
FIRST AU LIMITED
ACN 000 332 918
NOTICE OF 2025 ANNUAL GENERAL MEETING

TIME: 11.00 am (Sydney time)
DATE: Wednesday, 30 July 2025
PLACE: The Boardroom (Servcorp)
Level 35, International Tower One
100 Barangaroo Avenue
SYDNEY NSW 2000

**THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY.
PLEASE READ IT CAREFULLY.**

The business of the Meeting affects your shareholdings, and your vote is important.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm (Sydney time) on **Monday, 28 July 2025**.

If you are unable to attend the Annual General Meeting, please complete the Proxy Form enclosed and return it in accordance with the instructions set out on that form. If you are in any doubt as to how to vote, you should consult your financial or legal adviser as soon as possible. Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary on (+61 2) 8046 7584.

FIRSTAU ANNUAL GENERAL MEETING 2025

NOTICE OF 2025 ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting (**AGM**) of First AU Limited (the **Company**) will be held at:

Venue: The Boardroom (Servcorp)
Level 35, International Tower One
100 Barangaroo Avenue
SYDNEY NSW 2000

Time and Date: 11.00 am (Sydney Time), Wednesday, 30 July 2025

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Statement.

The business of the Meeting affects your shareholding and your vote is important.

AGENDA

BUSINESS OF THE MEETING

A. TO RECEIVE THE FINANCIAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT

"To receive and consider the financial report for the year ended 31 December 2024, together with the declaration of the Directors, Directors' report, Remuneration Report and the auditor's report."

At the AGM, Shareholders will be given an opportunity to raise questions with Directors and the Company's Auditor's about the annual financial report.

Note: This item of business is for discussion and not for resolution.

B. RESOLUTIONS

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (which forms part of the Directors' report) for the year ended 31 December 2024 be adopted."

Note - a vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement

In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:

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- (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
-

RESOLUTION 2 – RE-ELECTION OF DIRECTOR: MR LEI SHI AS A DIRECTOR

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

“That Mr Lei Shi, a Non-Executive Director of the Company, retiring by rotation pursuant to clause 10.3(c) of the Constitution and ASX Listing Rule 14.5 and, being eligible, offers himself for re-election, be re-elected as a Director on the terms and conditions set out in the Explanatory Statement.”

RESOLUTION 3 – APPOINTMENT OF A MR QUENTIN CHARAUD AS A DIRECTOR

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

“That Mr Quentin Charaud, a Director who was appointed to the Board on 30 October 2024 in accordance with clause 10.3 of the Company’s Constitution and Listing Rule 14.4 and, being eligible, offers himself for election, be elected as a Director effective immediately on the passing of this resolution on the terms and conditions set out in the Explanatory Statement.”

RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF 260,000,000 PLACEMENT SHARES

To consider and, if thought fit, to pass, with or without amendment, each of the following resolutions as **ordinary resolutions**:

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:
(a) 245,000,000 Shares issued under Listing Rule 7.1; and
(b) 15,000,000 Shares issued under Listing Rule 7.1A,
to existing and new sophisticated investors on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to these Resolutions. Please see below.

RESOLUTION 5 – APPROVAL TO ISSUE 100,000,000 STAGE 1 ACQUISITION SHARES TO HAMAK GOLD LIMITED

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 100,000,000 Stage 1 Acquisition Shares to Hamak Gold Limited (or its nominees), on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

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RESOLUTION 6 – APPROVAL TO ISSUE 200,000,000 STAGE 2 ACQUISITION SHARES TO HAMAK GOLD LIMITED

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 200,000,000 Stage 2 Acquisition Shares to Hamak Gold Limited (or its nominees), on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

RESOLUTION 7 – APPROVAL TO ISSUE 171,428,571 STAGE 3 ACQUISITION SHARES TO HAMAK GOLD LIMITED

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 171,428,571 Stage 3 Acquisition Shares to Hamak Gold Limited (or its nominees), on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

RESOLUTION 8 – APPROVAL TO ISSUE 571,428,572 PERFORMANCE RIGHTS TO HAMAK GOLD LIMITED

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 571,428,572 Performance Rights to Hamak Gold Limited (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF 4,298,000 2025 PLACEMENT SHARES

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,298,000 Shares issued under Listing Rule 7.1 to existing and new sophisticated investors on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to these Resolutions. Please see below.

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RESOLUTION 10 - APPROVAL OF ADDITIONAL PLACEMENT CAPACITY

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of 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 Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

RESOLUTION 11 – APPROVAL TO ISSUE UP TO 424,273,429 2025 PLACEMENT SHARES

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

“That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 424,273,429 Shares to professional and sophisticated investors on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

RESOLUTION 12 – APPROVAL TO ISSUE UP TO 34,285,714 2025 PLACEMENT SHARES TO DIRECTOR LEI SHI

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 34,285,714 Shares to director, Lei Shi, on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

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Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions set out below by or on behalf of the following persons:

RESOLUTION 4(a) and (b) – RATIFICATION OF PRIOR ISSUE OF 260,000,000 PLACEMENT SHARES	A person who participated in the issue of the Placement Shares or is a counterparty to the agreement being approved (namely participants of the Placement) or an associate of that person or those persons.
RESOLUTION 5 – APPROVAL TO ISSUE 100,000,000 STAGE 1 ACQUISITION SHARES TO HAMAK GOLD LIMITED	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Stage 1 Acquisition Shares (except a benefit solely by reason of being a holder of ordinary securities in the entity), (namely Hamak Gold Limited) or an associate of that person or those persons.
RESOLUTION 6 – APPROVAL TO ISSUE 200,000,000 STAGE 2 ACQUISITION SHARES TO HAMAK GOLD LIMITED	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Stage 2 Acquisition Shares (except a benefit solely by reason of being a holder of ordinary securities in the entity), (namely Hamak Gold Limited) or an associate of that person or those persons.
RESOLUTION 7 – APPROVAL TO ISSUE 171,428,571 STAGE 3 ACQUISITION SHARES TO HAMAK GOLD LIMITED	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Stage 3 Acquisition Shares (except a benefit solely by reason of being a holder of ordinary securities in the entity), (namely Hamak Gold Limited) or an associate of that person or those persons.
RESOLUTION 8 – APPROVAL TO ISSUE 571,428,572 PERFORMANCE RIGHTS TO HAMAK GOLD LIMITED	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Performance Rights (except a benefit solely by reason of being a holder of ordinary securities in the entity), (namely Hamak Gold Limited) or an associate of that person or those persons.
RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF 4,298,000 2025 PLACEMENT SHARES	A person who participated in the issue of these 2025 Placement Shares or is a counterparty to the agreement being approved (namely participants of the Placement) or an associate of that person or those persons.
RESOLUTION 10 – APPROVAL OF ADDITIONAL PLACEMENT CAPACITY	If at the time of the Meeting, the Company is proposing to make an issue of equity securities under Listing Rule 7.1A.2, a person who are expected to participate in, or who will obtain a material benefits as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
RESOLUTION 11 – APPROVAL TO ISSUE UP TO 424,273,429 2025 PLACEMENT SHARES	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of these 2025 Placement Shares (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of that person or those persons.
RESOLUTION 12 – APPROVAL TO ISSUE UP TO 34,285,714 2025 PLACEMENT SHARES TO DIRECTOR MR LEI SHI	Mr Lei Shi (or his nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of Shares), or any associate of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

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- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the

Voting at the meeting

Under regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons eligible to vote at the meeting are those who are registered Shareholders at **7.00pm (Sydney Time) on Monday, 28 July 2025**.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is 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. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

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

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

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

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- the appointed proxy is not the Chair of the meeting;
- at the meeting, a poll is duly demanded on the resolution; and
- either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Your proxy voting instruction must be received by 11:00am (Sydney time) on Monday, 28 July 2025, being not later than 48 hours before the commencement of the Meeting.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 2 8046 7584.

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By Order of the Board

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

Brent Hofman
Company Secretary
First AU Limited

27 June 2025

EXPLANATORY STATEMENT

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on each Resolution.

This Explanatory Statement should be read in conjunction with the Notice of Meeting.

1. TO RECEIVE THE FINANCIAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2024 together with the declaration of the Directors, the Directors' report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.firstau.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

Section 250R of the Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, in accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Company or the Directors of the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of Directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report (**Strike**) and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting. All of the Directors of the company who were in office when the Directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing Director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting, those persons whose election or re-election as Directors of the company is approved will be the Directors of the company.

At the Company's previous annual general meetings held on 16 May 2024 and 29 May 2023, the votes cast against the remuneration report considered at those annual general meetings were less than 25% and no Strikes occurred. Accordingly, there was no necessity to hold a Spill Meeting.

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If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2026 annual general meeting, this may result in the re-election of the Board (excluding the Managing Director).

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR LEI SHI

(a) Background

Resolution 2 seeks approval for the re-election of Mr Lei Shi who is retiring as a Director by rotation pursuant to clause 10.3 of the Company's Constitution, which states that at least one third of the Directors must retire from office at each Annual General Meeting, and the Director or Directors to retire are those who have been longest in office since their election. Mr Shi is eligible for re-election under clause 10.3 of the Company's Constitution and offers himself for re-election as a Director.

Mr Shi, a Non-Executive Director of the Company, was appointed as a Director of the Company on 29 May 2023.

If Resolution 2 is passed, Mr Shi will be re-elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 2 is not passed, Mr Shi will not be re-elected as a Director of the Company.

(b) Qualifications, experience and other material Directorships

Mr Shi is an experienced geologist with over 12 years in the mining industry. Lie's expertise in geology and his experience in mining make him a valuable asset to any organisation in the resources sector.

He holds a Bachelor's in Applied Geology from Curtin University and an Honours degree from the Centre of Exploration Targeting at the University of Western Australia.

Mr Shi is a member of the AusIMM and has served in various roles from field geologist to project geologist in several ASX, TSX and Australian mining companies since 2012. He also served as Technical Director of a Spodumene Lithium Mine in Xinjiang Province from 2017 to 2019 and as Senior Manager of Hong Kong listed producer Lingbao Gold from 2017 to 2019.

Since 2019, Mr Shi has been working as an exploration and M&A consultant for various lithium and gold companies, including Theta Gold Mines, Ruifu Lithium Industrial, Eve Engergy Co. Ltd, and Shandong Chenxing Mining Co. Ltd.

Mr Shi has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

If elected, Mr Shi is considered by the Board (with Mr Shi abstaining) to be an independent Director. Mr Shi is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

(c) Directors' Recommendation

The Directors (other than Mr Shi who has a personal interest in the outcome of Resolution 2), unanimously recommend that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – ELECTION OF DIRECTOR – MR QUENTIN CHARAUD

(a) Background

Resolution 3 seeks approval for the election of Mr Quentin Charaud who was appointed to the Board on 30 October 2024 pursuant to clause 10.2 of the Constitution.

Clause 10.3 of the Constitution and Listing Rule 14.4 state that any Director appointed under that clause may hold office only until the next Annual General Meeting and is eligible for election at that meeting. Mr Charaud is eligible and offers himself for election as a Director of the Company.

If Resolution 3 is passed, Mr Charaud will be elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 3 is not passed, Mr Charaud will not be elected as a Director of the Company.

(b) Qualifications, experience and other material Directorships

Mr Charaud is a skilled finance professional with a background in corporate advisory, encompassing private credit, project finance, acquisition finance and restructuring for both publicly listed and private mining companies with operations spanning various commodities, including copper, gold, silver, zinc, and uranium.

Previously, he has worked at Natixis, where he contributed to setting up public debt financing for large infrastructure projects in Africa, Asia, and Latin America on behalf of the French Ministry of Finance.

Mr Charaud holds a Master's degree in Finance from the University of Sydney and a Bachelor of Business Administration from the University of Lille 2.

He possesses an excellent combination of corporate experience with a strong corporate finance and advisory background in the resource sectors.

The Board considers that Mr Charaud's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board (other than Mr Charaud) supports the election of Mr Charaud and recommends that Shareholders vote in favour of Resolution 3.

Mr Charaud has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

If elected, Mr Charaud is considered by the Board (with Mr Charaud abstaining) to be an independent Director. Mr Charaud is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

(c) Directors' Recommendation

The Directors (other than Mr Charaud who has a personal interest in the outcome of Resolution 3), unanimously recommend that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF 260,000,000 PLACEMENT SHARES

(a) Background

On 26 November 2024, the Company announced it had completed a raise of \$325,000.00 (before costs) through a private placement to existing and new sophisticated investors by the issue of

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260,000,000 Shares at an issue price of \$0.00125, (0.125 cents per Share) (**Placement Shares**), using the available placement capacity under Listing Rules 7.1 and 7.1A (**Placement**).

(b) Listing Rules 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions set out in Listing Rule 7.2, 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 12 month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase the 15% limit under Listing Rule 7.1 by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 16 May 2024.

The issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the date of issue of the Shares.

(c) Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, Resolution 4(a) and (b) are seeking Shareholder ratification pursuant to Listing Rule 7.4 of the issue of the Placement Shares.

(d) Technical information required by Listing Rule 14.1A

If Resolution 4(a) and (b) are passed, the Placement Shares will be excluded in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolution 4(a) and (b) are not passed, the Placement Shares will continue to be included in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue or agree to issue without obtaining Shareholder approval, to the extent of 260,000,000 equity securities for the 12 month period following the date of issue of the Placement Shares.

(e) Technical information required by ASX Listing Rule 7.5

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.5 in relation to Resolution 4(a) and (b):

Names of the persons to whom securities were issued / basis upon which those persons were determined

The Placement Shares were issued to existing and new sophisticated investors who were identified by the Directors.

In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:

- related parties of the Company, members of the Company's Key Management Personnel, substantial

	holders of the Company, advisers of the Company or an associate of any of these parties; and issued more than 1% of the issued capital of the Company.
The number and class of the securities	The Placement Shares are fully paid ordinary shares. 245,000,000 Placement Shares were issued using the Company's available placement capacity under Listing Rule 7.1 and 15,000,000 Placement Shares were issued using the Company's available placement capacity under Listing Rule 7.1A.
Date of issue of the securities	26 November 2024
The price/consideration for the securities	\$0.00125 per Placement Share (representing a 25% discount to the 15-dayVWAP prior to completion of the Placement).
The purpose of the issue of the securities (including use of any funds raised)	The purpose of the issue of the Placement Shares was to raise funds, and those funds have been applied towards: - assessing new project opportunities for the Company; and - general working capital and corporate overheads.
Summary of the terms of the agreement	The Placement Shares were not issued under an agreement.
Voting exclusion	Please see the voting exclusion statement in relation to Resolution 4(a) and (b) on page 6.

(f) Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4(a) and (b).

6. RESOLUTION 5, 6 and 7 – APPROVAL TO ISSUE (STAGES 1 TO 3) ACQUISITION SHARES TO HAMAK GOLD LIMITED

(a) Background

On 21 May 2025, the Company announced that it had entered into a binding term sheet agreement (**Term Sheet Agreement**) with Hamak Gold Limited (**Hamak** or the **Seller**) to progressively acquire 70%, with an option to acquire up to 100% interest in 79 Resources Inc (**79RI**) which holds the Nimba Gold Project in northern Liberia encompassing 831.09 km² of tenements (**Acquisition**).

The Nimba Gold Project is located in the world-class West African Craton, known for its prolific gold endowment. It is adjacent to Endeavour Mining's 'Ity Gold Mine' (+5Moz Au M&I Resources) (TSE listed: EDV), which produced over 342.86koz of gold during 2024 Financial Year.

Subject to satisfaction of the Conditions, the Parties have agreed to enter into a joint venture earn-in structure whereby FAU may progressively acquire up to 100% legal and beneficial interest in the shares of 79 Resources Inc, a 100% wholly owned subsidiary of Hamak Gold Limited on the terms set out in the Agreement.

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The material terms of the Term Sheet Agreement are as follows:

- (i) **Consideration:** The consideration to be paid to Hamak consists of:
 - (A) \$100,000 cash deposit paid by the Company (**Deposit**);
 - (B) \$250,000 cash payment upon satisfaction of due diligence (**Due Diligence Payment**);
 - (C) up to 100,000,000 Shares (**Stage 1 Acquisition Shares**), the subject of Resolution 5;
 - (D) up to 200,000,000 Shares (**Stage 2 Acquisition Shares**), the subject of Resolution 6;
 - (E) up to 171,428,571 Shares (**Stage 3 Acquisition Shares**), the subject of Resolution 7; and
 - (F) 571,428,572 performance rights (**Performance Rights**), the subject of Resolution 8.

The Stage 1 Acquisition Shares, Stage 2 Acquisition Shares and Stage 3 Acquisition Shares (together, the **Acquisition Shares**) will be subject to an escrow period of 6 months from their date of issue.
- (ii) **Interest acquired:** The Company will acquire an interest in 79RI to the extent set out below:
 - (A) Subject to paying the Deposit and the Due Diligence Payment and issuing the Stage 1 Acquisition Shares, the Company will acquire a 35% interest in 79RI (**Stage 1 Interest**);
 - (B) Subject to acquiring the Stage 1 Interest and funding \$600,000 of exploration spending on the Nimba Gold Project and issuing the Stage 2 Acquisition Shares (or paying \$350,000 in cash at the election of Hamak), the Company will acquire a further 35% interest in 79RI, taking its total interest to 70% (**Stage 2 Interest**); and
 - (C) Subject to acquiring the Stage 1 Interest and the Stage 2 Interest and issuing the Stage 3 Acquisition Shares on or before 30 April 2026, the Company will acquire a further 30% interest in 79RI, taking its total interest to 100% (**Stage 3 Interest**).
- (iii) **Conditions Precedent:** Completion of the Acquisition is subject to, and conditional upon, but not limited to the following conditions precedent (**Conditions**):
 - (A) the Company completing a capital raising of not less than \$1,000,000.00 (before costs);
 - (B) the Company obtaining the necessary board, shareholder and regulatory approvals to allow the parties to lawfully complete the Acquisition; and
 - (C) completion of due diligence by the Company over the Nimba Gold Project tenements.
- (iv) **Board representative:** On and from the completion of the acquisition of the Stage 1 Interest:
 - (A) Hamak has the right, but not the obligation, to appoint Mr Nicholas Karl Smithson as a non-executive Director to the Board of the Company; and
 - (B) the board of 79RI will be formed by three Directors of which two will be nominated by the Company.

The Term Sheet Agreement is otherwise on customary terms and conditions for an agreement of this nature, including representations and warranties from the Seller.

The Company is seeking Shareholder approval for the issue of the Acquisition Shares, Performance Rights and 2025 Placement Shares in accordance with the terms of the Term Sheet Agreement.

Resolutions 5, 6 and 7 seek Shareholder approval pursuant to Listing Rule 7.1 to issue approximately up to a total of 471,428,571 Acquisition Shares to Hamak Gold Limited (or its nominee(s)) in accordance with the Term Sheet Agreement as detailed below:

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Resolution	Maximum Number of Acquisition Shares	Stage	Issue Price	Conditions of Stage 1 to 3 for the Issue of Acquisition Shares
5	100,000,000	1	\$0.0035	Stage 1: On satisfactory completion of the 45 day due diligence period, FAU to issued 100,000,000 fully paid ordinary shares in FAU at \$0.0035 per FAU share, for consideration of \$350,000, plus a \$250,000 cash payment for a 35% interest in the issued capital of 79 Resources Inc.
6	200,000,000	2	5-day VWAP but no less than \$0.0035	Stage 2: Subsequent to the issue of Stage 1, FAU commits to expending \$600,000 on exploration and drilling at the Nimba Gold Project. FAU will complete Stage 2 within 9 months of Stage 1 completion or at such a later date as mutually agreed by parties with the issue of such number of fully paid shares in FAU equal to \$700,000 based on the 5-day VWAP at the time of issue, subject to a floor price of \$0.0035 per share for a further 35% interest in the issued capital of 79 Resources Inc.
7	171,428,571	3	5-day VWAP but no less than \$0.0035	Stage 3: FAU have the option to issue a further such number of fully paid shares in FAU equal to \$600,000 based on the 5-day VWAP at the time of issue, subject to a floor price of \$0.0035 per share on or before 30 April 2026 for a further 30% interest in the issued capital of 79 Resources Inc.
Total	471,428,571			

(b) Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Section 5(b) above. The issue of the Acquisition Shares is conditional on the receipt of Shareholder approval. Accordingly, Resolution 5, 6 and 7 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Acquisition Shares.

(c) Technical information required by Listing Rule 14.1A

If Resolution 5, 6 and 7 are passed, the Company can proceed with the issue of the Acquisition Shares which will be excluded in calculating the Company's available placement capacity under Listing Rule 7.1.

If Resolution 5, 6 and 7 are not passed, the Company will not be able to proceed with the issue of the Acquisition Shares and will not be able to satisfy the relevant condition precedent under the Term Sheet Agreement. In such circumstances the Company may not be able to proceed with the Acquisition or may need to renegotiate the terms of the Term Sheet Agreement. Such terms may be less favourable to the Company and Shareholders.

(d) Technical information required by ASX Listing Rule 7.3

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.3 in relation to Resolutions 5, 6 and 7:

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Names of the persons to whom securities will be issued	Hamak Gold Limited (or its nominee(s)).
The number and class of the securities	The Acquisition Shares are fully paid ordinary shares. Up to 471,428,571 Acquisition Shares may be issued as follows: • 100,000,000 Stage 1 Acquisition Shares; • 200,000,000 Stage 2 Acquisition Shares (or such number of Shares equal to \$700,000 based on the 5-day VWAP at the time of issue, subject to a floor price of \$0.0035 per Share); and • 171,428,571 Stage 3 Acquisition Shares (or such number of Shares equal to \$600,000 based on the 5-day VWAP at the time of issue, subject to a floor price of \$0.0035 per Share).
Date of issue of the securities	The Company will issue the Acquisition Shares in accordance with conditions of Term Sheet Agreement being; • Stage 1 Acquisition Shares – no later than 3 months following the AGM; • Stage 2 Acquisition Shares – within 9 months of acquiring the Stage 1 Interest, subject to certain condition precedents, and • Stage 3 Acquisition Shares – on or before 30 April 2026.
The price/consideration for the securities	The Stage 1 Acquisition Shares will be issued at a deemed issue price of \$0.0035. The Stage 2 Acquisition Shares will be issued at an issue price equal to the 5-day VWAP at the time of issue subject to a floor price of \$0.0035 per Share. The Stage 3 Acquisition Shares will be issued at an issue price equal to the 5-day VWAP at the time of issue subject to a floor price of \$0.0035 per Share. The Acquisition Shares will be issued as partial consideration for the Acquisition under the Term Sheet Agreement. No funds will be raised from the issue of the Acquisition Shares.
The purpose of the issue of the securities (including use of any funds raised)	The purpose of the issue of the Acquisition Shares is to provide consideration for the Acquisition pursuant to the Term Sheet Agreement. No funds will be raised from the issue of the Acquisition Shares.
Summary of the terms of the agreement	Key terms of the Term Sheet Agreement are set out in Section 6(a).
Voting exclusion	Please see the voting exclusion note in relation to Resolutions 5, 6 and 7 on pages 6.

(e) Directors' Recommendation

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The Directors unanimously recommend that Shareholders vote in favour of Resolutions 5, 6 and 7.

(f) **Inter-conditional Resolutions**

Resolutions 5, 6, 7 and 8 are inter-conditional, meaning that each of them will only take effect if all Resolutions are approved by the requisite majority of Shareholders' votes at the meeting.

7. **RESOLUTION 8 – APPROVAL TO ISSUE 571,428,572 PERFORMANCE RIGHTS TO HAMAK GOLD LIMITED**

(a) **Background**

As detailed in Section 6(a) above, the Company agreed, subject to obtaining Shareholder approval pursuant to Listing Rule 7.1, to issue an aggregate of 571,428,572 Performance Rights to Hamak Gold Limited (or its nominees).

571,428,572 Performance Rights will be issued to Hamak Gold Limited as partial consideration under the Term Sheet Agreement in accordance with following milestones and terms:

Class of Performance Rights	Number of Performance Rights	Vesting Condition	Expiry Date
Class A	285,714,286	The Company announcing a JORC Code compliant Indicated Mineral Resource Estimate at the Nimba Gold Project of at least 750,000 ounces at a grade of at least 1.1 g/t Au, within 5 years of the date of issue.	5 years from date of issue.
Class B	285,714,286	The Company announcing a JORC Code compliant Indicated Mineral Resource Estimate at the Nimba Gold Project of at least 1,500,000 ounces at a grade of at least 1.1 g/t Au, within 5 years of the date of issue.	5 years from the date of issue.
Total	571,428,572		

Summary of material terms and conditions of Performance Rights are detailed in Schedule 1.

(b) **Listing Rule 7.1**

A summary of Listing Rule 7.1 is contained in Section 5(b) above.

The issue of the Performance Rights is conditional on the receipt of Shareholder approval. Accordingly, Resolution 8 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Performance Rights.

(c) **Technical information required by Listing Rule 14.1A**

If Resolution 8 is passed, the Company can proceed with the issue of the Performance Rights which will be excluded in calculating the Company's available placement capacity under Listing Rule 7.1.

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If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Performance Rights and will not be able to satisfy the relevant condition precedent under the Term Sheet Agreement. In such circumstances the Company may not be able to proceed with the Acquisition or may need to renegotiate the terms of the Term Sheet Agreement. Such terms may be less favourable to the Company and Shareholders.

Resolution 8 seeks Shareholder approval for the purpose of Listing Rule 7.1 for the issue of the Performance Rights.

(d) Technical information required by ASX Listing Rule 7.3

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.3 in relation to Resolution 8:

Names of the persons to whom securities will be issued	Hamak Gold Limited (or its nominee(s)), who are not related parties of the Company.
The number and class of the securities	A maximum of 571,428,572 Performance Rights will be issued. Subject to satisfaction of the Vesting Conditions: - the Class A Performance Rights will convert to such number of Shares that is equal to \$1,000,000 based on the higher of the 15-day VWAP at the time of vesting and the floor price of \$0.0035; and - the Class B Performance Rights will convert to such number of Shares that is equal to \$1,000,000 based on the higher of the 15-day VWAP at the time of vesting and the floor price of \$0.0035.
Summary of material terms of issue	A summary of the terms of the Performance Rights is set out in Schedule 1.
Date of issue of the securities	The Company intends to issue the Performance Rights immediately following the AGM but, in any event, no later than 3 months following the AGM pursuant to Listing Rule 7.3.4.
The price/consideration for the securities	The Performance Rights will be issued for nil cash consideration as they are being issued as partial consideration under the Term Sheet Agreement.
The purpose of the issue of the securities (including use of any funds raised)	The purpose of the issue of the Performance Rights is to satisfy the Company's obligations under the Term Sheet Agreement. No funds are being raised by the issue.
Summary of the terms of the agreement	The Term Sheet Agreement is summarised in Section 6(a). Key terms of the Performance Rights are set out in Schedule 1.
Voting exclusion	Please see the voting exclusion note in relation to Resolution 8 on page 6.

The Performance Rights are not being issued under, or to fund, a reverse takeover.

(e) Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8.

(f) Inter-conditional Resolutions

Resolutions 5, 6, 7 and 8 are inter-conditional, meaning that each of them will only take effect if all Resolutions are approved by the requisite majority of Shareholders' votes at the meeting.

8. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF 4,298,000 2025 PLACEMENT SHARES

(a) Background

On 18 June 2025, the Company announced that it intends to complete a placement to raise no less than AU\$1.5 million (before costs), by issuing up to 428,571,429 Shares (**2025 Placement Shares**) at an issue price of not less than AU\$0.0035 per Share (**2025 Placement**).

The 2025 Placement is comprised of the following tranches:

- Tranche 1 (**T1**): the issue of 4,298,000 2025 Placement Shares on 26 June 2025 using the Company's available placement capacity under Listing Rule 7.1; and
- Tranche 2 (**T2**): the issue of up to 424,273,429 2025 Placement Shares subject to Shareholder approval under:
 - Resolution 11, in the case of the participants in T2 who are not related parties of the Company; and
 - Resolution 12, in the case of Director, Lei Shi.

Completion of the 2025 Placement is a condition precedent of the Term Sheet Agreement to acquire the Nimba Gold Project which is summarised in Section 6(a).

Proceeds raised under the 2025 Placement will be used as follows:

- ongoing exploration and drilling of the Company's existing projects;
- completing the acquisition of the Nimba Gold Project; and
- initial exploration and drilling of the Nimba Gold Project, such as geological mapping and soil geochemistry to identify targets for further exploration and drilling.

Resolution 9(a) and (b) seek Shareholder approval to ratify the prior issue of 4,298,000 Shares.

(b) Listing Rules 7.1 and 7.4

A summary of Listing Rule 7.1 and 7.4 is in Section 5(b) and (c) above.

The issue of the 2025 Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Shares.

(c) Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

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

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Accordingly, Resolution 9 is seeking Shareholder ratification pursuant to Listing Rule 7.4 of the issue of these 2025 Placement Shares.

(d) Technical information required by Listing Rule 14.1A

If Resolution 9 is passed, these 2025 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the 2025 Placement Shares.

If Resolution 9 is not passed, these 2025 Placement Shares will continue to be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue or agree to issue without obtaining Shareholder approval, to the extent of 4,298,000 equity securities for the 12 month period following the date of issue of these 2025 Placement Shares.

(e) Technical information required by ASX Listing Rule 7.5

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.5 in relation to Resolution 9:

Names of the persons to whom securities were issued / basis upon which those persons were determined	These 2025 Placement Shares were issued to existing and new sophisticated investors who were identified by the Directors. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were: - related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and - issued more than 1% of the issued capital of the Company.
The number and class of the securities	The 2025 Placement Shares are fully paid ordinary shares. 4,298,000 2025 Placement Shares were issued using the Company's available placement capacity under Listing Rule 7.1.
Date of issue of the securities	26 June 2025.
The price/consideration for the securities	\$0.0035 per 2025 Placement Share.
The purpose of the issue of the securities (including use of any funds raised)	The purpose of the issue of these 2025 Placement Shares was to raise funds, and those funds have been applied as set out in Section 8(a).
Summary of the terms of the agreement	These 2025 Placement Shares were not issued under an agreement.
Voting exclusion	Please see the voting exclusion statement in relation to Resolution 9 on page 6.

(f) Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 9.

9. RESOLUTION 10 – APPROVAL OF ADDITIONAL PLACEMENT CAPACITY

(a) General

ASX Listing Rule 7.1A enables certain 'eligible entities' to issue equity securities of up to 10% of their issued share capital through placements over a 12-month period commencing after the Annual General Meeting (**Additional Placement Capacity**). ASX Listing Rules require that Shareholders approve the Additional Placement Capacity by special resolution at an Annual General Meeting before any equity securities are issued under the Additional Placement Capacity.

The Company seeks Shareholder approval by way of a special resolution to have the ability to issue equity securities under the Additional Placement Capacity should the need arise.

If Resolution 10 is passed, the Company will be able to issue equity securities up to the combined 25% limit in the ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 10 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval under ASX Listing Rule 7.1A, and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

(b) Listing Rule 7.1A

(i) Is the Company an eligible entity?

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$6.2 million, based on the closing price of Shares (\$0.003) on 25 June 2025.

(ii) What equity securities can be issued?

Any equity securities issued under the Additional Placement Capacity must be in the same class as an existing quoted class of equity securities of the eligible entity.

As at the date of the Notice, the Company has on issue one quoted class of equity securities, being Shares.

(iii) How many equity securities can be issued?

Listing Rule 7.1A.2 provides that under the approved Additional Placement Capacity, the Company may issue or agree to issue a number of equity securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A = is the number of Shares on issue at the commencement of the Relevant Period:

- (A) plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

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- (B) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - (2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (C) plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - (1) the agreement was entered into before the commencement of the Relevant Period; or
 - (2) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (D) plus the number of partly paid Shares that became fully paid Shares in the Relevant Period;
- (E) plus the number of fully paid Shares issued in the Relevant Period with approval under Listing Rules 7.1 and 7.4; and
- (F) less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity and 'Relevant Period' has the relevant meaning given in Listing Rule 7.1 and 7.1A.2, namely, the 12 month-period immediately preceding the date of the issue or agreement.

D = is 10%.

E = is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

(iv) What is the interaction with Listing Rule 7.1?

The Company's ability to issue equity securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

(v) At what price can the equity securities be issued?

Any equity securities issued under Listing Rule 7.1A must be issued for a cash consideration per equity security which is not less than 75% of the VWAP of equity securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (A) the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; or
- (B) if the equity securities are not issued within 10 Trading Days of the date in paragraph (A) above, the date on which the equity securities are issued, (**Minimum Issue Price**).

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(vi) **When can equity securities be issued?**

Shareholder approval of the Additional Placement Capacity under Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier of:

- (A) the date that is 12 months after the date of the Meeting;
- (B) the time and date of the Company's next annual general meeting; or
- (C) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

(c) **What is the effect of Resolution 10?**

The effect of Resolution 10 will be to allow the Company to issue the equity securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

(d) **Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the Additional Placement Capacity:

(i) **Final date for issue**

The Company will only issue the equity securities under the Additional Placement Capacity during the 10% Placement Period (refer to Section 10(b)(vi) above).

(ii) **Minimum issue price**

Where the Company issues equity securities under the Additional Placement Capacity, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 10(b)(v) above).

(iii) **Purposes of issues under the Additional Placement Capacity**

The Company may seek to issue equity securities under the Additional Placement Capacity for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

(iv) **Risk of economic and voting dilution**

Shareholders should note that there is a risk that:

- (A) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Meeting; and
- (B) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

If this Resolution 10 is approved by Shareholders and the Company issues equity securities under the Additional Placement Capacity, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares).

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 10(b)(iii) above) as at the date of this Notice (**Variable A**), with:

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- (A) two examples where Variable A has increased, by 50% and 100%; and
- (B) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.0015 50% decrease in market price	\$0.003 Current market price	\$0.006 100% increase in market price
2,071,993,277	10% Voting Dilution	207,199,328 Shares	207,199,328 Shares	207,199,328 Shares
Current Variable A	Funds raised	\$310,799	\$621,598	\$1,243,196
3,107,989,916	10% Voting Dilution	310,798,992 Shares	310,798,992 Shares	310,798,992 Shares
50% increase in current Variable A	Funds raised	\$466,198	\$932,397	\$1,864,794
4,143,986,554	10% Voting Dilution	414,398,655 Shares	414,398,655 Shares	414,398,655 Shares
100% increase in current Variable A	Funds raised	\$621,598	\$1,243,196	\$2,486,392

Notes:

- The table has been prepared on the following assumptions:
 - The issue price is the current market price (\$0.003), being the closing price of the Shares on ASX on 25 June 2025, being the latest practicable date before this Notice was signed.
 - Variable A comprises of 2,071,993,277 existing Shares on issue as at 25 June 2025, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4.
 - The Company issues the maximum number of equity securities available under the 10% Placement Capacity.
 - No convertible Securities are exercised or converted into Shares before the date of the issue of the equity securities.
 - The issue of equity securities under the 10% Placement Capacity consists only of Shares.
- The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.
- 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%. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the meeting.
- The table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(v) Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional Placement Capacity. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

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- (A) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;
- (B) the effect of the issue of the equity securities on the control of the Company;
- (C) financial situation and solvency of the Company; and
- (D) advice from corporate, financial and broking advisers (if applicable).

The allottees under the Additional Placement Capacity have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(vi) Issues in the past 12 months

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 16 May 2024.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has not issued or agreed to issue equity securities under Listing Rule 7.1A, except as set out below:

- On 26 November 2024, the Company issued 15,000,000 Shares at \$0.00125 each (representing a 25% discount to the 15-day VWAP prior to completing the placement). These Shares were issued to the recipients identified in Section 5(e). The Company received \$18,750 (before costs) from the issue of these Shares and the funds were utilised as set out in Section 5(e).
- On 12 August 2024, the Company issued 150,000,000 Shares at \$0.002 each (representing a 0% discount to the 15-day VWAP prior to completing the placement). These Shares were issued to new and existing sophisticated investors identified by the Directors, none of whom were a related party of the Company, members of key management personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties, and none were issued more than 1% of the issued capital of the Company. The Company received \$300,000 (before costs) from the issue of these Shares and the funds were utilised for assessing new project opportunities for the Company and general working capital and corporate overheads.
- On the 26 June 2025, the Company issued 4,298,000 Shares at \$0.0035 each (representing a premium of 16.67% to the 15-day VWAP prior to completing the Placement). These Shares were issued to an existing sophisticated investor as set out in Section 8(e)

At the date of this Notice, the Company is not proposing to make an issue of equity securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of equity securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

(e) Additional information

Resolution 10 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 10.

10. RESOLUTION 11 – APPROVAL TO ISSUE UP TO 424,273,429 2025 PLACEMENT SHARES UNDER T2

(a) Background

The background to the 2025 Placement, including the proposed issue of the 2025 Placement Shares under T2 is detailed in Section 8(a).

Resolution 11 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 424,273,429 2025 Placement Shares.

(b) Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Section 5(b) above.

The effect of Shareholders passing Resolution 11 will be to allow the Company to retain the flexibility to issue equity securities in the future up to the 15% placement capacity limit set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

(c) Technical information required by Listing Rule 14.1A

If Resolution 11 is passed, the Company can proceed with the issue of these 2025 Placement Shares which will be excluded in calculating the Company's available placement capacity under Listing Rule 7.1.

If Resolution 11 is not passed, the Company will not be able to proceed with the issue of these 2025 Placement Shares and will not be able to satisfy the relevant condition precedent under the Term Sheet Agreement. In such circumstances the Company may not be able to proceed with the Acquisition or may need to renegotiate the terms of the Term Sheet Agreement. Such terms may be less favourable to the Company and Shareholders.

(d) Technical information required by ASX Listing Rule 7.3

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.3 in relation to Resolution 11:

Names of the persons to whom securities will be issued	These 2025 Placement Shares will be issued to existing and new sophisticated investors who were identified by the Directors. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients will be: - related parties of the Company (other than Director, Lei Shi for whom the Company is seeking separate Shareholder approval to participate in the 2025 Placement under Resolution 12), members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and - issued more than 1% of the issued capital of the Company.
The number and class of the securities	A maximum of 424,273,429 2025 Placement Shares will be issued under this Resolution. The 2025 Placement Shares are fully paid ordinary shares.

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Summary of material terms of issue	The 2025 Placement Shares are fully paid ordinary shares and will rank equally with the Company's existing Shares on issue.
Date of issue of the securities	The Company intends to issue these 2025 Placement Shares immediately following the AGM but, in any event, no later than 3 months following the AGM pursuant to Listing Rule 7.3.4.
The price/consideration for the securities	\$0.0035 per 2025 Placement Share.
The purpose of the issue of the securities (including use of any funds raised)	The purpose of the issue of these 2025 Placement Shares is to raise funds, and the funds raised will be applied as set out in Section 8(a).
Summary of the terms of the agreement	These 2025 Placement Shares will not be issued under an agreement.
Voting exclusion	Please see the voting exclusion note in relation to Resolution 11 on page 6.

(e) Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 11.

11. RESOLUTION 12 – APPROVAL OF ISSUE OF 2025 PLACEMENT SHARES TO MR LEI SHI

(a) General

The background to the 2025 Placement is set out in Section 8(a) above. Director Lei Shi has committed \$120,000 and agreed to subscribe for 34,285,714 2025 Placement Shares subject to Shareholder approval under Listing Rule 10.11 pursuant to Resolution 12.

(b) Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its Shareholders:

- a related party (Listing Rule 10.11.1);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a Director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

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Lei Shi is a related party of the Company by virtue of being a Director and therefore fall into the category stipulated by Listing Rule 10.11.1.

Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of these 2025 Placement Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of these 2025 Placement Shares will not be included in the Company's 15% placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 12 will be to allow the Company to issue up to 34,285,714 2025 Placement Shares to Lei Shi (or his nominee/s).

If Resolution 12 is passed, the Company will be able to proceed with the issue of the 34,285,714 2025 Placement Shares to Lei Shi (or his nominee/s), raising up to \$120,000 (before costs).

If Resolution 12 is not passed, the Company will not be able to proceed with the issue of the 34,285,714 2025 Placement Shares to Lei Shi and the Company will not receive the \$120,000 committed by Lei Shi. However, Resolution 11 includes the number of Shares proposed to be issued to Lei Shi (or his nominee/s) under Resolution 12. In the event Shareholders do not pass Resolution 12 and Resolution 11 is passed, the Company intends to seek commitments from unrelated parties to subscribe for up to 34,285,714 2025 Placement Shares, such that the Company is able to raise the \$120,000 (before costs).

(c) Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the 34,285,714 2025 Placement Shares to Lei Shi:

- (i) These 2025 Placement Shares will be issued to Lei Shi (or his nominee/s).
- (ii) Lei Shi falls into the category stipulated by Listing Rule 10.11.1 by virtue of being a Director of the Company. In the event these 2025 Placement Shares are issued to a nominee of Lei Shi, that nominee will fall into the category stipulated by Listing Rule 10.11.4.
- (iii) A maximum of 34,285,714 2025 Placement Shares will be issued to Lei Shi (or his nominee/s).
- (iv) These 2025 Placement Shares will be fully paid and rank equally in all respects with the Company's existing Shares on issue.
- (v) These 2025 Placement Shares will be issued no later than 1 month after the date of the Meeting.
- (vi) These 2025 Placement Shares will be issued at \$0.0035 each, being the same issue price as the other 2025 Placement Shares.
- (vii) The proceeds from the issue of these 2025 Placement Shares are intended to be used in the same manner as the proceeds of the other 2025 Placement Shares, as set out in Section 8(a).
- (viii) The proposed issue of these 2025 Placement Shares is not intended to remunerate or incentivise Lei Shi.
- (ix) There are no other material terms to the proposed issue of these 2025 Placement Shares.
- (x) A voting exclusion statement is included in the Notice.

(d) Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

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- obtain Shareholder approval in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed issue of these 2025 Placement Shares to Lei Shi constitutes giving a financial benefit to related parties of the Company. However, the Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of these 2025 Placement Shares because these 2025 Placement Shares will be issued on the same terms as those 2025 Placement Shares issued to non-related participants in the 2025 Placement and as such the giving of the financial benefit is on arm's length terms and falls within the exception under section 210 of the Corporations Act.

(e) Additional information

Resolution 12 is an ordinary resolution.

The Board (other than Lei Shi) recommends Shareholders vote in favour of Resolution 12.

GLOSSARY

\$ means Australian dollars.

2025 Placement has the meaning given Section 8(a).

2025 Placement Shares has the meaning given in Section 8(a).

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of Directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chairman means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- a company the member controls; or
- a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means First Au Limited (ACN 000 332 918).

Constitution means the constitution of the Company.

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

Director means a Director of the Company.

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Explanatory Statement means the explanatory statement accompanying the Notice.

GM or Meeting means the meeting convened by the Notice.

Hamak or Seller means Hamak Gold Limited (BVI Reg. No. 2062435) (Hamak), (LSF:HAMA) of Pasea Estate, PO Box 958 Road Town, Tortola, VG1110, British Virgin Islands.

JORC Code means the Joint Ore Reserves Committee's Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition), or any update to that edition.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise), or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the listing rules of ASX.

Mineral Resource Estimate means a Mineral Resource estimate that has been prepared in accordance with or otherwise would qualify as a Mineral Resource estimate under the JORC Code.

Notice or Notice of Meeting means this notice of meeting including the Explanatory Statement and the Proxy Form.

Performance Right means a performance right, giving the holder the right, but not an obligation, to acquire an FAU Share at a specified time in the future, subject to the satisfaction (or where permitted, waiver) of certain conditions.

Placement has the meaning given in Section 5(a).

Placement Shares has the meaning given in Section 5(a).

Proxy Deadline means no later than **11:00am on Monday, 28 July 2025**.

Proxy Form means the proxy form accompanying the Notice.

Related Body Corporate has the meaning given to that term in section 50 of the Corporations Act.

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

Section means a section of the Explanatory Memorandum.

Securities means Shares, Options or Performance Rights.

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

Shareholder means a registered holder of a Share.

Share Registry means Automic Share Registry Services.

Term Sheet Agreement has the meaning given in Section 6(a).

Schedule 1 Terms and Conditions of Performance Rights

The terms and conditions of the Performance Rights are set out below:

1. **(Entitlement):** Subject to the terms and conditions set out below:
 - (a) the Class A Performance Rights, once vested, entitles the holder to the issue of such number of FAU Shares equal to \$1,000,000 based on the higher of:
 - (i) the 15-day VWAP at the time of vesting; and
 - (ii) the floor price of \$0.0035, and
 - (b) the Class B Performance Rights, once vested, entitles the holder to the issue of such number of FAU Shares equal to \$1,000,000 based on the higher of:
 - (i) the 15-day VWAP at the time of vesting; and
 - (ii) the floor price of \$0.0035.
2. **(Issue Price):** The Performance Rights are issued for nil cash consideration.
3. **(Vesting Condition):**

	Quantum	Vesting Condition
Class A Performance Rights	285,714,286	Subject to the terms and conditions set out below, the Class A Performance Rights will vest upon FAU announcing an indicated Mineral Resource Estimate of at least 750,000 ounces at a grade of at least 1.1 g/t Au, within 5 years of the date of issue.
Class B Performance Rights	285,714,286	Subject to the terms and conditions set out below, the Class B Performance Rights will vest upon FAU announces an indicated Mineral Resource Estimate of at least 1,500,000 ounces at a grade of at least 1.1 g/t Au, within 5 years of the date of issue..

4. **(Vesting):** Subject to the satisfaction of the Vesting Condition, FAU will notify the holder in writing **(Vesting Notice)** within 3 Business Days of becoming aware that the Vesting Condition has been satisfied.
5. **(Expiry Date):** The Performance Rights will expire and lapse at 5:00pm (AWST) on the date which is 5 years after the date of issue.
6. **(Exercise):** At any time between receipt of a Vesting Notice and the Expiry Date (as defined in paragraph 5 above), the holder may apply to exercise Performance Rights by delivering a signed

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notice of exercise to the Company Secretary of FAU. The holder is not required to pay a fee to exercise the Performance Rights.

7. **(Issue of Shares):** Within 5 business days after the valid exercise of a vested Performance Right, FAU will:
 - (a) issue, allocate or cause to be transferred to the holder the number of FAU Shares to which the holder is entitled;
 - (b) issue a substitute certificate for any remaining unexercised Performance Rights held by the holder;
 - (c) if required, and subject to paragraph 8, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (d) do all such acts, matters and things to obtain the grant of quotation of the FAU Shares by ASX in accordance with the Listing Rules.
8. **(Restrictions on transfer of Shares):** If FAU is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the FAU Shares does not require disclosure to investors, FAU Shares issued on exercise of the Performance Rights may not be traded until 12 months after their issue unless FAU, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. FAU is authorised by the holder to apply a holding lock on the relevant FAU Shares during the period of such restriction from trading.
9. **(Ranking):** All FAU Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other FAU Shares.
10. **(Transferability of the Performance Rights):** The Performance Rights are not transferable.
11. **(Dividend rights):** A Performance Right does not entitle the holder to any dividends.
12. **(Voting rights):** A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of FAU, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
13. **(Quotation of the Performance Rights):** FAU will not apply for quotation of the Performance Rights on any securities exchange.
14. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of FAU, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules.
15. **(Entitlements and bonus issues):** Subject to the rights under paragraph 16, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
16. **(Bonus issues):** If FAU makes a bonus issue of FAU Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of FAU Shares which must be issued on the exercise of a vested Performance Right will be increased by the number of FAU Shares which the holder would have

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received if the holder had exercised the Performance Right before the record date for the bonus issue.

17. **(Change of control):** On the occurrence of a Change of Control Event, all unvested Performance Rights will immediately vest. For the purposes of this paragraph, **Change of Control Event** means:
- (a) **takeover bid:** the occurrence of the offeror under a takeover offer in respect of all FAU Shares announcing that it has achieved acceptances in respect of more than 50% of the FAU Shares and that takeover bid has become unconditional;
 - (b) **scheme of arrangement:** the announcement by FAU that FAU's shareholders (**Shareholders**) have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all FAU's securities are to be either cancelled or transferred to a third party, and the Court, by order, approves the proposed scheme of arrangement; or
 - (c) **control:** where a person becomes the legal or the beneficial owner of, or has a relevant interest (as defined in the Corporations Act) in, more than 50% of Shares,
- where the change of control is triggered by a person who does not control FAU at the time the Performance Rights are issued. For the avoidance of doubt, a Change of Control Event does not include any internal reorganisation of the structure, business and/or assets of FAU and its related entities.
18. **(Return of capital rights):** The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
19. **(Rights on winding up):** The Performance Rights have no right to participate in the surplus profits or assets of FAU upon a winding up of FAU.
20. **(Takeovers prohibition):** The issue of FAU Shares on exercise of the Performance Rights is subject to and conditional upon:
- (a) the issue of the relevant FAU Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (b) FAU not being required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any FAU Shares on exercise of the Performance Rights.
21. **(No other rights):** A Performance Right does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
22. **(Amendments required by ASX):** The terms of the Performance Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
23. **(Constitution):** Upon the issue of the Shares on exercise of the Performance Rights, the holder will be bound by FAU's Constitution.



FIRSTAU

First Au Limited | ABN 65 000 332 918

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **11.00am (AEST) on Monday, 28 July 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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