Pacgold Limited
(ACN 636 421 782)

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

This supplementary Notice of Annual General Meeting and Explanatory Statement relates to the Company's Annual General Meeting to be held at HWL Ebsworth Lawyers, Level 19, 480 Queen Street, Brisbane QLD 4000 on 18 November 2024 at 10:00am (AEST) (**Supplementary Notice**).

You should read this document in conjunction with the Company's Notice of Annual General Meeting and Explanatory Statement dated 18 October 2024 (**Original Notice**). Terms used in this Supplementary Notice have the same meaning given to those terms in the Original Notice.

Supplementary Notice of Annual General Meeting

The Company wishes, by this Supplementary Notice, to add additional Resolutions 12 and 13 to its Original Notice.

Resolution 12 – Confirmation of appointment of auditor

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

> *"That for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, BDO Audit Pty Ltd ACN 134 022 870, having been nominated by a shareholder and having given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this annual general meeting until it resigns or is removed from the office of auditor of the Company."*

Resolution 13 – Election of Director – Richard Hacker

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 14.5, Article 7.6(c) of the Constitution and for all other purposes, Mr Richard Hacker, a Director who was appointed as a Director by the Board of Directors in accordance with Article 7.6(a) of the Constitution on 29 October 2024, retires and, being eligible, is elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum."*

Voting Exclusion Statement: N/A

Supplementary Explanatory Statement

The Company wishes to add the following to the Explanatory Statement attached to its Original Notice with regards to Resolution 12 and Resolution 13 contained in this Supplementary Notice.

11. Resolution 12 – Confirmation of appointment of auditor

11.1 General

On 29 May 2024, in accordance with section 327C of the Corporations Act, the Company appointed BDO Audit Pty Ltd (BDO Audit) as auditor of the Company following ASIC's consent to the resignation of the previous auditor of the Company, BDO Audit (WA) Pty Ltd, in accordance with section 329(5) of the Corporations Act.

Following the above appointment, and in accordance with section 327C(2) of the Corporations Act, BDO Audit holds office as auditor of the Company until the Company's next annual general meeting, being the meeting the subject of the Original Notice

In accordance with section 327B(1)(b), the Company now seeks Shareholder approval for the ongoing appointment of BDO Audit as auditor of the Company and its controlled entities.

In accordance with section 328B of the Corporations Act, notice in writing nominating BDO Audit as auditor has been given to the Company by a Shareholder. A copy of this notice is attached to this Supplementary Explanatory Statement as Schedule 1.

BDO Audit has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act

Resolution 12 is an ordinary resolution.

If Resolution 12 is passed, the appointment of BDO Audit as the Company's auditor will take effect from the close of this annual general meeting.

11.2 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 12.

12. Resolution 13 – Election of Director – Richard Hacker

12.1 General

Article 7.6(a) of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Article 7.6(c) of the Constitution provides that a Director appointed under Article 7.6(a) must not hold office without re-election past the next annual general meeting of the Company following the Director's appointment.

Article 7.6(c) of the Constitution provides that a retiring Director holds office until the conclusion of the Meeting but is eligible for re-election.

Richard Hacker was appointed on 29 October 2024. Accordingly, Mr Hacker retires at this Meeting and, being eligible, seeks election pursuant to this Resolution 13.

Resolution 13 is an **ordinary resolution**.

If Resolution 13 is passed, Mr Hacker will be elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 13 is not passed, Mr Hacker will not be elected as a Director of the Company.

12.2 Richard Hacker

Richard Hacker is an experienced mining and corporate finance executive with over 25 years' experience in the mining and energy sectors. Mr Hacker holds a Bachelor of Commerce from Curtin University, is a former Chartered Accountant and is a Chartered Secretary (Institute of Governance).

Mr Hacker has been a key member of the Chalice Mining Limited (ASX: CHN) executive team over the last 17 years, as Chief Financial Officer and GM Commercial and Strategy. In addition, he has played key roles over many years as an executive or director in other leading exploration and development companies, including Liontown Resources (ASX: LTR) and DevEx Resources (ASX: DEV). Prior to this, Mr Hacker held finance and accounting positions at leading energy companies and accounting firms in Australia and the United Kingdom.

Mr Hacker is standing for election at Chalice Mining Limited's upcoming annual general meeting. Mr Hacker does not currently hold any other material directorships, other than as disclosed in this Notice.

The Company confirms that with Mr Hacker's consent, it took appropriate checks into Mr Hacker's background and experience and that these checks did not identify any information of concern.

If elected, Mr Hacker is considered by the Board (with Mr Hacker abstaining) to be an independent Director. Mr Hacker 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 judgment 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.

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

12.3 Directors' recommendation

The Directors (other than Mr Hacker who has a personal interest in the outcome of this Resolution) supports the election of Richard Hacker as his skills and significant experience in mining and corporate finance are important additions to the Board's existing skills and experience.

All other information in the Explanatory Statement in the Original Notice (and Proxy Form) remains unaltered and continues to apply.

Schedule 1 Nomination of BDO Audit Pty Ltd as auditor

29 May 2024

The Directors
Pacgold Limited (ACN 636 421 782)
Level 38, 71 Eagle Street
Brisbane QLD 4000

Dear Directors

The undersigned being a member of Pacgold Limited (**Company**) hereby nominates BDO Audit Pty Ltd for appointment as auditor of the Company at the forthcoming annual general meeting.

Yours faithfully

Cathy Moises
Tooradin Park Superannuation Ltd <Tooradin Park S/Fund A/c>.
Shareholder

PACGOLD
LIMITED

ABN 30 636 421 782

PGO

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

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

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEST) on Saturday, 16 November 2024.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

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

Lodge your Proxy Form:

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Online:

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

Your secure access information is

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

By Mail:

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

By Fax:

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

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

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

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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

I 9999999999 IND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Pacgold Limited hereby appoint

☐ **the Chair of the Meeting** **OR** ☐

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Pacgold Limited to be held at HWL Ebsworth Lawyers, Level 19, 480 Queen Street, Brisbane QLD 4000 on Monday, 18 November 2024 at 10:00am (AEST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 8, 9 and 10 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 8, 9 and 10 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1, 8, 9 and 10 by marking the appropriate box in step 2.

Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 - Adoption of Remuneration Report	☐	☐	☐
Resolution 2 - Re-Election of Director – Mr Michael Pitt	☐	☐	☐
Resolution 3 - Ratification of a previous issue of Tranche 1 Placement Shares	☐	☐	☐
Resolution 4 - Approval to issue Tranche 2 Placement Shares to unrelated parties	☐	☐	☐
Resolution 5 - Approval to issue Tranche 2 Placement Shares to Ms Cathy Moises	☐	☐	☐
Resolution 6 - Approval to issue Tranche 2 Placement Shares to Mr Matt Boyes	☐	☐	☐
Resolution 7 - Approval to issue Tranche 2 Placement Shares to Mr Michael Pitt	☐	☐	☐
Resolution 8 - Approval of Employee Securities Incentive Plan	☐	☐	☐
Resolution 9 - Approval for the issue of STI Performance Rights to Matt Boyes	☐	☐	☐
Resolution 10 - Approval for the issue of LTI Performance Rights to Matt Boyes	☐	☐	☐
Resolution 11 - Approval of 10% Placement Facility	☐	☐	☐
Supplementary Resolutions			
Resolution 12 - Confirmation of appointment of auditor	☐	☐	☐
Resolution 13 - Election of Director – Richard Hacker	☐	☐	☐

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

Step 3 Signature of Securityholder(s)

This section must be completed.

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

Update your communication details *(Optional)*

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

Mobile Number	Email Address