

# **ANTILLES GOLD LIMITED**

**ABN 48 008 031 034**

## **NOTICE OF GENERAL MEETING**

**The General Meeting of Shareholders  
will be held on Monday 22<sup>nd</sup> November 2021 at**

**10.30am (AEDT) at**

**55 Kirkham Road, Bowral, NSW 2576**

Due to the uncertainty regarding COVID-19, persons proposing to attend the Annual General Meeting in person are requested to contact the Company by email at [meganmcperson@antillesgold.net](mailto:meganmcperson@antillesgold.net), at least 5 business days prior to the Meeting, so that appropriate arrangements can be made.

*If you are unable to attend the meeting, please complete the form of proxy enclosed and return it in accordance with the instructions set out on that form.*

**ANTILLES GOLD LIMITED**  
**ABN 48 008 031 034**

**NOTICE OF GENERAL MEETING**

Notice is given that the General Meeting of the Shareholders of Antilles Gold Limited (the **Company** or **Antilles Gold**) will be held on Monday 22<sup>nd</sup> of November 2021 commencing at 10.30am (AEDT) at 55 Kirkham Road, Bowral NSW 2576.

The Explanatory Statement and proxy form which accompany and form part of this Notice, describe in more details the matters to be considered. Please consider this Notice, the Explanatory Statement, and the proxy form in their entirety.

**AGENDA**

**ORDINARY BUSINESS**

**Resolution 1: Ratification of Previous Issue of Shares (Tranche One Shares)**

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior allotment and issue of 51,612,903 Fully Paid Ordinary Shares on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting.”*

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of;

- a person who participated in the issue; or
- an associate of that person or those persons.

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

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

**Resolution 2: Approval of the Issue of Options (Tranche One Options)**

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 25,806,452 Options on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting.”*

## Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of;

- a person who participated in the issue; or
- an associate of that person or those persons.

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

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

## Resolution 3: Approval of the Issue of Options (Lead Manager Options)

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 4,000,000 Options on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting.”*

## Voting Exclusion Statement

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

- a person who participated in the issue; or
- an associate of that person or those persons.

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

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

#### **Resolution 4: Approval of the Issue of Shares and Options (Tranche Two Shares and Options)**

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to a maximum of 13,387,017 Fully Paid Ordinary Shares and 6,693,549 Options on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting.”*

#### **Voting Exclusion Statement**

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

- a person who participated in the issue; or
- an associate of that person or those persons.

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

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

#### **By Order of the Board**



**Megan McPherson**  
**Company Secretary**  
**20 October 2021**

## PROXY AND SHAREHOLDER INFORMATION

### Attendance and Voting

The Company has, for the purposes of determining voting entitlements at this General Meeting (**GM**), that all the Shares of the Company recorded in the Company's register at 7pm (AEDT) on 20th November 2021, shall be taken to be held by the persons registered as holding the Shares at that time. Only those persons will be entitled to vote at the GM and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the GM.

Shareholders may vote by attending the GM in person or by proxy (see below).

Ordinary resolutions require the support of more than 50% of those Shareholders voting in person, by proxy, by representative or by attorney. Special resolutions require the support of at least 75% of those Shareholders voting in person, by proxy, by representative or by attorney.

Every resolution put to the Shareholders at this GM will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Company's Constitution. On a show of hands, every Shareholder who is present in person or by proxy, representative or attorney, will have one vote. Upon a poll, every person who is present in person or by proxy, representative or attorney, will have one vote for each Share held by that person.

### Proxies

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

- each Shareholder has the 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.

Proxies can be lodged either;

**Online:** Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> Login & Click on 'Meetings' & use the Holder Number.

**BY MAIL:**

Automic  
GPO Box 5193  
Sydney NSW 2001

**BY EMAIL:** [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

**BY FACSIMILE:** +61 2 8583 3040

All enquiries to Automic:

PHONE:

1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)

Proxy Forms must be received by the Company not later 48 hours before the time specified for the commencement of the GM.

### Corporate Representatives

A corporate Shareholder or corporate proxy wishing to appoint a person to act as its representative at the meeting may do so by providing that person with the following information which the representative should bring to the meeting:

1. a letter executed in accordance with the Shareholder's or proxy's constitution and the Corporations Act authorizing that person as the corporate Shareholder's or proxy's representative at the meeting;  
or
2. a copy of the resolution appointing the person as the corporate Shareholder's or proxy's representative at the meeting, certified by the company secretary or a director of the corporate Shareholder or proxy.

**ANTILLES GOLD LIMITED**  
**ABN 48 008 031 034**

**EXPLANATORY STATEMENT TO SHAREHOLDERS**

These Explanatory Notes are provided to the Shareholders of the Company to explain the Resolutions to be put to Shareholders at the General Meeting to be held at 10.30 AM (AEDT) on Monday 22 November 2021.

The Board recommends that Shareholders read the accompanying Notice and these Explanatory Notes in full before making any decision in relation to the Resolutions.

**Background**

On 12 October 2021, the Company announced a capital raising comprising the issue of up to 65,000,000 fully paid New Shares at an offer price of \$0.0775 per share, with one free attaching New Option to each two New Shares issued, to raise up to \$5,037,500 before costs (**Placement**).

Due to the limitations of Company's current placement capacity under Listing Rules 7.1 and 7.1A, the proposed issue will be effected in the following manner:

- i) 51,612,903 New Shares were issued at \$0.0775 per share on 14 October 2021 under Listing Rules 7.1 and 7.1A to raise \$4,000,000 before costs of \$225,000 (**Tranche One Shares**).
  
- ii) 25,806,452 New Options attaching to the Tranche One Shares will be issued free to recipients of the Tranche One Shares on a one New Option for every two New Shares basis subject to Shareholder approval (**Tranche One Options**).
  
- iii) The joint Lead Managers for Tranche One Shares will be issued a total of 4,000,000 New Options as part of their fees subject to Shareholder approval (**Lead Manager Options**).
  
- iv) Up to a maximum of 13,387,017 New Shares will be issued at \$0.0775 per share together with 6,693,549 free attaching New Options on a one for two basis to raise up to \$1,037,500 subject to Shareholder (**Tranche Two Shares and Options**).

The New Options have an exercise price of \$0.13 and an expiry date of 30 April 2023.

The four Resolutions outlined below seek Shareholder ratification of securities issued and approval of the securities proposed to be issued in respect to the Placement.

**RESOLUTION 1 – Ratification of Previous Issue of Shares (Tranche One Shares)**

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of Shares under the Placement as announced to the ASX on 12 October 2021.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exemptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period. In addition, at its Annual General Meeting held on 30 July 2021, the Company obtained shareholder approval to issue additional equity securities up to 10% of the issued capital of the Company under Listing Rule 7.1A.

Listing Rule 7.4 sets out an exception to Listing Rules 7.1 and 7.1A. It provides that where a

company in general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and the additional 10% placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 1 is not passed, the Tranche One Shares will be included in calculating the Company's combined 25% placement limit under Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder Approval.

#### **Regulatory requirements- ASX Listing Rule 7.4**

Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.4:

- (a) The number of securities issued was 51,612,903 Fully Paid Ordinary Shares.
- (b) The Shares were issued on 14 October 2021.
- (c) The Shares were issued at \$0.0775 per share.
- (d) The Shares allotted and issued rank equally in all respects with all of the existing Shares on issue.
- (e) The Shares were issued to various sophisticated investors under the Placement announced to the ASX on 12 October 2021.
- (f) The Shares were issued to raise \$4,000,000 before costs of \$225,000 and will be used for:
  - Completion of current 10,000m drilling program of La Demajagua gold/silver deposit, Cuba
  - Progressing the Definitive Feasibility Study for the development of the proposed open pit gold mine at La Demajagua;
  - Compilation and review of extensive geological data for the Golden Hills and Florencia sulphide gold deposits, Cuba; and
  - costs of the offer.
- (g) An appropriate voting exclusion statement is included in the Notice of Meeting.

**Recommendation:** The Board recommends that Shareholders vote in favour of adopting Resolution 1.



## **RESOLUTION 2 – Approval of the Issue of Options (Tranche One Options)**

Resolution 2 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of one (1) free attaching New Option for every two (2) Tranche One Shares issued on 14 October 2021.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exemptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period without the approval of the holders of its ordinary securities.

The issue of the Tranche One Options is in excess of the Company's 15% placement capacity therefore the Company is seeking Shareholder approval of the issue.

By approving this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and the additional 10% placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 2 is not passed, the issue of Tranche One Options will be limited to the available placement capacity calculated under the Company's combined 25% placement limit under Listing Rules 7.1 and 7.1A,

### **Regulatory requirements- ASX Listing Rule 7.1**

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.1:

- (a) The number of securities proposed to be issued is 25,806,452 New Options.
- (b) The Options will be issued as soon as practicable, but in any event no later than 3 (three) months of the date of this General Meeting.
- (c) The Options will be issued for nil consideration on a 1 (one) for every 2 (two) New Share issued on 14 October 2021. The Options will be issued with an exercise price of \$0.13 each and an expiry date of 30 April 2023.
- (d) The Options will be issued on the terms set out in Appendix A to this Explanatory Statement.
- (e) The Options will be issued to various sophisticated investors under the Placement announced to the ASX on 12 October 2021.
- (f) The Options are free attaching to the Tranche One Shares. Funds raised via the exercise of the Options will be used for:
  - Completion of current 10,000m drilling program of La Demajagua gold/silver deposit, Cuba
  - Progressing the Definitive Feasibility Study for the development of the proposed open pit gold mine at La Demajagua;
  - Compilation and review of extensive geological data for the Golden Hills and Florencia sulphide gold deposits, Cuba; and
  - costs of the offer.
- (g) An appropriate voting exclusion statement is included in the Notice of Meeting.

**Recommendation:** The Board recommends that Shareholders vote in favour of adopting Resolution 2.

### **RESOLUTION 3 – Approval of the Issue of Options (Lead Manager Options)**

Resolution 3 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 4,000,000 New Options to the Lead Managers to the placement of Tranche One Shares as announced to ASX on 12 October 2021.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exemptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period without the approval of the holders of its ordinary securities.

The issue of the Lead Manager Options is in excess of the Company's 15% placement capacity therefore the Company is seeking Shareholder approval of the issue.

By approving this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and the additional 10% placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 3 is not passed, the issue of Lead Manager Options will be limited to the available placement capacity calculated under the Company's combined 25% placement limit under Listing Rules 7.1 and 7.1A,

#### **Regulatory requirements- ASX Listing Rule 7.1**

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.1:

- (a) The number of securities proposed to be issued is 4,000,000 New Options.
- (b) The Options will be issued as soon as practicable, but in any event no later than 3 (three) months of the date of this General Meeting.
- (c) The Options will be issued for nil consideration as part of the fees payable to the Joint Lead Managers of the Tranche One Share Placement. The Options will be issued with an exercise price of \$0.13 each and an expiry date of 30 April 2023.
- (d) The Options will be issued on the terms set out in Appendix A to this Explanatory Statement.
- (e) The Options will be issued to Joint Lead Managers JS-First Sdn Bhd and 180 Markets Pty Ltd as announced to the ASX on 12 October 2021.
- (f) An appropriate voting exclusion statement is included in the Notice of Meeting.

**Recommendation:** The Board recommends that Shareholders vote in favour of adopting Resolution 3.

## **RESOLUTION 4 – Approval of the Issue of Shares and Options (Tranche Two Shares and Options)**

Resolution 4 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to a maximum of 13,387,017 New Shares and 6,693,549 free attached New Options to raise up to \$1,037,500 as announced to ASX on 12 October 2021.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exemptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period without the approval of the holders of its ordinary securities.

The issue of Tranche Two Shares and Options is in excess of the Company's 15% placement capacity therefore the Company is seeking Shareholder approval of the issue.

By approving this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and the additional 10% placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 4 is not passed, the issue of Tranche Two Shares and Options will be limited to the available placement capacity calculated under the Company's combined 25% placement limit under Listing Rules 7.1 and 7.1A,

### **Regulatory requirements- ASX Listing Rule 7.1**

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.1:

- (a) The number of securities proposed to be issued is up to a maximum of 13,387,017 New Shares and 6,693,549 New Options.
- (b) The Shares and Options will be issued as soon as practicable, but in any event no later than 3 (three) months of the date of this General Meeting.
- (c) The Shares will be issues at a price of \$0.0775 per share.
- (d) The Shares will rank pari passu with all ordinary fully paid shares on issue.
- (e) The Options will be issued for nil consideration as free attaching to the Tranche Two Shares on a 1 (one) New Option for every 2 (two) New Shares basis.
- (f) The Options will be issued with an exercise price of \$0.13 each and an expiry date of 30 April 2023.
- (g) The Options will be issued on the terms set out in Appendix A to this Explanatory Statement.
- (h) The names of the allottee(s) is not yet known however the securities will only be issued to sophisticated or professional investors.
- (i) The Shares and Options will be issued to raise \$1,037,500 and will be used for:
  - Progressing the Definitive Feasibility Study for the development of the proposed open pit gold mine at La Demajagua, Cuba;
  - Compilation and review of extensive geological data for the Golden Hills and Florencia sulphide gold deposits, Cuba; and
  - costs of the offer.

(j) An appropriate voting exclusion statement is included in the Notice of Meeting.

**Recommendation:** The Board recommends that Shareholders vote in favour of adopting Resolution 4.

## APPENDIX A

### TERMS OF ISSUED OF LISTED OPTIONS

The Options entitle the holder to be issued Shares on the following terms and conditions:

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option before the Expiry Date.

(b) Quotation of Options

The Company will apply to the ASX for Official Quotation of the Options. Subject to the quotation requirements being met, the Options will be quoted.

(c) Exercise Price

The amount payable on exercise of each Option will be \$0.13 (Exercise Price):

(d) Expiry Date

The Options will expire at 5.00pm (AEST) on 30 April 2023 (Expiry Date):  
Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) Exercise Period

Options may be exercised at any time prior to the Expiry Date (Exercise Period).

(f) Notice of Exercise

The Options may be exercised by notice in writing to the Company (Exercise Notice) and payment of the Exercise Price, in Australian currency, for each Option being exercised. A minimum of 3,846 Options (having a total exercise price of \$500) must be exercised at any time. Where a Shareholder holds less than 3,846 Options then they must exercise their entire holding of Options.

(g) Exercise Date

Any Exercise Notice received by the Company will be deemed effective on and from the later of:

- (i) the date of receipt of the Exercise Notice and
- (ii) the date of Company's receipt of the Exercise Price, for each Option being exercised, in cleared funds (Exercise Date).

(h) Timing of Issue of Shares on Exercise

Within 15 Business Days after an Option is validly exercised or such other period specified by the Listing Rules, the Company will:

- (i) allot and issue that number of Shares pursuant to the exercise of the Options; and
- (ii) if admitted to the official list of the ASX at the time, apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the Options.

(i) Shares Issued on Exercise

Shares issued pursuant to the exercise of the Options will rank equally with the then issued Shares of the Company.

(j) Quotation of Shares on Exercise

If admitted to the official list of the ASX at the time, the Company will apply for Official Quotation of the Shares issued pursuant to the exercise of the Options.

(k) Participation in New Issues

There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital to Shareholders during the currency of the Options without exercising the Options.

(l) Reconstruction of Capital

If at any time the issued share capital of the Company is reconstructed, all rights of an Option holder will be varied to comply with the Corporations Act and the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

(m) New Options Transferable

The Options are transferable.

(n) Change in Exercise Price

An Option does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(o) Adjustments for Rights Issues

If the Company makes a pro rate issue of Shares to existing Shareholders, there will be no adjustment to the Exercise Price of an Option.

(p) Adjustment for Bonus Issue of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than in satisfaction of dividends or by way of dividend reinvestment):  
The number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and  
there will be no adjustment to the Exercise Price of an Option.

# Proxy Voting Form

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

**Holder Number:**

Your proxy voting instruction must be received by **10.30am (AEDT) on Saturday, 20<sup>th</sup> November 2021**, 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 VOTE ONLINE

**Vote online at <https://investor.automic.com.au/#/loginsah>**

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



## SUBMIT YOUR PROXY VOTE BY PAPER

**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 KMP.

### 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://automic.com.au>.



Contact us	<b>Return your completed form</b>		<b>All enquiries to Automic</b>	
	<b>BY MAIL</b> Automic GPO Box 5193 Sydney NSW 2001	<b>IN PERSON</b> Automic Level 5, 126 Phillip Street Sydney NSW 2000	<b>BY EMAIL</b> meetings@automicgroup.com. au <b>BY FACSIMILE</b> +61 2 8583 3040	<b>WEBCHAT</b> https://automic.com.au/ au <b>PHONE</b> 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)

STEP 1: Appoint Your Proxy	<b>Complete and return this form as instructed only if you do not vote online</b>
	<p>I/We being a Shareholder entitled to attend and vote at the General Meeting of ANTILLES GOLD LIMITED, to be held at <b>10.30am (AEDT) on Monday, 22<sup>nd</sup> November 2021 at 55 Kirkham Road, Bowral, NSW 2576</b> hereby:</p> <p><b>Appoint the Chairman of the Meeting (Chair)</b> OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p><b>The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.</b> Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.</p>

STEP 2: Your Voting Direction	<b>Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>																			
	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width: 5%;">1.</td> <td style="width: 70%;">Ratification of Previous Issue of Shares (Tranche One Shares)</td> <td style="width: 15%; text-align: center;"><input type="checkbox"/></td> <td style="width: 10%; text-align: center;"><input type="checkbox"/></td> <td style="width: 10%; text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>2.</td> <td>Approval of the Issue of Options (Tranche One Options)</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>3.</td> <td>Approval of the Issue of Options (Lead Manager Options)</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>4.</td> <td>Approval of the Issue of Shares and Options (Tranche Two Shares and Options)</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> <p><i>Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.</i></p>	1.	Ratification of Previous Issue of Shares (Tranche One Shares)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	2.	Approval of the Issue of Options (Tranche One Options)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3.	Approval of the Issue of Options (Lead Manager Options)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4.	Approval of the Issue of Shares and Options (Tranche Two Shares and Options)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
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STEP 3: Sign Here + Contact Details	<b>SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED</b>		
	Individual or Securityholder 1	Securityholder 2	
	Sole Director and Sole Company Secretary	Director	Director / Company Secretary
	Contact Name:		
	Email Address:		
	Contact Daytime Telephone	Date (DD/MM/YY)	
	<b>By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).</b>		

