

## ASX Announcement

11 May 2023

ASX: FXG

**Felix Gold Limited**  
35 645 790 281

Level 1, 371 Queen St,  
Brisbane, Queensland 4000

**T** +61 (0) 7 3054 7108  
**E** [contact@felixgold.com.au](mailto:contact@felixgold.com.au)

[www.felixgold.com](http://www.felixgold.com)

## NOTICE OF MEETING

Felix Gold Limited (ASX: FXG) (**Felix** or the **Company**) is pleased to attach a copy of the following documents in relation to a General Meeting of Shareholders to be held on 13 June 2023 at 10.00am (Brisbane Time) (General Meeting).

1. Letter to Shareholders regarding arrangements for the General Meeting as despatched to Shareholders;
2. Notice of General Meeting; and
3. Proxy Form.

This announcement has been authorised for release by the Company Secretary.

For further information, please contact:  
Craig McPherson, Company Secretary  
+61 416 010 684 or [cosec@felixgold.com.au](mailto:cosec@felixgold.com.au)

## About Felix

Felix Gold Limited (ASX: FXG) is an ASX-listed gold discovery business operating in the highly endowed Tintina Gold Province of Alaska in the United States.

Our flagship asset is a substantial landholding in the world-class Fairbanks Gold District, where historical gold production exceeds 16 Moz. In Fairbanks, our tenements sit within one of the largest gold production centres in the entire Tintina belt and lie in close proximity to both Kinross Gold's Tier 1 gold mine, Fort Knox, and the rapidly growing Freegold Ventures' discovery, Golden Summit. We hold four key projects across over 392 km<sup>2</sup> of tenure in the heart of this premier gold production district.

Felix's key projects are located only 20 minutes from our operational base in the central mining services hub of Fairbanks City, Alaska. This base is a huge advantage for Felix with its existing infrastructure, low-cost power, skilled workforce and long history of gold production. It allows us to explore year-round and delivers genuine potential development pathways for our assets.

Our key projects are located along the main Fairbanks gold trend and contain dozens of identified prospects, extensive alluvial gold production, large gold-in-soil anomalies and historical drill intercepts which remain wide open and mimic other major deposits in the district. We have multiple walk-up drill targets with evidence of large-scale gold potential. We also possess an existing Mineral Resource at Grant-Ester with significant upside opportunity.

**Felix's value proposition is simple: we are striving to be the premier gold exploration business in the Tintina Province through the aggressive pursuit and realisation of Tier 1 gold discoveries.**

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**E** [contact@felixgold.com.au](mailto:contact@felixgold.com.au)

**[www.felixgold.com](http://www.felixgold.com)**

11 May 2023

Dear Shareholders,

I am pleased to invite you to a General Meeting of the Company's Shareholders (**General Meeting**) to be held at Level 1, 371 Queen Street Brisbane QLD 4000 at 10.00am (Brisbane time) on Tuesday 13 June 2023.

A notice of meeting and accompanying explanatory memorandum was released to ASX on 11 May 2023 (together **Notice of Meeting**) in respect of the General Meeting of the Company's Shareholders.

In accordance with Treasury Laws Amendments (2022 Measures No. 1) Act 2021, the Company will not be sending hard copies of the Notice of Meeting to shareholders. The Notice of Meeting can be viewed and downloaded from [www.felixgold.com.au](http://www.felixgold.com.au). Alternatively, a complete copy of the meeting documents has been posted to the Company's ASX market announcements page. If you have elected to receive notices by email a communication will be sent to your nominated email address. If you have not elected to receive notices by email a copy of your proxy form will be posted to you, together with this Letter.

For further information, please contact the Company Secretary by telephone on +61 7 3054 7108 or by email at [cosec@felixgold.com.au](mailto:cosec@felixgold.com.au).

Yours sincerely  
**Felix Gold Limited**

Craig J McPherson  
Company Secretary

# **Felix Gold Limited**

ACN 645 790 281

## **Notice of General Meeting and Explanatory Memorandum**

**Date: 13 June 2023**

**Time: 10AM**

**Place of Meeting: Level 1, 371 Queen Street Brisbane Qld 4000**

This Notice of General Meeting (together with the accompanying Explanatory Memorandum and Proxy Form) should be read in its entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser without delay.

# NOTICE OF MEETING

Notice is hereby given that a General Meeting of Shareholders of Felix Gold Limited ACN 645 790 281 (the **Company**) will be held at Level 1, 371 Queen Street Brisbane Qld 4000 on 13 June 2023 at 10AM (the **Meeting**).

An Explanatory Memorandum and Proxy Form accompany this Notice of General Meeting (this **Notice**) and provides additional information on the Resolutions to be considered at the Meeting. The accompanying Explanatory Memorandum and the Proxy Form attached, form part of this Notice and should be read in conjunction with it.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to attend and vote at the General Meeting are those who appear as Shareholders on the Company's share register at 7.00pm on 11 June 2023.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary appearing at the end of the Explanatory Memorandum.

You are encouraged to complete, sign and deliver the accompanying Proxy Form and return it in accordance with the instructions set out below.

## AGENDA

### Ordinary Business

#### **Resolution 1 – Ratification of the issue of 26,640,000 Placement Shares**

To consider and if thought fit, pass the following resolution as an **Ordinary Resolution** with or without modification:

*“That in accordance with the provisions of Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue by the Company on 24 April 2023 of a total of 26,640,000 fully paid ordinary shares under either Listing Rule 7.1 or Listing Rule 7.1A, at an issue price of \$0.10 per Share to those recipients and in those proportions set out in, and otherwise on the terms and conditions set out in, the Explanatory Memorandum accompanying this Notice of Meeting.”*

See the Explanatory Memorandum for further information about this resolution.

**A Voting Exclusion Statement for Resolutions 1, 2 and 3 is set out below.**

#### **Resolution 2 – Approval to issue 13,320,000 Placement Options**

To consider and if thought fit, pass the following resolution as an **Ordinary Resolution** with or without modification:

*“That in accordance with the provisions of Listing Rule 7.1 and for all other purposes, approval is given by Shareholders to the Company to issue up to 13,320,000 Options to subscribe for fully paid ordinary shares, exercisable at \$0.15 before the third year anniversary of the date of issue, to those recipients and in those proportions set out in, and otherwise on the terms and conditions set out in, the Explanatory Statement accompanying this Notice of Meeting.”*

See the Explanatory Memorandum for further information about this resolution.

**A Voting Exclusion Statement for Resolutions 1, 2 and 3 is set out below.**

### **Resolution 3 – Approval to issue 2,120,000 Options**

To consider and if thought fit, pass the following resolution as an **Ordinary Resolution** with or without modification:

*“That in accordance with the provisions of Listing Rule 7.1 and for all other purposes, approval is given by Shareholders to the Company to issue up to 2,120,000 Options to subscribe for fully paid ordinary shares, exercisable at \$0.15 before the third year anniversary of the date of issue, to those recipients and in those proportions set out in, and otherwise on the terms and conditions set out in, the Explanatory Statement accompanying this Notice of Meeting.”*

See the Explanatory Memorandum for further information about this resolution.

**A Voting Exclusion Statement for Resolutions 1, 2 and 3 is set out below.**

**Voting Exclusion Statement:** In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of Resolutions 1, 2 and 3 by:

- the recipients or intended recipients of the Shares or Options the subject of the relevant Resolution (being either resolution 1, 2 and 3 as the case may be); and
- any associate of those recipients.

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

- a person as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- 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:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Resolution 4 – Issue of Shares and Options to Mr Ronnie Beevor on the same terms as the Placement Shares**

To consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

*“That in accordance with the provisions of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 600,000 Placement Shares at \$0.10 each and 300,000 free attaching Options to Ronnie Beevor, being the Non-Executive Chairman of the Company, or his nominee and otherwise on terms set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

See the Explanatory Memorandum for further information about this resolution.

**A Voting Exclusion Statement for Resolutions 4, 5, 6 and 7 is set out below.**

**Resolution 5 – Issue of Shares and Options to Mr Anthony Reilly on the same terms as the Placement Shares**

To consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

*“That in accordance with the provisions of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 300,000 Placement Shares at \$0.10 each and 150,000 free attaching Options to Anthony Reilly, being the Managing Director and CEO of the Company, or his nominee and otherwise on terms set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

See the Explanatory Memorandum for further information about this resolution.

**A Voting Exclusion Statement for Resolutions 4, 5, 6 and 7 is set out below.**

**Resolution 6 – Issue of Shares and Options to Mr Andrew Browne on the same terms as the Placement Shares**

To consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

*“That in accordance with the provisions of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 600,000 Placement Shares at \$0.10 each and 300,000 free attaching Options to Andrew Browne, being the Non-Executive Director of the Company, or his nominee and otherwise on terms set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

See the Explanatory Memorandum for further information about this resolution.

**A Voting Exclusion Statement for Resolutions 4, 5, 6 and 7 is set out below.**

**Resolution 7 – Approval for the Company to issue 6,500,000 Performance Rights to Mr Anthony Reilly (or his nominee) as part of the Managing Director and Chief Executive Officer remuneration package**

To consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

*“That in accordance with Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 6,500,000 Performance Rights to the Company’s Managing Director, Mr Anthony Reilly (and/or his nominee) under the Managing Director remuneration package on the terms and conditions set out in the Explanatory Memorandum.”*

See the Explanatory Memorandum for further information about this resolution.

**A Voting Exclusion Statement for Resolutions 4, 5, 6 and 7 is set out below.**

**Voting Exclusion Statement:** In accordance with Listing Rule 14.11 the Company will disregard any votes cast in favour of Resolutions 4, 5, 6 and 7 by:

- any person who is to receive or is expected to receive the securities the subject of the relevant Resolution, and any other person who will receive a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); and
- any associate of those recipients.

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

- a person as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with directions given to the proxy or attorney to vote on the relevant Resolution that way; or
- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with a direction given to the chair to vote on the

relevant 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 the person excluded from voting, on the relevant Resolution; and
  - the holder votes on the relevant Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **General Business**

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By Order of the Board

Craig McPherson  
Company Secretary  
11 May 2023



# EXPLANATORY MEMORANDUM

This Explanatory Memorandum is provided to Shareholders of Felix Gold Limited ACN 645 790 281 (the **Company**) to provide further details in relation to the Resolutions to be put to Shareholders at the General Meeting to be held at Level 1, 371 Queen Street Brisbane Qld 4000 on 13 June 2023 at 10AM (**Brisbane Time**).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to any of the Resolutions.

Terms and abbreviations used in this Explanatory Memorandum are defined in the Glossary which appears at the end of this Explanatory Memorandum.

## **Ordinary Business**

### **RESOLUTIONS**

#### **Resolution 1 – Ratification of the issue of 26,640,000 Placement Shares**

##### **Background**

On 24 April 2023<sup>1</sup>, the Company issued 26,640,000 fully paid ordinary Shares to various qualified institutional professional and sophisticated investors at an issue price of \$0.10 per Share (**Placement Shares**).

##### **Listing Rules 7.1 and 7.4**

In accordance with Listing Rule 7.1, a company whose shares are listed for quotation on the ASX must not, subject to certain exemptions, issue or agree to issue more Equity Securities during any 12-month period, than the amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

Under Listing Rule 7.1A an eligible entity can seek approval from its members by way of a Special Resolution passed in its annual general meeting, to increase this 15% limit by an extra 10%. This will mean that during the relevant 12 month period the eligible entity can issue up to 25% of the fully paid ordinary securities that it had on issue at the start of the relevant 12 month period.

The Company is an eligible entity for these purposes under Listing Rule 7.1A and has obtained Shareholder approval for the additional 10% capacity at its 2022 Annual General Meeting.

Listing Rule 7.4 sets out an exemption to Listing Rule 7.1. Listing Rule 7.4 permits a company's shareholders to ratify a previous issue of securities in a general meeting, and provided that the previous issue did not breach Listing Rule 7.1 when it was made, those securities will be deemed to have been made with shareholders' approval for the purposes of Listing Rule 7.1. This will mean that the placement issue will be excluded from taking the Company's capacity under Listing Rules 7.1.

The Placement Shares issue does not fit within any of the exceptions, and as it was not approved by the Shareholders before issue, it has depleted all of the Company's available capacity under Listing Rule 7.1 and Rule 7.1A to issue new Equity Securities.

Accordingly, the Company now seeks Shareholder approval to ratify the placement issue in accordance with Listing Rule 7.4.

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<sup>1</sup> See ASX Announcement 24 April 2023 – Completion of Placement.

## Information required by Listing Rule 7.5

Listing Rule 7.5 sets out the requirements for notices of meetings at which shareholder approval is sought for the purposes of Listing Rule 7.4. For the purposes of Listing Rule 7.5, the Company notes the following:

- (a) The Company issued 26,640,000 Placement Shares which are fully paid ordinary shares in the capital of the Company. The Placement Shares are not subject to escrow restrictions and were issued on the same terms as and rank *pari passu* with the Shares that were already on issue. The rights and liabilities of all Shareholders are set out in the Constitution of the Company. The Constitution can be obtained from the Company's website at the following link <https://www.felixgold.com.au/wp-content/uploads/2022/01/Constitution-ASX-Compliant-Felix-Gold-Ltd.pdf>
- (b) The Placement Shares were issued to various 'sophisticated investors' (section 708(8) Corporations Act) or 'professional investors' (section 708(11) Corporations Act), being the various parties listed in the column headed "Allottee/Subscriber" in Table 1 below.
- (c) The Placement Shares were issued on 24 April 2023.
- (d) The Placement Shares were issued at \$0.10 per Share.
- (e) The purpose of the issue was to fund the Company's exploration activities at its emerging NW Array discovery, together with general working capital and the cost of the offer.
- (f) A Voting Exclusion Statement for this Resolution is set out in the Notice of Meeting.

**Table 1**

Allottee/Subscriber	Number of Placement Shares issued to them
Mine Discovery Fund Pty Ltd	5,000,000
Various professional and sophisticated investors selected by the Company in consultation with Reach Corporate and Dragon Tree Capital ('Advisors'), who were the advisor to the placement. The Company and the Advisors identified and selected prospective participants from their respective databases based on expected interest in the Company.	21,640,000

## Information required by Listing Rule 14.1A

If Resolution 1 is passed, the Placement 26,640,000 Placement Shares will be excluded in calculating the Company's capacity limit pursuant to Listing Rules 7.1 and 7.1A. Therefore, the Company will retain the flexibility to issue Equity Securities to the 25% placement capacity without the requirement to obtain prior Shareholders' approval in the relevant period.

If Resolution 1 is not passed, the 26,640,000 Placement Shares will be included in calculating the Company's Placement Capacity pursuant to Listing Rules 7.1 and 7.1A. This means that if Resolution 1 is not passed, the Company will have no flexibility to utilise its capacity under Listing Rule 7.1 to take advantage of any commercial opportunities as they may arise.

Accordingly the Company now seeks Shareholder approval to ratify the placement issue in accordance with Listing Rule 7.4.

## Directors' Recommendation

The Directors unanimously recommend that you vote in favour of Resolution 1.

## **Resolution 2 – Approval of the issue of 13,320,000 Options**

### **Background**

As discussed above in Resolution 1, on 24 April 2023, the Company issued 26,640,000 Shares at an issue price of \$0.10 per Share (**Placement Shares**) to the various parties set out in Table 1 above (the **Placees**).

In addition to the Placement Shares the Company agreed to issue to each Placee, one (1) free attaching Option for every two (2) Placement Shares subscribed for (the **Free Attaching Options**) subject to Shareholder approval. Accordingly, the Company now seeks Shareholder approval.

If Resolution 2 was passed, the total number of Free Attaching Options to be issued to the Placees is 13,320,000 Placement Options.

### **Listing Rule 7.1**

As summarised above, Listing Rule 7.1 places a limit on the amount of Equity Securities a company may issue without shareholder approval to 15% in any 12-month period of the fully paid ordinary securities it had on issue at the beginning of that 12-month period.

The proposed issue of the Free Attaching Options does not fall within the exceptions set out in Listing Rules 7.2 and exceeds the 15% limit in Listing Rule 7.1. Therefore, approval of Shareholders is required under Listing Rule 7.1.

### **Information required by Listing Rule 7.3**

In accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) Subject to Shareholder approval, the Free Attaching Options will be issued to the Placees on the basis of one (1) Free Attaching Option for every two (2) Placement Shares subscribed for.
- (b) The maximum number of Free Attaching Options to be issued is 13,320,000.
- (c) The terms and conditions of the Free Attaching Options are set out in Schedule 1.
- (d) The Free Attaching Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX Waiver or modification of the ASX Listing Rules).
- (e) The Free Attaching Options will be issued for no additional consideration. Therefore, no funds will be raised from the issue of the Free Attaching Options. Upon the exercise of the Free Attaching Options, should that eventuate, the Company intends to use the funds for exploration activities at its projects, together with general working capital and the cost of the exercise of the Free Attaching Options.
- (f) The Free Attaching Options are unlisted Options. The Free Attaching Options can be exercised at \$0.15 per Option and will expire on the third year anniversary of the Option issue date.
- (g) The purpose of the issue of the Free Attaching Options is to encourage the Placees to subscribe for the Placement Shares.
- (h) The Free Attaching Options are not being issued under, or to fund, a reverse takeover.
- (i) A Voting Exclusion Statement for this Resolution is set out in the Notice of Meeting.

### **Information required by Listing Rule 14.1A**

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Free Attaching Options and therefore at a time before the expiry date, have the potential to raise an additional \$2 million through the exercise of the Free Attaching Options. In addition, the issue of the Free Attaching Options will not be included in the calculation of the Company's capacity under Listing Rule 7.1.

If Resolution is not passed, and subject to the voting result of Resolution 1, the Company will not be able to proceed with the issue of the Free Attaching Options. The Company's failure to fulfil the terms of the Placement may have an adverse impact on future capital raising endeavours with the Placees.

### **Directors' Recommendation**

The Directors unanimously recommend that you vote in favour of Resolution 2.

### **Resolution 3 – Approval of the issue of 2,120,000 Options**

#### **Background**

As discussed above in Resolution 1, on 24 April 2023, the Company issued 26,640,000 Shares at an issue price of \$0.10 per Share as part of a placement to professional and sophisticated investors (Placement).

The Placement was facilitated by Reach Corporate and Dragon Tree Capital. The Directors have resolved to seek Shareholder approval for the issue of 1,120,000 Options to Reach Corporate and 1,000,000 Options to Dragon Tree Capital on the same terms as the Free Attaching Options (Options).

If Resolution 3 was passed, the total number of Options to be issued is 2,120,000.

#### **Listing Rule 7.1**

As summarised above, Listing Rule 7.1 places a limit on the amount of Equity Securities a company may issue without shareholder approval to 15% in any 12-month period of the fully paid ordinary securities it had on issue at the beginning of that 12-month period.

The proposed issue of the Options does not fall within the exceptions set out in Listing Rules 7.2 and exceeds the 15% limit in Listing Rule 7.1. Therefore, approval of Shareholders is required under Listing Rule 7.1.

### **Information required by Listing Rule 7.3**

In accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (j) Subject to Shareholder approval, the 1,120,000 Options to Reach Corporate (or their nominee) and 1,000,000 Options to Dragon Tree Capital (or their nominee).
- (k) The maximum number of Options to be issued is 2,120,000.
- (l) The terms and conditions of the Options are set out in Schedule 1.
- (m) The Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX Waiver or modification of the ASX Listing Rules).
- (n) The Options will be issued for no additional consideration. Therefore, no funds will be raised from the issue of the Options. Upon the exercise of the Options, should that eventuate, the Company intends to use the funds for exploration activities at its projects, together with general working capital and the cost of the exercise of the Options.

- (o) The Options are unlisted Options. The Options can be exercised at \$0.15 per Option and will expire on the third year anniversary of the Option issue date.
- (p) The purpose of the issue of the Options is an incentive for facilitation of the Placement by Reach Corporate and Dragon Tree Capital.
- (q) The Options are not being issued under, or to fund, a reverse takeover.
- (r) A Voting Exclusion Statement for this Resolution is set out in the Notice of Meeting.

#### **Information required by Listing Rule 14.1A**

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Options and therefore at a time before the expiry date, have the potential to raise an additional \$0.318 million through the exercise of the Options. In addition, the issue of the Options will not be included in the calculation of the Company's capacity under Listing Rule 7.1.

If Resolution is not passed the Company will not be able to proceed with the issue of the Options.

#### **Directors' Recommendation**

The Directors unanimously recommend that you vote in favour of Resolution 3.

#### **Resolution 4 – Issue of Shares and Options to Mr Ronnie Beevor on the same terms as the Placement Shares**

##### **Background**

As noted above in Resolution 1 above, the Company issued 26,640,000 fully paid ordinary Shares to various qualified institutional professional and sophisticated investors at an issue price of \$0.10 per Share.

As discussed below, the Company requires Shareholder approval before issuing securities to Mr Ronnie Beevor (**Mr Beevor**). Accordingly, although Mr Beevor expressed his desire to participate in the Placement, this was not possible as the offer of Placement Shares closed before Shareholder approval could be sought.

Therefore, the Directors have resolved to seek Shareholder approval for the issue of 600,000 Shares to Mr Beevor at the same price and on the same terms as the Placement Shares were issued (**Beevor Shares**).

As it was a term of the issue of the Placement Shares, that Placees would be issued with Free Attaching Options, in addition to the issue of the Beevor Shares, Mr Beevor will also be issued with 300,000 Options on the same terms as the Free Attaching Options (**Beevor Options**).

Approval for the issue of the Beevor Shares and Beevor Options is sought in accordance with the provisions of Listing Rule 10.11. As approval is being sought under Listing Rule 10.11, approval will not be required under Listing Rule 7.1.

#### **Chapter 2E of the Corporations Act**

Section 208 of the Corporations Act prohibits a public company from providing a 'financial benefit' to a 'related party' of a public company unless approved by members, or the benefit falls within one of the exceptions set out in sections 210-216 of the Corporations Act.

Pursuant to section 228 of the Corporations Act, Mr Beevor is a related party of the Company because he is a director of the Company.

'Financial benefit' as used in Chapter 2E of the Corporations Act is interpreted very broadly. The issue of the Beevor Shares and Beevor Options to Mr Beevor would be one of the exceptions to the prohibition in section 208 and is provided for in section 210 of the Corporations Act. Circumstances where the Company gives a financial benefit to a related party on terms that would be reasonable in the circumstances if the public company and the related party were dealing at arm's length (**arm's length terms**).

Given that the issue of Beevor Shares and Beevor Options are subject to the same price and are to be issued on identical terms as the Placement Shares and Free Attaching Options, the disinterested Directors (being all Directors other than Mr Beevor) consider that the financial benefit is provided on arm's length terms, and accordingly, Shareholder approval is not required for the purpose of section 208 Corporations Act.

#### **Listing Rule 10.11**

Listing Rule 10.11 provides that, subject to any applicable exceptions in Listing Rule 10.12, a company must not issue or agree to issue securities to a related party without the approval of the shareholders. For the purposes of the Listing Rules, a 'related party' includes a director of a public company. Mr Beevor is a director of the Company.

Accordingly, Shareholder approval in accordance with Listing Rule 10.11 is being sought for the issue of the Beevor Shares and the Beevor Options to Mr Beevor.

If approval is given under Listing Rule 10.11, approval will not be required under Listing Rule 7.1. By obtaining approval under Listing Rule 10.11, the Beevor Shares and Beevor Options will be excluded when calculating the Company's Placement Capacity under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to issue the Beevor Shares and Beevor Options to Mr Beevor.

#### **Information required pursuant to Listing Rule 10.13**

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 4:

- (a) The Beevor Shares and Beevor Options the subject of Resolution 4 will be issued to Mr Beevor or his nominee.
- (b) Mr Beevor will fall under the definition of related party under Chapter 19 of the Listing Rules.
- (c) Up to 600,000 Beevor Shares (being fully paid ordinary shares) and 300,000 Beevor Options may be issued to Mr Beevor or his nominee.
- (d) The terms on which the Beevor Options will be issued are set out in Schedule 1.
- (e) If approval is given the Beevor Shares and Beevor Options will be issued to Mr Beevor, or his nominee no later than one (1) month after the date of the Meeting.
- (f) The issue price of the Beevor Shares will be \$0.10 per share and the issue price of the Beevor Options will be nil.
- (g) The purpose of the issue is to provide further exploration activities at its emerging NW Array discovery or other projects currently held in Alaska or for working capital.
- (h) A Voting Exclusion Statement for this Resolution is set out in the Notice of Meeting.

#### **Directors' Recommendation**

The Directors (other than Mr Beevor) unanimously recommend that you vote in favour of Resolution 4.

## **Resolution 5 – Issue of Shares and Options to Mr Anthony Reilly on the same terms as the Placement Shares**

### **Background**

As noted above in Resolution 1 above, the Company issued 26,640,000 fully paid ordinary Shares to various qualified institutional professional and sophisticated investors at an issue price of \$0.10 per Share.

As discussed below, the Company requires Shareholder approval before issuing securities to Mr Anthony Reilly (**Mr Reilly**). Accordingly, although Mr Reilly expressed his desire to participate in the Placement, this was not possible as the offer of Placement Shares closed before Shareholder approval could be sought.

Therefore, the Directors have resolved to seek Shareholder approval for the issue of 300,000 Shares to Mr Reilly at the same price and on the same terms as the Placement Shares were issued (**Reilly Shares**).

As it was a term of the issue of the Placement Shares, that Placees would be issued with Free Attaching Options, in addition to the issue of the Reilly Shares, Mr Reilly will also be issued with 150,000 Options on the same terms as the Free Attaching Options (**Reilly Options**).

Approval for the issue of the Reilly Shares and Reilly Options is sought in accordance with the provisions of Listing Rule 10.11. As approval is being sought under Listing Rule 10.11, approval will not be required under Listing Rule 7.1.

### **Chapter 2E of the Corporations Act**

Section 208 of the Corporations Act prohibits a public company from providing a 'financial benefit' to a 'related party' of a public company unless approved by members, or the benefit falls within one of the exceptions set out in sections 210-216 of the Corporations Act.

Pursuant to section 228 of the Corporations Act, Mr Reilly is a related party of the Company because he is a director of the Company.

'Financial benefit' as used in Chapter 2E of the Corporations Act is interpreted very broadly. The issue of the Reilly Shares and Reilly Options to Mr Reilly would be one of the exceptions to the prohibition in section 208 and is provided for in section 210 of the Corporations Act. Circumstances where the Company gives a financial benefit to a related party on terms that would be reasonable in the circumstances if the public company and the related party were dealing at arm's length (**arm's length terms**).

Given that the issue of Reilly Shares and Reilly Options are subject to the same price and are to be issued on identical terms as the Placement Shares and Free Attaching Options, the disinterested Directors (being all Directors other than Mr Reilly) consider that the financial benefit is provided on arm's length terms, and accordingly, Shareholder approval is not required for the purpose of section 208 Corporations Act.

### **Listing Rule 10.11**

Listing Rule 10.11 provides that, subject to any applicable exceptions in Listing Rule 10.12, a company must not issue or agree to issue securities to a related party without the approval of the shareholders. For the purposes of the Listing Rules, a 'related party' includes a director of a public company. Mr Reilly is a director of the Company.

Accordingly, Shareholder approval in accordance with Listing Rule 10.11 is being sought for the issue of the Reilly Shares and the Reilly Options to Mr Reilly.

If approval is given under Listing Rule 10.11, approval will not be required under Listing Rule 7.1. By obtaining approval under Listing Rule 10.11, the Reilly Shares and Reilly Options will be excluded when calculating the Company's Placement Capacity under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to issue the Reilly Shares and Reilly Options to Mr Reilly.

### **Information required pursuant to Listing Rule 10.13**

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 5:

- (a) The Reilly Shares and Reilly Options the subject of Resolution 5 will be issued to Mr Reilly or his nominee.
- (b) Mr Reilly will fall under the definition of related party under Chapter 19 of the Listing Rules.
- (c) Up to 300,000 Reilly Shares (being fully paid ordinary shares) and 150,000 Reilly Options may be issued to Mr Reilly.
- (d) The terms on which the Reilly Options will be issued are set out in Schedule 1.
- (e) If approval is given the Reilly Shares and Reilly Options will be issued to Mr Reilly, or his nominee no later than one (1) month after the date of the Meeting.
- (f) The issue price of the Reilly Shares will be \$0.10 per share and the issue price of the Reilly Options will be nil.
- (g) The purpose of the issue is to provide further exploration activities at its emerging NW Array discovery or other projects currently held in Alaska or for working capital.
- (h) A Voting Exclusion Statement for this Resolution is set out in the Notice of Meeting.

### **Directors' Recommendation**

The Directors (other than Mr Reilly) unanimously recommend that you vote in favour of Resolution 5.

### **Resolution 6 – Issue of Shares and Options to Mr Andrew Browne on the same terms as the Placement Shares**

#### **Background**

As noted above at Resolution 1 above, the Company issued 26,640,000 fully paid ordinary Shares to various qualified institutional professional and sophisticated investors at an issue price of \$0.10 per Share.

As discussed below, the Company requires Shareholder approval before issuing securities to Mr Andrew Browne (**Mr Browne**). Accordingly, although Mr Browne expressed his desire to participate in the Placement, this was not possible as the offer of Placement Shares closed before Shareholder approval could be sought.

Therefore, the Directors have resolved to seek Shareholder approval for the issue of 600,000 Shares to Mr Browne at the same price and on the same terms as the Placement Shares were issued (**Browne Shares**).

As it was a term of the issue of the Placement Shares, that Placees would be issued with Free Attaching Options, in addition to the issue of the Browne Shares, Mr Browne will also be issued with 300,000 Options on the same terms as the Free Attaching Options (**Browne Options**).



Approval for the issue of the Browne Shares and Browne Options is sought in accordance with the provisions of Listing Rule 10.11. As approval is being sought under Listing Rule 10.11, approval will not be required under Listing Rule 7.1.

### **Chapter 2E of the Corporations Act**

Section 208 of the Corporations Act prohibits a public company from providing a 'financial benefit' to a 'related party' of a public company unless approved by members, or the benefit falls within one of the exceptions set out in sections 210-216 of the Corporations Act.

Pursuant to section 228 of the Corporations Act, Mr Browne is a related party of the Company because he is a director of the Company.

'Financial benefit' as used in Chapter 2E of the Corporations Act is interpreted very broadly. The issue of the Browne Shares and Browne Options to Mr Browne would be one of the exceptions to the prohibition in section 208 and is provided for in section 210 of the Corporations Act. Circumstances where the Company gives a financial benefit to a related party on terms that would be reasonable in the circumstances if the public company and the related party were dealing at arm's length (**arm's length terms**).

Given that the issue of Browne Shares and Browne Options are subject to the same price and are to be issued on identical terms as the Placement Shares and Free Attaching Options, the disinterested Directors (being all Directors other than Mr Browne) consider that the financial benefit is provided on arm's length terms, and accordingly, Shareholder approval is not required for the purpose of section 208 Corporations Act.

### **Listing Rule 10.11**

Listing Rule 10.11 provides that, subject to any applicable exceptions in Listing Rule 10.12, a company must not issue or agree to issue securities to a related party without the approval of the shareholders. For the purposes of the Listing Rules, a 'related party' includes a director of a public company. Mr Browne is a director of the Company.

Accordingly, Shareholder approval in accordance with Listing Rule 10.11 is being sought for the issue of the Browne Shares and the Browne Options to Mr Browne.

If approval is given under Listing Rule 10.11, approval will not be required under Listing Rule 7.1. By obtaining approval under Listing Rule 10.11, the Browne Shares and Browne Options will be excluded when calculating the Company's Placement Capacity under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to issue the Browne Shares and Browne Options to Mr Browne.

### **Information required pursuant to Listing Rule 10.13**

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 6:

- (a) The Browne Shares and Browne Options the subject of Resolution 6 will be issued to Mr Browne, or his nominee.
- (b) Mr Browne will fall under the definition of related party under Chapter 19 of the Listing Rules.
- (c) Up to 600,000 Browne Shares (being fully paid ordinary shares) and 300,000 Browne Options may be issued to Mr Browne.
- (d) The terms on which the Browne Options will be issued are set out in Schedule 1.
- (e) If approval is given the Browne Shares and Browne Options will be issued to Mr Browne, or his nominee no later than one (1) month after the date of the Meeting.

- (f) The issue price of the Browne Shares will be \$0.10 per share and the issue price of the Browne Options will be nil.
- (g) The purpose of the issue is to provide further exploration activities at its emerging NW Array discovery or other projects currently held in Alaska or for working capital.
- (h) A Voting Exclusion Statement for this Resolution is set out in the Notice of Meeting.

### **Directors' Recommendation**

The Directors (other than Mr Browne) unanimously recommend that you vote in favour of Resolution 6.

### **Resolution 7 - Approval for the Company to issue Performance Rights to Mr Anthony Reilly (or his nominee) as part of the Managing Director remuneration package**

#### **Background**

The Company has agreed, subject to obtaining Shareholder approval, that Mr Anthony Reilly (or his nominee), the Managing Director and CEO of the Company, be issued 6,500,000 Performance Rights as part of the Managing Director and Chief Executive Officer remuneration package. Details of the performance criteria to be satisfied for the Performance Rights to convert to Shares are set out in Schedule 22.

If Shareholder approval is obtained, the Company will issue the Performance Rights to Mr Anthony Reilly. The Performance Rights will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX Waiver or modification of the ASX Listing Rules). The Shareholder approval is not obtained, the Company will not issue the Performance Rights to Mr Anthony Reilly.

The purpose of the issue of the Performance Rights to Mr Reilly (or his nominee) is to further motivate and reward Mr Reilly's performance in achieving specific milestones within a specific performance period.

#### **Chapter 2E of the Corporations Act**

Section 208 of the Corporations Act prohibits a public company from providing a 'financial benefit' to a 'related party' of a public company unless approved by members, or the benefit falls within one of the exceptions set out in sections 210-216 of the Corporations Act. One of the exceptions, under section 211 of the Corporations Act, includes circumstances where the financial benefit is remuneration that is reasonable given the circumstances of the public company and related party.

The issue of the Performance Rights constitutes giving a financial benefit and Mr Anthony Reilly is a related party of the Company by virtue of his position as Managing Director and CEO.

The disinterested Directors (being all Directors other than Mr Reilly) consider that the issue of the Performance Rights to Mr Reilly (or his nominee) is reasonable remuneration which falls within the exemption in section 211 of the Corporations Act, and accordingly, Shareholder approval is not required for the purpose of section 208 of the Corporations Act.

#### **Listing Rule 10.14**

Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under and employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

## Information required pursuant to Listing Rule 10.15

In accordance with Listing Rule 10.15, the following information is provided in relation to Resolution 7:

- (a) Mr Anthony Reilly, Managing Director and CEO of the Company is the related party to which the Company proposes issuing the Performance Rights to.
- (b) Mr Reilly is a director of the Company and falls within Listing Rule 10.14.1.
- (c) The Company seeks Shareholder approval to issue 6,500,000 Performance Rights to Mr Reilly. The Performance Rights will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX Waiver or modification of the ASX Listing Rules).
- (d) Mr Reilly's remuneration consists of a base salary of \$300,000 (exclusive of statutory superannuation), along with, subject to Resolution 7 being passed, the issue of the Performance Rights.
- (e) Mr Reilly has not previously been issued with any Performance Rights.
- (f) A summary of the material terms of the Performance Rights is contained at Schedule 2.

The Company has obtained an independent valuation of the Performance Rights at 2 May 2023 utilising a Monte Carlo Simulation Methodology, which utilises the Binomial Option Pricing Model, to estimate fair value of the Performance Rights (Tranche's 1 to 3). The model takes into consideration the terms of the Performance Rights contained in Schedule 2. The Valuation of the Tranche 4 and 5 Performance Rights has been based on the underlying security spot price of \$0.095 at 2 May 2023.

Tranche Number	Number of Performance Rights	Performance Target	Valuation
1	1,500,000	The 20 day VWAP for the Shares being at least \$0.20 within 2 years of the Commencement Date	\$104,100
2	1,500,000	The 20 day VWAP for the Shares being at least \$0.30 within 3 years of the Commencement Date	\$105,600
3	1,500,000	The 20 day VWAP for the Shares being at least \$0.40 within 4 years of the Commencement Date	\$109,650
4	1,000,000	The Company reporting an inferred resource in accordance with JORC of at least 1M oz, within 2 years of the Commencement Date	\$95,000
5	1,000,000	The Company reporting an inferred resource in accordance with JORC of at least 1.5M oz, within 4 years of the Commencement Date	\$95,000

As such the total value per the above valuation of the Performance Rights is \$509,350. Please note the Performance Rights will be further valued on the date of shareholder approval and the above is provided as a guide only.

- (g) The Performance Rights will be issued for nil consideration.
- (h) Details of any Performance Rights issued will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who will become entitled to participate in an issue of Performance Rights after Resolution 7 is approved (should it be approved) and who are not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.

- (i) A voting exclusion statement for this Resolution is set out in the Notice of Meeting.

Approval pursuant to Listing Rule 7.1 is not required in order to issue the Performance Rights to Mr Reilly (or his nominee) as approval is being obtained under Listing Rule 10.14.

Accordingly, the issue of Performance Rights to Mr Reilly (or his nominee) will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

#### **Directors' Recommendation**

The Directors (other than Mr Reilly) unanimously recommend that you vote in favour of resolution 7.

## Glossary

In this Explanatory Memorandum, the Notice of Meeting and the Proxy Form:

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means the Australian Securities Exchange operated by ASX Limited ACN 008 624 691 and includes any successor body.

**Board** means the Company's board of Directors.

**Chairman** or **Chair** means the chair of the General Meeting.

**Company** means Felix Gold Limited ACN 645 790 291.

**Constitution** means the constitution of the Company.

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

**Director** means a current director of the Company.

**Dollar** or "\$" means Australian dollars if not otherwise indicated.

**Equity Securities** has the meaning given in ASX Listing Rule Chapter 19.

**Explanatory Memorandum** means this Explanatory Memorandum which accompanies the Notice of Meeting.

**General Meeting** or **Meeting** means the meeting of the Company's members convened by the Notice of Meeting.

**Listing Rules** means the Listing Rules of the ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Notice of Meeting** or **Notice** means the notice of general meeting which this Explanatory Memorandum accompanies and in which the Resolutions are set out.

**Option** means an Option to subscribe for a Share.

**Ordinary Resolution** means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the relevant meeting.

**Placement Capacity** means the annual 25% of the Company's capital the Company is allowed to issue under Listing Rule 7.1 and 7.1A.

**Proxy Form** means the Proxy Form accompanying the Notice of Meeting.

**Resolution** means the resolutions set out in the Notice of Meeting.

**Share** means a fully paid ordinary share in the Company.

**Shareholder** means a holder of Shares.

## Schedule 1 – Option Terms

The terms of the Options in Resolutions 2, 3, 4, 5 and 6 are set out below.

The New Options are issued on and subject to the following terms:

1. The New Options shall be issued for nil consideration per New Option.
2. The exercise price of each New Option is \$0.15, representing 150% of the share issue price \$0.10 per Share (**Exercise Price**).
3. The New Options will expire on 36 months from the date of the issue (**Expiry Date**) unless earlier exercised.
4. The New Options are transferrable subject to any restriction or escrow arrangements imposed by ASX under applicable Australian securities laws.
5. The New Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise (**Exercise Notice**) together with payment for the Exercise Price per New Option to the Company at any time on or after the date of issue of the New Options and on or before the Expiry Date. Payment may be made as directed by the Company from time to time, which may include by cheque, electronic funds transfer or other methods.
6. The number of New Options that may be exercised at one time must be not less than 50,000, unless the holder of the New Option (**New Option Holder**) holds less than 50,000 New Options in which case all New Options must be exercised at one time.
7. Upon the valid exercise of the New Options and payment of the Exercise Price, the Company will issue fully paid ordinary Shares ranking *pari passu* with the then issued Shares within 15 Business Days after the later of the following:
  - (a) the date of the Exercise Notice (the **Exercise Date**); and
  - (b) when excluded information in respect to the Company (as defined in Section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,but in any case no later than 20 Business Days after the Exercise Date, the Company will:
  - (c) allot and issue the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Exercise Notice and for which cleared funds have been received by the Company; and
  - (d) if admitted to the official list of ASX at the time, apply for Official Quotation on ASX of Shares issued pursuant to the exercise of the New Options.
8. New Option Holders do not have any right to participate in new issues of securities in the Company made to Shareholders generally. The Company will, where and only to the extent required pursuant to the Listing Rules, provide New Option Holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to Shareholders generally) to exercise the New Options, in accordance with the requirements of the Listing Rules.
9. New Option Holders do not participate in any dividends unless the New Options are exercised and the resultant Shares of the Company are issued prior to the record date to determine entitlements to the dividend.

10. In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
- (a) the number of New Options, the Exercise Price of the New Options, or both will be reorganised (as appropriate) in a manner consistent with the Listing Rules as applicable at the time of reorganisation, but with the intention that such reorganisation will not result in any benefits being conferred on the New Options Holders are not conferred on Shareholders; and
  - (b) subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of shareholders approving a reorganisation of capital, in all other respects the terms for the exercise of the New Options will remain unchanged.

11. If there is a pro rata issue (except a bonus issue), the Exercise Price of New Option may be reduced according to the following formula:

$$O^n = O - \frac{E [P - (S + D)]}{N + 1}$$

Where:

- $O^n$  = the new exercise price of the New Option;
- $O$  = the old exercise price of the New Option;
- $E$  = the number of underlying securities into which one New Option is exercisable;
- $P$  = the volume weighted average market price per security of the underlying securities during the 5 trading days ending on the day before the ex-right date or the ex-entitlements date;
- $S$  = the subscription price for a security under the pro rata issue;
- $D$  = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue);
- $N$  = the number of securities with rights or entitlements that must be held to receive a right to one new security.

12. If there is a bonus issue to the Shareholders of the Company, the number of Shares over which the New Option is exercisable may be increased by the number of Shares which the New Option Holder would have received if the New Option had been exercised before the record date for the bonus issue.
13. The terms of the New Options shall only be changed if Shareholders (whose votes are not to be disregarded) of the Company approve of such a change. However, unless all necessary waivers of the Listing Rules are obtained, the terms of the New Options shall not be changed to reduce the Exercise Price, increase the number of New Options or change any period for exercise of the New Options.
14. The New Options does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the New Options can be exercised.
15. The Company may apply for listing of the New Options on the ASX, subject to meeting the quotation requirements under ASX Listing Rules.

16. The Company shall apply for listing on the ASX of the resultant Shares of the Company issued upon exercise of any New Option.

### Schedule 2 Performance Criteria

Tranche Number	Number of Performance Rights	Performance Target	Exercise Period
1	1,500,000	The 20 day VWAP for the Shares being at least \$0.20 within 2 years of the Commencement Date	In the period of time between: (a) the Vesting Date of Tranche No 1; and (b) (and including) the first anniversary of the Vesting Date of this Tranche No 1
2	1,500,000	The 20 day VWAP for the Shares being at least \$0.30 within 3 years of the Commencement Date	In the period of time between: (a) the Vesting Date of Tranche No 2; and (b) (and including) the first anniversary of the Vesting Date of this Tranche No 2
3	1,500,000	The 20 day VWAP for the Shares being at least \$0.40 within 4 years of the Commencement Date	In the period of time between: (a) the Vesting Date of Tranche No 3; and (b) (and including) the first anniversary of the Vesting Date of this Tranche No 3
4	1,000,000	The Company reporting an inferred resource in accordance with JORC of at least 1M oz, within 2 years of the Commencement Date	In the period of time between: (a) the Vesting Date of Tranche No 4; and (b) (and including) the first anniversary of the Vesting Date of this Tranche No 4
5	1,000,000	The Company reporting an inferred resource in accordance with JORC of at least 1.5M oz, within 4 years of the Commencement Date	In the period of time between: (a) the Vesting Date of Tranche No 5; and (b) (and including) the first anniversary of the Vesting Date of this Tranche No 5



## **Notes**

### **Notice to Persons Outside Australia**

This Explanatory Memorandum and the accompanying Notice of Meeting and Proxy Form, have been prepared in accordance with Australian laws, disclosure requirements and accounting standards. These laws, disclosure requirements and accounting standards may be different to those in other countries.

The distribution of this material may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this material should inform themselves or, and observe, any such restrictions.

### **Privacy**

To assist the Company conduct the Meeting, the Company may collect personal information including names, contact details and shareholding of Shareholders and the names of persons appointed by Shareholders to act as proxy at the Meeting. Personal information of this nature may be disclosed by the Company to its share registry, print and mail service providers. Shareholders have certain rights to access their personal information that has been collected and should contact the Company Secretary if they wish to access their personal information.

### **ASIC and ASX involvement**

Neither ASIC, ASX nor any of their officers take any responsibility for the contents of the Notice, the Explanatory Memorandum or the Proxy Form.

### **Entitlement to vote**

Those Shareholders entitled to attend and vote at the General Meeting of the Company, shall be those persons recorded in the register of shareholders as at 7 PM (Brisbane time) on 11 June 2023. Accordingly, transactions to acquire or dispose of Shares registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

### **How to Vote**

You may vote by attending the General Meeting in person, by proxy or authorised representative.

### **Voting by Proxy**

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to vote on their behalf. Where a Shareholder is entitled to cast two or more votes, they may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company. Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001* (Cth).

If a representative of the Company is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

## Signing instructions

You must sign the proxy form as follows in the spaces provided:

- Individual:** Where the holding is in one name, the holder must sign.
- Joint Holding:** Where the holding is in more than one name, either security holder may sign.
- Power of Attorney:** To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document, 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* (Cth)) 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 indicate the office held by signing in the appropriate place.

To vote by proxy, the proxy form provided with this Notice (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Company not less than forty eight (48) hours before the scheduled time for the meeting. Any proxy form received after that time will not be valid for the scheduled meeting.

**Completed proxies should be returned as set out on the proxy voting form.**

# 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 **10.00am (AEST) on Sunday, 11 June 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 – APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah>

or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

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

#### BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

**WEBSITE:** <https://automicgroup.com.au/>

**PHONE:** 1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

