



10 August 2020

## Transaction update

First Au Limited [ASX:FAU] (**FAU** or the **Company**) advises that, following consultation with ASX, it has agreed to vary the structure of the equity consideration under the proposed acquisition by the Company of 80% of the issued capital of Victorian Goldfields Pty Ltd (**VicGold**). VicGold holds (either itself or via a subsidiary) applications making up the Victorian Goldfields Project (**Project**). The Company may acquire the remaining 20% of the issued capital of VicGold pursuant to an option that may be exercised upon a decision to mine at the Project.

The acquisition by the Company of 80% of the issued capital of VicGold, with an option in respect of the remaining 20% of the issued capital of VicGold, is referred to herein as the **Transaction**.

The aggregate quantum of the equity consideration remains unchanged. The variations relate to the removal of expenditure related milestones and restricting the area the subject of the milestone targets to the Project (as opposed to the Project and Snowstorm), with increases to the number of shares at completion and to be issued upon grant of the relevant exploration licenses. The aggregate number of shares remains unchanged.

Details of the varied equity consideration is set out below:

- 20,000,000 fully paid ordinary shares at a deemed issue price of \$0.01 (1 cent) per share upon completion of the Transaction;
- 25,000,000 fully paid ordinary shares, to be issued upon the grant of exploration licenses in respect of all of applications EL 006975, EL 006976 and EL 006977 on or before the date that is five (5) years from completion of the Transaction;
- 5,000,000 fully paid ordinary shares, to be issued upon the grant of an exploration license in respect of application EL 005422 on or before the date that is five (5) years from completion of the Transaction;
- 10,000,000 fully paid ordinary shares, to be issued upon the delineation by the Company on the Project of an independently verified JORC classified Inferred Mineral Resource of a minimum of 3.110Mt at a grade not less than a minimum of 1 g/t for at least 100,000 ounces of gold on the Project on or before the date that is five (5) years from completion of the Transaction;
- 10,000,000 fully paid ordinary shares, to be issued upon the delineation by the Company on the Project of an independently verified JORC classified Inferred Mineral Resource of a minimum of 7.775Mt at a grade not less than a minimum of 1 g/t for at least 250,000 ounces of gold on the Project on or before the date that is five (5) years from completion of the Transaction; and

- 10,000,000 fully paid ordinary shares, to be issued upon the delineation by the Company on the Project of an independently verified JORC classified Inferred Mineral Resource of a minimum of 15.551Mt at a grade not less than a minimum of 1 g/t for at least 500,000 ounces of gold on the Project on or before the date that is five (5) years from completion of the Transaction.

The Company will be shortly releasing a notice of meeting seeking, amongst other matters, shareholder approval(s) in connection with the Transaction.

Authorised by:



**Bryan Frost**  
**Executive Chairman & Managing Director**