

16 October 2023

UNMARKETABLE PARCELS SALE FACILITY

Marvel Gold Limited (ASX: MVL) (**Marvel** or the **Company**) is pleased to announce that it has established a Share Sale Facility for holders of Unmarketable Parcels of shares in the Company (**Facility**). The ASX Listing Rules define “Unmarketable Parcel” as one with a market value of less than A\$500.

As at market close on 13 October 2023 (**Record Date**), an Unmarketable Parcel of shares in the Company is any shareholding of 45,454 shares or less, based on the closing price of \$0.011 per Marvel share. This represents 11,381,178 ordinary shares in Marvel (1.32% of Marvel’s issued shares), held by 783 shareholders (55.61% of the total number of shareholders presently holding shares in the Company).

The Company is providing the Facility to holders of Unmarketable Parcels to sell their shares without incurring any brokerage or handling costs that could otherwise make a sale of their shares uneconomic or difficult. The Company values its shareholders and by making this Facility available, the Company expects to reduce the administrative costs associated with maintaining a number of small holdings.

Shareholders wishing to take advantage of the Facility and have their shares sold do not need to take any action.

Shareholders will have the ability to retain their Unmarketable Parcel of shares by returning the Share Retention Form on or before 5:00pm AWST on 1 December 2023, otherwise their shares will be sold by the Company through the Facility.

Canaccord Genuity has been appointed as broker for shares sold under the Facility. Sale proceeds will be forwarded to participating shareholders as soon as practicable following settlement. All costs and brokerage fees will be paid by the Company, excluding any tax consequences, which will remain the responsibility of shareholders.

The price at which shares will be sold will be determined by market conditions after the Closing Date of the Facility and may be different from the market price prevailing at the time. All shareholders who sell their shares through the Facility will receive the same price per share.

A summary of the key dates in relation to the Facility is as follows:

Event	Date
Unmarketable Parcels Record Date	13 October 2023
Unmarketable Parcels Announcement to ASX	16 October 2023
Letters sent to shareholders holding Unmarketable Parcels	20 October 2023
Closing Date for receipt of Share Retention Form	1 December 2023

The Company reserves the right to change any of the dates referred to in this announcement or the enclosed letter or Share Retention Form, or to vary, cancel or delay the Facility or the sale of shares at any time before the shares are sold, by making an announcement to ASX.

The Company does not provide any recommendation or advice as to whether shareholders holding an Unmarketable Parcel should sell or retain their shares.

Attached is a copy of the letter, fact sheet and Share Retention Form which will be despatched to all shareholders holding an Unmarketable Parcel of Shares as at the Record Date.

If you have any questions about the Facility, please contact the Company on +61 8 9200 4960 or via email at info@marvelgold.com.au

This announcement was authorised for release by the Company's board of directors.

CHRIS VAN WIJK

Managing Director

Tel: +61 8 9200 4960

Visit www.marvelgold.com.au

ABOUT MARVEL GOLD

Marvel Gold Limited is an Australian resources company listed on the Australian Securities Exchange under stock code MVL. Marvel's current focus is on gold exploration with existing assets in Mali and is actively seeking new opportunities which have the potential to provide long-term sustainable growth for the Company.

Pursuant to the disposal of the Chilalo Graphite Project, Marvel also holds 50 million shares in ASX listed graphite company, Evolution Energy Minerals Limited (ASX Code: EV1), which are escrowed until November 2023.

Marvel has an experienced board and management team with specific skills and extensive experience in exploration, project development and mining.

20 October 2023

Dear Shareholder

IMPORTANT NOTICE

Marvel Gold Limited Unmarketable Parcel Share Sale Facility

Marvel Gold Limited (**Marvel** or the **Company**) is pleased to provide you with the opportunity to sell your shareholding without incurring brokerage or handling costs through an unmarketable parcel share sale facility (**Facility**). This Facility is open to shareholders who at market close on 13 October 2023 (**Record Date**) held fully paid ordinary shares in Marvel (**Marvel Shares**) with a value of less than \$500 (**Unmarketable Parcel**), based on the closing price of \$0.011 on the Record Date (i.e., holders of 45,454 ordinary shares or less). As defined in the ASX Operating Rules Procedures, a 'marketable parcel' of shares is one which has a minimum value of \$500.

The Facility is being conducted to enable the Company to substantially reduce the administrative cost of managing small shareholdings and to provide investors with small holdings an opportunity to dispose of their holdings in the Company in a cost-effective manner. The Company will bear all costs, including brokerage related to sales under the Facility (although any tax consequences from the sale of your shares will be your responsibility).

Our records show that at the Record Date you held an Unmarketable Parcel and are therefore eligible to participate in this Facility. Unless you advise the Company that you **DO NOT** wish to sell your Marvel Shares by 5:00pm AWST on 1 December 2023 (**Closing Date**), the Company intends to sell your shares through the Facility in accordance with clause 5A of the Company's Constitution and the ASX Listing Rules. Payment will be sent to you following settlement of the sale or otherwise as soon as practicable.

The price that you receive for your shares under the Facility will be determined by when and how the shares are sold. The Company's directors may sell your shares on market or in any other way they consider fair and reasonable in the circumstances. If the shares are sold on market the price will depend on a number of factors, including market conditions at the time of sale. Further, the sale price you are paid for your Marvel Shares may be less than the price you paid to acquire them.

The Company reserves the right to change any of the dates referred to in this letter or the enclosed Share Retention Form, or to vary, cancel or delay the Facility or the sale of shares at any time before the shares are sold, by making an announcement to ASX.

What do I need to do?

You can choose whether or not to participate in the Facility prior to the Closing Date of 5:00pm AWST on 1 December 2023.

1. Sell your shareholding (DO NOTHING)

If you do nothing, your Unmarketable Parcel will be pooled with other Unmarketable Parcels which are to be sold under the Facility and will be sold as soon as practicable after the Closing Date. Proceeds will be remitted to you as soon as practicable thereafter via direct credit to your nominated bank account or a cheque will be sent to your registered postal address for your shareholding. By refraining from taking any action on or before the Closing Date, you will be deemed to have irrevocably appointed the Company as your agent:

- a) To sell your Unmarketable Parcel at a price to be determined by when and how those Marvel Shares are sold and without any cost being incurred by you; and
- b) To affect a transfer of your Unmarketable Parcel on your behalf and deal with the proceeds of the sale as set out in the additional information section below.

You will also be deemed to have appointed the Company, its directors, and the Company Secretary jointly and severally as your attorney to execute an instrument or take any steps in your name and on your behalf, as the attorney may consider appropriate to transfer your Unmarketable Parcel and be deemed to have authorised each attorney to appoint an agent to undertake any of these acts.

If your Unmarketable Parcel is held in a CHESS Holding and those shares remain in a CHESS Holding after the Closing Date, the Company may, without further notice, move those shares from the CHESS Holding for the purposes of divestment by the Company in accordance with the Facility. If your direct credit bank details require updating, you can amend your details online through Computershare's website at www.computershare.com.au/easyupdate/MVL. This will ensure you receive your funds via direct credit in a timely manner (rather than a cheque sent to your registered address).

2. Retain your holding (COMPLETE AND RETURN SHARE RETENTION FORM)

If you wish to retain your existing Unmarketable Parcel of Marvel Shares you must sign and return the enclosed Share Retention Form so that it is received by the Company's share registry, Computershare, by no later than 5:00pm AWST on 1 December 2023.

If your shareholding is worth at least \$500 on the Closing Date, whether by purchase of additional Marvel Shares by you or as a result of an increase in the market price of Marvel Shares or otherwise, your Marvel Shares will not be sold under the Facility.

3. A summary of key dates in relation to the Facility are as follows:

Event	Date
Record Date for establishing holders of Unmarketable Parcels	13 October 2023
ASX Announcement regarding Unmarketable Parcel Sale Facility	16 October 2023
Despatch of Letter and Share Retention Form to shareholders holding an Unmarketable Parcel	20 October 2023
Closing Date for receipt of Share Retention Forms	1 December 2023

IMPORTANT NOTES

The attached Information Sheet with Frequently Asked Questions, which forms part of this document, set out further details on the Facility. Please read the Frequently Asked Questions before making any decision.

Marvel and Computershare do not make any recommendation or give any advice to you as to whether you should participate in the Facility.

Information on the market price of Marvel shares is available from the ASX website (www.asx.com.au) under ASX Code "MVL".

If you have any questions regarding the Facility, please contact the Company Secretary, Joanna Kiernan, on +61 8 9200 4960.

INFORMATION SHEET

UNMARKETABLE PARCEL SHARE SALE FACILITY FREQUENTLY ASKED QUESTIONS

1. What is the Facility?

Marvel has established the Facility to facilitate shareholders holding Unmarketable Parcels in Marvel to sell their shares. Marvel will arrange to sell the Unmarketable Parcels at no cost to you, and to remit payment to you.

2. Why is the Facility being offered?

Marvel has established the Facility to enable you to sell your shares cost effectively and simply, while also assisting Marvel to reduce administrative and registry costs associated with servicing Unmarketable Parcels.

3. Does MARVEL have the right to sell my shares?

Under clause 5A of the Company's Constitution, Marvel may notify shareholders who hold Unmarketable Parcels that it intends to arrange for their shares to be sold on their behalf. This letter and the Share Retention Form satisfy the notice requirements under clause 71 of the Company's Constitution.

MY ELIGIBILITY

4. What is an Unmarketable Parcel?

An "Unmarketable Parcel" is a holding of Marvel shares with a value less than A\$500. Based on the closing price of Marvel shares on 13 October 2023, this is a holding of 45,454 shares or less.

5. What if the value of my holding increases before the Facility Closing Date?

Marvel will not sell your Marvel shares if the market value of the shares increases such that you no longer have an Unmarketable Parcel on the Facility Closing Date.

6. If I buy more MARVEL shares before the Facility Closing Date, will I retain my holding?

Marvel will not sell your shares if you increase your holding of Marvel shares prior to the Facility Closing Date, such that you no longer have an Unmarketable Parcel on that date. Any additional shares acquired must be registered by the Facility Closing Date under the same name and address and with the same holding number (SRN or HIN) as set out in the accompanying Share Retention Form.

7. What if I sell my shares before the Facility Closing Date?

If you sell your shares in Marvel prior to the Facility Closing Date, no further action will be taken.

MY PARTICIPATION

8. What are the advantages and disadvantages of selling my shares through the Facility?

The following are the key advantages and possible disadvantages of selling your shares through the Facility.

Facility Advantages

- Cash payment from sale of shareholding.
- No brokerage or other selling expenses.
- May not be cost effective to sell holding in other ways.

Facility Disadvantages

- No further shareholding in Marvel, unless you buy Marvel shares again.
- Possible capital gains tax payable following sale of holding.
- The price of shares could be higher in the future.

9. Do I need to pay anything if I participate in the Facility?

Marvel will pay the brokerage and handling costs associated with your participation in the Facility. However, any taxation consequences arising from the sale of your shares will be your responsibility.

10. What do I have to do if I wish to retain my shares?

Marvel will not sell your shares if you wish to retain your Unmarketable Parcel and you complete the Share Retention Form included and return it to Computershare. Your Share Retention Form must be received by Computershare before 5:00pm (AWST) on 1 December 2023 in order to be effective.

If you hold shares in multiple shareholdings, some of which are Unmarketable Parcels, in order to retain your shares, you must submit a Share Retention Form for each Unmarketable Parcel or merge the shareholdings by contacting Computershare.

11. Can I withdraw my Share Retention Form?

You can only withdraw your Share Retention Form before the Facility Closing Date by sending a written request to Computershare which details your name, address and holder number (SRN or HIN) and states that you would like to withdraw your Share Retention Form. Your request must be signed. If your holding is in more than one name, your request must be signed by all shareholders. Your written request must be received by Computershare before the Facility Closing Date in order to be effective.

12. How do I sell my shares through the Facility?

If you wish to have your shares sold through the Facility, you do not need to do anything in response to this letter.

13. What if my shares are held in a CHESS holding?

If your shares are in a CHESS holding and remain in a CHESS holding on 1 December 2023, your shares will be sold under the Facility and Marvel may, without notice to you, initiate a holding adjustment to move these shares to an issuer sponsored holding for the purposes of that sale.

14. How much will I receive for my shares?

The price that you receive for your shares under the Facility will be determined by market conditions at or around the Closing Date of the Facility and may be different to the market price prevailing at the time. For shareholders who participate in the Facility, Marvel directors may sell your shares on market or in any other way they consider fair and reasonable in the circumstances.

Neither Marvel nor its respective agents and employees, provide any assurance as to what the sale price of the shares on the ASX will be or what price you will receive for your shares through the Facility.

Information on the market price of Marvel shares is available from the ASX website (www.asx.com.au) under ASX Code "MVL".

Shareholders using the Facility are not able to nominate a sale price, sale date, nor a method for selling their shares. However, shareholders can opt out of the Facility by submitting a Share Retention Form and can choose to hold or sell their shares by other means. For instance, you can sell your shares on the ASX by contacting a broker.

15. How and when will the proceeds for the sale be sent to me?

The proceeds will be sent to you as soon as practicable. The proceeds will be paid via a direct credit to your bank account at an Australian financial institution (where the Company has your details or upon nomination by you of a relevant bank account), or otherwise by cheque in Australian dollars sent to your postal address as recorded in the Company's share register.

You can update your bank account details by the Closing Date by visiting Computershare's website at www.investorcentre.com by using your member login. This also applies if you are an issuer sponsored shareholder and need to update your address. If you have a CHESS sponsored holding and need to update your address, you will need to contact your controlling participant. If you do not have an Investor Centre member login, you can update your bank account details by visiting www.computershare.com.au/easyupdate/MVL.

Payment will be made in Australian dollars. Shareholders who hold Unmarketable Parcels who would like to receive their proceeds in other currencies are able to enrol in Global Wire (an international wire payment service provided by Computershare) to receive their proceeds in their local currency.

You will be notified of the number of your shares that have been sold, the sale price and the total sale proceeds payable to you. A statement will be sent by email or post to your address as shown in Marvel's register of members as soon as practicable following settlement of the Facility.

FURTHER INFORMATION

If you require further information, please contact the Company on (08) 9200 4960.

✉ **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 52
Melbourne Victoria 3001
Australia


For all enquiries:

📞 **Phone:**
Marvel Gold Limited +61 8 9200 4960

MVL

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Share Retention Form

 **If you wish to retain your shares, your form must be received by 5:00pm (AWST) Friday, 1 December 2023**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Step 1: Shareholding Details

Use this form if you wish to retain your shares in Marvel Gold Limited. If you have recently bought or sold shares your shareholding may differ from that shown. If you have already sold all your shares in Marvel Gold Limited, do not complete or return this form. If you have more than one shareholding on Marvel Gold Limited's register and you do not wish to sell your shares under the Unmarketable Parcel Share Sale Facility (**Facility**), you should consider consolidating them. For further advice on how to do this, contact Computershare Investor Services Pty Limited (**CIS**) on 1300 850 505 or +61 3 9415 4000.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored shareholding, please contact your controlling participant to notify a change of address.

Step 2: Signing Instructions

Individual: Where the shareholding is in one name, the shareholder must sign.

Joint Shareholding: Where the shareholding is in more than one name, all of the shareholders must sign.

Power of Attorney: Where signing under a Power of Attorney (**POA**), you must attach an original certified copy of the POA to this form.

Companies: Where the shareholding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either by:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

Overseas Companies: Where the shareholding is in the name of an overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

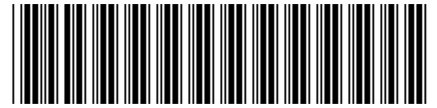
Deceased Estate: Where the shareholding is in the name of a deceased estate, all executors must sign; and a certified copy or original, of the required documentation must accompany this form. Details of the documentation required can be discussed by calling Computershare Investor Services Pty Limited on 1300 850 505 or +61 3 9415 4000. If the shareholding is in more than one name the surviving shareholder may sign the form and return it together with a certified copy of the death certificate of the other joint shareholder.

Step 3: Contact Details

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form →

Marvel Gold Limited Share Retention Form



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I ND

STEP 1

Shareholding Details

For your security keep your SRN/
HIN confidential.

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001



Change of address. If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

Shares held as at 5:00pm (AWST) on
Friday, 13 October 2023:

2000

STEP 2

Signature of Shareholder(s)

This section must be completed.

By signing and returning this form, in accordance with the requirements set out in 'Step 2: Signing Instructions' overleaf, I/we confirm that I/we understand that my/our **SHARES WILL NOT BE SOLD** under the **Unmarketable Parcel Share Sale Facility**.

Individual or Shareholder 1

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Shareholder 2

Director

Shareholder 3

Director/Company Secretary
(cross out titles as applicable)

STEP 3

Contact Details

Contact
Name

Contact
Daytime
Telephone

Date

/ /

Email

Address

Please ensure you return your completed form to the address overleaf, or alternatively, email a copy of your completed form to corpactprocessing@computershare.com.au. Please ensure only one form is attached per e-mail and please do not use this e-mail address for any other purpose.

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.