

## Notice of Meeting

Felix Gold Limited (ASX: FXG) is pleased to attach a copy of the following documents in relation to a General Meeting of Shareholders to be held on 18 February 2025 at 9.30am (Brisbane Time) (General Meeting).

1. Letter to Shareholders regarding arrangements for the General Meeting as despatched to Shareholders;
2. Notice of 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](mailto:joe.webb@felixgold.com.au)

**Reach Markets**

Investor and Media Relations

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To stay up to date with company news, [register your details](#) on the Felix Gold investor portal.

20 January 2025

Dear Shareholders,

I am pleased to invite you to the General Meeting of the Company's Shareholders (**Meeting**) to be held at Level 1, 371 Queen Street Brisbane QLD 4000 at 9.30am (Brisbane time) on 18 February 2025.

A notice of meeting and accompanying explanatory memorandum was released to ASX on 20 January 2025 (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](http://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](mailto:cosec@felixgold.com.au).

Yours sincerely  
**Felix Gold Limited**

Craig J McPherson  
Company Secretary



## FELIX GOLD LIMITED

ACN 645 790 281

### NOTICE OF GENERAL MEETING

**Day and Date of Meeting:** 18 February 2025

**Time of meeting:** 9.30am (Brisbane Time)

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

The business of the 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 9.30am (Brisbane Time) on 16 February 2025.

**FELIX GOLD LIMITED**

**ACN 645 790 281**

**NOTICE OF GENERAL METING, EXPLANATORY MEMORANDUM AND PROXY FORM**

Notice is hereby given that the General Meeting of Shareholders of Felix Gold Limited ACN 645 790 281 (**Company**) will be held on 18 February 2025 at 9.30am (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 (see Annexure A) 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 6 February 2025 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.

# AGENDA

## ORDINARY BUSINESS

### RESOLUTION 1 – APPROVAL FOR ISSUE OF SHARES UNDER DIRECTORS' SHARE PLAN TO MR RONNIE BEEVOR

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

*"That for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Company is authorised pursuant to the Directors' Share Plan to issue Shares in the Company to the value of \$62,500 to Mr Ronnie Beevor (or his nominee) in lieu of Director's fees on the terms set out in the Explanatory Memorandum accompanying this Notice."*

**See Explanatory Memorandum for further information.**

#### Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by Directors and any associates of Directors and, if ASX has expressed an opinion under Listing Rule 10.14.3 that approval is required for participation in an employee incentive scheme by anyone else, that person and any associates of that person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

### RESOLUTION 2 – APPROVAL FOR ISSUE OF SHARES UNDER DIRECTORS' SHARE PLAN TO MR JOSEPH WEBB

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

*"That for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Company is authorised pursuant to the Directors' Share Plan to issue Shares in the Company to the value of \$62,500 to Mr Joseph Webb (or his nominee) in lieu of Director's fees on the terms set out in the Explanatory Memorandum accompanying this Notice."*

**See Explanatory Memorandum for further information.**

#### Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by Directors and any associates of Directors and, if ASX has expressed an opinion under Listing Rule 10.14.3 that approval is required for participation in an employee incentive scheme by anyone else, that person and any associates of that person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**RESOLUTION 3 – APPROVAL FOR ISSUE OF SHARES UNDER DIRECTORS' SHARE PLAN TO MR ANDREW BROWNE**

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

*"That for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Company is authorised pursuant to the Directors' Share Plan to issue Shares in the Company to the value of \$31,250 to Mr Andrew Browne (or his nominee) in lieu of Director's fees on the terms set out in the Explanatory Memorandum accompanying this Notice."*

**See Explanatory Memorandum for further information.**

**Voting Exclusion Statement**

The Company will disregard any votes cast on this Resolution by Directors and any associates of Directors and, if ASX has expressed an opinion under Listing Rule 10.14.3 that approval is required for participation in an employee incentive scheme by anyone else, that person and any associates of that person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**RESOLUTION 4 – APPROVAL FOR ISSUE OF SHARES UNDER DIRECTORS' SHARE PLAN TO MR MARK STRIZEK**

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

*"That for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Company is authorised pursuant to the Directors' Share Plan to issue Shares in the Company to the value of \$20,833 to Mr Mark Strizek (or his nominee) in lieu of Director's fees on the terms set out in the Explanatory Memorandum accompanying this Notice."*

**See Explanatory Memorandum for further information.**

**Voting Exclusion Statement**

The Company will disregard any votes cast on this Resolution by Directors and any associates of Directors and, if ASX has expressed an opinion under Listing Rule 10.14.3 that approval is required for participation in an employee incentive scheme by anyone else, that person and any associates of that person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**See Explanatory Memorandum for further information.**

**BY ORDER OF THE BOARD**

Craig McPherson  
Company Secretary  
**Felix Gold Limited**

Dated: 20 January 2025

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# FELIX GOLD LIMITED

ACN 645 790 281

## EXPLANATORY MEMORANDUM

### 1 INTRODUCTION

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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 9.30am (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

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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 **9.30am** (Brisbane Time) on 16 February 2025.

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, GPO Box 5193, Sydney NSW 200; or
- (iii) fax the form to +61 2 8583 3040,

so that it is received not later than 9.30am (Brisbane Time) on 16 February 2025. Proxy Forms received later than this time will be invalid.

- In accordance with section 249L of the Corporations Act, members are advised that:
  - (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 Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting 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 Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company no later than 9.30am on 16 January 2025.

### **2.5 Enquiries**

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



### **3 RESOLUTIONS 1 TO 4 - APPROVAL FOR ISSUES OF SHARES UNDER DIRECTORS' SHARE PLAN TO MESSRS RONNIE BEEVOR, JOSEPH WEBB, ANDREW BROWNE AND MARK STRIZEK**

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#### **3.1 General**

In order to conserve Company funds Messrs Ronnie Beevor, Joseph Webb, Andrew Browne and Mark Strizek (Participating Directors) have agreed to participate in the Directors' Share Plan in respect of Directors' fees which the Company has agreed to pay the Participating Directors for the period commencing on 1 November 2024 and ending on 30 November 2026 (Financial Period). Under the terms of the Directors' Share Plan, Participating Directors have elected a portion of Directors' fees as Shares (Director Shares) in lieu of cash in order to retain the cash reserves of the Company. The proposed commencement date will be effective 1 November 2024, subject to receipt of shareholder approval.

Resolutions 1 to 4 seek Shareholder approval for the Company to issue the Participating Directors an aggregate of up to \$177,083 worth of Shares over the Financial Period (covering the period 1 November 2024 to 30 November 2026) in lieu of up to 31.74% of their Director fees per annum.

The Directors Shares will be issued quarterly and will be deemed to have an issue price of no less than the volume weighted average sale price of Shares sold on ASX during the last five (5) trading days of each quarter, or the last five (5) trading days of the last month within the quarter where the Financial Period ends part way through the end of the quarter, of the Financial Period.

#### **3.2 Background**

ASX Listing Rule 7.1 provides that a company must not, without prior approval of shareholders, issue securities if the securities will in themselves or when aggregated with the securities issued by a company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period, unless such an issue of securities falls within one of the exceptions set out in Listing Rule 7.2.

Exception 13(b) of Listing Rule 7.2 provides that equity securities may be issued under an employee incentive scheme that has been approved by shareholders for that purpose within the last three years.

The Company received Shareholder approval for the Felix Gold Limited Directors' Share Plan (Directors' Share Plan) under Exception 13(b) of Listing Rule 7.2 to allow the Company to issue Shares under the Directors' Share Plan without limiting the ability of the Company to issue securities under Listing Rule 7.1 on 30 November 2023.

The purpose of the Directors' Share Plan is to give Directors of the Company an opportunity to subscribe for Shares in lieu of salary or Directors' fees, allowing the Company to retain cash reserves.

The following Shares have previously been issued under the Directors' Share Plan:

- (i) 544,673 to Ronnie Beevor;
- (ii) 554,673 to Joseph Webb;
- (iii) 272,336 to Andrew Browne; and
- (iv) Nil to Mark Strizek.

Any future issues of Shares under the Directors' Share Plan to a person referred to under ASX Listing Rule 10.14 will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time. For this reason, the Company is seeking approval under Resolutions 1 to 4 for the issue of Shares to certain Directors pursuant to the Directors' Share Plan.

### 3.3 Share Plan

A summary of the terms and conditions of the Directors' Share Plan is set out below:

#### (a) Participants in the Directors' Share Plan

The Board may offer Shares to a Director of the Company or any Subsidiary, including Non-executive Directors (Eligible Participant).

Subject to Shareholder approval, the Board may offer to Eligible Participants the opportunity to subscribe for Shares in lieu of Directors' fees owing by the Company to the Eligible Participant and upon such additional terms and conditions as the Board determines (including, without limitation, that an Eligible Participant continues to be a Director of the Company at the relevant time).

An Eligible Participant will not be required to make any payment in return for the Shares as they will be issued in satisfaction of Directors' fees owing by the Company at the time of issue of the Shares, calculated on a quarterly basis.

#### (b) Limitations of Offers

If the Company makes an offer of Shares where:

- (A) the total number of Shares the subject of that offer, exceeds the limit set out in ASIC Class Order 03/184: or
- (B) the offer does not otherwise comply with the terms and conditions set out in ASIC Class Order 03/184,

the Company must comply with Chapter 60 of the Corporations Act at the time of that offer.

#### (c) Issue of Shares

Shares issued under the Directors' Share Plan will rank equally in all respects with the then issued class of fully paid ordinary shares of the Company.

The Company will issue Shares under the Directors' Share Plan on a quarterly basis, being 31 March, 30 June, 30 September and 31 December each year (Quarter).

The issue of Shares under the Directors' Share Plan will be deemed to satisfy the relevant fees or salary owing by the Company to the Eligible Participant.

Shares issued to an Eligible Participant under the Directors' Share Plan will have no restrictions on their transfer.

#### (d) Deemed issue price of Shares

The Shares issued pursuant to the Directors' Share Plan will be issued for nil cash consideration as they will be issued in satisfaction of fees and salary owing by the Company to the Eligible Participant. The Shares will be deemed to have an issue price as determined by the Board at the time of issue of the Shares, but such deemed issue price will be no less than the volume weighted average sale price of Shares sold on ASX during the last five (5) days of each relevant Quarter.

#### (e) Shareholder Approval

All Shares issued pursuant to the Directors' Share Plan will be subject to prior Shareholder approval under the Listing Rules and the Corporations Act (if required).

#### (f) Amendments

Subject to the Listing Rules, the Board may at any time by resolution amend all or any of the provisions of the Directors' Share Plan, or the terms or conditions of any Shares issued under the Directors' Share Plan, provided that as soon as reasonably practicable after making any amendment, the Board gives notice in writing of that amendment to any Eligible Participant affected by the amendment.

**(g) Non-Residents of Australia**

The Board may adopt additional rules of the Directors' Share Plan applicable in any jurisdiction outside Australia under which rights offered under the Directors' Share Plan may be subject to additional or modified terms, having regard to any securities, exchange control or taxation laws or regulations or similar factors which may apply to the Eligible Participant or to the Company in relation to the rights. Any additional rule must conform to the basic principles of the Directors' Share Plan.

**(h) Maximum**

The Maximum number of securities to be issued under the Plan pursuant to is 15,000,000.

**3.4 ASX Listing Rule 10.14**

ASX Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

Resolutions 1 to 4 are being put to Shareholders to seek approval for the issue of the Director Shares to the Participating Directors for the Financial Period pursuant to ASX Listing Rule 10.14.

**3.5 Chapter 2E**

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- b) give the benefit within 15 months following such approval,

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

The issue of Director Shares constitutes giving a financial benefit as the Participating Directors are related parties of the Company by virtue of being Directors.

The Board has considered the application of Chapter 2E of the Corporations Act and has resolved that the reasonable remuneration exception provided by Section 211 of the Corporations Act is relevant in the circumstances and accordingly, the Company will not seek approval for the issue of Director Shares pursuant to Section 208 of the Corporations Act.

**3.6 Technical information required ASX Listing Rule 10.15**

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of Director Shares to the Participating Directors:

- (a) Director Shares will be issued under the Directors' Share Plan to Messrs Ronnie Beevor, Joseph Webb, Andrew Browne and Mark Strizek (or their nominees). The Directors have elected to take a portion of their Directors' fees as Shares in lieu of cash in order to retain the cash reserves of the Company.
- (b) The Participating Directors' fees for the period ending on 30 November 2026 (representing 25 months of fees) will be as follows:

- (v) \$186,400 to Ronnie Beevor;
  - (vi) \$208,333 to Joseph Webb;
  - (vii) \$93,200 to Andrew Browne; and
  - (viii) \$69,900 to Mark Strizek.
- (c) The portion of the Directors Fees that can be converted to Director Shares for the period ending on 30 November 2026 (representing 25 months of fees) will be as follows:
  - (i) \$62,500 to Ronnie Beevor;
  - (ii) \$62,500 to Joseph Webb;
  - (iii) \$31,250 to Andrew Browne; and
  - (iv) \$20,833 to Mark Strizek.
- (d) The above fees agreed to be paid to the Participating Directors reflect the additional responsibilities and work to be undertaken from their respective appointments of the Company:
  - (i) Mr Ronnie Beevor is the Board Chairman; and
  - (ii) Mr Joseph Webb is the Executive Director.
- (e) The maximum number of Director Shares to be issued to the Participating Directors is to be determined by the Directors' fees that the Company has agreed to pay the Participating Directors for the Financial Periods ending up to 30 November 2026 divided by the deemed issue price of the Director Shares calculated in accordance with paragraph (f) below.
- (f) The Director Shares will be issued for nil cash consideration as they will be issued in satisfaction of Directors' fees agreed to be paid by the Company to the Participating Directors at quarterly intervals. The Director Shares will be deemed to have an issue price of no less than the volume weighted average sale price of Shares sold on ASX during the last five (5) trading days of each quarter, or the last five (5) trading days of the last month within the quarter where the Financial Period ends part way through the end of the quarter, of the Financial Period.
- (g) The following Shares have previously been issued under the Directors' Share Plan:
  - (i) 544,673 to Ronnie Beevor;
  - (ii) 544,673 to Joseph Webb;
  - (iii) 272,336 to Andrew Browne; and
  - (iv) Nil to Mark Strizek.
- (h) All current Directors of the Company are eligible to participate in the Directors' Share Plan. This includes Messrs Ronnie Beevor, Joseph Webb, Andrew Browne and Mark Strizek.
- (h) No loan has been provided to any of the Participating Directors in relation to the issue of the Director Shares.
- (i) The Director Shares will be issued no later than 36 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and will be issued on a quarterly basis according to the Directors' fees owing to each of the Participating Directors at that time.

- (j) Details of any securities issued under the scheme will be published in the annual report relating to the period in which they were issued, along with a statement that approval for the issues was obtained under listing rule 10.1.14.
- (k) Any additional persons covered by listing rule 10.1.14 who become entitled to participate in the issue of securities under the scheme after the resolution is approved and who were not named in this notice of meeting will not participate until approval is obtained.

## Schedule 1 - Definitions

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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.

**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.

**Annexures referred to in Notice**

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Annexure	Document
Annexure A	Proxy Form

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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.

Your proxy voting instruction must be received by **9.30am (AEST) on Sunday, 16 February 2025**, 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:

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