

AGM UPDATE

As announced by **Marvel Gold Limited** (ASX: MVL) (**Marvel** or the **Company**) on 26 April 2024, Steven Michael has been appointed as an independent non-executive Director.

Mr Michael was appointed to fill a casual vacancy under Section 45 of the Company's Constitution. That section requires Mr Michael to retire at the Company's next Annual General Meeting of Shareholders. Being eligible and subject to shareholder approval, Mr Michael will submit himself for election as a director from the date of the Company's next Annual General meeting of Shareholders is proposed for Wednesday, 29 May 2024 (**AGM**).

Due to the timing of Mr Michael's appointment, the election of Mr Michael was not accounted for in the notice of meeting for the AGM.

Section 250R(1)(b) of the *Corporations Act 2001* (Cth) provides that the business of an AGM may include the election of directors even if not referred to in the notice of meeting. Accordingly, an additional resolution 5, relating to the election of Mr Michael will be put to shareholders of the Company at the AGM as an additional item of general business.

New Resolution 5

Clause 45 of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Steven Michael, appointed by the Board as a Director on 26 April 2024, will retire at the AGM in accordance with clause 45.2 of the Constitution at the Meeting and, being eligible, seeks election.

Mr Steven Michael - Bio

Mr Michael is a Chartered Accountant with over 25 years' experience in the resources industry in senior executive leadership roles with ASX-listed mining and exploration companies as well as investment banking, corporate advisory, and equities research positions with several global investment banks.

Mr Michael is currently the Managing Director of ASX-listed iron ore company Red Hawk Mining Limited and is a Non-Executive Director of Predictive Discovery Limited. Mr Michael has held previous roles as Managing Director of Vimy Resources Limited, Executive Director of Deep Yellow Limited, and more recently as a Non-Executive Director of Wia Gold Limited.

The Company has confirmed Mr Michael's qualifications and material employment history and conducted an ASIC search and criminal history search of Mr Michael. Nothing of concern has arisen from these enquiries.

Mr Michael does not have any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual security holder or other party.

The Board considers that Mr Michael will, if elected, qualify as an independent Director.

The Board (other than Mr Michael who has a material interest in the outcome of Resolution 5) supports the election of Mr Michael as a Director.

Proxy Form

An updated proxy form is attached to this announcement.

Shareholders may vote on Resolution 5 by attending the AGM in person and voting or by submitting an updated proxy form. All proxy forms must be received no later than 10am, Monday 27 May 2024. Any shareholder wishing to lodge a revised proxy form may:

Lodge a revised proxy form online by visiting <https://www.investorvote.com.au/Login?cn=3745>

1. and following the instructions provided; or
2. Obtain another proxy form by contacting the Share Registry on + (61) 3 9415 4000 (outside Australia) or 1300 850 505 (within Australia).

The inclusion of the new Resolution 5 does not affect the validity of the proxy form attached to the Notice of AGM or any proxy votes made or received pursuant to that proxy form.

-ENDS-

This announcement has been approved for release by the Board of Directors of Marvel Gold Limited.

For further information, please contact:

STEPHEN DENNIS
CHAIRMAN

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).


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

MVL
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Monday, 27 May 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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) 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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



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I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Marvel Gold Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Marvel Gold Limited to be held at Suite 1, 130 Hay Street, Subiaco, WA 6008 on Wednesday, 29 May 2024 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director Howard Golden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Appointment of Auditor at AGM to Fill Vacancy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Additional 10% Placement Facility – Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Re-election of Director Steven Michael	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

MVL

308190A



Computershare

