares which was applied for. In this case, the difference between the application money received and the number of Shares allocated to the Eligible Shareholder multiplied by the issue price, may be refunded by direct credit (to a nominated account if recorded on the Company's share register), in Australian currency, as soon as practicable without interest.

Price risk The price of Shares on the ASX may rise or fall between the date of the SPP, the date of acceptance under SPP and the date when Shares are issued under the SPP Offer. This means that the price Eligible Shareholders may pay per Share pursuant to this SPP may be either higher or lower than the Company's share price at the time of the offer or at the time the Shares are issued under the SPP.

Issue of Shares Shares issued under the SPP will rank equally in all respects with all other fully paid ordinary shares in the Company on the date of issue.

Costs of participation No brokerage, commissions or other transaction costs will be payable by Eligible Shareholders in respect of the application for, and issue of Shares under, the SPP.

Allotment and quotation dates Shares are expected to be allotted under the SPP on Friday, 18 October 2024 (**Share Issue Date**) and the Company will apply for these Shares to be listed for quotation on the ASX on or about Friday, 18 October 2024.

Eligible Shareholders should confirm their holding before trading in any Shares that they believe have been allotted to them under the SPP.

Underwriting The SPP is not underwritten at the time the offer is made. However, the Company reserves the right to subsequently put in place an underwriting for the whole or part of the A\$300,000 sought to be raised through the SPP, depending on the appetite of the underwriter(s) and the proposed commercial terms. Any underwriting would be under the Company's ASX Listing Rule 7.1 capacity.

General The Company may determine, in any manner it thinks fit, any disputes or anomalies which arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any Eligible Shareholder or application for Shares. The decision of the Company will be conclusive and binding on all persons to whom the determination relates.

The Company reserves the right to waive compliance with any provision of these Terms and Conditions, to amend or vary these Terms and Conditions and to suspend or terminate the SPP at any time.

Any amendment, variation, suspension or termination will be binding on all Eligible Shareholders even where Eligible Shareholders are not notified of that event.

If an application form is incomplete, contains errors or is otherwise invalid or defective, the Company may, in its sole discretion, accept, reject, correct or amend the application, issue such number of Shares to the applicant shareholder as it considers appropriate, refund the application money, or take any combination of these actions. Any refund will be paid to the applicant shareholder shortly after the close of the SPP. The Company's rights and discretions under the SPP may

be exercised by the Company's directors or any delegate of the Company's directors. To the extent permitted by any applicable law, the Company is not liable for any exercise of its discretions under the SPP.

None of the Company nor its related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers guarantees the performance of the Company.

Please contact the Company Secretary for the Company's privacy policy.

This offer is governed by the law of Queensland, Australia. By accepting the offer the Eligible Shareholder submits to the non-exclusive jurisdiction of the courts of Queensland, Australia.

ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 This offer of Shares under the SPP is made in accordance with the requirements of the ASIC Instrument. The ASIC Instrument grants relief from the requirement to prepare a prospectus for the offer of Shares under the SPP.

Financial Markets Conduct (Incidental Offers) Exemption Notice The Shares offered pursuant to the SPP are being offered in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021*.

Independent financial and taxation advice

The offer under this SPP is not a recommendation to purchase Shares or a recommendation that the Shares are suitable for Eligible Shareholders and has been prepared without taking into account Eligible Shareholders' investment objectives, financial situation or particular needs. The Company recommends that Eligible Shareholders seek independent financial and taxation advice before participating in the SPP.

Questions

Any questions in respect of the SPP should be directed to the Company's share registry, Automic, 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8:30am and 5:00pm (Sydney time), Monday to Friday or email corporate.actions@automicgroup.com.au.

Holder Number:

Record Date:

**7.00pm (AEST) on
25 September 2024**

SHARE PURCHASE PLAN APPLICATION FORM

OFFER CLOSES 5:00PM (AEDT) 11 OCTOBER 2024 (WHICH MAY CHANGE WITHOUT NOTICE)

This Offer entitles each Eligible Shareholder in Godolphin Resources Limited (the **Company**) to subscribe through the Company's Share Purchase Plan (**SPP**) for a maximum of A\$30,000 worth of fully paid ordinary shares in the Company (**New Shares**). The Company announced the SPP to raise up to a total of A\$300,000. The SPP is open to all shareholders recorded as holding fully paid ordinary shares (**Shares**) on the Company's Register as at the Record Date with a registered address in Australia or New Zealand. The issue price of the New Shares is \$0.0125 (**Price**).

1 SUBSCRIPTION

Eligible Shareholders may subscribe for any one of the following parcels (*subject to a maximum band or any scale back*) described below by paying the applicable Subscription Amount in accordance with the payment instructions in Page 1 Section 2 of this Application Form:

	Application Amount	Number of New Shares
Offer A	A\$2,000 (Minimum)	160,000
Offer B	A\$5,000	400,000
Offer C	A\$10,000	800,000
Offer D	A\$15,000	1,200,000
Offer E	A\$20,000	1,600,000
Offer F	A\$25,000	2,000,000
Offer G	A\$30,000 (Maximum)	2,400,000

2 PAYMENT - YOU CAN PAY BY BPAY® OR ELECTRONIC FUNDS TRANSFER (EFT)

Payments must be made by BPAY® or by EFT and may not be made by cheque or money order. You do not need to return this Application Form.

Option A - BPAY®



Biller Code:

Ref No:

Please ensure you use the BPAY® details stated above as they are unique for each Offer.

Note: You do not need to return this form. Your BPAY® reference number or unique reference number will process your payment for your application for New Securities electronically.

Option B – Electronic Funds Transfer (EFT)

The unique reference number which has been assigned to your Application is:

Funds are to be deposited in AUD currency directly to following bank account:

Account name: Automic Pty Ltd

Account BSB:

Account number:

Swift Code: WPACAU2S

IMPORTANT: You must quote your unique reference number as your payment reference/description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and Shares subsequently not issued.

4 ELECT TO RECEIVE COMMUNICATIONS ELECTRONICALLY

If you have received this Application Form by post, you have not provided your email address or elected to receive all communications electronically.

We encourage you to elect to receive shareholder communications electronically to:

- Help the Company reduce its printing and mailing costs
- Receive investor communications faster and more securely
- Help the environment through the need for less paper.

SCAN THE QR CODE TO VISIT
[HTTPS://INVESTOR.AUTOMIC.COM.AU](https://investor.automic.com.au)
AND UPDATE YOUR COMMUNICATION
PREFERENCE



INSTRUCTIONS FOR COMPLETION OF THIS APPLICATION FORM

The right to participate in the SPP is optional and is offered exclusively to all Shareholders (including Custodians) who are registered as holders of fully paid ordinary shares in the capital of the Company on the Record Date with a registered address in Australia and New Zealand (**Eligible Shareholders**).

If the Company rejects or scales-back an application or purported applications, the Company will return to the Shareholder the relevant Application Monies, without interest.

HOW TO APPLY FOR SHARES UNDER THE SPP

1 Subscription

As an Eligible Shareholder, you can apply for up to a maximum of A\$30,000 worth of Shares. Eligible Shareholders can select one of the parcels prescribed overleaf.

In order to comply with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, the maximum value of Shares each Eligible Shareholder (irrespective of the size of their shareholding) may apply for under this Offer is A\$30,000 (including through joint holding(s), multiple share accounts or any holding in which they have a beneficial interest/s). This limit will apply even if you receive more than one offer from the Company (for example, because you are a joint holder of Shares or because you hold more than one shareholding under separate share accounts).

If the Company receives an amount that does not equal one of the amounts specified overleaf the Company may accept the payment at their discretion and refund any excess Application Money (without interest) to the Eligible Shareholder. If the Company receives a subscription of over A\$30,000 worth of Shares by an Eligible Shareholder through multiple applications or joint holdings, the Company may refund any excess Application Money (without interest) to the Eligible Shareholder.

Any application made under the SPP Offer is not guaranteed to result in the Eligible Shareholder receiving any Shares that have been applied for. Applications may be scaled back at the absolute discretion of the Company.

2 Payment

By making a payment via BPAY or EFT, you agree that it is your responsibility to ensure that funds are submitted correctly and received by Automic Share Registry by the closing date and time. Payment must be received by the Share Registry by 5:00pm (AEDT) on the closing date.

It is your responsibility to ensure your CRN or unique Payment Reference is quoted, as per the instructions in Page 1 Section 2. If you fail to quote your CRN or unique Payment Reference correctly, Automic may be unable to allocate or refund your payment. If you need assistance, please contact Automic.

Payment by BPAY®: You can make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number on this Form. Multiple acceptances must be paid separately.

Payment by EFT: You can make a payment via Electronic Funds Transfer "EFT". Multiple acceptances must be paid separately. Please use your unique reference on this Form. This will ensure your payment is processed correctly to your application electronically.

Applicants should be aware of Automic's financial institution's cut off-time, their own financial institution's cut-off time and associated fees with processing a funds transfer. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time, including taking into account any delay that may occur as a result of payments being made after 5pm (Sydney time) and/or on a day that is not a business day (payment must be made to be processed overnight). You do not need to return this Form if you have made payment via BPAY® or EFT. Your reference number will process your payment to your application electronically and you will be deemed to have applied for such shares for which you have paid.

3 Elect to receive communications electronically

As a valued shareholder, the Company encourages shareholders to elect to receive their shareholder communications electronically. This will ensure you receive all future important shareholder communications in a faster and more secure way and reduce the environmental footprint of printing and mailing.

IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase Shares under the SPP, there is no need to take action.
3. Please ensure you have read and understood the terms and conditions of the SPP in the SPP Offer Documents accompanying this Application Form and this section entitled "Important Information" before making payment by BPAY® or EFT.
4. The offer for Shares under the SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the meaning of "Custodian" as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, you must complete and submit an additional certificate that contains further certifications and details (**Custodian Certificate**) that must be provided before your application will be received. The Custodian Certificate can be obtained by contacting the Share Registry on the telephone number set out below. Applications received by Custodians that are not accompanied by the Custodian Certificate will be rejected. A completed Custodian Certificate must be emailed to: custodialcertificates@automicgroup.com.au, failure to do so will result in the Application being rejected.
6. For applicants that are not required to complete the Custodian Certificate, by making payment by BPAY® or EFT, you certify that the aggregate of the payment paid by you for:
 - the parcel of Shares indicated on this Application Form; and
 - any other Shares applied for by you, or which you have instructed a custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to making payment by BPAY® or EFT does not exceed A\$30,000.
7. The maximum subscription limitation of A\$30,000 will apply even if you have received more than one Application Form (whether in respect of a joint holding or because you have more than one holding under separate security accounts).
8. You are not guaranteed to receive any Shares that you have applied for and the Company may, in its absolute and sole discretion:
 - a. scale back any applications made; and
 - b. reject your application, without limit.
9. By making payment of application monies, you certify that:
 - you wish to apply for Shares under the SPP as indicated on this Application Form and acknowledge that your application is irrevocable and unconditional;
 - you received a copy of the SPP Offer Documents and you have read and understood the terms and conditions of the SPP;
 - you agree to be bound by the Constitution of the Company and the terms and conditions in the SPP Offer Documents;
 - you agree to accept any lesser number of Shares than the number of shares applied for; and
 - you are not in the United States and are not acting for the account or benefit of a person in the United States and have not sent any offering materials relating to the SPP offer to any person in the United States.

If you require further information about the Offer, please contact Automic on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8:30am and 7:00pm (Sydney time), Monday to Friday or email corporate.actions@automicgroup.com.au.

1 October 2024

Cleansing notice – Share Purchase Plan

Under ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (ASIC Instrument 2019/547), Godolphin Resources Limited (ASX: GRL) (**the Company**) gives notice that:

- (a) the Company will make offers to issue fully paid ordinary shares in the Company under a share purchase plan (**SPP**) without disclosure to investors under part 6D.2 *Corporations Act 2001* (Cth) (**Corporations Act**);
- (b) this notice is given under ASIC Instrument 2019/547 and in particular, paragraph 7(f)(ii) of ASIC Instrument 2019/547 which requires that the Company gives this notice to ASX within the 24-hour period before the SPP offer;
- (c) as at the date of this notice, the Company has complied with:
 - (i) the provisions of chapter 2M *Corporations Act* as they apply to the Company; and
 - (ii) section 674 *Corporations Act*; and
- (d) at the date of this notice, there is no ‘excluded information’ (within the meaning of sections 708A(7) and 708A(8) *Corporations Act*, as if this notice were a notice under section 708A(5)(e) *Corporations Act*).

<<ENDS>>

This market announcement has been authorised for release to the market by the Managing Director of Godolphin Resources Limited.

For further information regarding Godolphin, please visit <https://godolphinresources.com.au/>

or contact:

Jeneta Owens

Managing Director

+61 417 344 658

jowens@godolphinresources.com.au

About Godolphin Resources

Godolphin Resources (ASX: GRL) is an ASX listed resources company, with 100% controlled Australian-based projects in the Lachlan Fold Belt (“LFB”) NSW, a world-class gold-copper province. A strategic focus on critical minerals and green metals through ongoing exploration and development in central west NSW. Currently the Company’s tenements cover 3,500km² of highly prospective ground focussed on the Lachlan Fold Belt, a highly regarded province for the discovery of REE, copper and gold deposits. Additional prospectivity attributes of GRL tenure include the McPhillamys gold hosting Godolphin Fault and the Boda gold-copper hosting Molong Volcanic Belt. Godolphin is exploring for REE, structurally hosted, epithermal gold and base-metal deposits and large, gold-copper Cadia style porphyry deposits. Systematic exploration efforts across the tenement package is the key to discovery and represents a transformational stage for the Company and its shareholders.