Notice of Meeting

Felix Gold Limited (ASX: FXG) is pleased to attach a copy of the following documents in relation to the Annual General Meeting of Shareholders to be held on 28 November 2024 at 12.00pm (Brisbane Time) (Annual General Meeting).

1. Letter to Shareholders regarding arrangements for the Annual General Meeting as despatched to Shareholders;
2. Notice of Annual General Meeting; and
3. Proxy Form.

This announcement has been authorised for release by the Company Secretary.

ENDS

Enquiries

Joseph Webb
Executive Director
Felix Gold Limited
Ph: +61 422 955 411
E: joe.webb@felixgold.com.au

Reach Markets
Investor and Media Relations
Reach Markets
Ph: 1300 805 795
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To stay up to date with company news, register your details on the Felix Gold investor portal.

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30 October 2024

Dear Shareholders,

I am pleased to invite you to the Annual General Meeting of the Company's Shareholders (**Meeting**) to be held at Level 1, 371 Queen Street Brisbane QLD 4000 at 12.00pm (Brisbane time) on 28 November 2024.

A notice of meeting and accompanying explanatory memorandum was released to ASX on 30 October 2024 (together **Notice of Meeting**) in respect of the Meeting of the Company's Shareholders.

In accordance with Treasury Laws Amendments (2022 Measures No. 1) Act 2021, the Company will not be sending hard copies of the Notice of Meeting to shareholders. The Notice of Meeting can be viewed and downloaded from www.felixgold.com.au. Alternatively, a complete copy of the meeting documents has been posted to the Company's ASX market announcements page. If you have elected to receive notices by email a communication will be sent to your nominated email address. If you have not elected to receive notices by email a copy of your proxy form will be posted to you, together with this Letter.

For further information, please contact the Company Secretary by telephone on +61 7 3054 7108 or by email at cosec@felixgold.com.au.

Yours sincerely
Felix Gold Limited

Craig J McPherson
Company Secretary

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FELIX GOLD LIMITED

ACN 645 790 281

NOTICE OF ANNUAL GENERAL MEETING

Day and Date of Meeting: 28 November 2024

Time of meeting: 12.00pm (Brisbane Time)

Place of Meeting: in person at Level 1, 371 Queen Street Brisbane QLD 4000

The business of the Annual General Meeting concerns your shareholding, and your vote is important.

The Notice of General Meeting (together with the Explanatory Memorandum) and Proxy Form should each be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Shareholders are strongly urged to vote by lodging the Proxy Form attached to the Notice by no later than 12.00pm (Brisbane Time) on 26 November 2024.

FELIX GOLD LIMITED

ACN 645 790 281

NOTICE OF ANNUAL GENERAL MEETING, EXPLANATORY MEMORANDUM AND PROXY FORM

Notice is hereby given that the annual general meeting of Shareholders of Felix Gold Limited ACN 645 790 281 (**Company**) will be held on 28 November 2024 at 12.00pm (Brisbane Time) (**Meeting**).

The Company is pleased to provide Shareholders with the opportunity to participate in the Meeting in person at Level 1, 371 Queen Street Brisbane QLD 4000.

Shareholders that choose to attend in person do not need to complete a proxy form.

An Explanatory Memorandum and Proxy Form accompany this Notice and provide additional information on the Resolutions to be considered at the Meeting. The Explanatory Memorandum and Proxy Form are part of this Notice and should be read in conjunction with it.

Capitalised terms used in the Notice are defined in Schedule 1 (**Definitions**).

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 of the Company on 26 November 2024 at 7.00pm (Brisbane Time).

You are encouraged to complete, sign and deliver the accompanying Proxy Form and return it in accordance with the instructions set out below.

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AGENDA

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND DIRECTORS' REPORT

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows, and notes to and forming part of the financial statements for the Company and its controlled entities for the financial year ended 30 June 2024.

Note: This item of ordinary business is for discussion only and is not the subject of a Resolution.

See Explanatory Memorandum for further information.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and if thought fit, to pass the following as an **Ordinary Resolution**:

"*That the Remuneration Report for the year ended 30 June 2024 (as set out in the Directors' Report) be adopted*."

The vote on Resolution 1 is advisory only and does not bind the Company or the Directors. The Company's Annual Report 2024 which contains the Remuneration Report is available at www.felixgold.com.au.

See Explanatory Memorandum for further information.

Voting Exclusion Statement

In accordance with the Corporations Act, the Company will disregard any vote cast (in any capacity) on Resolution 1 by, or on behalf of:

- a member of the KMP as disclosed in the 2024 remuneration report; and
- a Closely Related Party of those persons,

unless the vote is cast by a person described above as a proxy for a person who is entitled to vote on the resolution and:

- the proxy appointment is in writing that specifies the way the proxy is to vote, and the person casts the vote as proxy in accordance with the directions as set out in the proxy form; or
- the vote is cast by the Chair of the Meeting pursuant to an express authorisation on the proxy form to vote as the proxy decides, and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of KMP.

Voting Intention of Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act.

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RESOLUTION 2 – RE-ELECTION OF RONNIE BEEVOR AS DIRECTOR

To consider and, if thought fit, to pass the following as an **Ordinary Resolution**:

"That Ronnie Beevor who retires in accordance with Rule 17.5 of the Company's Constitution, being eligible and offering himself for re-election, be re-elected as a Director."

See Explanatory Memorandum for further information.

RESOLUTION 3 – RATIFICATION OF ISSUE OF 37,600,000 PLACEMENT SHARES

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution** with or without modification:

"That, in accordance with the provisions of Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 37,600,000 Shares, having an issue price of $0.075 per Share, by way of private placement to sophisticated, professional and institutional investors in accordance with the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

See Explanatory Memorandum for further information.

RESOLUTION 4 – RATIFICATION OF ISSUE OF 26,399,981 PLACEMENT SHARES

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution** with or without modification:

"That, in accordance with the provisions of Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 26,399,981Shares, having an issue price of $0.075 per Share, by way of private placement to sophisticated, professional and institutional investors in accordance with the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

See Explanatory Memorandum for further information.

Voting Exclusion Statement: In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolutions 3 or 4 by:

- a person(s) who received Shares the subject of Resolutions 3 and 4; and
- any Associate of those persons.

However, this does not apply to a vote cast in favour of Resolutions 3 or 4 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;
- 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 vote in that way.

RESOLUTION 5 – APPROVAL TO ISSUE 2,400,000 BROKER OPTIONS

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution** with or without modification:

"That, in accordance with the provisions of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 2,400,000 Options, exercisable at $0.15 before the third anniversary of the date of issue and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

See Explanatory Memorandum for further information.

Voting Exclusion Statement: In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by:

- Reach Markets and Taylor Collison (or nominee(s)), or any other person who will obtain a material benefit as a result of, the proposed issue of Options pursuant to Resolution 5 (except a benefit solely by reason of being a holder of Shares); and
- any Associate of those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution 5, in accordance with directions given to the proxy or attorney to vote on Resolution 5 in that way;
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on Resolution 5 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 Resolution 5; and
  - the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

SPECIAL BUSINESS

RESOLUTION 6 – APPROVAL OF ADDITIONAL PLACEMENT CAPACITY UNDER ASX LISTING RULE 7.1A

To consider and, if thought fit, to pass, the following as a **Special Resolution**:

"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Securities totalling up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."

See Explanatory Memorandum for further information.

BY ORDER OF THE BOARD

Craig McPherson
Company Secretary
Felix Gold Limited

Dated: 30 October 2024

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FELIX GOLD LIMITED

ACN 645 790 281

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 Level 1, 371 Queen Street Brisbane QLD 4000 at 12.00 pm (Brisbane Time).

The purpose of the Explanatory Memorandum is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions set out in this Notice.

A Proxy Form accompanies this Notice and provides additional information on the Resolutions to be considered at the Meeting.

This Explanatory Memorandum and Proxy Form, form part of the Notice and should be read in conjunction with it and should be read in their entirety.

Under s 250S(1), the Chair of the meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the company.

Capitalised terms used in this Explanatory Memorandum have the meaning given to them in Schedule 1.

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 on the Resolutions

Shareholders will have the option of voting in person or by proxy. Shareholders who choose to vote by proxy must ensure that their proxies are received by the Company by no later than **12.00pm** (Brisbane Time) on 26 November 2024.

Voting on the Resolutions at the Meeting will be conducted by poll. Further details of the poll will be provided at the Meeting.

2.2 Proxies

- Voting by proxy

  To vote by proxy, either

  (i) vote online at https://investor.automic.com.au/#/loginsah;

  or please complete and sign the Proxy Form enclosed and either:

  (ii) deliver the Proxy Form by post to Automic, Level 5, 126 Phillip Street Sydney NSW 2000; or

  (iii) email the form to meetings@automicgroup.com.au,

  so that it is received not later than 12.00pm (Brisbane Time) on 26 November 2024. Proxy Forms received later than this time will be invalid.

- In accordance with section 249L of the Corporations Act, members are advised that:

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(i) each member has a right to appoint a proxy;

(ii) the proxy need not be a member of the Company; and

(iii) a member who is entitled to cast 2 or more votes may appoint 2 proxies (but not more) and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

- Certain categories of persons (including Directors and the Chair) are prohibited from voting on Resolutions in relation to the remuneration of KMP, including as a proxy in some circumstances. If you are appointing a proxy, to ensure that your vote counts, please read the instructions on the Proxy Form carefully.
- The details of the Resolutions contained in the Explanatory Statement accompanying this Notice should be read together with, and form part of, this Notice.
- On a poll, ordinary Shareholders have one vote for each Share held.
- A proxy may be either an individual or a body corporate. If you wish to appoint a body corporate as your proxy, you must specify on the Proxy Form:

  (i) the full name of the body corporate appointed as proxy; and

  (ii) the full name or title of the individual representative of the body corporate to attend the Meeting.

- Proxy appointments in favour of the Chair, the secretary or any Director that does not contain a direction on how to vote will be voted by the Chair in favour of each of the Resolutions proposed in this Notice. You should note that if you appoint the Chair as your proxy, or if the Chair is appointed as your proxy by default, you will be taken to authorise the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.
- Proxy Forms must be signed by a Shareholder or the Shareholder's representative or, if a corporation, executed under seal or in accordance with section 127 of the Corporations Act, or signed by an authorised officer or agent.
- A Proxy Form is attached. To be used to validly appoint a proxy, it should be completed, signed and returned to the address set out above in the Notice on page 2.

2.3 Voting by Corporate Representative

A body corporate that is a Shareholder, or that has been appointed as a proxy, may appoint an individual to act as its representative at the AGM. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the AGM evidence of appointment, including any authority under which it is signed, unless it has previously been given to the Company.

2.4 Voting by Attorney

A Shareholder may appoint an attorney to vote on their behalf. For an appointment to be effective for the AGM, the instrument effecting the appointment (or a certified copy of it) must be received by the Company no later than 12.00pm on 26 November 2024.

2.5 Enquiries

Shareholders are invited to contact the Company Secretary, Craig McPherson by email at cosec@felixgold.com.au if they have any queries in respect of the matters set out in these documents.

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2.6 Voting on special resolutions

The term "Special Resolution" as used in the Notice and this Explanatory Memorandum, takes its meaning from the Corporations Act. Under the Corporations Act, for a resolution to be a special resolution:

- the notice of meeting proposing the resolution must state both the intention to propose the resolution as a special resolution and the terms of the resolution (see Resolution 8); and
- it must be passed by at least 75% of the votes cast by members entitled to vote on the resolution.

3 FINANCIAL STATEMENTS AND DIRECTORS' REPORT

The Corporations Act requires the reports of the Directors and of the auditor of the Company and the annual financial report, including the financial statements, to be put before the Meeting. The Corporations Act does not require a vote of Shareholders at the Meeting on the reports or statements. However, Shareholders will be given an opportunity to raise questions on the reports and statements for the year ended 30 June 2024 at the Meeting.

4 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report is set out in the Directors' Report in the Company's 2024 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

Section 249L(2) of the Corporations Act requires the Company to inform Shareholders that a Resolution on the Remuneration Report will be put at the Meeting. Section 250R(2) of the Corporations Act requires that the Resolution that the Remuneration Report be adopted must be put to the vote. Resolution 1 seeks this approval.

However, in accordance with section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is an "advisory only" Resolution, which does not bind the Directors or the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Nevertheless, under the Corporations Act, a 'two strikes and re-election' process in relation to the Shareholders' vote on Resolution 1 is required and provides that:

- A *first strike* will occur if this Remuneration Report Resolution (Resolution 1) receives a 'no' vote of 25% or more. If this occurs, the Company's subsequent remuneration report must contain either an explanation of the Board's proposed action in response to the 'no' vote, or an explanation of why no action has been taken by the Board.
- A *second strike* will occur if the resolution to adopt the remuneration report at the next annual general meeting of the Company also receives a 'no' vote of 25% or more. If this occurs, the Shareholders will vote at that annual general meeting (**Spill Resolution**) to determine whether the Directors will need to stand for re-election at a separate, subsequent general meeting (**Spill General Meeting**). If this Spill Resolution passes with 50% or more of the eligible votes cast, the Spill General Meeting must take place within 90 days from the relevant annual general meeting.

At the 2023 Annual General Meeting of the Company, approximately 99% of the votes cast were in favour of the Remuneration Report.

The Board makes no recommendation on voting for this Resolution 1. A Voting Exclusion Statement is set out in the Notice of Meeting for this Resolution.

The Chair intends to vote all undirected proxies IN FAVOUR of Resolution 1.

If you appoint the Chair as your proxy, and you check the box consenting to the Chair voting undirected proxies, then unless you include an express voting direction on your

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proxy form, you will be directing, and expressly consenting to the Chair to vote in favour of Resolution 1.

5 RESOLUTION 2 – RE-ELECTION OF RONNIE BEEVOR AS DIRECTOR

5.1 Background

In accordance with Director rotational retirement provisions of the Company's Constitution and ASX Listing Rules, Ronnie Beevor is due to retire at this Meeting and being eligible, offers himself for re-election at this Meeting.

5.2 Proposed Director

A profile of Mr Beevor is provided below:

Non-Executive Director and Chairman

Mr Beevor has over 40 years' experience in investment banking and the natural resources industry. Ronnie was Head of Investment Banking at Rothschild Australia between 1997 and 2002 and has had extensive experience as a company Director, having held the position of Chair or Non-Executive Director for a number of mining companies, both in Australia and internationally. He was previously Chair of AIM listed EMED Mining and the former Chair of Bannerman Energy. Ronnie has also held directorships at Riversdale Resources, Talison Lithium, Ampella Mining and Oxiana.

Mr Beevor holds a degree in Philosophy, Politics and Economics (Honours) from Oxford University and qualified as a chartered accountant in London.

Mr Beevor is considered an independent director by the board.

The Directors (other than Mr Beevor, who abstains from making any recommendation in relation to the Resolution) recommend that Shareholders vote IN FAVOUR of Resolution 2.

The Chair intends to vote all undirected proxies IN FAVOUR of Resolution 2.

6 RESOLUTION 3 AND 4 – RATIFICATION OF ISSUE OF PLACEMENT SHARES

6.1 Background

On 25 September 2024, the Company announced that it had received firm commitments to a private placement of new Shares to raise $4.8m (before expenses) at $0.075 per share (**Placement**).

The Placement was undertaken under the Company's capacities under Listing Rules 7.1 and 7.1A as follows:

- 37,600,000 Shares were issued under Listing Rule 7.1 (Resolution 3); and
- 26,399,981 Shares were issued under Listing Rule 7.1A (Resolution 4).

Funds raised from the placement will be used to progress development and exploration activities across the Company's projects, including permitting, trenching, drilling and engineering studies together with working capital and costs of the offer.

Reach Markets and Taylor Collison acted as Joint Lead Managers to the Placement (**s**).

6.2 Listing Rules 7.1, 7.1A and 7.4

In accordance with Listing Rules 7.1 and 7.1A, a company whose shares are listed for quotation on the ASX must not, subject to certain exceptions, issue or agree to issue more Equity Securities during any 12-month period than the amount which represents 15% or 10%

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respectively of the number of fully paid ordinary shares on issue at the commencement of that 12-month period.

The Shares issued pursuant to Resolutions 3 and 4 did not fit within any of the exceptions, and as the issues were not approved by the Shareholders, they have depleted all of the Company's available capacities under Listing Rules 7.1 and 7.1A to issue new Equity Securities.

Under Listing Rule 7.1A an eligible entity can seek approval from its members by way of a Special Resolution passed in its annual general meeting, to increase this 15% limit by an extra 10%. This will mean that during the relevant 12 month period the eligible entity can issue up to 25% of the fully paid ordinary securities that it had on issue at the start of the relevant 12 month period.

The Company is an eligible entity for these purposes under Listing Rule 7.1A and has obtained Shareholder approval for the additional 10% capacity at its 2023 Annual General Meeting.

Listing Rule 7.4 sets out an exemption to Listing Rules 7.1 and 7.1A. Listing Rule 7.4 permits a company's shareholders to subsequently ratify a previous issue of securities in a general meeting, provided that such previous issue did not breach Listing Rules 7.1 or 7.1A when it was made. If Shareholders ratify such previous issues, the issue of those securities will be deemed to have been made with shareholder approval for the purposes of Listing Rules 7.1 and 7.1A, meaning that such issues will be excluded in the calculation of the Company's capacities under Listing Rules 7.1 and 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A and thus:

- Resolution 3 seeks ratification of 37,600,000 Shares which were issued by the Company under the Placement using its capacity under Listing Rule 7.1; and
- Resolution 4 seeks ratification of 26,399,981 Shares which were issued by the Company under the Placement using its capacity under Listing Rule 7.1A.

6.3 Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided in respect of Resolutions 3 and 4:

a) The Company issued 63,999,981 Shares. The Placement Shares are not subject to escrow restrictions and were issued on the same terms as and rank *pari passu* with the Shares that were already on issue.

b) The Shares issued pursuant to Resolutions 3 and 4 were issued to various 'sophisticated investors' or 'professional investors' selected by the Company in consultation with the Lead Manager based on expressions of interests made by those investors and/ or prior investments in the Company. None of the allottees were Related Parties of the Company.

c) Details of the issues:

   (i) 37,600,000 Shares were issued on 2 October 2024 using the Company's capacity under Listing Rule 7.1; and

   (ii) 26,399,981 Shares issued using the Company's capacity under Listing Rule 7.1A were issued on 2 October 2024.

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d) The Shares were issued at an issue price of $0.075 per Share.

e) The funds raised by the Placement will be used for the purposes set out in the section of this Explanatory Memorandum titled "Background to the Placement".

f) The relevant placement agreement provided that the issue price per Share is $0.075 and included various other conditions usual for a placement of this sort.

6.4 Information required by Listing Rule 14.1A

If Resolution 3 and 4 are passed, the issue of 63,999,981 Shares will be excluded in calculating the Company's capacity limits pursuant to Listing Rules 7.1 and 7.1A. Therefore, the Company will retain the flexibility to issue Equity Securities to the 25% placement capacity without the requirement to obtain prior Shareholder approval in the relevant period.

If Resolution 3 and 4 are not passed, the 63,999,981 Shares will be included in calculating the Company's capacity limits pursuant to Listing Rules 7.1 and 7.1A. Therefore, the Company will have no flexibility to utilise its capacities under Listing Rules 7.1 or 7.1A to take advantage of any commercial opportunities as they may arise.

6.5 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 3 and 4 and advise that they intend to vote any Shares that they own or control in favour of Resolutions 3 and 4.

The Chair intends to vote all undirected proxies in favour of Resolutions 3 and 4.

7. RESOLUTION 5 – APPROVAL TO ISSUE 4,200,000 BROKER OPTIONS

7.1 Background

As noted in the section titled "**Background to the Placement**", the Company issued 63,999,981 Shares at an issue price of $0.075 per Share to various sophisticated, professional and institutional investors under the Placement. The Placement was facilitated by the Lead Managers.

For the services provided by the Lead Managers during the Placement, the Company has agreed, subject to obtaining Shareholder approval, to issue the Lead Managers or its nominee(s) with 4,200,000 Options, having an exercise price of $0.15 and an expiry date that is three years after the date of issue (**Broker Options**).

7.2 Listing Rule 7.1

As summarised under Resolutions 3 and 4 above, subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without shareholder approval over a 12-month period to 15% of the fully paid ordinary shares it had on issue at the beginning of that 12-month period.

The proposed issue of the Broker Options does not fall within the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. Therefore, Resolution 5 seeks Shareholder approval for the issue of the Broker Options to the Lead Manager or its nominee(s) under Listing Rule 7.1.

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6.3 Information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- If Resolution 5 is passed, 4,200,000 Broker Options will be issued to the Lead Managers or its nominee(s).
- The maximum number of Broker Options to be issued pursuant to Resolution 5 is 4,200,000 Broker Options.
- The Broker Options will have an exercise price of $0.15, will expire on the date that is three years after the date of issue and will otherwise have the terms and conditions set out in Schedule 2 to this Explanatory Memorandum.
- The Options will be issued as soon as practicable following the Meeting, and in any event, will be issued no later than 3 months after the date of the Meeting.
- The purpose of the issue of the Broker Options is to remunerate the Lead Managers for the services provided during the Placement. Accordingly, the Broker Options will be issued for nil consideration and no funds will be raised from the issue of the Broker Options. Funds raised on the exercise of Broker Options will be used to fund the Company's business activities, including working capital, at the time those Broker Options are exercised (if at all).
- The Lead Managers Agreement provided:
  - (i) that the Lead Managers would support the Company in undertaking the Placement;
  - (ii) that the Lead Managers would receive:
    - (A) a 2% management fee of total funds raised under the Placement;
    - (B) a 4% capital raising fee on funds raised by the Lead Manager; and
    - (C) the Broker Options, subject to Shareholder approval; and
  - (iii) for various other standard conditions for a lead manager agreement of this sort, including various indemnities in favour of the Lead Managers in respect of their role.

6.4 Information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to issue the Broker Options to the Lead Managers or its nominee(s). In addition, the issue of the Broker Options will not be included in the calculation of the Company's capacity under Listing Rule 7.1, effectively increasing the number of Equity Securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue.

If Resolution 5 is not passed, the Company will not be able to issue the Broker Options to the Lead Managers or its nominee(s). In this case, the Lead Manager's remuneration will solely be the 2% management and 4% capital raising fee.

6.5 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5 and advise that they intend to vote any Shares that they own or control in favour of Resolution 5.

The Chair intends to vote all undirected proxies in favour of Resolution 5.

7 RESOLUTION 6 – APPROVAL OF ADDITIONAL PLACEMENT CAPACITY UNDER ASX LISTING RULE 7.1A

7.1 General

ASX Listing Rule 7.1A enables eligible entities to seek Shareholder approval 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% placement capacity under ASX Listing Rule 7.1.

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

The Company is now seeking Shareholder approval by way of a Special Resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility. This approval is sought so that the Company may be in a position to raise additional capital for the purposes of progressing the Company's activities, if required.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (see paragraph 14.2 below).

The approval of this Resolution 6 will provide the Company with flexibility to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period, in addition to the Company's 15% annual placement capacity granted under ASX Listing Rule 7.1, without a further requirement to obtain the prior approval of Shareholders.

If Resolution 6 is not passed, the Directors will be unable to issue Placement Securities under the Company's 10% Additional Placement Capacity and the Company will be unable to raise funds using the Company's 10% Additional Placement Capacity.

The Company is not proposing to make an issue of equity securities under LR 7.1A.2 at the time of dispatch of this notice of meeting.

Resolution 6 is a Special Resolution and therefore requires approval of 75% of the votes cast by Shareholder's present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

7.2 ASX Listing Rule 7.1A

Shareholder approval - The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a Special Resolution at an annual general meeting.

Equity Securities - 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 Company. The Shares on issue are fully paid, ordinary shares.

7.3 Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A provides that eligible entities that have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 10% Placement Period, 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 12 months before the date of issue or agreement:

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- plus, the number of fully paid Shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- plus, the number of partly paid Shares that became fully paid in the 12 months;
- plus, the number of fully paid Shares issued in the 12 months with approval of holders of Shares under ASX Listing Rule 7.1 and 7.4. This does not include an issue of fully paid ordinary Shares under the entity's 15% placement capacity without Shareholder approval;
- less the number of fully paid Shares cancelled in the 12 months.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under ASX Listing Rule 7.1 or 7.4.

7.4 ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

As at the date of this Notice, the Company has on issue 328,655,816 Shares and therefore has a capacity to issue:

- 49,298,372 Equity Securities under ASX Listing Rule 7.1; and
- subject to the approval of Resolution 6, an additional 32,655,816 Equity Securities under ASX Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have the capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

7.5 Minimum Issue Price

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must not be 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:

the date on which the price at which the Equity Securities are to be issued is agreed; or

if the Equity Securities are not issued within ten (10) Trading Days of the date in subparagraph (a) above, the date on which the Equity Securities are issued.

7.6 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;
- the time and date of the Company's next Annual General Meeting;

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- the time and date of the approval by holders of the eligible entity's ordinary securities of a transaction under Listing Rule 11.1.2 or 11.2,

(**10% Placement Period**)

7.7 Specific information required by ASX Listing Rule 7.3A

Pursuant to, and in accordance with, ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- **Minimum price**

The Equity Securities will be issued for a cash consideration at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

the date on which the price at which the Equity Securities are to be issued is agreed; or

if the Equity Securities are not issued within ten (10) Trading Days of the date in subparagraph (a) above, the date on which the Equity Securities are issued.

- **Potential risk of economic and voting dilution**

If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in Table 1 below. 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 Annual General 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, or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

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

Table 1 below shows the dilution of existing Shareholders on the basis of the market price of Shares (as at 11 October 2024) and the number of Shares as at the date of this Notice (**Table 1**) calculated in accordance with the formula in ASX Listing Rule 7.1A.2, representing variable "A".

Table 1 also shows:

(iii) two examples where each 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 of AU$0.095 (being the closing price of the Shares on ASX on 11 October 2024);

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TABLE 1 – Current number of ordinary securities (as at the date of this Notice)

Variable 'A' in Listing Rule 7.1A.2		**Dilution**		
		$0.0475	$0.095	$0.19
		50% decrease in Issue Price	**Issue Price**	**100% increase in Issue Price**
Variable A	**10% Voting**	32,865,582	32,865,582	32,865,582
328,655,816 Shares	**Dilution**			
	Funds raised	$1,561,115	$3,122,230	$6,244,461
50% increase in Variable A	**10% Voting**	49,298,372	49,298,372	49,298,372
492,983,724 Shares	**Dilution**			
	Funds raised	$2,341,673	$4,683,345	$9,366,691
100% increase in Variable A	**10% Voting**	65,731,163	65,731,163	65,731,163
657,311,632 Shares	**Dilution**			
	Funds raised	$2,122,230	$6,244,460	$12,488,921

Table 1 has been prepared on the following assumptions:

(v) With respect to the number of ordinary securities, there are currently 328,655,816 Shares on issue.

(vi) The assumed issue price is AU$ 0.065, being the closing price of the Shares on ASX on 11 October 2024.

(vii) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

(viii) In the twelve months before the scheduled date of the Meeting there were 47,121,492 Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2.

(ix) No Options are exercised into Shares before the date of the issue of the Equity Securities.

(x) 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%.

Table 1 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 Annual General Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

Table 1 shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.

The issue of Equity Securities under the 10% Placement Facility consists only of Shares.

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7.8 Timing of potential issue

The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval provided by Shareholders under Resolution 6 for the issue of Equity Securities pursuant to the 10% Placement Facility will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

7.9 Purpose of potential issue

The Company may seek to issue the Equity Securities to raise capital to fund (or partially fund) acquisitions, exploration at its current or future projects or for general working capital purposes.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 upon issue of any Equity Securities.

7.10 Allocation policy under the 10% Placement Facility

The Company's allocation policy is dependent upon 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:

- the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing holders of Equity Securities can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the financial situation and solvency of the Company; and
- 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 Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

7.11 Total number of Equity Securities issued or agreed to be issued in the 12 months preceding the date of the Meeting under Listing Rule 7.1A.2

In the twelve months before the scheduled date of the Meeting, there were 47,121,492 Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2.

These 47,121,492 Equity Securities were issued as follows:

(a) allottees: various professional and sophisticated investors selected by the Company in consultation with Lead Managers to the placement. The Company and the Lead Managers identified and selected prospective participants from their respective databases based on expected interest in the Company.

(b) number and class: 20,721,511 Shares issued on 29 May 2024 and 26,399,981 Shares issued on 2 October 2024.

(c) Issue price: 20,721,511 Shares were issued at $0.054 and 26,399,981 Shares were issued at $0.075 per Share.

(d) total cash considered received: $3,098,960.

(e) use of funds: the funds raised were used to fund the Company's exploration activities in Alaska, together with general working capital and the cost of the offer.

The Directors believe that Resolution 6 is in the best interests of the Company and unanimously recommend that Shareholders vote IN FAVOUR of this Resolution 6.

The Chair intends to vote all undirected proxies IN FAVOUR of Resolution 6.

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Schedule 1 - Definitions

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

$ means Australian Dollars.

ASX means the ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors of the Company.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependant of the member or of 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 dealings with the Company;

(e) a company the member controls; or

(f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company means Felix Gold Limited ACN 645 790 281.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a current director of the Company.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

General Meeting or **Meeting** or **Annual General Meeting** means the meeting convened by the Notice.

KMP or Key Management Personnel has the same meaning as given in the Corporations Act.

Listing Rules means the listing rules of ASX, as amended from time to time.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Memorandum and the Proxy Form.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the relevant meeting.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution referred to in the Notice.

Rule means a rule of the Company's constitution as amended from time to time.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

Securities means all Equity Securities of the Company, including Shares and Options.

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

Shareholder means a registered holder of a Share.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the relevant meeting.

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Schedule 2 - Broker Option Terms

The terms of the Broker Options in Resolution 5 are set out below.

The Options are issued on and subject to the following terms:

1. The Options shall be issued for nil consideration per Option.

2. The exercise price of each Option is $0.15 (**Exercise Price**).

3. The Options will expire on 36 months from the date of the issue (**Expiry Date**) unless earlier exercised.

4. The Options are transferrable subject to any restriction or escrow arrangements imposed by ASX under applicable Australian securities laws.

5. The Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise (**Exercise Notice**) together with payment for the Exercise Price per Option to the Company at any time on or after the date of issue of the Options and on or before the Expiry Date. Payment may be made as directed by the Company from time to time, which may include by cheque, electronic funds transfer or other methods.

6. The number of Options that may be exercised at one time must be not less than 50,000, unless the holder of the Option (**Option Holder**) holds less than 50,000 Options in which case all Options must be exercised at one time.

7. Upon the valid exercise of the Options and payment of the Exercise Price, the Company will issue fully paid ordinary Shares ranking *pari passu* with the then issued Shares within 15 Business Days after the later of the following:

   (a) the date of the Exercise Notice (the **Exercise Date**); and

   (b) when excluded information in respect to the Company (as defined in Section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

   but in any case no later than 20 Business Days after the Exercise Date, the Company will:

   (c) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; and

   (d) 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.

8. Option Holders do not have any right to participate in new issues of securities in the Company made to Shareholders generally. The Company will, where and only to the extent required pursuant to the Listing Rules, provide Option Holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to Shareholders generally) to exercise the Options, in accordance with the requirements of the Listing Rules.

9. Option Holders do not participate in any dividends unless the Options are exercised and the resultant Shares of the Company are issued prior to the record date to determine entitlements to the dividend.

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10. In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company:

    (a) the number of Options, the Exercise Price of the Options, or both will be reorganised (as appropriate) in a manner consistent with the Listing Rules as applicable at the time of reorganisation, but with the intention that such reorganisation will not result in any benefits being conferred on the Options Holders are not conferred on Shareholders; and

    (b) subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of shareholders approving a reorganisation of capital, in all other respects the terms for the exercise of the Options will remain unchanged.

11. If there is a pro rata issue (except a bonus issue), the Exercise Price of Option may be reduced according to the following formula:

$$O^n = \frac{O - E[P - (S + D)]}{N + 1}$$

Where:

O^n = the new exercise price of the Option;

O = the old exercise price of the Option;

E = the number of underlying securities into which one Option is exercisable;

P = the volume weighted average market price per security of the underlying securities during the 5 trading days ending on the day before the ex-right date or the ex-entitlements date;

S = the subscription price for a security under the pro rata issue;

D = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue);

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

12. If there is a bonus issue to the Shareholders of the Company, the number of Shares over which the Option is exercisable may be increased by the number of Shares which the Option Holder would have received if the Option had been exercised before the record date for the bonus issue.

13. The terms of the Options shall only be changed if Shareholders (whose votes are not to be disregarded) of the Company approve of such a change. However, unless all necessary waivers of the Listing Rules are obtained, the terms of the Options shall not be changed to reduce the Exercise Price, increase the number of Options or change any period for exercise of the Options.

14. The Options does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Options can be exercised.

15. The Company may apply for listing of the Options on the ASX, subject to meeting the quotation requirements under ASX Listing Rules.

16. The Company shall apply for listing on the ASX of the resultant Shares of the Company issued upon exercise of any Option.

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FELIXGOLD LIMITED

Felix Gold Limited | ABN 35 645 790 281

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

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SAMPLE

Your proxy voting instruction must be received by **12.00pm (AEST) on Tuesday, 26 November 2024**, 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:
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)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Felix Gold Limited, to be held at **12.00pm (AEST) on Thursday, 28 November 2024 at Level 1, 371 Queen Street Brisbane QLD 4000** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

AUTOMIC

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	ADOPTION OF REMUNERATION REPORT			
2	RE-ELECTION OF RONNIE BEEVOR AS DIRECTOR			
3	RATIFICATION OF ISSUE OF 37,600,000 PLACEMENT SHARES			
4	RATIFICATION OF ISSUE OF 26,399,981 PLACEMENT SHARES			
5	APPROVAL TO ISSUE 2,400,000 BROKER OPTIONS			
6	APPROVAL OF ADDITIONAL PLACEMENT CAPACITY UNDER ASX LISTING RULE 7.1A			

Please note: *If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

FXG

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

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SAMPLE