

## Notice of Meeting

Felix Gold Limited (ASX: FXG) is pleased to attach a copy of the following documents in relation to the General Meeting of Shareholders to be held on 30 July 2024 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.

ENDS

### Enquiries

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To stay up to date with company news, [register your details](#) on the Felix Gold investor portal.

1 July 2024

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 30 July 2024.

A notice of meeting and accompanying explanatory memorandum was released to ASX on 1 July 2024 (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: 30 July 2024**

**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 30 July 2024 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 28 July 2024.

Capitalised 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 21,797,915 Shares under the Placement**

To consider and, if thought fit, to 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 of 21,797,915 Shares, having an issue price of \$0.054 per Share, by way of private placement to sophisticated, professional and institutional investors in accordance with the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

#### **Resolution 2 – Ratification of the issue of 20,721,511 Shares under the Placement**

To consider and, if thought fit, to 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 of 20,721,511 Shares, having an issue price of \$0.054 per Share, by way of private placement to sophisticated, professional and institutional investors in accordance with the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

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

- the recipients of the Shares the subject of Resolutions 1 and 2; and
- any Associate of those persons.

However, this does not apply to a vote cast in favour of Resolutions 1 or 2 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;
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the

Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Resolution 3 – Approval to issue 1,893,370 Broker Options to Reach Corporate or its nominee(s)**

To consider and, if thought fit, to 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, Shareholders approve the issue of up to 1,893,370 Options, exercisable at \$0.08 before the third anniversary of the date of issue, to Reach Corporate (or its nominee(s)), and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”*

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

- Reach Corporate (or its nominee(s)), or any other person who will obtain a material benefit as a result of, the proposed issue of Options pursuant to Resolution 3 (except a benefit solely by reason of being a holder of Shares); and
- any Associate of those persons.

However, this does not apply to a vote cast in favour of any of Resolution 3 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution 3, in accordance with directions given to the proxy or attorney to vote on Resolution 3 in that way;
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 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 Resolution 3; and
  - the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Resolution 4 – Approval to issue up to 1,000,000 Shares to Mr Ronnie Bevor (or his nominated Associate)**

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

*“That, in accordance with the provisions of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue up to 1,000,000 Shares at an issue price of \$0.054 each to Mr Ronnie Bevor, being*

*the Non-Executive Chairman of the Company, or his nominated Associate and otherwise on terms set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

**Resolution 5 – Approval to issue up to 1,000,000 Shares to Mr Mark Strizek (or his nominated Associate)**

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

*“That, in accordance with the provisions of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,000,000 Shares at an issue price of \$0.054 each to Mr Mark Strizek, being a Non-Executive Director of the Company, or his nominated Associate and otherwise on terms set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

**Resolution 6 – Approval to issue up to 740,741 Shares to Mr Andrew Browne (or his nominated Associate)**

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

*“That, in accordance with the provisions of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 740,741 Shares at an issue price of \$0.054 each to Mr Andrew Browne, being the Non-Executive Director of the Company, or his nominated Associate and otherwise on terms set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

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

- Mr Beevor or his nominated Associate (in respect of Resolution 4 only), Mr Strizek or his nominated Associate (in respect of Resolution 5 only) and Mr Browne or his nominated Associate (in respect of Resolution 6 only) and any other person who will receive a material benefit as a result of the proposed issue of Shares (except a benefit solely by reason of being a holder of Shares); 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 Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution 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 the 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 7 – Approval to issue up to 2,074,074 Shares to MDF Global Limited or its nominee(s)**

To consider and, if thought fit, to 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, Shareholders approve the issue of up to 2,074,074 Shares at an issue price of \$0.054 each to MDF Global Limited (or its nominee(s)) on terms set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

### **Resolution 8 – Approval to issue up to 15,000,000 Convertible Notes and 7,500,000 attaching Options to MDF Global Limited or its nominee(s) under the Loan Agreement**

To consider and, if thought fit, to 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, Shareholders approve the issue of up to 15,000,000 Convertible Notes, having a conversion price of \$0.08 each, and up to 7,500,000 attaching Options, exercisable at \$0.08 and expiring on 19 June 2025, to MDF Global Limited (or its nominee(s)) on terms set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

**Voting Exclusion Statement:** In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolutions 7 or 8 by:

- MDF Global Limited and any other person who is expected to participate in the proposed issue pursuant to Resolutions 7 and 8 or who will obtain a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of Shares); 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  
Felix Gold Limited



# EXPLANATORY MEMORANDUM

This Explanatory Memorandum provides 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 30 July 2024 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. Unless otherwise stated, all references to sums of money, '\$' and 'dollars' are references to Australian currency.

## Background to the Placement

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On 22 May 2024, the Company announced a private placement of new Shares to raise approximately \$2,556 million (before expenses) (**Placement**), which comprised:

- (a) the issue of 42,519,426 Shares by way of a private placement to various qualified institutional professional and sophisticated investors at an issue price of \$0.054 per Share (Resolutions 1 and 2); and
- (b) the agreement to subsequently issue 4,814,815 Shares, subject to Shareholder approval, as follows:
  - (1) 1,000,000 Shares to Mr Ronnie Beevor or his nominated Associate (Resolution 4);
  - (2) 1,000,000 Shares to Mr Mark Strizek or his nominated Associate (Resolution 5);
  - (3) 740,741 Shares to Mr Andrew Browne or his nominated Associate (Resolution 6); and
  - (4) 2,074,074 Shares to MDF Global Limited (Resolution 7).

The funds raised from the Placement will be applied to the following activities:

- completing the imminent maiden JORC Resource at NW Array;
- progressing ongoing exploration and resource expansion drilling at the Grant Mine and NW Array Projects; and
- general working capital expenses.

## Resolutions 1 & 2 – Ratification of the issue of Shares under the Placement

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As noted in the section titled “**Background to the Placement**”, the Company announced the Placement on 22 May 2024, which included the issue of 42,519,426 Shares to sophisticated, professional and institutional investors. The Placement was undertaken under the Company’s capacities under Listing Rules 7.1 and 7.1A as follows:

- 21,797,915 Shares were issued under Listing Rule 7.1 (Resolution 1); and
- 20,721,511 Shares were issued under Listing Rule 7.1A (Resolution 2).

## Listing Rules 7.1, 7.1A and 7.4

In accordance with Listing Rules 7.1 and 7.1A, a company whose shares are listed for quotation on the ASX must not, subject to certain exceptions, issue or agree to issue more Equity Securities during any 12-month period than the amount which represents 15% or 10% respectively of the number of fully paid ordinary shares on issue at the commencement of that 12-month period.

The Shares issued pursuant to Resolutions 1 and 2 did not fit within any of the exceptions, and as the issues were not approved by the Shareholders, they have depleted all of the Company's available capacities under Listing Rules 7.1 and 7.1A to issue new Equity Securities.

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 2023 Annual General Meeting.

Listing Rule 7.4 sets out an exemption to Listing Rules 7.1 and 7.1A. Listing Rule 7.4 permits a company's shareholders to subsequently ratify a previous issue of securities in a general meeting, provided that such previous issue did not breach Listing Rules 7.1 or 7.1A when it was made. If Shareholders ratify such previous issues, the issue of those securities will be deemed to have been made with shareholder approval for the purposes of Listing Rules 7.1 and 7.1A, meaning that such issues will be excluded in the calculation of the Company's capacities under Listing Rules 7.1 and 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A and thus:

- Resolution 1 seeks ratification of 21,797,915 Shares which were issued by the Company under the Placement using its capacity under Listing Rule 7.1; and
- Resolution 2 seeks ratification of 20,721,511 Shares which were issued by the Company under the Placement using its capacity under Listing Rule 7.1A.

The Company confirms that the agreement to issue the Shares pursuant to Resolutions 1 and 2 did not breach Listing Rules 7.1 or 7.1A at the date of issue.

#### **Information required by Listing Rule 7.5**

For the purposes of Listing Rule 7.5, the following information is provided in respect of Resolutions 1 and 2:

- (a) The Company issued 42,519,426 Shares. 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.
- (b) The Shares issued pursuant to Resolutions 1 and 2 were issued to various 'sophisticated investors' or 'professional investors' selected by the Company in consultation with the Lead Manager based on expressions of interests made by those investors and/ or prior investments in the Company. None of the allottees were Related Parties of the Company.
- (c) As at the date of this Notice:

- (i) 18,094,211 of the 21,797,915 Shares were issued on 29 May 2024 using the Company's capacity under Listing Rule 7.1. The remaining 3,703,704 Shares to be issued using the Company's capacity under Listing Rule 7.1 are expected to be issued on or about 20 June 2024 (please see the Appendix 3B published by the Company for further details); and
  - (ii) all 20,721,511 Shares issued using the Company's capacity under Listing Rule 7.1A were issued on 29 May 2024.
- (d) The Shares were issued at an issue price of \$0.054 per Share.
  - (e) The funds raised by the Placement will be used for the purposes set out in the section of this Explanatory Memorandum titled "Background to the Placement".
  - (f) The relevant placement agreement provided that the issue price per Share is \$0.054 and included various other conditions usual for a placement of this sort.

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

If Resolution 1 and 2 are passed, the issue of 42,519,426 Shares will be excluded in calculating the Company's capacity limits 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 Shareholder approval in the relevant period.

If Resolution 1 and 2 are not passed, the 42,519,426 Shares will be included in calculating the Company's capacity limits pursuant to Listing Rules 7.1 and 7.1A. Therefore, the Company will have no flexibility to utilise its capacities under Listing Rules 7.1 or 7.1A to take advantage of any commercial opportunities as they may arise.

### **Directors' Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 1 and 2 and advise that they intend to vote any Shares that they own or control in favour of Resolutions 1 and 2.

The Chair intends to vote all undirected proxies in favour of Resolutions 1 and 2.

### **Resolution 3 – Approval to issue 1,893,370 Broker Options to Reach Corporate or its nominee(s)**

#### **Background**

As noted in the section titled "**Background to the Placement**", the Company issued 42,519,426 Shares at an issue price of \$0.054 per Share to various sophisticated, professional and institutional investors under the Placement. The Placement was facilitated by the Lead Manager.

For the services provided by the Lead Manager during the Placement, the Company has agreed, subject to obtaining Shareholder approval, to issue the Lead Manager or its nominee(s) with 1,893,370 Options, having an exercise price of \$0.08 and an expiry date that is three years after the date of issue (**Broker Options**).

#### **Listing Rule 7.1**

As summarised under Resolutions 1 and 2 above, subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without shareholder approval

over a 12-month period to 15% of the fully paid ordinary shares it had on issue at the beginning of that 12-month period.

The proposed issue of the Broker Options does not fall within the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. Therefore, Resolution 3 seeks Shareholder approval for the issue of the Broker Options to the Lead Manager or its nominee(s) 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:

- (a) If Resolution 3 is passed, 1,893,370 Broker Options will be issued to the Lead Manager or its nominee(s).
- (b) The maximum number of Broker Options to be issued pursuant to Resolution 3 is 1,893,370 Broker Options.
- (c) The Broker Options will have an exercise price of \$0.08, will expire on the date that is three years after the date of issue and will otherwise have the terms and conditions set out in Schedule 1 to this Explanatory Memorandum.
- (d) The Options will be issued as soon as practicable following the Meeting, and in any event, will be issued no later than 3 months after the date of the Meeting.
- (e) The purpose of the issue of the Broker Options is to remunerate the Lead Manager for the services it provided during the Placement. Accordingly, the Broker Options will be issued for nil consideration and no funds will be raised from the issue of the Broker Options. Funds raised on the exercise of Broker Options will be used to fund the Company's business activities, including working capital, at the time those Broker Options are exercised (if at all).
- (f) The Lead Manager Agreement provided:
  - (i) that the Lead Manager would support the Company in undertaking the Placement;
  - (ii) that the Lead Manager would receive:
    - (A) a 2% management fee of total funds raised under the Placement;
    - (B) a 4% capital raising fee on funds raised by the Lead Manager; and
    - (C) the Broker Options, subject to Shareholder approval; and
  - (iii) for various other standard conditions for a lead manager agreement of this sort, including various indemnities in favour of the Lead Manager in respect of their role.

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

If Resolution 3 is passed, the Company will be able to issue the Broker Options to the Lead Manager or its nominee(s). In addition, the issue of the Broker Options will not be included in the calculation of the Company's capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue.

If Resolution 3 is not passed, the Company will not be able to issue the Broker Options to the Lead Manager or its nominee(s). In this case, the Lead Manager's remuneration will solely be the 2% management and 4% capital raising fee.

### **Directors' Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3 and advise that they intend to vote any Shares that they own or control in favour of Resolution 3.

The Chair intends to vote all undirected proxies in favour of Resolution 3.

### **Resolutions 4 to 6 – Approval to issue Shares to the Participating Directors (or their nominated Associates)**

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#### **Background**

Three Directors, Mr Ronnie Beevor, Mr Mark Strizek and Mr Andrew Browne (**Participating Directors**) wish to subscribe for the following number of Shares on the same terms and conditions as the Placement:

- Mr Beevor – 1,000,000 Shares (Resolution 4);
- Mr Strizek – 1,000,000 Shares (Resolution 5); and
- Mr Browne – 740,741 Shares (Resolution 6).

Therefore, the Directors have resolved to seek Shareholder approval for the issue of the Shares to the Participating Directors at the same price and on the same terms as the Shares issued under the Placement.

Approval for the issue of the Shares to the Participating Directors 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 unless it is 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, each Participating Director is a Related Party of the Company due to their position as a Director of the Company.

'Financial benefit' as used in Chapter 2E of the Corporations Act is interpreted very broadly. The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of Shares pursuant to Resolution 4 to 6, on the basis that the exception in section 210 of the Corporations Act applies as the Participating Directors are proposing to participate in the Placement on the same terms as the other participants.

#### **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 Equity Securities to a Related Party without the approval of its shareholders.

By virtue of their position as Directors, each of the Participating Directors are a Related Party of the Company. Accordingly, Resolutions 4 to 6 seek Shareholder approval in accordance with Listing Rule 10.11 for the issue of Shares to the Participating Directors (or their nominated Associates).

If Resolutions 4 to 6 are all passed, the Company will be able to issue the Shares to each Participating Director or their nominated Associates.

If Resolution 4 is not passed, the Company will not be able to issue the Shares to Mr Beevor or his nominated Associate.

If Resolution 5 is not passed, the Company will not be able to issue the Shares to Mr Strizek or his nominated Associate.

If Resolution 6 is not passed, the Company will not be able to issue the Shares to Mr Browne or his nominated Associate.

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

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 4 to 6:

- (a) The Shares the subject of Resolution 4 will be issued to Mr Beevor or his nominated Associate, the Shares the subject of Resolution 5 will be issued to Mr Strizek or his nominated Associate and the Shares the subject of Resolution 6 will be issued to Mr Browne or his nominated Associate
- (b) As each Participating Director is a Related Party of the Company, by virtue of their position as a Director, they are each a person falling within the category prescribed by Listing Rule 10.11.1 and their Associates fall within the category prescribed by Listing Rule 10.11.4.
- (c) If Resolution 4 is passed, 1,000,000 Shares will be issued to Mr Beevor or his nominated Associate. If Resolution 5 is passed, 1,000,000 Shares will be issued to Mr Strizek or his nominated Associate. If Resolution 6 is passed, 740,741 Shares will be issued to Mr Browne or his nominated Associate.
- (d) The Shares proposed to be issued pursuant to Resolutions 4 to 6 are on the same terms as those issued under the Placement. All Shares will be fully paid ordinary securities and, from their date of issue, rank equally with all other Shares on issue.
- (e) The Shares will be issued to the Participating Directors or their nominated Associates as soon as reasonably practicable following the Meeting and, in any event, no later than one month after the date of the Meeting.
- (f) The issue price of the Shares will be \$0.054 per Share.
- (g) The funds raised by the Placement will be used for the purposes set out in the section of this Explanatory Memorandum titled "Background to the Placement".

- (h) The relevant placement agreement provided that the issue price of Shares is \$0.054 and includes various other conditions usual for a placement of this sort.

**Directors' Recommendation**

As the proposed issue of Shares to the Participating Directors in accordance with Resolutions 4 to 6 will be at the same issue price as all other participants in the Placement and will provide the Company with additional funds, the Participating Directors, other than Mr Ronnie Beevor in respect of Resolution 4, Mr Mark Strizek in respect of Resolution 5 and Mr Andrew Browne in respect of Resolution 6 who have abstained from providing any recommendation on their respective Resolutions, recommend that Shareholders vote in favour of Resolutions 4 to 6 and advise that they intend to vote any Shares that they own or control in favour of Resolutions 4 to 6.

The Chair intends to vote any undirected proxies in favour of Resolutions 4 to 6.

## **Resolution 7 – Approval to issue up to 2,074,074 Shares to MDF Global Limited (or its nominee(s))**

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### **Background**

MDF Global Limited (**MDF**) has expressed a desire to contribute up to \$112,000 in the Placement, with such participation subject to Shareholder approval.

Resolution 7 seeks Shareholder approval for the issue of 2,074,074 Shares to MDF or its nominee(s) at the same price and on the same terms as the Shares issued under the Placement.

### **Listing Rule 7.1**

As summarised under Resolutions 1 and 2 above, Listing Rule 7.1 places a limit on the amount of Equity Securities a company may issue without shareholder approval over a 12-month period to 15% of the fully paid ordinary shares it had on issue at the beginning of that 12-month period.

The proposed issue of Shares pursuant to Resolution 7 does not fall within the exceptions set out in Listing Rules 7.2 and exceeds the 15% limit in Listing Rule 7.1. Therefore, Resolution 7 seeks Shareholder approval for the issue of Shares to MDF or its nominee(s) 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 7:

- (a) If Resolution 7 is passed, 2,074,074 Shares will be issued to MDF or its nominee(s).
- (b) The maximum number of Shares to be issued pursuant to Resolution 7 is 2,074,074 Shares.
- (c) The Shares will be issued as soon as reasonably practicable following the Meeting, and in any event, will be issued no later than 3 months after the date of the Meeting.
- (d) The issue price of the Shares will be \$0.054 per Share.
- (e) All Shares issued pursuant to Resolution 7 will, from their date of issue, rank equally with all other Shares on issue.
- (f) The relevant placement agreement provided that the issue price of Shares is \$0.054 and includes various other conditions usual for a placement of this sort.
- (g) The funds raised by the Placement will be used for the purposes set out in the section of this Explanatory Memorandum titled “Background to the Placement”.

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

If Resolution 7 is passed, the Company will be able to issue Shares to MDF or its nominee(s), raising an additional \$112,000.

The issue of the Shares pursuant to Resolution 7 will be excluded in the calculation of the Company's capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue.



If Resolution 7 is not passed, the Company will not be able to issue the Shares to MDF or its nominee(s) and the Company will need to return any application money received in respect of the Shares.

### **Directors' Recommendation**

The Directors, other than Mr Webb who is a director of MDF, recommend that Shareholders vote in favour of Resolution 7 and advise that they intend to vote any Shares that they own or control in favour of Resolution 7.

The Chair intends to vote all undirected proxies in favour of Resolution 7.

### **Resolution 8 – Approval to issue up to 15,000,000 Convertible Notes and 7,500,000 attaching Options to MDF Global Pty Ltd or its nominee(s) under the Loan Agreement**

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#### **Background**

On 20 December 2023, the Company announced an unsecured loan of up to \$1.2 million with the Company's long-term major shareholder, MDF Global Limited (**MDF**). Under the Loan Agreement, funds advanced under the facility (**Drawn Amount**) are repayable by 31 December 2025.

The Drawn Amount may, subject to Shareholder approval, be discharged by the issue of:

- convertible notes, each with a face value of \$0.08 and converting into one Share for every note (**Convertible Notes**); and
- one attaching Option for every two Convertible Notes issued, having an exercise price of \$0.15 per Option and an expiry date of 19 June 2025.

Convertible Notes may be converted to Shares at the election of the Company.

Convertible Notes issued to MDF will be repayable by the Company by 31 December 2025 to the extent that the Convertible Notes have not been converted into Shares before that date.

At the date of this Notice, \$750,000 of the \$1.2 million loan facility has been drawn by the Company (**Loan Facility**) and the Company has not issued any Convertible Notes in relation to the Loan Facility.

#### **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 Shares 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 7:

- (a) If Resolution 8 is passed, up to 15,000,000 Convertible Notes and 7,500,000 Options may be issued to MDF or its nominee(s).

- (b) The maximum number of Convertible Notes and Options to be issued pursuant to Resolution 8 is 15,000,000 Convertible Notes and 7,500,000 Options.
- (c) The Convertible Notes and Options will be issued no later than 3 months after the date of the Meeting.
- (d) The Convertible Notes and Options will be issued in satisfaction of the Drawn Amount.
- (e) The Options will have an exercise price of \$0.15, will expire on 19 June 2026 and will otherwise have the terms and conditions set out in Schedule 3.
- (f) The material terms of the Loan Agreement are set out in Schedule 2 to this Explanatory Memorandum.
- (g) The funds raised from the Loan are being used to progress the Company's Alaskan projects and general working capital purposes. Funds raised on the exercise of Options will be used to fund the Company's business activities, including working capital, at the time those Options are exercised (if at all).

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

If Resolution 8 is passed, the Company will be able to issue 15,000,000 Convertible Notes and 7,500,000 Options to MDF.

The issue of the Convertible Notes and Options pursuant to Resolution 8 will be excluded in the calculation of the Company's capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue.

If Resolution 8 is not passed, the Company will not be able to issue the Convertible Notes or Options to MDF and the Company will need to repay the Drawn Amount under the Loan Facility by way of a cash payment.

#### **Directors' Recommendation**

The Directors, other than Mr Webb who is a Director of MDF, recommend that Shareholders vote in favour of Resolution 8 and advise that they intend to vote any Shares that they own or control in favour of Resolution 8.

The Chair intends to vote all undirected proxies in favour of Resolution 8.

## Glossary

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

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

**Associate** has the meaning given to that term in the Corporations Act.

**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.

**Broker Options** means the proposed issue of 1,893,370 Options to the Lead Manager the subject of Resolution 3.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

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

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

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

**Convertible Notes** means a convertible note issued to MDF, each convertible into one Share.

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

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

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

**Explanatory Memorandum** means this explanatory memorandum which accompanies, and forms part of, the Notice of Meeting.

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

**Lead Manager** means Reach Corporate Pty Ltd ACN 638 960 540.

**Listing Rules** means the Listing Rules of the ASX, as amended or replaced from time to time.

**Loan Agreement** means the convertible note loan deed between the Company and MDF dated on or about 20 December 2023.

**MDF** means MDF Global Limited ACN 637 394 579.

**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.

**Participating Directors** means Mr Ronnie Beevor, Mr Mark Strizek and Mr Andrew Browne.

**Placement** means the placement of Shares to sophisticated, professional and institutional investors the subject of Resolutions 1 and 2 and as detailed in the section of this Explanatory Memorandum titled “**Background to the Placement**”.

**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.

**Related Party** has the meaning given to that term in the Listing Rules.

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

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

**Shareholder** means a holder of Shares.

**Special Resolution** means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) passed by at least 75% of the votes cast by members entitled to vote on the Resolution.

## Schedule 1 Broker Option Terms

The terms of the Broker Options in Resolution 3 are set out below.

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

1. The Options shall be issued for nil consideration per Option.
2. The exercise price of each Option is \$0.08 (**Exercise Price**).
3. The Options will expire on 36 months from the date of the issue (**Expiry Date**) unless earlier exercised.
4. The Options are transferrable subject to any restriction or escrow arrangements imposed by ASX under applicable Australian securities laws.
5. The 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 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.
6. The number of Options that may be exercised at one time must be not less than 50,000, unless the holder of the Option (**Option Holder**) holds less than 50,000 Options in which case all Options must be exercised at one time.
7. Upon the valid exercise of the 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 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.
8. 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.
9. Option Holders do not participate in any dividends unless the 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 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 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.

11. If there is a pro rata issue (except a bonus issue), the Exercise Price of 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.

12. 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.
13. The terms of the 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 Options shall not be changed to reduce the Exercise Price, increase the number of Options or change any period for exercise of the Options.
14. The 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 Options can be exercised.

15. The Company may apply for listing of the 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 Option.

## Schedule 2    Loan Agreement Terms

### 1.    Loan Amount

- (a)    Unsecured loan of up to \$1.2 million, with the first drawdown amount of \$350,000 to be paid to the Company on or before 12:00pm AEST on 20 December 2023.
- (b)    After 31 January 2024, the Company may elect to drawdown further amounts in excess of \$100,000 by providing written notice to MDF, provided that all requested amounts, in aggregate, do not exceed \$1.2million.
- (c)    Interest accrues daily at an interest rate of 6% p.a from the date that the funds are advanced.

### 2.    Repayment

- (a)    All amounts owing to MDF will be repayable by the Company on or before 5:00pm AEST on 31 December 2025 (**Maturity Date**).
- (b)    Subject to the Company receiving Shareholder approval by 5:00pm on 31 July 2024, the Company may repay any amounts owing to MDF by issuing convertible notes (having a face value of \$0.08 per convertible note), together with one (1) attaching option for every two (2) convertible notes issued, to MDF.
- (c)    Where Shareholder approval is not obtained by 5:00pm on 31 July 2024, all amounts owing to MDF will be repayable by the Company on or before 5:00pm AEST on the date that is 3 months after MDF provides written notice requiring such repayment.

### 3.    Conversion

- (a)    The Company may, at any time before the Maturity Date, convert any convertible notes issued to MDF into Shares, which shall secure repayment to MDF for the amount of the face value.
- (b)    Shares issued upon conversion will, from their date of issue, rank equally in all respects with all Shares as at the date of conversion.
- (c)    The full face value of all outstanding Convertible Notes that have not been converted or otherwise repaid will be repayable on or before 5:00pm AEST on the Maturity Date.

### 4.    Terms of the Convertible Notes

- (a)    The Convertible Notes issued will not confer any rights to attend, participate in or vote at Shareholders' meeting or any rights to dividends.
- (b)    The Company may amend the Convertible Notes in such manner as may be necessary to comply with the Listing Rules.
- (c)    The Convertible Notes are transferable with the prior written consent of the Company.



### Schedule 3 Resolution 8 Option Terms

The terms of the Options in Resolution 8 are set out below.

1. Each Option entitles the holder to subscribe for one Share upon exercise of the relevant Option.
2. The Options shall be issued for nil consideration.
3. The amount payable upon exercise of each Option will be \$0.15 (**Exercise Price**).
4. Each Option will expire on 19 June 2026 (**Expiry Date**). An Option not exercised before the Expiry Date.
5. The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
6. The 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 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 of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company
7. The number of Options that may be exercised at one time must be not less than 50,000, unless the holder of the Options (**Option Holder**) holds less than 50,000 Options in which case all Options held by that Option Holder must be exercised at one time.
8. Upon the valid exercise of the 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:
  - (d) the date of the Exercise Notice (the **Exercise Date**); and
  - (e) 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:
  - (f) 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
  - (g) 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.
17. 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.
18. Option Holders do not participate in any dividends unless the Options are exercised and the resultant Shares of the Company are issued prior to the record date to determine entitlements to the dividend.

19. 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 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.
20. If there is a pro rata issue (except a bonus issue), the Exercise Price of 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.
21. 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.
22. The terms of the Options 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.
23. 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.
24. The Company may apply for listing of the Options on the ASX, subject to meeting the quotation requirements under the ASX Listing Rules in.

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

## **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 28 July 2024. 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.

Your proxy voting instruction must be received by **10.00am (AEST) on Sunday, 28 July 2024**, 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 Key Management Personnel.

### 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:

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#### BY FACSIMILE:

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#### All enquiries to Automic:

#### WEBSITE:

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

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