



**First Au Limited
ACN 000 332 918**

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held as follows:

Time and date: 10:00 am (AWST) on Friday, 29 May 2026

Location: Suite 1, 295 Rokeby Road, Subiaco WA 6008

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company by telephone on (08) 6555 2950.

Shareholders are urged to vote by lodging the Proxy Form

**First Au Limited
ACN 000 332 918
(Company)**

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Shareholders of First Au Limited (**Company**) will be held at Suite 1, 295 Rokeby Road, Subiaco WA 6008 on Friday, 29 May 2026 at 10:00 am (AWST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Wednesday, 27 May 2026 at 5:00 pm (AWST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

1 Agenda

Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 31 December 2025, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: There is no requirement for Shareholders to approve the Annual Report.

2 Resolutions

Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass with or without amendment, as a **non-binding** ordinary resolution the following:

'That, the Remuneration Report be adopted by Shareholders, on the terms and conditions in the Explanatory Memorandum.'

Note: A vote on this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 – Ratification of prior issue of Additional Drilling Shares

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

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 30,501,460 Additional Drilling Shares issued to Newcam Minerals Pty Ltd (or its nominees) (**Newcam**) under Listing Rule 7.1 on the terms and conditions in the Explanatory*

Memorandum.'

Resolution 3(a) to (b) – Ratification of prior issue of Placement Shares

To consider and, if thought fit, to pass with or without amendment, each as a separate ordinary resolution the following:

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 500,000,000 Placement Shares as follows:

(a) 218,339,301 Placement Shares issued under Listing Rule 7.1; and

(b) 281,660,699 Placement Shares issued under Listing Rule 7.1A,

on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Approval to issue Placement Options

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 250,000,000 Placement Options on the terms and conditions in the Explanatory Memorandum.'

Resolution 5(a) to (c) – Approval to issue Director Placement Securities

To consider and, if thought fit, to pass with or without amendment, each as a separate ordinary resolution the following:

'That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 60,000,000 Director Placement Shares and 30,000,000 Director Placement Options to the Participating Directors (or their respective nominees) as follows:

(a) up to 35,000,000 Director Placement Shares and 17,500,000 Director Placement Options to Daniel Raihani;

(b) up to 15,000,000 Director Placement Shares and 7,500,000 Director Placement Options to Lei Shi; and

(c) up to 10,000,000 Director Placement Shares and 5,000,000 Director Placement Options to Piers Lewis,

on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 – Approval to issue Broker Options

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the

following:

‘That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 20,000,000 Broker Options to the Lead Manager (or its nominees) on the terms and conditions in the Explanatory Memorandum.’

Resolution 7– Approval to issue Consideration Shares

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

‘That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue to the Vendors (or their respective nominees), of such number of Consideration Shares that is equal to \$1,250,000 divided by the 20-day VWAP of Shares prior to Completion, on the terms and conditions in the Explanatory Memorandum.’

Resolution 8 – Election of Director – Piers Lewis

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

‘That, in accordance with Article 10.3(j) of the Constitution, Listing Rule 14.4 and for all other purposes, Piers Lewis retires and, being eligible and offering himself for election, is elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.’

Resolution 9 – Re-election of Director – Lei Shi

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

‘That, in accordance with Article 10.3(b)(ii) of the Constitution, Listing Rule 14.4 and for all other purposes, Lei Shi retires and, being eligible and offering himself for re-election, is re-elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.’

Resolution 10 – Approval of 10% Placement Facility

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

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

3 Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) **Resolution 2:** by or on behalf of Newcam (or its nominees), or any other person who participated in the issue of these Additional Drilling Shares, or any of their respective associates;
- (b) **Resolution 3(a) to (b) (inclusive):** by or on behalf of any person who participated in the issue of these Placement Shares, or any of their respective associates;
- (c) **Resolution 4:** by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Placement Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (d) **Resolution 5(a):** by or on behalf of Daniel Raihani (or his nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Shares and Director Placement Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (e) **Resolution 5(b):** by or on behalf of Lei Shi (or his nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Shares and Director Placement Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (f) **Resolution 5(c):** by or on behalf of Piers Lewis (or his nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Shares and Director Placement Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (g) **Resolution 6:** by or on behalf of the Lead Manager (or its nominees), and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Broker Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (h) **Resolution 7:** by or on behalf of the Vendors (or their respective nominees), and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Consideration Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates; and
- (i) **Resolution 10:** if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) 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;
- (b) the Chair 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

- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4 Voting prohibitions

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD

Yew Thai (Victor) Goh
Company Secretary
First Au Limited

Dated: 30 April 2026

First Au Limited
ACN 000 332 918
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Suite 1, 295 Rokeby Road, Subiaco WA 6008 on Friday, 29 May 2026 at 10:00 am (AWST) (**Meeting**).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Ratification of prior issue of Additional Drilling Shares
Section 6	Resolution 3(a) to (b) – Ratification of prior issue of Placement Shares
Section 7	Resolution 4 – Approval to issue Placement Options
Section 8	Resolution 5(a) to (c) – Approval to issue Director Placement Securities
Section 9	Resolution 6 – Approval to issue Broker Options
Section 10	Resolution 7 – Approval to issue Consideration Shares
Section 11	Resolution 8 – Election of Director – Piers Lewis
Section 12	Resolution 9 – Re-election of Director – Lei Shi
Section 13	Resolution 10 – Approval of 10% Placement Facility
Schedule 1	Definitions
Schedule 2	Terms and Conditions of Placement Options and Broker Options

2. Action to be taken by Shareholders

Shareholders should read the Notice, including the Explanatory Memorandum, carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

2.2 Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

2.3 Voting by proxy

A Proxy Form has been made available with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The available Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members;
- (b) the appointed proxy is not the chair of the meeting;

- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Your proxy voting instruction must be received by 10:00 am (AWST) on 27 May 2026, being not later than 48 hours before the commencement of the Meeting.

2.4 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1 even though this Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at info@firstau.com at least 5 Business Days before the Meeting.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 31 December 2025.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <https://www.firstau.com/investors/>;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

4. Resolution 1 – Remuneration Report

4.1 General

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the Executive Directors, specified executives and Non-Executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2025 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2027 annual general meeting, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

4.2 Additional information

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

5. Resolution 2 – Ratification of prior issue of Additional Drilling Shares

5.1 General

On 8 July 2025, the Company announced that it had entered into a drill-for-equity agreement with Newcam Minerals Pty Ltd ACN 627 911 997 (**Newcam**) pursuant to which it was agreed that the Company would pay 100% of the drilling costs for the resource drilling program at the Gimlet Gold Project, located near Kalgoorlie, Western Australia, via the issue of shares (**Agreement**). The estimated costs of the drilling campaign are approximately \$660,000.

The Agreement allows the Company to preserve cash while rapidly advancing the Gimlet Project with a value-accretive drilling campaign targeting near-term development.

The material terms of the Agreement are as follows:

- (a) **Consideration:** The Company agreed to pay the following consideration to Newcam via the issue of 132,000,000 Shares (**Drilling Shares**) at a deemed issue price of \$0.005 per Drilling Share; and
- (b) **Services:** In return, Newcam will complete up to 3,500m of reverse circulation drilling to commence within 8 weeks of signing the Agreement.

The Agreement contains various other rights and obligations that are considered standard for an agreement of this nature.

On 7 November 2025, the Company received the approval of Shareholders pursuant to Listing Rule 7.1 to issue the Drilling Shares to Newcam. On 30 January 2026, the Company issued the Drilling Shares to Newcam.

To account for further drilling services incurred with Newcam, the Company also concurrently issued 30,501,460 Shares (**Additional Drilling Shares**) under Listing Rule 7.1 to Newcam, in excess of the total Drilling Shares approved to be issued by Shareholders at the General Meeting dated 7 November 2025.

Resolution 2 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of these Additional Drilling Shares.

5.2 Listing Rules 7.1 and 7.4

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

Listing Rule 7.4 provides an exception to Listing Rules 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1.

The effect of Shareholders passing Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 2 is passed, 30,501,460 Additional Drilling Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 2 is not passed, 30,501,460 Additional Drilling Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 30,501,460 Equity Securities for the 12-month period following the issue of those Additional Drilling Shares.

5.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Additional Drilling Shares:

- (a) The Additional Drilling Shares were issued to Newcam Minerals Pty Ltd (ACN 627 911 997), who is not a related party of the Company or a Material Investor.
- (b) A total of 30,501,460 Additional Drilling Shares were issued under Listing Rule 7.1.
- (c) The Additional Drilling Shares are fully paid and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Additional Drilling Shares were issued on 30 January 2026 at a deemed issue price of \$0.005 each.
- (e) The Additional Drilling Shares were issued as consideration for Newcam's further drilling services at the Gimlet Gold Project under the Agreement, at a deemed issue price of \$0.005 each. There were no proceeds from the issue of the Additional Drilling Shares.
- (f) A summary of the material terms of the Agreement is set out in Section 5.1.
- (g) A voting exclusion statement is included in the Notice.

5.4 Additional information

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

6. Resolution 3(a) to (b) – Ratification of prior issue of Placement Shares

6.1 General

On 2 February 2026, the Company announced that it had received firm commitments for a \$5.6 million (before costs) placement via the issue of 560,000,000 Shares (**Placement Shares**) at an issue price of \$0.01 per Placement Share (**Placement**), with one free attaching option for every two Placement Shares allocated in the placement, expiring 2 years from the date of issue with an exercise price of \$0.02 per option (**Placement Options**).

Bell Potter Securities Limited (**Lead Manager**) acted as lead manager to the Placement. A summary of the Lead Manager Mandate is set out in Section 9.2.

The Placement is comprised of the following:

- (a) **Placement Shares:** the issue of 560,000,000 Placement Shares comprising:
 - (i) 218,339,301 Placement Shares, which were issued on 6 February 2026 under Listing Rule 7.1 (the subject of Resolution 3(a));
 - (ii) 281,660,699 Placement Shares, which were issued on 6 February 2026 under Listing Rule 7.1A (the subject of Resolution 3(b));
 - (iii) 60,000,000 Placement Shares (**Director Placement Shares**) are proposed to be issued to the Participating Directors (or their respective nominees) (the subject of Resolution 5(a) to (c) (inclusive)).
- (b) **Placement Options:** the proposed issue of:
 - (i) 250,000,000 Placement Options to the Placement Participants under Listing Rule 7.1 (the subject of Resolution 4); and
 - (ii) 30,000,000 to the Participating Directors (or their respective nominees) (**Director Placement Options**) under Listing Rule 10.11 (the subject of Resolution 5(a) to (c) (inclusive)).

In addition, the Company has agreed to issue 20,000,000 Options to the Lead Manager (or its nominees) as partial consideration for the provision of lead managerial and bookrunner services in connection with the Placement (**Broker Options**) (the subject of Resolution 6).

Proceeds of the Placement have been and are intended to be directed toward:

- (a) advancing exploration programs at the Gimlet Gold Project;
- (b) assessing additional Western Australia-based gold opportunities; and
- (c) general working capital.

Resolution 3(a) to (b) (inclusive) seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of 500,000,000 Placement Shares under Listing Rules 7.1 and 7.1A.

6.2 Listing Rules 7.1, 7.1A and 7.4

A summary of Listing Rules 7.1 and 7.4 is set out in Section 5.2 above.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its 2025 annual general meeting.

Listing Rule 7.4 provides an exception to Listing Rule 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1A (and provided that the previous issue did not breach Listing Rule 7.1A), those securities will be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1A.

The issue of these Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1 and 10% placement capacity under Listing Rule 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12-month period following the issue of these Placement Shares.

The ratification of the issue of these Placement Shares is subject to Shareholder approval under Listing Rules 7.1 and 7.1A.

The effect of Shareholders passing Resolution 3(a) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 3(a) is passed, 218,339,301 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 3(a) is not passed, 218,339,301 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 218,339,301 Equity Securities for the 12-month period following the issue of those Placement Shares.

The effect of Shareholders passing Resolution 3(b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 10% placement capacity set out in Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

If Resolution 3(b) is passed, 281,660,699 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 3(b) is not passed, 281,660,699 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 281,660,699 Equity Securities for the 12-month period following the issue of those Placement Shares (and assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

The Company confirms that Listing Rules 7.1 and 7.1A were not breached at the time the Placement Shares were issued.

6.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of these Placement Shares:

- (a) These Placement Shares were issued to professional and sophisticated investors, including new key supporters and investors, none of whom are a related party of the Company or a Material Investor (based on information known to the Company) **(Placement Participants)** other than the Participating Directors, for whom separate Shareholder approval is being sought (refer to Resolution 5(a) to (c) (inclusive). The Placement Participants were identified through a bookbuild process, which involved the Company and the Lead Manager seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and Lead Manager.
- (b) A total of 500,000,000 Placement Shares were issued as follows:
 - (i) 218,339,301 Placement Shares under Listing Rule 7.1; and
 - (ii) 281,660,699 Placement Shares under Listing Rule 7.1A.

- (c) The Placement Shares are fully paid and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Placement Shares were issued on 6 February 2026 at an issue price of \$0.01 each.
- (e) A summary of the intended use of funds raised from the Placement is set out in Section 6.1.
- (f) There are no other material terms to the agreement for the subscription of the Placement Shares.
- (g) A voting exclusion statement is included in the Notice.

6.4 Additional information

Resolution 3(a) and (b) are separate ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolution 3(a) and (b).

7. Resolution 4 – Approval to issue Placement Options

7.1 General

The background to the Placement, including the proposed issue of the Placement Options is set out in Section 6.1 above.

Resolution 4 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the Placement Options.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

The effect of Shareholders passing Resolution 4 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Placement Options. In addition, the issue of the Placement Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Placement Options.

7.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Placement Options:

- (a) The Placement Options will be issued to the Placement Participants. Refer to section 6.3(a) for further information about the Placement Participants.
- (b) A maximum of 250,000,000 Placement Options will be issued in connection with Resolution 4.

- (c) The Placement Options will be exercisable at \$0.02 each and expire 2 years from the date of issue and will otherwise be on the terms and conditions in Schedule 2.
- (d) The Placement Options will be issued no later than 3 months after the date of the Meeting.
- (e) As the Placement Options are free attaching to the Placement Shares, the Company will not receive any cash consideration for the issue of the Placement Options.
- (f) Refer to Section 6.1 for the proposed use of funds of the Placement. As the Placement Options are free attaching to the Placement Shares, the Company will not receive any cash consideration for the issue of the Placement Options. Any funds raised upon exercise of the Placement Options will be used for general working capital purposes.
- (g) There are no other material terms to the proposed issue of the Placement Options.
- (h) A voting exclusion statement is included in the Notice.

7.4 Additional information

Resolution 4 is an ordinary resolution.

The Board recommends Shareholders vote in favour of Resolution 4.

8. Resolution 5(a) to (c) – Approval to issue Director Placement Securities

8.1 General

The background to the Placement, including the proposed issue of Director Placement Shares and Director Placement Options (together, the **Director Placement Securities**) is set out in Section 6.1 above.

Each of the Directors, being Daniel Raihani, Lei Shi and Piers Lewis (**Participating Directors**), wish to participate in the Placement to the extent and in the proportions set out below:

Director	Resolution	Amount committed to the Placement (\$)	Director Placement Shares	Director Placement Options
Daniel Raihani	Resolution 5(a)	\$350,000	35,000,000	17,500,000
Lei Shi	Resolution 5(b)	\$150,000	15,000,000	7,500,000
Piers Lewis	Resolution 5(c)	\$100,000	10,000,000	5,000,000

Resolution 5(a) to (c) (inclusive) seek the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of the Director Placement Securities in the proportions set out above.

8.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons

without the approval of Shareholders:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

The Directors are related parties of the Company by virtue of being directors of the Company.

Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Securities as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of these Director Placement Securities to the Directors (or their respective nominee/s) will not be included in the Company's 15% placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 5(a) to (c) (inclusive) will be to allow the Company to issue the Director Placement Securities, raising \$600,000 (before costs) under the Placement.

If Resolution 5(a) to (c) (inclusive) are not passed, the Company will not be able to proceed with the issue of the relevant Director Placement Securities for which approval was not obtained and will not raise \$600,000 (before costs).

8.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Shares:

- (a) The Director Placement Securities will be issued to the Directors (or their respective nominees), in the proportions set out in Section 8.1.
- (b) The Directors fall into the category stipulated by Listing Rule 10.11.1. In the event the Director Placement Securities are issued to a nominee of the Directors, that nominee will fall into the category stipulated by Listing Rule 10.11.4.
- (c) A maximum of 60,000,000 Director Placement Shares, with a maximum of 30,000,000 Director Placement Options will be issued to the Participating Directors (or their respective nominees), in the proportions set out in Section 8.1.
- (d) The Director Placement Shares will be fully paid and rank equally in all respects with the Company's existing Shares on issue.

- (e) The Director Placement Shares will be issued no later than 1 month after the date of the Meeting.
- (f) The Director Placement Shares will be issued at a price of \$0.01 each, being the same price as those Placement Shares issued to non-related party participants in the Placement.
- (g) The Director Placement Options will be exercisable at \$0.02 each and expire 2 years from the date of issue and will otherwise be on the terms and conditions in Schedule 2.
- (h) The Director Placement Options will be issued no later than 1 month after the date of the Meeting.
- (i) As the Director Placement Options are free attaching to the Director Placement Shares, the Company will not receive any cash consideration for the issue of the Director Placement Options. Any funds raised upon exercise of the Director Placement Options will be used for general working capital purposes.
- (j) A summary of the intended use of funds raised from the Placement is set out in Section 6.1 above.
- (k) The proposed issue of the Director Placement Securities is not intended to remunerate or incentivise the Directors.
- (l) There are no other material terms to the proposed issue of either the Director Placement Shares or Director Placement Options.
- (m) A voting exclusion statement is included in the Notice.

8.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in sections 217 to 227 of the Corporations Act;
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed issue of the Director Placement Securities constitutes giving a financial benefit to related parties of the Company.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Securities because the Director Placement Securities will be issued on the same terms as those Securities issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

8.5 Additional information

Resolution 5(a) to (c) (inclusive) are each separate ordinary resolutions.

The Board declines to make a recommendation in relation to Resolution 5(a) to (c) (inclusive) due to each of the Directors' personal interests in the outcome of the Resolutions.

9. Resolution 6 – Approval to issue Broker Options

9.1 General

The background to the Placement, including the proposed issue of Broker Options is set out in Section 6.1 above.

The full terms and conditions of the Broker Options are set out in Schedule 2.

Resolution 6 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the Broker Options to the Lead Manager (or its nominees).

9.2 Summary of Lead Manager Mandate

The Company has entered into a mandate with the Lead Manager for the provision of lead managerial and bookrunner services, including the coordination and management of the Placement (**Lead Manager Mandate**).

Under the Lead Manager Mandate, the Company has agreed to pay the following fees to the Lead Manager:

- (a) a fee equal to 6% of the gross proceeds under the Placement; and
- (b) subject to Shareholder approval, the Broker Options.

The Lead Manager Mandate contains additional provisions, including warranties and indemnities in respect of the Company, which are considered standard for agreements of this nature.

9.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

The proposed issue of the Broker Options does not fit within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Broker Options to the Lead Manager (or its respective nominees). In addition, the issue of the Broker Options will be excluded in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue or agree to issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Broker Options to the Lead Manager (or its nominees) and may need to renegotiate the terms of the Lead Manager Mandate, which may include increasing the cash portion of the fees.

9.4 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Broker Options:

- (a) The Broker Options will be issued to the Lead Manager (or its respective nominees), none of whom are a related party of the Company.
- (b) A maximum of 20,000,000 Broker Options will be issued.
- (c) The Broker Options will be exercisable at \$0.02 each and expire 2 years from the date of issue and will otherwise be on the terms and conditions in Schedule 2.
- (d) The Broker Options will be issued no later than 3 months after the date of the Meeting.
- (e) The Broker Options will be issued for nil cash consideration, as partial consideration for the provision of lead manager services pursuant to the terms of the Lead Manager Mandate. Accordingly, no funds will be raised by the issue of the Broker Options. Any funds raised on exercise of the Broker Options will be used for general working capital purposes.
- (f) A summary of the Lead Manager Mandate is in Section 9.2 above.
- (g) A voting exclusion statement is included in the Notice.

9.5 Additional information

Resolution 6 is an ordinary resolution.

The Board recommends Shareholders vote in favour of Resolution 6.

10. Resolution 7 – Approval to issue Consideration Shares

10.1 General

On 18 March 2026, the Company announced that it had entered into an agreement (**Acquisition Agreement**) with the shareholders (**Vendors**) of Regent Resources Pty Ltd (**Regent**) to acquire 100% of the issued capital of Regent and in turn a 100% interest in the Barlee Gold Project, located 260km north of the Southern Cross Goldfield and lies immediately north of the Evanston Gold Camp and the Gwendolyn Mining Centre in Western Australia (**Acquisition**).

The consideration payable to the Vendors pursuant to the Acquisition Agreement is:

- (a) \$1,000,000 in cash, payable as follows:
 - (i) \$500,000 on completion of the Acquisition (**Completion**); and
 - (ii) \$500,000 on the date that is 12 months after Completion; and
- (b) subject to shareholder approval under Listing Rule 7.1, the issue of such number of Shares (**Consideration Shares**) that is equal to \$1,250,000 divided by the 20-day VWAP of Shares prior to Completion.

The Acquisition Agreement contains conditions precedent and additional provisions

considered standard for an agreement of this nature.

Resolution 7 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the Consideration Shares to the Vendors (or their respective nominees).

10.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

The proposed issue of the Consideration Shares does not fit within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Consideration Shares to the Vendors (or their respective nominees). In addition, the issue of the Consideration Shares will be excluded in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue or agree to issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Consideration Shares to the Vendors (or their respective nominees) and may be unable to complete the Acquisition, or may need to renegotiate the terms of the Acquisition, which may include increasing the cash portion of the consideration.

10.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Consideration Shares:

- (a) The Consideration Shares will be issued to the Vendors (or their respective nominees), none of whom are a related party of the Company or a Material Investor.
- (b) The number of Consideration Shares will be calculated based on the following formula:

$$\text{Number of Consideration Shares} = \frac{\$1,250,000}{20 - \text{day VWAP of Shares prior to Completion}}$$

Some worked examples demonstrating the effect of different VWAPs on the number of Consideration Shares that will be issued are set out in the table below.

20-day VWAP of Shares prior to Completion	Dollar Value of Consideration Shares	Number of Consideration Shares to be issued
\$0.010	\$1,250,000	125,000,000
\$0.015	\$1,250,000	83,333,333
\$0.020	\$1,250,000	62,500,000

- (c) The Consideration Shares will be fully paid ordinary shares.
- (d) The Consideration Shares will be issued no later than 3 months after the date of the Meeting.
- (e) The Consideration Shares will be issued for nil cash consideration, as partial consideration for the Acquisition pursuant to the terms of the Acquisition Agreement. Accordingly, no funds will be raised by the issue of the Consideration Shares.
- (f) A summary of the Acquisition Agreement is in Section 10.1 above.
- (g) A voting exclusion statement is included in the Notice.

10.4 Additional information

Resolution 7 is an ordinary resolution.

The Board recommends Shareholders vote in favour of Resolution 7.

11. Resolution 8 – Election of Director – Piers Lewis

11.1 General

Article 10.3(j) of the Constitution and Listing Rule 14.4 both provide that a Director (excluding the Managing Director) appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting.

Piers Lewis was appointed as Non-Executive Director of the Company on 29 January 2026. Accordingly, Mr Lewis must retire at this Meeting and, being eligible, seeks election pursuant to this Resolution 8.

If Resolution 8 is passed, Mr Lewis will retire at the conclusion of the Meeting and will be immediately elected as a Director.

If Resolution 8 is not passed, Mr Lewis will retire at the conclusion of the Meeting and will not be elected as a Director at this Meeting.

11.2 Piers Lewis

Piers Lewis has over 25 years' corporate advisory experience across Australia, Asia and Europe. He qualified as a Chartered Accountant with Deloitte (Perth) in 2001 and has held senior roles with Credit Suisse (London), Mizuho International, ABN Amro and NAB Capital.

Mr Lewis is currently a director of several ASX-listed companies, including OD6 Metals Limited, Noronex Limited and BSA Limited. Mr Lewis does not currently hold any other material directorships, other than as disclosed in this Notice.

Mr Lewis is considered by the Board (with Mr Lewis abstaining) to be an independent Director. Mr Lewis is not considered by the Board (with Mr Lewis abstaining) to hold any interest, position or relationship that might influence, or reasonably be perceived to influence in a material respect, his capacity to bring independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole, rather than the interests of an individual Security holder or other party.

Mr Lewis has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

The Company confirms that it took appropriate checks into Mr Lewis' background and experience prior to his appointment and confirms that these checks did not identify any information or areas of concern.

11.3 Board recommendation

The Board (with Mr Lewis abstaining) recommends that Shareholders vote in favour of Resolution 8. Mr Lewis' extensive corporate advisory experience is considered to be an important addition to the Board's existing skills and experience.

11.4 Additional information

Resolution 8 is an ordinary resolution.

12. Resolution 9 – Re-election of Director – Lei Shi

12.1 General

Article 10.3(b)(ii) of the Constitution and Listing Rule 14.4 both provide that a Director (excluding the Managing Director) must not hold office (without re-election) past three years following that Director's last election or appointment. Article 10.3(f) of the Constitution further provides that the retiring Director is eligible for re-election.

Lei Shi was first appointed as Non-Executive Director of the Company on 29 May 2023. Mr Shi was then appointed to Executive Director on 17 July 2025 and transitioned to Non-Executive Director on 30 January 2026. Accordingly, Mr Shi must retire at this Meeting and, being eligible, seeks re-election pursuant to this Resolution 9.

12.2 Lei Shi

Lei Shi is an experienced geologist with over 10 years in the mining industry and a member of the Australasian Institute of Mining and Metallurgy (AusIMM). Mr Shi has served in various roles from field geologist to project geologist in several ASX, TSX, and Australian mining companies since 2012.

Mr Shi also served as Technical Director of the Spodumene Lithium Mine in Xinjiang Province from 2017 to 2019 and as Senior Manager of Hong Kong listed producer Lingbao Gold from 2017 to 2019. Since 2019, Mr Shi has been working as an exploration and mergers & acquisitions consultant for various lithium and gold companies, including Theta Gold Mines, Ruifu Lithium Industrial, Eve Energy Co., Ltd, and Shandong Chenxing Mining Co Ltd. Mr Shi does not currently hold any other material directorships, other than as disclosed in this Notice.

Mr Shi has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

The Company confirms that it took appropriate checks into Mr Shi's background and experience prior to his appointment and confirms that these checks did not identify any information or areas of concern.

12.3 Board recommendation

The Board (with Mr Shi abstaining) recommends that Shareholders vote in favour of Resolution 9. Mr Shi's extensive experience with mining companies in both Australia and overseas is considered to be an important addition to the Board's existing skills and experience.

12.4 Additional information

Resolution 9 is an ordinary resolution.

13. Resolution 10 – Approval of 10% Placement Facility

13.1 General

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 10 seeks Shareholder approval to provide the Company with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 13.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 13.2(c) below).

If Resolution 10 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

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

13.2 Listing Rule 7.1A

(a) Is the Company an eligible entity?

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$34.3 million, based on the closing price of Shares \$0.010 on 28 April 2026.

(b) What Equity Securities can be issued?

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities, being Shares.

(c) How many Equity Securities can be issued?

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A = is the number of Shares on issue at the commencement of the Relevant Period:

- (A) plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (B) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - (2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (C) plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - (1) the agreement was entered into before the commencement of the Relevant Period; or
 - (2) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (D) plus the number of partly paid Shares that became fully paid Shares in the Relevant Period;
- (E) plus the number of fully paid Shares issued in the Relevant Period with approval under Listing Rules 7.1 or 7.4; and
- (F) less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity and 'Relevant Period' has the relevant meaning given in Listing Rule 7.1 and 7.1A.2, namely, the 12 month-period immediately preceding the date of the issue or agreement.

D = is 10%.

E = is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue, where the issue or agreement to issue has not been subsequently approved by Shareholders under Listing Rule 7.4.

(d) What is the interaction with Listing Rule 7.1?

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

(e) At what price can the Equity Securities be issued?

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per Equity Security which is not less than 75% of the VWAP of Equity

Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph 13.2(e)(i) above, the date on which the Equity Securities are issued,

(Minimum Issue Price).

(f) When can Equity Securities be issued?

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier of:

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

(10% Placement Period).

(g) What is the effect of Resolution 10?

The effect of Resolution 10 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

13.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) Final date for issue

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 13.2(f) above).

(b) Minimum issue price

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 13.2(e) above).

(c) Purposes of issues under the 10% Placement Facility

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

(d) **Risk of economic and voting dilution**

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

If this Resolution 10 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of Options or Performance Rights, only if these Equity Securities are converted into Shares).

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 13.2(c) above) as at the date of this Notice (**Variable A**), with:

- (iii) two examples where Variable A has increased, by 50% and 100%; and
- (iv) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Shares (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.005 50% decrease in Current Market Price	\$0.010 Current Market Price	\$0.020 100% increase in Current Market Price
3,433,108,454 Shares Variable A	10% Voting Dilution	343,310,845 Shares	343,310,845 Shares	343,310,845 Shares
	Funds raised	\$1,716,554	\$3,433,108	\$6,866,217
5,149,662,681 Shares 50% increase in Variable A	10% Voting Dilution	514,966,268 Shares	514,966,268 Shares	514,966,268 Shares
	Funds raised	\$2,574,831	\$5,149,663	\$10,299,325
6,866,216,908 Shares 100% increase in Variable A	10% Voting Dilution	686,621,691 Shares	686,621,691 Shares	686,621,691 Shares
	Funds raised	\$3,433,108	\$6,866,217	\$13,732,434

Notes:

1. The table has been prepared on the following assumptions:
 - (a) The issue price is the current market price (\$0.010), being the closing price of the Shares on ASX on 28 April 2026, being the latest practicable date before this Notice was signed.
 - (b) Variable A comprises of 3,433,108,454 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4.

- (c) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (d) No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
 - (e) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted Equity Securities which are convertible into Shares, it is assumed that those quoted Equity Securities are converted into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.
 3. The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 4. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) Issues in the past 12 months

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 30 July 2025.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has issued a total of 281,660,699 Equity Securities under Listing Rule 7.1A, as detailed in the table below. This represented ~8.2% of the total number of Equity Securities on issue at the commencement of the 12-month period preceding the date of the Meeting.

Date of Issue	6 February 2026
Number of Securities	281,660,699
Type of Security	Shares
Recipient of Securities	Shares were issued to sophisticated and professional investors pursuant to a placement. The participants in the placement were identified through a bookbuild process, which involved Bell Potter Securities Limited (as lead manager) seeking expressions of

	interest to participate in the Placement from new and existing clients and contacts of the Company and Lead Manager.
Issue price per Security	\$0.01
Discount to market price	The issue price represented a 9.9% discount to last close price and a 0.6% premium to the five-trading day VWAP on 2 February 2026.
Cash consideration received	\$2,816,607 (before costs)
Amount of cash consideration spent	\$95,000
Use of cash spent to date and intended use for remaining amount of cash (if any)	Proceeds have been used towards its advancement of exploration programs at the Gimlet Gold Project, assessing additional Western Australia-based gold opportunities and general working capital.

(g) **Voting exclusion statement**

At the date of the Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or Security holder or an identifiable class of existing Security holder to participate in any such issue.

In the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

13.4 Additional information

Resolution 10 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 10.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ or A\$	means Australian Dollars.
10% Placement Facility	has the meaning given in Section 13.
10% Placement Period	has the meaning given in Section 13.2(f).
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 31 December 2025.
Acquisition	has the meaning given in Section 10.1.
Acquisition Agreement	has the meaning given in Section 10.1.
Additional Drilling Shares	has the meaning given to it in Section 5.1.
Agreement	has the meaning given to it in Section 5.1.
Article	means an article of the Constitution.
ASX	means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report on the Financial Report.
AWST	means Australian Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Broker Options	has the meaning given to it in Section 6.1.
Business Day	means a day on which banks are open for business in Perth, Western Australia, other than a Saturday, Sunday or public holiday.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	has the meaning given in section 9 of the Corporations Act.
Company	means First Au Limited (ACN 000 332 918).
Completion	has the meaning given in Section 10.1.
Consideration Shares	has the meaning given in Section 10.1.
Constitution	means the constitution of the Company, as amended.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Director	means a director of the Company.

Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Director Placement Options	has the meaning given to it in Section 6.1.
Director Placement Securities	has the meaning given to it in Section 6.1.
Director Placement Shares	has the meaning given to it in Section 6.1.
Drilling Shares	has the meaning given to it in Section 5.1(a).
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Lead Manager	has the meaning given to it in Section 6.1.
Lead Manager Mandate	has the meaning given to it in Section 9.2.
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received or will receive Securities in the Company which constitute more than 1% of the Company's capital structure at the time of issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Minimum Issue Price	has the meaning given in Section 13.2(e).
Newcam	means Newcam Minerals Pty Ltd (ACN 627 911 997).

Notice	means this notice of annual general meeting.
Option	means an option to acquire a Share.
Participating Directors	means Daniel Raihani, Lei Shi and Piers Lewis.
Performance Right	means a right, subject to certain terms and conditions, to acquire a Share on the satisfaction (or waiver) of certain performance conditions.
Placement	has the meaning given to it in Section 6.1.
Placement Options	has the meaning given to it in Section 6.1.
Placement Participants	has the meaning given to it in Section 6.3(a).
Placement Shares	has the meaning given to it in Section 6.1.
Proxy Form	means the proxy form made available with the Notice.
Regent	has the meaning given in Section 10.1.
Relevant Period	has the same meaning as in the Listing Rules.
Remuneration Report	means the remuneration report of the Company contained in the Directors' Report.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Strike	means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.
Trading Day	has the meaning given in the Listing Rules.
Variable A	has the meaning given in Section 13.3(d).
Vendors	has the meaning given in Section 10.1.
VWAP	means volume weighted average price.

Schedule 2 Terms and Conditions of Placement Options and Broker Options

The terms and conditions of the Placement Options and the Broker Options (in this Schedule, referred to as **Options**) are as follows:

1. **(Entitlement)**: Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2. **(Expiry Date)**: Each Option will expire at 5:00pm (AWST) on the date that is 2 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
3. **(Exercise Period)**: The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
4. **(Exercise Price)**: Subject to paragraph 10, the amount payable upon exercise of each Option will be \$0.02 (**Exercise Price**).
5. **(Notice of Exercise)**: The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and 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.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

6. **(Quotation of the Options)**: The Company will not apply for quotation of the Options on any securities exchange.
7. **(Timing of issue of Shares on exercise)**: Within 5 Business Days after the Exercise Date, the Company will:
 - (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (c) 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.

If a notice delivered under paragraph 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for the sale of the Shares does not require disclosure to investors.

8. **(Shares issued on exercise)**: Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

9. **(Takeovers prohibition):**
- (a) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
10. **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of an Option **holder** are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
11. **(Participation in new issues):** **There** are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
12. **(Entitlement to dividends):** The Options do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors, during the currency of the Options without exercising the Options.
13. **(Entitlement to capital return):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise, and similarly do not confer any right to participate in the surplus profit or assets of the Company upon a winding up, in each case, during the currency of the Options without exercising the Options.
14. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder will be varied in accordance with the Listing Rules.
15. **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (b) no change will be made to the Exercise Price.
16. **(Voting rights):** The Options do not confer any right to vote at meetings of members of the Company, except as required by law, during the currency of the Options without first exercising the Options.
17. **(Constitution):** Upon the issue of Shares on exercise of the Options, the holder agrees to be bound by the Company's constitution.



FIRSTAU

First Au Limited | ABN 65 000 332 918

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 (AWST) on Wednesday, 27 May 2026**, 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://automicgroup.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:

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