

FAR EAST GOLD LTD
ACN 639 887 219
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the members of Far East Gold Ltd (**FEG** or **Company**) will be held as a virtual meeting at 12:00 pm (Brisbane time) on 30 November 2022 (**Meeting**).

In accordance with the Corporations Act, the Company is not sending hard copies of the Notice of Meeting to Shareholders. The Notice of Meeting can be viewed and downloaded from the following website links:

<https://www.fareast.gold>

or

<https://www.asx.com.au>

Please see page 3 for further details regarding the despatch of this Notice of Meeting to Shareholders. The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the 2022 Annual General Meeting. The Explanatory Memorandum forms part of this Notice of Meeting.

Certain terms and abbreviations used in this Notice of Meeting and Explanatory are defined in the Glossary of the Explanatory Memorandum.

ORDINARY BUSINESS

FINANCIAL REPORT

To receive and consider the Annual Financial Statements, the Directors' Report and Audit Report of the Company and its Controlled Entities for the financial period ended 30 June 2022.

To consider, and if thought fit, to pass with or without modification, the following resolutions.

1. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That the Remuneration Report for the financial period ended 30 June 2022 be adopted.”

2. RESOLUTION 2 – ELECTION OF DIRECTOR – MR PAUL WALKER

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

‘That, for the purpose of Clause 17.5 of the Constitution of the Company and for all other purposes, Mr Paul Walker who retires, and being eligible, is elected as a Director.’

For personal use only

3. RESOLUTION 3 – ELECTION OF DIRECTOR – MR JUSTIN WERNER

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

‘That, for the purpose of Clause 17.5 of the Constitution of the Company and for all other purposes, Mr Justin Werner who retires, and being eligible, is elected as a Director.’

4. RESOLUTION 4 – ELECTION OF DIRECTOR – MR MICHAEL THIRNBECK

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

‘That, for the purpose of Clause 17.7 of the Constitution of the Company and for all other purposes, Mr Michael Thirnbeck who retires, and being eligible, is elected as a Director.’

5. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY

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

‘That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for 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 set out in the Explanatory Memorandum.’

VOTING EXCLUSION STATEMENTS

Resolution 1

A vote Resolution 1 must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration is included in the Remuneration Report, or a closely related party of that member.

The Company will disregard any votes cast on Resolution 1 by or on behalf of a person who is a member of the Key Management Personnel named in the Remuneration Report or their closely related parties (regardless of the capacity in which the vote is cast). The Company will disregard any votes cast on Resolution 1 as proxy by a person who is a member of the Key Management Personnel on the date of the Annual General Meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person who is entitled to vote, if the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1 or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with express authorisation in the proxy form to exercise the proxy even though the resolution is connected with the remuneration of the Key Management Person.

Resolution 5

The Company will disregard any votes cast in favour of Resolution 5 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 (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- A person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- The chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to over in that way.

EXPLANATORY MEMORANDUM

An Explanatory Memorandum in respect of the Resolutions set out above is **enclosed** with this Notice of Meeting. Expressions defined in the Explanatory Memorandum have the same meaning when used in this Notice of Meeting.

DISPATCH OF NOTICE OF MEETING

In accordance the Corporations Act, the Company will not be mailing physical copies of this Notice of Meeting to Shareholders. This Notice of Meeting will be despatched to Shareholders in the following manner:

- If the Company has a record of a Shareholders email address, the Company will send an email to that Shareholder which will contain this Notice of Meeting; or
- If the Company does not have a record of a Shareholders email address, the Company will mail a letter to that Shareholder's registered address, containing a URL website address by which that Shareholder can access and download a copy of this Notice of Meeting electronically.

VOTING ENTITLEMENTS

In accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth), persons holding shares at 12:00 pm (Brisbane time) on 28 November 2022 will be treated as Shareholders. This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to attend and vote in respect of that Share at the meeting.

HOW TO PARTICIPATE IN THE ANNUAL GENERAL MEETING

Shareholders intending to attend the Annual General Meeting via the Zoom facility are required to register their intention to do so by 12:00 pm (Brisbane time) on 28 November 2022 by sending an email with their full name and registered address to the Company Secretary at:

catriona.glover@fareast.gold

Once your details have been verified, shareholders will receive an email containing a link to enable them to participate in the Zoom meeting.

Shareholders who attend the Annual General Meeting via Zoom will be able to vote in real time using the online voting facility. All resolutions will be conducted and determined on a poll. The Company's auditors will scrutineer the poll.

PROXIES

A Shareholder who is entitled to attend and vote at the Annual General Meeting may appoint up to two proxies to attend and vote on behalf of that Shareholder. A Proxy Form is included with this Notice. If you require an additional Proxy Form, please contact the Company Secretary.

If a Shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that Shareholder's votes that each proxy may exercise. If the appointment does not specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded. The Proxy Form must be signed by the Shareholder or their duly appointed attorney, or in the case of a body corporate, executed in accordance with the corporation's constitution, or signed by a duly authorised officer or attorney. A proxy need not be a Shareholder of the Company.

To be effective, the Company must receive the completed Proxy Form signed by the Shareholder and, if the form is signed by the Shareholder's attorney or authorised officer of a corporation, the authority under which the Proxy Form is signed (or a certified copy of the authority) by no later than 12:00 pm (Brisbane time) on 28 November 2022 by post, email or fax to the Company's registered office, as listed below.

Hand Delivery

Automic Pty Ltd
Level 5
126 Phillip Street,
Sydney NSW 2000

By Mail

Automic Pty Ltd
GPO Box 5193
Sydney NSW 2001

BODY CORPORATE REPRESENTATIVES

- A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the meeting.
- A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual shareholder of the Company.
- To evidence the authorisation, either a certificate of body corporate representative executed by the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required.
- The certificate or equivalent document must be produced prior to the meeting.

VOTING BY PROXIES

Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit. If a proxy abstains from voting and the directions on the proxy require that person to vote, the votes not exercised by the proxy will be given to the Chairman to vote in accordance with the directions on the Proxy Form.

Subject to the statement below, if a Shareholder appoints the Chairman of the General Meeting as the Shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that Shareholder, in favour of that item on a poll.

Please read the directions on the Proxy Form carefully, especially if you intend to appoint the Chairman of the General Meeting as your proxy.

UNDIRECTED PROXIES

The Chairman will vote undirected proxies in favour of all resolutions on the agenda for the Annual General Meeting. The Company recommends that Shareholders who submit proxies should consider giving 'how to vote' directions to their proxyholder on each Resolution.

If you complete a proxy form that authorises the Chairman to vote on your behalf as proxyholder, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, you will be expressly authorising the chair to exercise your proxy in accordance the Chairman's stated voting intention on all resolutions.

If you wish to appoint the Chairman as your proxyholder but you do not want to put him in the position to cast your votes in accordance with Chairman's stated voting intention, you can direct the Chairman by completing the appropriate box on the Proxy Form, to vote for, against or abstain from voting on the Resolutions.

By Order of the Board



Paul Walker

Chairman
28 October 2022

FAR EAST GOLD LTD
ACN 639 887 219
EXPLANATORY MEMORANDUM

1. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT – NON BINDING

Under the Corporations Act, the Company is required to include in the Directors' Report, a detailed Remuneration Report including prescribed information in relation to the remuneration of Directors and other members of the KMP and the Company's remuneration practices (**Remuneration Report**).

The Remuneration Report for the financial year ended 30 June 2022 is incorporated in the Company's Annual Report (as part of the Directors' Report) and is available on the Company's website at: <https://www.fareast.gold> . The Remuneration Report contains information about the Company's remuneration policy and practices. It also sets out the remuneration arrangements for KMP including Non-Executive Directors, Executive Directors and certain senior management.

Shareholders will be given a reasonable opportunity at the AGM to ask questions and make comments in the Remuneration Report.

The vote on the Remuneration Report is advisory only and does not bind the Directors or the Company. However, in accordance with the Corporations Act, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the 2022 AGM, and if at the 2023 AGM at least 25% of the votes cast on the resolution for adoption of the 2023 Remuneration Report are against it, the Company will be required to put a resolution to the 2023 AGM, to approve calling an extraordinary general meeting to consider the election of Directors (**Spill Resolution**).

If more than 50% of shareholders vote in favour of the Spill Resolution, the Company must then convene an extraordinary general meeting (**Spill EGM**) within 90 days of the 2023 AGM. All the Directors who were in office when the 2023 Directors' Report was considered, other than the Managing Director, will need to stand for re-election at the Spill EGM if they wish to continue as Directors.

As this is the Company's first AGM as a listed company, it was not necessary for shareholders to consider and approve a remuneration report. Accordingly, the Spill Resolution is not relevant for this AGM.

Each Director recommends that Shareholders vote in favour of Resolution 1 to adopt the Remuneration Report.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR PAUL WALKER

2.1 General

Clause 17.5 of the Constitution requires that a third (or the number of Directors nearest to one third) of the Directors must retire at each annual general meeting. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. In determining the number of Directors to retire, a Director appointed by the Board, or a Managing Director, is not taken into account. A Director who retires by rotation under the Constitution is eligible for re-election.

Clause 17.5 of the Constitution requires that a director appointed by the Board holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting.

Mr Walker was elected as a Director at the 2021 AGM . Therefore, pursuant to the Constitution, Mr Walker retires by rotation at this Meeting, and being eligible, seeks election at this Annual General Meeting.

2.2 Qualifications

Mr Walker has over 30 years of experience in international business, capital raising and managing large-scale infrastructure and resource projects throughout the world.

In 2009 Mr Walker was the co-founder and chairman of an Indonesian mining company that successfully acquired several exploration assets and brought into operation a coal mine in Kalimantan.

Mr Walker lectures at the UQ Business School – Strategy and Entrepreneurship Discipline, is a Member of the Australian Institute of Project Management and a Barrister-at-Law.

2.3 Board Recommendation

The Board (with Mr Walker abstaining) recommends that you vote in favour of this Resolution.

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR JUSTIN WERNER

3.1 General

Clause 17.5 of the Constitution requires that a third (or the number of Directors nearest to one third) of the Directors must retire at each annual general meeting. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. In determining the number of Directors to retire, a Director appointed by the board, or a Managing Director, is not taken into account. A Director who retires by rotation under the Constitution is eligible for re-election.

Clause 17.5 of the Constitution requires that a director appointed by the Board holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting.

Mr Werner was elected as a Director at the 2021 AGM. Therefore, pursuant to the Constitution, Mr Werner retires by rotation at this Meeting, and being eligible, seeks election at this Annual General Meeting.

3.2 Qualifications

Mr Werner has over 20 years mining experience and 10 years capital markets, he has a very strong track record of mine discovery and development in Indonesia.

He is currently the Managing Director of Nickel Mines Limited (ASX:NIC) which is Australia's largest pure Nickel producer (market capitalisation >AU\$2Bn), he is also a non-executive director of ASX listed Alpha HPA (ASX:A4N).

3.3 Board Recommendation

The Board (with Mr Werner abstaining) recommends that you vote in favour of this Resolution.

4. RESOLUTION 4 – ELECTION OF DIRECTOR – MR MICHAEL THIRNBECK

4.1 General

Clause 17.7 of the Constitution requires that a director appointed by the Board holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting.

Mr Thirnbeck was appointed to the Board on 20 May 2022. Resolution 4 is for the election of Mr Thirnbeck in accordance with Clause 17.7 of the Constitution.

4.2 Qualifications

Mr Thirnbeck has over 30 years' of broad mining, corporate and commercial experience whilst managing numerous mineral development projects in Papua New Guinea, Indonesia and Australia. He is a successful gold explorer with direct involvement in +1 Moz gold discoveries on the Island of New Guinea. He can also bring special knowledge and experience to bear on projects or investments which span the Pacific, due to his close knowledge of several Southeast Asian jurisdictions and markets in Canada, Australia and Europe.

Mr Thirnbeck holds a Bachelor of Science (Geology and Mineralogy) with Honours from the University of Queensland, Brisbane. He is a past and present officer of mining corporations in Singapore, Indonesia and Australia and is a 30 year Member of the Australasian Institute of Mining and Metallurgy.

4.3 Board Recommendation

The Board (with Mr Thirnbeck abstaining) recommends that you vote in favour of this Resolution.

5. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY

5.1 General

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 securities it had on issue at the start of that period.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An "eligible entity" means an entity which is not included in the S&P/ASX 300 index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 index and has a current market capitalisation of \$140,281,593 based on the number of Shares on issue and the closing price of Shares of \$0.65 on the ASX on 26 October 2022.

Resolution 5 seeks Shareholder approval by way of special resolution for the Company to have an additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 5 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 5 is not passed, the Company will not be able to access the additional 10% placement capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

5.2 Technical Information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 5:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- 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; and
- iii. the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum Price

The minimum price at which Equity Securities in an existing quoted class may be issued for a cash consideration per Equity Security is not less than 75% of the volume weighted average price of Equity Securities in that same class, calculated over the 15 ASX 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; or
- ii. if the Equity Securities are not issued within 10 ASX trading days of the date in section 5.2(b)(i), the date on which the Equity Securities are issued.

(c) Purpose for which the funds may be used

if Equity Securities were issued under the 7.1A Mandate then the proceeds would be used to advance and accelerate targeted exploration activities on the Company's portfolio of six projects in Indonesia and Australia and to advance work required to complete feasibility studies on the Company's near term development projects and for general working capital purposes.

(d) Risk of Economic and Voting Dilution

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 20 October 2022.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue (Variable A in ASX Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.33	\$0.65	\$0.98
			50% decrease	Issue Price	50% increase
				Funds Raised	
Current	215,817,835	21,581,784	\$7,121,989	\$14,028,159	\$21,150,148
50% Increase	323,726,752	32,372,675	\$10,682,983	\$21,042,239	\$31,725,222
100% increase	431,635,670	43,163,567	\$14,243,977	\$28,056,319	\$42,300,296

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1

The table above uses the following assumptions:

1. There are 215,817,835 Shares on issue as at the date of this Notice.
2. The issue price set out above is the closing price of the Shares on the ASX on 20 October 2022.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their own specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. 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%.

9. This table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- i. The market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- ii. The Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) Allocation policy under the 7.1A Mandate

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- i. the purpose of the issue;
- ii. alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- iii. the effect of the issue of the Equity Securities on the control of the Company;
- iv. the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- v. prevailing market conditions; and
- vi. advice from corporate, financial and broking advisers (if applicable).

(f) Previous approval under Listing Rule 7.1A

The Company has not previously obtained approval from its Shareholders under Listing Rule 7.1A.

5.3 Voting Exclusion Statement

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 5.

GLOSSARY

\$	means Australian dollars
7.1A Mandate	has the meaning given in Section 5.1.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited , as the context requires.
Board	means the current Board of directors of the Company.
Business Day	means Monday to Friday inclusive, except New Year’s Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, or any other day that ASX declares is not a business day.
Chair	means the chair of the Meeting.
Closely Related Party of a member of the Key Management Personnel	means: <ul style="list-style-type: none">(a) A spouse or child of the member;(b) A child of the member’s spouse;(c) A dependent of the member or the member’s spouse;(d) Anyone else who is one of the member’s family and may be expected to influence the member, or be influenced by the member, in the member’s dealing with the entity;(e) A company that the member controls; or(f) A person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of “closely related party” in the Corporations Act.
Company	means Far East Gold Ltd ACN 639 887 219.
Constitution	means the constitution of the Company.
Corporations Act	means the Corporations Act 2001 (Cth).
Directors	means the current directors of the Company.
Equity Securities	includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.
Explanatory Memorandum	means the explanatory statement accompanying the Notice.
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.

Listing Rules

means the Listing Rules of ASX.

Meeting or Annual General Meeting

means the annual general meeting of the Company to be held on 30 November 2022.

Notice

means the notice of Annual General Meeting to which this Explanatory Memorandum is attached.

Option

means an option to acquire a Share.

Proxy Form

means the proxy form accompanying this Notice.

Remuneration Report

means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2022.

Resolutions

means the resolutions set out in this Notice, or any one of them, as the context requires.

Section

means a section of the Explanatory Memorandum.

Share

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

Shareholder

means a registered holder of a Share.



Far East Gold Limited | ACN 639 887 219

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Your proxy voting instruction must be received by **12.00pm (Brisbane Time) on Monday, 28 November 2022**, 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 KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

