

Far East Gold Ltd (ACN 639 887 219)

SHARE PURCHASE PLAN

Offer Terms and Conditions

Offer closes 7 December 2022 at 5:00pm AEDT

THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY

HIGHLIGHTS

Offer to existing eligible shareholders of Far East Gold Ltd ACN 639 887 219 (**Far East Gold** or **Company**) to participate in a Share Purchase Plan (the **SPP**).

The Company is targeting a raise under the SPP of \$1.5 million. However, in the event of excess demand, the Company reserves the right to accept applications for more than \$1.5 million subject to compliance with the ASX Listing Rules and *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.

Eligible Shareholders can, at their election, take up the offer of New Shares in the increments outlined below, pursuant to the SPP at a subscription price of \$0.50 per share. This represents a 18.83% discount to the 5-day VWAP before the SPP announcement date (21 November 2022).

Offer Option	Amount	Number of Shares
Option A	\$5,000	10,000
Option B	\$10,000	20,000
Option C	\$15,000	30,000
Option D	\$20,000	40,000
Option E	\$30,000	60,000

The Company reserves the right to accept Applications outside of these parcels at its absolute discretion.

The SPP is not underwritten.

The Company plans to use the funds raised from the SPP for:

- Progressing exploration activities at the Woyla project
- The cost of this Offer.

The information in this document is not a recommendation to accept the offer of New Shares under the SPP and does not constitute financial advice. Any person who intends to subscribe for New Shares must conduct their own investigations, assessment and analysis of the Company and its operations and prospects and must base their investment decision solely on those investigations and that assessment analysis.

If you are in doubt about the contents of this document (this SPP Offer Document) or the action you should take, you should consult your financial or other professional advisor without delay who specialises in advising on the acquisition of Shares and other securities before taking any action.

IMPORTANT NOTICE

This SPP Offer Document is dated 23 November 2022.

The SPP Offer made pursuant to this SPP Offer Document is for acquiring the continuously quoted securities (as defined in the *Corporations Act 2001* (Cth) (the **Corporations Act**)) of the Company.

This SPP Offer Document is not a disclosure document for the purposes of Chapter 6D of the Corporations Act. The Company is offering the securities under this SPP Offer Document without disclosure to investors under Chapter 6D of the Corporations Act pursuant to *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*. Accordingly, the level of disclosure contained in this SPP Offer Document is significantly less than that required under a prospectus and the Eligible Shareholders should consider all relevant facts and circumstances, including their knowledge of the Company and disclosures made to the ASX, and should consult their professional advisors before deciding whether to accept the SPP Offer.

Securities will only be issued on the basis of this SPP Offer Document in accordance with the terms set out in this SPP Offer Document.

As of the date of this SPP Offer Document, the Company has complied with:

- the provisions of Chapter 2M of the Corporations Act, as they apply to the Company; and
- sections 674 and 674A of the Corporations Act.

By returning an Application Form or otherwise paying for your New Shares in accordance with the instructions on the Application Form, you acknowledge that you have read this SPP Offer Document, and you have acted in accordance with and agree to the terms of the SPP detailed in this SPP Offer Document.

Foreign Shareholders

This document does not constitute an offer of New Shares in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

The Company has decided that it is unreasonable to make offers under the SPP to Shareholders with registered addresses outside of Australia and New Zealand, having regard to the number of Shareholders in those places, the number and value of the New Shares they would be offered and the cost of complying with the legal and regulatory requirements in those places.

Accordingly, the SPP Offer is not being extended to and does not qualify for distribution or sale by, and no New Shares will be issued to Shareholders having registered addresses outside Australia and New Zealand.

The Company has not made any investigation as to the regulatory requirements that may prevail in the countries outside of Australia and New Zealand in which the Company's Shareholders may reside. It is the responsibility of Foreign Shareholders to ensure compliance with all laws of any country relevant to their Application. The SPP Offer may only be accepted by Eligible Shareholders and does not constitute an offer in any place in which or to any person to whom, it would be unlawful to make such an offer.

The distribution of this SPP Offer Document in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this SPP Offer Document should observe those restrictions. Any failure to comply with restrictions might constitute a violation of applicable securities laws.

New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021*.

This SPP Offer Document has been prepared in compliance with Australian law and has not been registered, filed with, or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013*. This SPP Offer Document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

United States

This SPP Offer Document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this SPP Offer Document have not been, and will not be, registered under the *US Securities Act of 1933* (*US Securities Act*) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration requirements under the *US Securities Act* and applicable US state securities laws.

Forward-looking statements

Some of the information contained in this SPP Offer Document constitutes forward-looking statements that are subject to various risks and uncertainties. Forward-looking statements include those containing such words as 'anticipate', 'estimate', 'should', 'will', 'expects', 'plans' or similar expressions. These statements discuss future objectives or expectations concerning results of operations or financial conditions or provide other forward-looking information. The Company's actual results, performance or achievements could be significantly different from the results or objectives expressed in, or implied by, those forward-looking statements. This SPP Offer Document details some important factors that could cause the Company's actual results to differ from the forward-looking statements made in this SPP Offer Document.

These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in the Investor Presentation.

Privacy Act

If you complete an Application Form, you will be providing personal information to the Company (directly or by the Company's Share Registry or the Lead Manager). The Company collects, holds and uses that information to assess your Application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out any associated administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service

providers, mail houses and the Company's Share Registry.

You can access, correct, and update the personal information that the Company holds about you. Please contact the Company or its Share Registry if you wish to do so at the relevant contact numbers set out in this SPP Offer Document.

The collection, maintenance and disclosure of certain personal information is governed by legislation, including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the Application Form, the Company may not be able to accept or process your Application.

The Lead Manager's Privacy Policy is available via the following link.

Reach Corporate Pty Ltd ACN 638 960 540 - <https://reachmarkets.com.au/privacy-reach/>

No representation

No person is authorised to give any information or to make any representation in connection with the SPP Offer, which is not contained in this SPP Offer Document. Any information or representation in connection with the SPP Offer not contained in this SPP Offer Document may not be relied on as having been authorised by the Company or its officers. This SPP Offer Document does not provide investment advice or advice on the taxation consequences of accepting the SPP Offer. The SPP Offer and the information in this SPP Offer Document do not take into account your investment objectives, financial situation and particular needs (including financial and tax issues) as an investor.

Taxation consequences for Applicants

There will be tax implications associated with participating in the SPP Offer and receiving New Shares. The Company recommends that you consult your professional tax adviser in connection with the SPP Offer.

Past performance

The past Share price or performance of the Company provides no guarantee or guidance as to future Share price performance. Please read this document carefully before you make a decision to invest. An investment in the Company has a number of specific risks which you should consider before making a decision to invest.

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Letter from the Chairman

23 November 2022

Dear shareholder,

On behalf of the board of Far East Gold Ltd (ASX: FEG) (**FEG** or the **Company**), we are pleased to offer you the opportunity to purchase up to \$30,000 in additional shares in Far East Gold under this share purchase plan (**SPP**).

As announced on 21 November 2022, the Company, as part of its current overall capital raising plan, has received approximately \$2.1 million via an Institutional Placement at a share price of \$0.50.

The funds raised from the Institutional Placement and SPP will be used for:

- Progressing exploration activities at the Woyla Project
- The cost of the Offer

The Company is seeking to raise \$1.5 million under the SPP, however the Company reserves the right to raise more or less than this amount in its absolute discretion. The Board also reserves the right to close the Offer early or extend the Offer at its absolute discretion.

The SPP gives Eligible Shareholders the opportunity to purchase additional fully paid ordinary shares in Far East Gold at \$0.50 per share, which represents a discount of 13.79% to the closing price on 16 November 2022, and a discount of 18.83% to the 5-day VWAP before the Offer was announced (21 November 2022). There are no transaction costs or brokerage costs to participating shareholders.

Included with this letter is the following material which aims to address any questions you may have about the SPP:

- an investment overview, which includes details on pricing, the timetable, intended use of funds and key risks of an investment in the Company;
- SPP terms; and
- an application form.

The SPP will close on Wednesday, 7th December 2022 at 5.00pm (AEDT). Acceptances and payment must be received by our registry, Automic, by the closing date. FEG reserves its right to close the SPP early.

Share purchase plan

The Company will offer Eligible Shareholders who were registered shareholders as at 5:00pm (AEDT) on 18 November 2022 (Record Date) the opportunity to apply for up to A\$30,000 of new fully paid ordinary shares (New Shares) in the Company under the SPP.

Full details of the SPP will be set out in this SPP Offer Booklet which has been released to the ASX and will be dispatched to eligible shareholders on the 23rd of November 2022.

Participate in the share purchase plan

Shareholders can request an electronic copy of their personalised share purchase plan application form be emailed to them as soon as available from the below link:

<https://fareastgold.investorportal.com.au/spp-opportunity/>

The Company has appointed Reach Corporate as Lead Manager to the share purchase plan. If you have any questions, please contact them on advisers@reachmarkets.com.au or by calling 1300 805 795.

The Company reserves the right to work with the Lead Manager to place any shortfall of New Shares not subscribed for under the SPP by eligible shareholders to new investors via a follow-on placement, up to the Company's placement capacity.

Join a shareholder briefing

In the coming days I'll be hosting a live shareholder briefing, where I will provide a company update and discuss the share purchase plan, use of funds and how to participate.

Register here: <https://fareastgold.investorportal.com.au/shareholder-briefing/>

The board encourages you to consider this opportunity and thanks you for your continued support.

Yours faithfully,

A handwritten signature in black ink, appearing to be 'Paul Walker', with a stylized, flowing script.

Paul Walker
Chairman
Far East Gold Ltd

Share Purchase Plan - Terms and Conditions

This document sets out the Terms and Conditions of Far East Gold's Share Purchase Plan and is binding on any Eligible Shareholder completing and lodging an Application Form.

1 DEFINITIONS

Application	means a correctly tended Application Amount via the BPAY or EFT details provided on your completed Application Form.
Application Amount	means the total amount payable by an Eligible Shareholder who applies for New Shares under the SPP.
Application Form	means the application form that accompanies this Share Purchase Plan.
ASIC	means the Australian Securities and Investments Commission.
ASX	means the ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange.
Board	means the board of Directors of Far East Gold Limited.
Closing Date	means 5:00 pm (AEDT) on 7 December 2022 or such other date determined by the Board.
Company or Far East Gold	means Far East Gold Limited ACN 639 887 219.
Constitution	means the constitution of the Company.
Custodian	has the meaning given in section 9.3 of these Terms and Conditions.
Custodian Certificate	has the meaning given in section 9.1 of these Terms and Conditions.
Directors	means the directors of the Company.
Eligible Shareholder	means a registered Shareholder with an address in Australia or New Zealand as at the Record Date.
Listing Rules	means the Listing Rules of the ASX.
Lead Manager	means Reach Corporate Pty Ltd ACN 638 960 540 (Reach)
New Shares	means the new Shares offered under the SPP.
Offer	means the offer of New Shares under the SPP priced at \$0.50 per New Share.
Opening Date and Time	means 3:00 pm (AEDT) on 23 November 2022.
Record Date	means 7:00 pm (AEDT) on 18 November 2022.
Share	means a fully paid ordinary share in the capital of the Company.
Share Registry or Automic	means Automic Group Pty Ltd ACN 152 260 814.

SPP, Plan or Share Purchase Plan

means the Share Purchase Plan offered by the Company to Eligible Shareholders on these Terms and Conditions.

Terms and Conditions

means the terms and conditions of the SPP, which are contained in this SPP Offer Booklet, including these definitions and the Application Form.

2 OVERVIEW

- 2.1 The SPP offers Eligible Shareholders of Far East Gold the opportunity to subscribe for new fully paid ordinary shares in the Company up to a maximum value of \$30,000 per Eligible Shareholder (subject to any discretionary scale backs and any restrictions imposed by law).
- 2.2 New Shares under the SPP will be issued at a price of \$0.50 each.
- 2.3 The SPP is targeting to raise \$1.5 million. If the Company receives Applications for an amount of more than \$1.5 million, then the Company may elect to either increase the amount to be raised under the SPP up to the maximum amount permitted or, if this is exceeded, scale back Applications.
- 2.4 In the event of a scale back, this will be completed on a pro rata basis, and you may be allocated less than the number of New Shares that you applied for, with funds being refunded by the Share Registry.
- 2.5 The SPP allows Eligible Shareholders to increase their investment in the Company by buying discounted New Shares at a fixed price without the need to pay brokerage and commission costs.
- 2.6 Participation in the SPP is optional and is subject to these Terms and Conditions.
- 2.7 Offers made under the SPP are non-renounceable (i.e., Eligible Shareholders cannot transfer their rights to subscribe for any New Shares offered under the SPP).

3 KEY DATES

Event	Date*
Record Date	18 November 2022, 7pm AEDT
Announcement Date of SPP	21 November 2022
Opening Date and time of SPP	23 November 2022, 3pm AEDT
Dispatch of hardcopy SPP Offer document	24 November 2022
Closing Date of SPP	7 December 2022, 5pm AEDT
Allotment and Issue of New Shares under the SPP	15 December 2022

* This timetable is indicative only.

4 SHAREHOLDERS ELIGIBILITY

- 4.1 Those Shareholders of the Company that will be eligible to apply for New Shares under the SPP must:
- (a) be recorded as a Shareholder in the Company's register of Shareholders at 7:00 pm (AEDT) on the Record Date; and
 - (b) have an address in Australia or New Zealand as set out in the Company's register of Shareholders on the Record Date.
- 4.2 The SPP Offer does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an Offer.
- 4.3 If you are the only registered holder of a holding of the Company shares, but you receive more than one offer under the SPP (for example due to your holding multiple registered holdings), you may only apply in aggregate for a maximum of \$30,000 worth of New Shares.
- 4.4 If you are registered with one or more persons as the joint Shareholders of a holding of the Company Shares, that joint holding is considered to be a single registered holding for the purpose of this SPP and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP due to multiple identical holdings, the joint holders may only apply in aggregate for a maximum of \$30,000 worth of New Shares.
- 4.5 Custodians should refer to section 9 of these Terms and Conditions regarding Custodian participation. If you do not hold Shares in the Company as a Custodian, these provisions do not apply.
- 4.6 If you hold the Company Shares as a trustee or nominee for another person but you are not a Custodian, you cannot participate for beneficiaries in the manner described in section 9 of the Terms and Conditions. In this case, the rules for multiple single holdings (see section 4.4 above) apply.

5 TERM OF THE OFFER

- 5.1 The Offer will be open for a period commencing on and from 3pm (AEDT) on 23 November 2022 (the **Opening Date**) until and including (subject to the discretion of the Board) 7 December 2022 (the **Closing Date**).
- 5.2 The Board reserves the right to close the Offer at any time prior to the Closing Date and/or extend the Closing Date without further notification.
- 5.3 In response to the Offer, Eligible Shareholders wishing to apply for New Shares under the SPP may, subject to section 9, apply for a maximum of \$30,000 worth of New Shares under the SPP. These limitations apply even if you receive more than one Application Form, or subject to section 9.1 if you hold Shares in more than one capacity. It is your responsibility to ensure that the number of shares issued to you does not exceed \$30,000 in aggregate.
- 5.4 All Offers for New Shares under the SPP are non-renounceable and therefore the right to participate in the SPP cannot be transferred.

6 APPLICATIONS FOR NEW SHARES

- 6.1 Eligible Shareholders wishing to apply for New Shares under the SPP must:
- (a) if paying by electronic fund transfer pay the Application Amount in the manner specified on the Application Form so as cleared funds are received by the Registry no later than **5:00 PM (AEDT) on 7 December 2022**.

- (b) If you elect to use the BPAY® option (subject to section 6.2), pay the Application Amount electronically using BPAY with payment to reach the Company's Share Registry **by no later than 5:00 PM (AEDT) on 7 December 2022.**

Shareholders can request an electronic copy of their personalised share purchase plan application form be emailed to them from the below link:

<https://fareastgold.investorportal.com.au/spp-opportunity/>

There is no requirement to return the Application Form when paying via EFT or BPAY. Payment will be taken as your acceptance of the Offer.

- 6.2 Please note that only Eligible Shareholders having an account with an Australian financial institution who participates in the BPAY scheme have the ability to elect to use the BPAY option.
- 6.3 All Application Amounts will be deposited into a Trust account with the Share Registry and any Application Amount received in respect of any Applications rejected by the Board under sections 6.4 or 6.5 shall be refunded by the Company without interest.
- 6.4 The Board reserves the right to reject any Application for New Shares (in whole or in part) including (without limitation) if:
- (a) the applicant is not an Eligible Shareholder;
 - (b) the issue of those New Shares would contravene any law or the Listing Rules;
 - (c) the exact payment for the New Shares applied for is not received;
 - (d) to accept the Application in full would have the effect of exceeding the maximum offer of New Shares under the SPP;
 - (e) it is not reasonably satisfied that the issue of those New Shares will not result in any person receiving ordinary shares in the Company for a total subscription amount (including the Application Amount tendered in response to the SPP Offer) of more than \$30,000 as a result of:
 - (i) New Shares issued to the person or to a Custodian on that person's behalf (as a result of an instruction given by that person to the Custodian to apply for New Shares on their behalf) under the SPP; and
 - (ii) any other Shares in the Company issued to the person or to a Custodian on that person's behalf (as a result of an instruction given by that person to the Custodian to apply for Shares in the Company on their behalf) under an arrangement similar to the SPP operated by the Company in the 12 months prior to the issue of New Shares, except to the extent that the person is issued with Shares or interests as a Custodian under a custodian offer;
 - (f) the applicant is a Custodian and has failed to provide the Company with a Custodian Certificate; or
 - (g) the applicant has not otherwise complied with the Terms and Conditions.
- 6.5 The Board reserves the right to (at its sole discretion) allocate fewer or no New Shares than an Eligible Shareholder applies for under the SPP including without limitation, in the event that the SPP is oversubscribed (**Scale Back**). If there is a Scale Back, you may receive less than the parcel of New Shares for which you applied. If a Scale Back produces a fractional number of shares when applied to your parcel, then the number of New Shares that you will be issued will be rounded down to the nearest whole number of New Shares. In the event of a Scale Back, the difference between the Application Amount received by the Company, and the number of New Shares that will be issued to you multiplied by the price per share under this SPP, will be refunded to you.

- 6.6 When determining the amount (if any) by which to scale back an Application, the Company may take into account a number of factors, including the size of an applicant's shareholding, the extent to which Eligible Shareholders have sold or bought additional Shares after the Record Date, and the date an Application was made. Eligible Shareholders are therefore encouraged to submit their Applications early.
- 6.7 If there is a consolidation or re-organisation of the issued share capital of the Company prior to the Closing Date, the maximum number of New Shares to be issued pursuant to and in accordance with the SPP shall be consolidated or re-organised (as the case may be) in the same ratio as the issued capital of the Company.
- 6.8 Far East Gold reserves the right to reject any Application for New Shares under the SPP if it believes that it does not comply with these Terms and Conditions.

7 ISSUE OF SHARES

- 7.1 The Directors of the Company reserve the right to issue to Eligible Shareholders such number of New Shares under the SPP as is permitted under the Listing Rules without Shareholder approval. In the event that the SPP is oversubscribed, the Board reserves the right to do any one or more of the following at its sole discretion:
- (a) accept those excess Applications; or
 - (b) allocate fewer or no New Shares than an Eligible Shareholder applies for under the SPP.
- 7.2 The Company intends to issue the New Shares under the SPP on or about 15 December 2022 (the **Issue Date**). The Company reserves the right to vary the Issue Date without further notice in the event that the Closing Date is varied.
- 7.3 In respect of an Application Amount received from an Eligible Shareholder, prior to the Issue Date the Company will determine the maximum number of New Shares rounded down to the nearest whole number which may be issued to that Eligible Shareholder.
- 7.4 The allocation of New Shares will be determined by the Board at its sole discretion.
- 7.5 The Directors reserve the right to accept oversubscriptions as they deem appropriate but not so as to exceed the threshold of \$30,000 per Shareholder under the *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*, and not exceeding the threshold of 30% of the Shares on issue imposed under Listing Rule 7.2 Exception 5.
- 7.6 The Company will apply to ASX for quotation of the New Shares issued under the SPP within the period prescribed in the Listing Rules.

8 NEW SHARE ISSUE PRICE

- 8.1 New Shares will be issued at \$0.50, each which represents a discount of:
- (a) 13.79% to the closing price of Far East Gold's Shares on 16 November 2022, which was the last trading day prior to the date of the announcement of the SPP on 21 November 2022; and
 - (b) 18.83% to the volume weighted average price of Far East Gold shares over the five trading days prior to the date of the announcement of the SPP on 21 November 2022.

The price at which New Shares will be issued under the SPP is also the same price per New Share than that which investors have paid for their Shares under the Institutional Placement.

- 8.2 You should note that the Far East Gold share price may rise or fall between the date of this Offer and the date when New Shares are allotted and issued to you under the SPP. This means that the price you pay per New Share under this Offer may be either higher or lower than Far East Gold's Share price quoted on ASX at the time of the Offer or at the time the New Shares are issued and allotted to you under the SPP.
- 8.3 The Board recommends that you obtain your own financial advice in relation to the Offer under the SPP and consider the price movements of Shares in the Company prior to making an Application under this SPP.
- 8.4 No brokerage, commissions, stamp duty or other transaction costs will be payable by Eligible Shareholders in respect of an Application for, or an issue of, New Shares under the SPP.

9 ADDITIONAL INFORMATION TO BE PROVIDED BY CUSTODIANS

- 9.1 If you are an Eligible Shareholder and hold Shares as a Custodian, then you may apply for up to the maximum of New Shares for each beneficiary for whom you act as Custodian provided you annexe to your Application Form a certificate to the Company (**Custodian Certificate**) with the following information:
- (a) that you held Shares on behalf of one or more other persons who are Eligible Shareholders (each a **Participating Beneficiary**) at the Record Date, and who have subsequently instructed you to apply for Shares under the SPP on their behalf;
 - (b) the number of Participating Beneficiaries and their names and addresses;
 - (c) the number of Shares that you hold on behalf of each Participating Beneficiary;
 - (d) the dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through another custodian, to apply for on their behalf;
 - (e) that the Application Amount for New Shares applied under the Offer for each Participating Beneficiary for whom you act, plus the application price for any other Shares issued to you as custodian for that Participating Beneficiary under any arrangement similar to the SPP in the prior 12 months does not exceed \$30,000;
 - (f) that a copy of this SPP Offer Document was given to each Participating Beneficiary; and
 - (g) where you hold Shares on behalf of a Participating Beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian.
- 9.2 Custodians should request a Custodian Certificate when making an Application on behalf of Participating Beneficiaries. To request a Custodian Certificate, you should contact corporate.actions@automic.com.au and if you would like further information on how to apply, please contact Reach on settlement@reachmarkets.com.au or 1300 80 57 95.
- 9.3 **Definition of Custodian**

For the purposes of *ASIC Corporations (Share and Interest Purchase Plan) Instrument 2019/547* you are a 'Custodian' if you are a registered holder that:

- (a) holds an Australian financial services licence that allows you to perform custodian or depositary services or operate IDPS accounts;
- (b) is exempt from holding an Australian financial services licence by virtue of:
 - (i) paragraph 7.6.01(1)(k) of the *Corporations Regulations 2001* (Cth) (the **Regulations**);
 - (ii) paragraph 7.6.01(1)(na) of the Regulations;

- (iii) section 1100ZC(7) of the Corporations Act;
- (iv) Schedule 2 to the *ASIC Corporations (Repeal and Transitional) Instrument 2016/396*;
- (v) an individual instrument of relief granted by ASIC to you in terms similar to one of the class orders referred to in subparagraph (iv) or any of the ASIC Class Orders repealed by that legislative instrument; or
- (vi) paragraph 911A(2)(h) of the Corporations Act; or
- (c) is a trustee of a self-managed superannuation fund or a superannuation master trust;
- (d) holds an Australian financial services licence covering the operation of an IDPS or is a responsible entity of IDPS-like schemes; or
- (e) is a registered holder of Shares or interests in the class and is noted on the register of members of the Company as holding the shares or interests on account of another person.

10 TRUSTEES AND NOMINEES

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, then you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (section 4.4) apply.

11 FOREIGN OFFER RESTRICTIONS

The SPP may not be released or distributed in any country other than Australia or New Zealand. The SPP does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country, other than Australia or New Zealand. In particular, any securities described in this document have not been, and will not be, registered under the *US Securities Act of 1933* (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the *US Securities Act of 1933* and applicable US state securities laws.

12 ACKNOWLEDGEMENTS

By making payment or returning an Application Form or Custodian Certificate you certify, acknowledge, warrant, and represent as true, correct and not misleading to Far East Gold that:

- (a) you have read and accepted these Terms and Conditions in full;
- (b) you declare that all details and statements in your Application are true and complete and not misleading;
- (c) your Application will be irrevocable and unconditional (i.e. it cannot be withdrawn);
- (d) as at the Record Date, you were recorded on Far East Gold's share register as being a registered holder of Shares and having an address in Australia or New Zealand;
- (e) you and each person for whose account or benefit you are acting is not in the United States and is not a U.S. Person, or acting for the account or benefit of a U.S. Person;
- (f) you acknowledge that the New Shares have not and will not be, registered under the *U.S. Securities Act of 1933* or the securities laws of any state or other jurisdiction of the United States, and the New Shares may not be offered, sold, or otherwise transferred unless an exemption from the registration requirements of the *U.S. Securities Act of 1933* is available;

- (g) you represent that you have not, and you agree that you will not, send any materials relating to the SPP to any person in the United States or to any person who is, or is acting for the account or benefit of, a U.S. Person;
- (h) you are not applying for New Shares with an aggregate Application Amount, when aggregated with the application value of any Shares issued to you or a Custodian on your behalf under the SPP or similar arrangement in the previous 12 months of more than \$30,000 under the SPP (including by instructing a Custodian to acquire New Shares on your behalf under the SPP), and you are complying with the limitations detailed in these Terms and Conditions;
- (i) the total of the Application Amount for the following does not exceed \$30,000:
 - (i) the Shares the subject of the Application;
 - (ii) any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the Application;
 - (iii) any other Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
 - (iv) any other Shares issued to a Custodian in the 12 months before the Application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the SPP;
- (j) if you are a Custodian and are applying on behalf of a Beneficiary on whose behalf you hold Shares:
 - (i) you are a Custodian (as that term is defined in *ASIC Corporations (Share and Interest Purchase Plan) Instrument 2019/547*);
 - (ii) either or both of the following apply (as applicable):
 - (A) that on the Record Date you held Shares on behalf of one or more other persons (each a Beneficiary) that are not Custodians;
 - (B) that on the Record Date another Custodian (**Downstream Custodian**) held beneficial interests in Far East Gold Shares on behalf of one or more other persons (each a Beneficiary), and you hold the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian;
 - (iii) each Beneficiary has subsequently instructed either you or the Downstream Custodian (as applicable) to apply for New Shares on their behalf under the SPP;
 - (iv) details of the number of Beneficiaries instructing you to participate, the name and address of each Beneficiary and in respect of each such Beneficiary:
 - (A) the number of Shares that you hold on to behalf of that Beneficiary; and
 - (B) the dollar amount of New Shares that the Beneficiary, or its agent, has instructed you to accept on behalf of the Beneficiary;

as set out in the Application Form or the Custodian Certificate and Schedule, is true and correct;

- (v) there are no Beneficiaries in respect of whom the total of the Application Amount for (a) the New Shares applied for by you under the SPP on their behalf; and (b) any Far East Gold Shares issued to you in the previous 12 months as a result of an instruction given by the Beneficiary to you or a Downstream Custodian to apply for Far East Gold Shares on their behalf under an arrangement similar to the SPP, exceeds \$30,000; and
- (vi) a copy of these Terms and Conditions was given to each Beneficiary;
- (k) you may be offered New Shares pursuant to the SPP in accordance with all applicable laws, and any acceptance by you on your own behalf or in respect of any person for which you are acting complies with all applicable laws;
- (l) you accept the risk associated with any refund that may be dispatched to you by direct credit or cheque to your address shown on Far East Gold's share register;
- (m) you agree to be bound by the provisions of the Constitution of Far East Gold (as amended and as it may be amended from time to time in the future);
- (n) you authorise Far East Gold and its affiliates, officers, and representatives to do anything on your behalf necessary for New Shares to be issued to you in accordance with these Terms and Conditions;
- (o) you authorise Far East Gold (and its officers and agents) to correct minor or easily rectified errors in, or omissions from, your Application and to complete the Application by the insertion of any missing minor detail; and
- (p) Far East Gold may at any time irrevocably determine that your Application is valid in accordance with these Terms and Conditions, even if the Application is incomplete, contains errors or is otherwise defective.

13 GENERAL

13.1 Modification and Termination of the SPP

- (a) The Company may modify or terminate the SPP or waive strict compliance with any of the Terms and Conditions at any time and any modification, waiver or termination is binding on you even where the Company does not notify you of that event.
- (b) In the event the SPP is terminated before the issue of New Shares, all Application Amounts will be returned to you without interest, by direct credit to your nominated account as recorded on the Company's share register or cheque to your address as shown on the Company's share register as soon as practicable.
- (c) Without limiting the above, the Company may issue to any person fewer New Shares than the person applied for under the SPP if the issue of the New Shares applied for would contravene any applicable law or the Listing Rules of ASX or *ASIC Corporations (Share and Interest Purchase Plan) Instrument 2019/547*.

13.2 ASIC Corporations (Share and Interest Purchase Plan) Instrument 2019/547 compliance

The SPP Offer of New Shares is made in accordance with *ASIC Corporations (Share and Interest Purchase Plan) Instrument 2019/547*, which grants relief from the requirement to prepare a prospectus (or other disclosure document) for the SPP Offer of New Shares.

13.3 Lead Manager Engagement

Reach Corporate Pty Ltd ACN 638 960 540 have been engaged by the Company to manage the distribution of this Offer and will receive up to 6% in fees based on the total amount raised. Reach's Financial Services Guide (FSG) can be found on their website via <https://reachmarkets.com.au/financial-services-guide>.

13.4 **Dispute Resolution**

- (a) The Company may in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant, an Application or New Shares. The decision of the Company in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.
- (b) The Company reserves the right to waive strict compliance with any provision of these Terms and Conditions. The powers of the Company under these conditions may be exercised by the Directors or any delegate of the Directors.

13.5 **Governing Law**

The Terms and Conditions and the Offer under the SPP are governed by the laws of Queensland, Australia.

13.6 **Important Information**

Before you apply for New Shares under the SPP, you should consider obtaining professional financial and/or taxation advice to assist you in determining whether or not, and the extent to which, you wish to participate in the SPP (taking into account your own financial situation, needs and objectives).

The Company and its officers make no recommendation about whether or not you should apply for New Shares under the SPP and nothing in these Terms and Conditions (including the Application Form) or any other accompanying documentation constitutes investment or financial product advice or is intended to influence your decision whether or not to participate in the SPP.

13.7 **Questions and Contact Details**

If you have any questions regarding the SPP or how to deal with this Offer, please contact your stockbroker or professional adviser, or Reach Corporate Pty Ltd on advisers@reachmarkets.com.au or 1300 80 57 95.