

FAR EAST GOLD LTD
ACN 639 887 219
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the members of Far East Gold Ltd (**FEG** or **Company**) will be held Level 18, 24 Queen Street, Brisbane at 12:00 pm (Brisbane time) on Thursday 30 November 2023 (**Meeting**).

In accordance with the Corporations Act, the Company is not sending hard copies of the Notice of Meeting to Shareholders. The Notice of Meeting can be viewed and downloaded from the following website links:

<https://www.fareast.gold>

or

<https://www.asx.com.au>

Please see pages 3-4 for further details regarding the despatch of this Notice of Meeting to Shareholders. The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the 2023 Annual General Meeting. The Explanatory Memorandum forms part of this Notice of Meeting.

Certain terms and abbreviations used in this Notice of Meeting and Explanatory are defined in the Glossary of the Explanatory Memorandum.

ORDINARY BUSINESS

FINANCIAL REPORT

To receive and consider the Annual Financial Statements, the Directors' Report and Audit Report of the Company and its Controlled Entities for the financial period ended 30 June 2023.

To consider, and if thought fit, to pass with or without modification, the following resolutions.

1. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That the Remuneration Report for the financial period ended 30 June 2023 be adopted."

2. RESOLUTION 2 – ELECTION OF DIRECTOR – MR MARC DENOVA

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

'That, for the purpose of Clause 17.5 of the Constitution of the Company and for all other purposes, Mr Marc Denovan who retires, and being eligible, is elected as a Director.'

3. RESOLUTION 3 – ELECTION OF DIRECTOR – DR CHRISTOPHER ATKINSON

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

‘That, for the purpose of Clause 17.5 of the Constitution of the Company and for all other purposes, Dr Christopher Atkinson who retires, and being eligible, is elected as a Director.’

4. RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider, if thought fit, pass with or without amendment, the following resolution as a **special** resolution:

‘That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum.’

5. RESOLUTION 5 - RATIFICATION OF PLACEMENT SHARES UNDER LR7.1

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 27,558,000 fully paid ordinary shares on the terms and conditions set out in the Explanatory Memorandum.”

6. RESOLUTION 6 – RATIFICATION OF PLACEMENT OPTIONS UNDER LR7.1

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1 million options to R Markets Pty Ltd on the terms and conditions set out in the Explanatory Memorandum.”

VOTING EXCLUSION STATEMENTS

Resolution 1

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration is included in the Remuneration Report, or a closely related party of that member.

The Company will disregard any votes cast on Resolution 1 by or on behalf of a person who is a member of the Key Management Personnel named in the Remuneration Report or their closely related parties (regardless of the capacity in which the vote is cast). The Company will disregard any votes cast on Resolution 1 as proxy by a person who is a member of the Key Management Personnel on the date of the Annual General Meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person who is entitled to vote, if the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1 or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with express authorisation in the proxy form to exercise the proxy even though the resolution is connected with the remuneration of the Key Management Person.

Resolution 5

The Company will disregard any votes cast on Resolution 5 by or on behalf of:

- (a) any person who participated in the issue, including Eurasian Resources Group s.l.s.a.; and
- (b) any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely as a reason by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

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

Resolution 6

The Company will disregard any votes cast on Resolution 6 by or on behalf of:

- (a) any person who participated in the issue, including R Markets Pty Ltd; and
- (b) any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely as a reason by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

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

EXPLANATORY MEMORANDUM

An Explanatory Memorandum in respect of the Resolutions set out above is **enclosed** with this Notice of Meeting. Expressions defined in the Explanatory Memorandum have the same meaning when used in this Notice of Meeting.

DISPATCH OF NOTICE OF MEETING

In accordance the Corporations Act, the Company will not be mailing physical copies of this Notice of Meeting to Shareholders. This Notice of Meeting will be despatched to Shareholders in the following manner:

- If the Company has a record of a Shareholders email address, the Company will send an email to that Shareholder which will contain this Notice of Meeting; or
- If the Company does not have a record of a Shareholders email address, the Company will mail a letter to that Shareholder's registered address, containing a URL website address by which that Shareholder can access and download a copy of this Notice of Meeting electronically.

VOTING ENTITLEMENTS

In accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth), persons holding shares at 12:00 pm (Brisbane time) on 28 November 2023 will be treated as Shareholders. This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to attend and vote in respect of that Share at the meeting.

VOTING AT THE MEETING

Votes at the Annual General Meeting may be given personally, by proxy, Corporate Representative or Attorney. The Chair will conduct all voting at the meeting by Poll.

Corporate Representatives and Attorneys

Corporate representatives are required to bring appropriate evidence of appointment as a representative in accordance with the constitution of the represented company.

Attorneys are requested to bring the original or certified copy of the power of attorney pursuant to which they were appointed.

Proof of identity will be required for corporate representatives and attorneys.

Proxies

A Shareholder who is entitled to attend and vote at the Annual General Meeting may appoint up to two proxies to attend and vote on behalf of that Shareholder. A Proxy Form is included with this Notice. If you require an additional Proxy Form, please contact the Company Secretary.

If a Shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that Shareholder's votes that each proxy may exercise. If the appointment does not specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded. The Proxy Form must be signed by the Shareholder or their duly appointed attorney, or in the case of a body corporate, executed in accordance with the corporation's constitution, or signed by a duly authorised officer or attorney. A proxy need not be a Shareholder of the Company.

To be effective, the Company must receive the completed Proxy Form signed by the Shareholder and, if the form is signed by the Shareholder's attorney or authorised officer of a corporation, the authority under which the Proxy Form is signed (or a certified copy of the authority) by no later than 12:00 pm (Brisbane time) on 28 November 2023 by post, email or fax to the Company's registered office, as listed below.

Hand Delivery

Automic Pty Ltd
Level 5
126 Phillip Street,
Sydney NSW 2000

By Mail

Automic Pty Ltd
GPO Box 5193
Sydney NSW 2001

VOTING BY PROXIES

Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit. If a proxy abstains from voting and the directions on the proxy require that person to vote, the votes not exercised by the proxy will be given to the Chairman to vote in accordance with the directions on the Proxy Form.

Subject to the statement below, if a Shareholder appoints the Chairman of the General Meeting as the Shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that Shareholder, in favour of that item on a poll.

Please read the directions on the Proxy Form carefully, especially if you intend to appoint the Chairman of the General Meeting as your proxy.

UNDIRECTED PROXIES

The Chairman will vote undirected proxies in favour of all resolutions on the agenda for the Annual General Meeting. The Company recommends that Shareholders who submit proxies should consider giving 'how to vote' directions to their proxyholder on each Resolution.

If you complete a proxy form that authorises the Chairman to vote on your behalf as proxyholder, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, you will be expressly authorising the chair to exercise your proxy in accordance the Chairman's stated voting intention on all resolutions.

If you wish to appoint the Chairman as your proxyholder but you do not want to put him in the position to cast your votes in accordance with Chairman's stated voting intention, you can direct the Chairman by completing the appropriate box on the Proxy Form, to vote for, against or abstain from voting on the Resolutions.

By Order of the Board

Paul Walker

Chairman
27 October 2023

FAR EAST GOLD LTD
ACN 639 887 219
EXPLANATORY MEMORANDUM

1. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT – NON BINDING

Under the Corporations Act, the Company is required to include in the Directors' Report, a detailed Remuneration Report including prescribed information in relation to the remuneration of Directors and other members of the KMP and the Company's remuneration practices (**Remuneration Report**).

The Remuneration Report for the financial year ended 30 June 2023 is incorporated in the Company's Annual Report (as part of the Directors' Report) and is available on the Company's website at: <https://www.fareast.gold> . The Remuneration Report contains information about the Company's remuneration policy and practices. It also sets out the remuneration arrangements for KMP including Non-Executive Directors, Executive Directors and certain senior management.

Shareholders will be given a reasonable opportunity at the AGM to ask questions and make comments in the Remuneration Report.

The vote on the Remuneration Report is advisory only and does not bind the Directors or the Company. However, in accordance with the Corporations Act, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the 2023 AGM, and if at the 2024 AGM at least 25% of the votes cast on the resolution for adoption of the 2024 Remuneration Report are against it, the Company will be required to put a resolution to the 2024 AGM, to approve calling an extraordinary general meeting to consider the election of Directors (**Spill Resolution**).

If more than 50% of shareholders vote in favour of the Spill Resolution, the Company must then convene an extraordinary general meeting (**Spill EGM**) within 90 days of the 2023 AGM. All the Directors who were in office when the 2023 Directors' Report was considered, other than the Managing Director, will need to stand for re-election at the Spill EGM if they wish to continue as Directors.

At the 2022 Annual General Meeting, more than 99% of Shareholders voted in favour of the 2022 Remuneration Report. Accordingly, the Spill Resolution is not relevant for this AGM.

Each Director recommends that Shareholders vote in favour of Resolution 1 to adopt the Remuneration Report.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR MARC DENOVAN

2.1 General

Clause 17.5 of the Constitution requires that a third (or the number of Directors nearest to one third) of the Directors must retire at each annual general meeting. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. In determining the number of Directors to retire, a Director appointed by the Board, or a Managing Director, is not taken into account. A Director who retires by rotation under the Constitution is eligible for re-election.

Clause 17.5 of the Constitution requires that a director appointed by the Board holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting.

Mr Denovan was elected as a Director at the 2021 AGM . Therefore, pursuant to the Constitution, Mr Denovan retires by rotation at this Meeting, and being eligible, seeks election at this Annual General Meeting.

2.2 Qualifications

Mr Denovan has a strong commercial and financial background gained in Australia and Papua New Guinea (PNG).

Mr Denovan was CEO of Trukai Industries Ltd, the largest subsidiary of Ricegrowers Ltd (ASX:SGLLV). Prior to becoming CEO of Trukai Industries Ltd, Mr Denovan was their General Manager – Finance.

Mr Denovan was formerly Chairman, Manufacturers Council of PNG and a Director of the Rural Industries Council (PNG).

Before joining Ricegrowers Ltd, Mr Denovan was a Director at KPMG Australia where he spent 11 years specialising in Business Advisory and Taxation within the mining and property sectors.

2.3 Board Recommendation

The Board (with Mr Denovan abstaining) recommends that you vote in favour of this Resolution.

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – DR CHRISTOPHER ATKINSON

3.1 General

Clause 17.5 of the Constitution requires that a third (or the number of Directors nearest to one third) of the Directors must retire at each annual general meeting. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. In determining the number of Directors to retire, a Director appointed by the board, or a Managing Director, is not taken into account. A Director who retires by rotation under the Constitution is eligible for re-election.

Clause 17.5 of the Constitution requires that a director appointed by the Board holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting.

Dr Atkinson was elected as a Director at the 2021 AGM. Therefore, pursuant to the Constitution, Dr Atkinson retires by rotation at this Meeting, and being eligible, seeks election at this Annual General Meeting.

3.2 Qualifications

Dr Atkinson is a geologist with over 30 years of international experience. Dr Atkinson is a founding investor in several successful Exploration and Production start up ventures.

Dr Atkinson is a founding director of Worldwide Petroleum Services Pte Limited based in Singapore and acts as a non-executive board member for Rex International Holdings (SGX:REXI), their subsidiary companies Lime Petroleum in Norway and Masirah Oil in Oman.

In 2018, Dr Atkinson co-founded Helios Aragon, which is exploring for natural hydrogen and helium in onshore Spain. He is currently the Chairman and acting CEO of Sonoro Energy Limited (TSX-V:SNV).

3.3 Board Recommendation

The Board (with Dr Atkinson abstaining) recommends that you vote in favour of this Resolution.

4. RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY

4.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An “eligible entity” means an entity which is not included in the S&P/ASX 300 index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 index and has a current market capitalisation of \$42.5M based on the number of Shares on issue and the closing price of Shares of \$0.165 on the ASX on 20 October 2023.

Resolution 4 seeks Shareholder approval by way of special resolution for the Company to have an additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% placement capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Resolution 4 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

4.2 Technical Information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 4:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- i. the date that is 12 months after the date of the Meeting;
- ii. the time and date of the Company's next annual general meeting; and
- iii. the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum Price

The minimum price at which Equity Securities in an existing quoted class may be issued for a cash consideration per Equity Security is not less than 75% of the volume weighted average price of Equity Securities in that same class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- i. the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the securities; or
- ii. if the Equity Securities are not issued within 10 ASX trading days of the date in section 4.2(b)(i), the date on which the Equity Securities are issued.

(c) Purpose for which the funds may be used

if Equity Securities were issued under the 7.1A Mandate then the proceeds would be used to advance and accelerate targeted exploration activities on the Company's portfolio of six projects in Indonesia and Australia and to advance work required to complete feasibility studies on the Company's near term development projects and for general working capital purposes.

(d) Risk of Economic and Voting Dilution

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 20 October 2023.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

		Dilution			
Number of Shares on Issue (Variable A in ASX Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price		
			\$0.083	\$0.165	\$0.33
			50% decrease	Issue Price	50% increase
			Funds Raised		
Current	257,586,835	25,758,684	\$2,137,971	\$4,250,183	\$8,500,366
50% Increase	386,380,252	38,638,025	\$3,206,956	\$6,375,274	\$12,750,548
100% increase	515,173,670	51,517,367	\$4,275,941	\$8,500,366	\$17,000,731

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1

The table above uses the following assumptions:

1. There are 257,586,835 Shares on issue as at the date of this Notice.
2. The issue price set out above is the closing price of the Shares on the ASX on 20 October 2023.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their own specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. This table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- i. The market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and

- ii. The Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) Allocation policy under the 7.1A Mandate

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- i. the purpose of the issue;
- ii. alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- iii. the effect of the issue of the Equity Securities on the control of the Company;
- iv. the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- v. prevailing market conditions; and
- vi. advice from corporate, financial and broking advisers (if applicable).

(f) Previous approval under Listing Rule 7.1A

The Company previously obtained approval from its Shareholders under Listing Rule 7.1A at the 2022 AGM. The Company did not utilise its 7.1A capacity to issue shares in the 12 month period following the 2022 AGM.

4.3 Voting Exclusion Statement

As at the date of despatch of this Notice of Meeting, the Company is not proposing to make any issue of securities pursuant to the 7.1A 10% capacity, and has no specific intentions in relation to parties that it may approach to participate in any issue of securities.

Whether any securities that may be issued under using the 7.1A 10% capacity are issued to existing holders, or new investors will depend on prevailing market conditions, at the time of issue and be determined by the Board at that time.

4.4 Board Recommendation

The Board recommends that you vote in favour of this Resolution.

5. RESOLUTION 5 - RATIFICATION OF PLACEMENT SHARES UNDER LR7.1

5.1 ASX Listing Rule Requirements

Broadly speaking, Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the Company's shareholders subsequently approve it. While the outcome of Resolution 5 will have no effect on the issue of the Shares in question, Shareholder approval will restore the Company's ability to issue further equity securities under Listing Rule 7.1 in the 12 months from the date of issue.

To this end, Resolution 5 seeks Shareholder approval for the issue of 27,558,000 Shares for the purposes of Listing Rule 7.4.

If Resolution 5 is passed, the issue of the Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Shares it can issue without Shareholder approval over the 12 month period following the issue of the Shares.

If Resolution 5 is not passed, the issue of the Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

5.2 Listing Rule Disclosure Requirements

The following information is provided in relation to Resolution 5 in accordance with Listing rule 7.5:

- (a) The Shares were issued to new institutional, professional and sophisticated investors (none of whom are:
- related parties of the Company;
 - a substantial shareholder in the Company;
 - a member of the Company's key management personnel;
 - an adviser to the Company; or
 - an associate of any of the above)
- who were identified by the Company, the JLMs and Reach Corporate, including 16,000,000 fully paid ordinary Shares issued to Eurasian Resources Group s.a.r.l. (ERG) which, as a result of the issue of Shares, became a substantial holder of the Company as per the Substantial Holder Notice announced on 24 August 2023.
- (b) A total of 27,558,000 fully paid ordinary shares were issued;
- (c) The Shares were issued on 22 August 2023;
- (d) The issue price of the Shares was \$0.25 per Share and the Company has not and will not receive any other consideration for the issue of the Shares;

- (e) The purpose of the placement was to raise \$6,889,500 (before the costs of the offer) which have been, or will be applied to:
- Progress exploration activities at the Woyla Copper Gold Project;
 - Progress exploration and expansion activities at the Trenggalek Copper Gold Project
 - Progress permitting and technical studies at the Wonogiri Copper Gold Project
 - Support the local community and stakeholder engagement and meeting environmental benchmarks across all projects
 - The costs of the offer
- (f) The placement was cornerstoned by ERG who entered into a Subscription Agreement to invest \$4 million in the Company in exchange for the issue of 16,000,000 Shares. In accordance with the terms of the Subscription Agreement, the Company has agreed to give ERG a right of first refusal over its Trenggalek Copper Gold Project located in East Java, Indonesia on the following key terms:
- ERG must maintain a minimum holding of 8,000,000 shares in the Company to keep its right of first refusal;
 - If the Company intends to sell any interest in the Trenggalek Copper Gold Project then the Company must give ERG notice of the offer received from the third party;
 - ERG has 30 calendar days to match or better the offer and exercise its right of first refusal;
 - If ERG does not exercise its right of first refusal within 30 calendar days then the Company may proceed with sale to the third party.
- (g) A voting exclusion statement for Resolution 5 is included in the Notice.

5.3 Board Recommendation

The Board recommends that you vote in favour of this Resolution.

6. RESOLUTION 6 - RATIFICATION OF PLACEMENT OPTIONS UNDER LR7.1

6.1 General

On 25 September 2023, the Company issued 1 million 40 cent Options to R Markets Pty Ltd, the nominee of Reach Corporate, in consideration for the co-manager services provided with respect to the placement.

The Company and Reach Corporate entered into a Corporate Adviser and Capital Raising Mandate under which Reach Corporate was appointed as co-manager to the placement (Reach Mandate). The Company agreed to provide Reach Corporate the following fees (exclusive of GST):

- (a) A placement management fee of 2% of the total amount raised (excluding funds raised from ERG and the JLMs);
- (b) A success fee of 4% of the total amount raised (excluding funds raised from ERG and the JLMs)
- (c) The issue of 1 million Options to Reach Markets (or its nominee), each exercisable at \$0.40 and expiring on 21 August 2026.

6.2 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is set out in paragraph 5.1 of this Explanatory Memorandum.

The purpose of Resolution 6 is to approve and ratify, in accordance with Listing Rule 7.4, the prior issue of 1,000,000 Options to R Markets Pty Ltd utilising the Company's 7.1 placement capacity.

If Resolution 6 is passed, the issue of the 1,000,000 options to R Markets Pty Ltd will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue of the options.

If Resolution 6 is not passed, the issue of the 1,000,000 options to R Markets Pty Ltd will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the options.

6.3 Listing Rule Disclosure Requirements

- (a) 1,000,000 options were issued on 25 September 2023 to R Markets Pty Ltd, which is not a related party of the Company;
- (b) The options were issued on the terms and conditions set out in Schedule 1;
- (c) The options were issued for nil cash consideration as part consideration for co-manager services provided by Reach Corporate with respect to the placement (refer to paragraph 5.2 of this Explanatory Memorandum);
- (d) The purpose of the issue of the options was to comply with the terms of the Reach Mandate;
- (e) Reach Corporate was engaged by the Company in respect of the placement and were paid the fees set out in paragraph 6.1 of this Explanatory Statement. An agreement had been entered into between the Company and the JLMs for the placement, whereby the Company would pay the JLMs a 2 % management fee plus a 4% selling fee and 5,000,000 .options would be issued to the JLMs or their nominees. However, the parties subsequently agreed that no options would be issued to the JLMs in respect of the placement.
- (f) A voting exclusion statement for Resolution 6 is included in the Notice.

6.4 Board Recommendation

The Board recommends that you vote in favour of this Resolution.

GLOSSARY

\$	means Australian dollars
7.1A Mandate	has the meaning given in Section 5.1.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited , as the context requires.
Board	means the current Board of directors of the Company.
Business Day	means Monday to Friday inclusive, except New Year’s Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, or any other day that ASX declares is not a business day.
Chair	means the chair of the Meeting.
Closely Related Party of a member of the Key Management Personnel	means: <ul style="list-style-type: none">(a) A spouse or child of the member;(b) A child of the member’s spouse;(c) A dependent of the member or the member’s spouse;(d) Anyone else who is one of the member’s family and may be expected to influence the member, or be influenced by the member, in the member’s dealing with the entity;(e) A company that the member controls; or(f) A person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of “closely related party” in the Corporations Act.
Company	means Far East Gold Ltd ACN 639 887 219.
Constitution	means the constitution of the Company.
Corporations Act	means the Corporations Act 2001 (Cth).
Directors	means the current directors of the Company.
Equity Securities	includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.
Explanatory Memorandum	means the explanatory statement accompanying the Notice.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any

	director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
JLMs	means Cannacord Genuity Australia) Limited and Ord Minnett Limited
Listing Rules	means the Listing Rules of ASX.
Meeting or Annual General Meeting	means the annual general meeting of the Company to be held on 30 November 2023.
Notice	means the notice of Annual General Meeting to which this Explanatory Memorandum is attached.
Option	means an option to acquire a Share.
Proxy Form	means the proxy form accompanying this Notice.
Reach Corporate	means Reach Capital Corporate Pty Ltd (or its nominee) who was appointed as co-manager to the placement conducted in August 2023.
Remuneration Report	means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2023.
Resolutions	means the resolutions set out in this Notice, or any one of them, as the context requires.
Section	means a section of the Explanatory Memorandum.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a registered holder of a Share.

**SCHEDULE 1 –
Terms and conditions of the Options issued to R Markets Pty Ltd**

1 OPTION TERMS

1.1 Interpretation

The following words and phrases shall have the meaning ascribed to them below, when used in these Terms:

- (a) **ASX** means ASX Limited ACN 008 624 691;
- (b) **Business Day** means a day not being a Saturday, Sunday or public holiday, on which banks are general open for business in Queensland;
- (c) **Company** means Far East Gold Limited ACN 639 887 219;
- (d) **Constitution** means the constitution of the Company as amended from time to time;
- (e) **Corporations Act** means the *Corporations Act 2001* (Cth) as amended from time to time;
- (f) **Exercise Date** has the meaning given to it in paragraph 2.8(a) of these Terms;
- (g) **Exercise Notice** has the meaning given to it in paragraph 2.6 of these Terms;
- (h) **Exercise Period** has the meaning given to it in paragraph 2.5 of these Terms;
- (i) **Exercise Price** has the meaning given to it in paragraph 2.3 of these Terms;
- (j) **Expiry Date** has the meaning given to it in paragraph 2.4 of these Terms;
- (k) **Listing Rules** means the official listing rules of ASX;
- (l) **Official Quotation** has the meaning given to that term in the Listing Rules;
- (m) **Options** means the options to be issued to the Option holder on the terms detailed in these Terms and each of these is an **Option**;
- (n) **Option Certificate** means a certificate issued by the Company to an Option holder certifying that Option holder's holding of a specified number of Options;
- (o) **Option holder** means the person or persons entered into the Options Register as the registered holder of a specified number of Options;
- (p) **Share** means a fully paid ordinary share in the capital of the Company;
- (q) **Shareholders** means a person who owns shares in the capital of the Company, notwithstanding that those shares may not be fully paid and each is a **Shareholder**; and
- (r) **Terms** means these Option terms.

2 OPTION TERMS

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

2.1 Entitlement

- (a) Each Option entitles the Option holder to subscribe for, and be allotted, one Share.
- (b) Each Share issued on the exercise of an Option will have the same rights and liabilities as, and rank *pari passu* with all existing Shares on issue as at the exercise date. The rights attaching to the Shares are set out in the Constitution, the Listing Rules (including any escrow restrictions imposed on them by ASX), and the Corporations Act.
- (c) The name and relevant details of each Option holder shall be entered into the Options Register which shall be maintained by the Company in accordance with its obligations under the Corporations Act, the Constitution and the Listing Rules (if any).
- (d) The Company may at its sole discretion issue to an Option holder an Option Certificate. However, the Options Register will be the sole evidence of an Option holder's holding of a specified number of Options, and in the event of any discrepancy between the Options Register and an Option Certificate, the former shall prevail. The Company shall provide the Option holder with a holding statement in respect of the Option holder's registered holding of Options from time to time, in accordance with its obligations under the Corporations Act, the Constitution and the Listing Rules (if any).

2.2 Subscription price

The Options shall be issued for nil consideration.

2.3 Exercise Price

The amount payable upon exercise of each Option will be \$0.40 (the **Exercise Price**).

2.4 Expiry Date

Each Option will expire at 5:00 pm (AEDT) on 21 August 2026 (the **Expiry Date**). A Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

2.5 Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (the **Exercise Period**).

2.6 Exercise Notice

The Options may be exercised at any time wholly or in part by delivering written notice of exercise (the **Exercise Notice**) together with payment for the Exercise Price per Option to the Company at any time on or after the date of issue of the 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. The Company may at its election provide an Option

Holder with a form of exercise Notice, but failing that, the Exercise Notice should include the following details:

- the name of the registered Option Holder of the relevant Options;
- the number of Options to be exercised;
- the Exercise Price per Option being exercised and the aggregate amount being tendered in respect of the Options being exercised; and
- the date of exercise.

If the Option holder has been issued with an Option Certificate in respect of the Options being exercised, it must return that Option Certificate to the Company along with its Exercise Notice. Where the Option Certificate certifies that the Option holder holds more Options than those being exercised, the Company may provide a replacement Option Certificate to the relevant Option holder.

2.7 Exercise Restrictions

The number of Options that may be exercised at one time must be not less than [50,000], unless the holder of the Options holds less than 100,000 Options in which case all Options must be exercised at one time.]/[There is no restriction on the number of Options that may be exercised at one time.

2.8 Timing of issue of Shares on exercise

Upon the valid exercise of any Options and payment of the Exercise Price, the Company will issue the relevant number of 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 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 Options.

2.9 Reconstruction of capital

In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company:

- (a) the number of Options, the Exercise Price of the 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 Options holders that 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 Options will remain unchanged.

2.10 Pro Rata Issue

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

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

Where:

O^n = the new exercise price of the Option;

O = the old exercise price of the Option;

E = the number of underlying securities into which one 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.

2.11 Participation in new issues

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 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 Options, in accordance with the requirements of the Listing Rules.

2.12 Dividends

Option holders do not participate in any dividends unless the Options are exercised and the resultant Shares are issued prior to the record date to determine entitlements to the dividend.

2.13 Bonus Issue

If there is a bonus issue to the Shareholders of the Company, the number of Shares over which the Option is exercisable may be increased by the number of Shares which the Option holder would have received if the Option had been exercised before the record date for the bonus issue.

2.14 Change of Option Terms

- (a) Subject to paragraph (c), these Terms shall only be changed if the 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 Options shall not be changed to reduce the Exercise Price, increase the number of Options or change any period for the exercise of the Options.

- (b) The Options do not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Options can be exercised.
- (c) The Company may alter these Terms where necessary from time to time to ensure compliance with the Listing Rules.

2.15 Transfers Not Permitted

The Options are not transferable.

Proxy Voting Form

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

Your proxy voting instruction must be received by **12.00pm (Brisbane time) on Tuesday, 28 November 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

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)

