

Antilles Gold Limited
(ACN 008 031 034)

Notice of General Meeting

Notice is given that the general meeting of the Company (**Meeting**) will be held at:

Time 10.30 am (AEST)

Date 30 April 2025

Place 55 Kirkham Road, Bowral, NSW 2576

Important: This Notice is an important document that should be read in its entirety. If you are in any doubt or have any questions about this document, you should promptly consult your stockbroker, accountant or other professional adviser.

Notice of General Meeting

Notice is given that the general meeting of Antilles Gold Limited (ACN 008 031 034) (**Company**) will be held at 10.30am (AEST) on Wednesday, 30 April 2025 at 55 Kirkham Road, Bowral, NSW 2576 (**Meeting**).

Agenda

1 Resolution 1 – Ratification of prior issue of 1st Tranche Placement Securities

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the following issues of Placement Securities:

(a) 64,212,394 Placement Shares and 125,000,000 Placement Options under Listing Rule 7.1; and

(b) 185,787,606 Placement Shares under Listing Rule 7.1A,

as described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Asean Deep Value Fund (and/or its nominees), and any other person who participated in the issue of the Placement Securities or a counterparty to the agreement being approved, or any of their respective associates.

2 Resolution 2 – Ratification of prior issue of 2nd Tranche Placement Securities

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 12,500,000 Placement Shares and 6,250,000 Placement Options under Listing Rule 7.1, as described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue of the Placement Securities or a counterparty to the agreement being approved, or any of their respective associates.

Voting exclusions and exceptions

Where a voting exclusion and/or voting prohibition applies to a Resolution, it is set out below the relevant Resolution. The voting exclusions and/or voting prohibitions (as applicable) for the following Resolutions are subject to the exceptions stated in the table below (as applicable).

Resolution	Exceptions
1 and 2	<p>The voting exclusion does not apply to a vote cast in favour of the Resolution by:</p> <p>(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;</p>

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| | <p>(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or</p> <p>(c) a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <p style="padding-left: 40px;">(i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and</p> <p style="padding-left: 40px;">(ii) the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.</p> |
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Voting entitlements

The Company has determined that, in accordance with section 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, Shares will be taken to be held by the persons who are the registered holders at 7:00pm (AEST) on 28 April 2025. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting instructions

- (a) Votes at the Meeting may be given personally or by proxy, attorney or representative.
- (b) A proxy need not be a Shareholder of the Company.
- (c) The Proxy Form sent with this Notice should be used for the Meeting.
- (d) Each Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint up to 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes that each proxy may exercise, then each proxy will be entitled to exercise half of that Shareholder's votes. An additional Proxy Form will be supplied by the Company on request. No Shareholder may appoint more than 2 proxies.
- (e) In the case of a Shareholder who is an individual, a Proxy Form must be executed under the hand of the individual or their attorney duly authorised in writing and, in the case of a member that is a corporation, a Proxy Form must be executed by the corporation under common seal, pursuant to section 127 of the Corporations Act or under the hand of its duly authorised officer or attorney.
- (f) Any Shareholder may by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or a certified copy of it must be received by the Company in accordance with this Notice.
- (g) Any corporation that is a Shareholder may appoint a representative to attend and vote for that corporation at the Meeting. Appointments of corporate representatives must be received by the Company in accordance with this Notice or handed in at the Meeting when registering as a corporate representative.
- (h) Any directed proxies that are not voted on a poll at the Meeting by a Shareholder's appointed proxy will automatically default to the Chair, who is required to vote proxies as directed on a poll.
- (i) Proxy Forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders must be lodged with the Company's share registry, Automic Pty Ltd:
 - (i) by post to Automic Pty Ltd, GPO Box 5193 Sydney NSW 2001

- (ii) by email to meetings@automicgroup.com.au
- (iii) online by visiting <https://investor.automic.com.au/#/loginsah> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.

For further information on the online proxy lodgment process please see the **Online Proxy Lodgment Guide** at <https://investor.automic.com.au/#/loginsah>

so that they are received no later than 48 hours before the commencement of the Meeting.

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

Document components

This document includes this Notice and the accompanying Explanatory Statement and Proxy Form.

Authorisation

By order of the Board.



Tracey Aitkin
Company Secretary

24 March 2025

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Explanatory Statement

This Explanatory Statement sets out the information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions.

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

1 Background to Resolutions

1.1 Placement

On 18 February 2025, the Company announced that it intended to issue 250,000,000 of its shares at \$0.004 each (**Placement Shares**) and 125,000,000 free AAUO options (exercisable at \$0.01 on or before 31 December 2026) (**Placement Options**) to two existing shareholders to raise \$1,000,000 of working capital (**1st Tranche Placement**) (being the subject of Resolution 1).

On 26 February 2025 the Company announced that it intended to issue an additional 12,500,000 Placement Shares and 6,250,000 Placement Options following receipt of additional applications made by a small number of qualified, existing shareholders of the Company for Placement Shares and Placement Options in excess of the original announcement on 18 February 2025 (**2nd Tranche Placement**) (being the subject of Resolution 2).

On 4 March 2025, the Company announced that it has completed the placement of 262,500,000 shares and 131,250,000 free AAUO options to raise a total of \$1,050,000 for working capital. Of the shares issued, 125,000,000 were taken up by Asean Group Investments Ltd, including the Asean Deep Value Fund, with this group now holding approximately 13% of the Company, and 87,500,000 were subscribed for by Lucerne Enterprises Ltd as the nominee of a substantial Indonesian investment group.

These two investors are existing shareholders of Antilles Gold and have previously indicated that they recognise the growth potential and value of its investment in 50% owned Cuban joint venture mining company, Minera La Victoria SA, when compared to the Company's current market capitalisation. Notably, both Lucerne Enterprises and the Asean Group have advised the holding period for their shares will be medium to long term.

The Company has issued the Placement Shares and Placement Options under the 1st Tranche Placement (**1st Tranche Placement Securities**) as follows:

- (a) 37,500,000 Placement Shares and 18,750,000 Placement Options which were issued on 18 February 2025; and
 - (b) 26,712,394 Placement Shares and 65,625,000 Placement Options which were issued on 26 February 2025; and
 - (c) 40,625,000 Placement Options which were issued on 28 February 2025,
- pursuant to the Company's placement capacity under Listing Rule 7.1 (being the subject of Resolution 1(a)); and
- (d) 104,537,606 Placement Shares which were issued on 26 February 2025; and
 - (e) 81,250,000 Placement Shares which were issued on 28 February 2025,

pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 1(b)).

The Company has issued the Placement Shares and Placement Options under the 2nd Tranche Placement (**2nd Tranche Placement Securities**) as follows:

- (f) 12,500,000 Placement Shares and 6,250,000 Placement Options which were issued on 28 February 2025

pursuant to the Company's placement capacity under Listing Rule 7.1 (being the subject of Resolution 2).

The funds raised from the 1st Tranche Placement and 2nd Tranche Placement are intended to be used to cover reduced overheads and advances to the mining joint venture in Cuba over the next three to four months, where the focus is primarily on arranging finance for the construction of the development-ready Nueva Sabana copper-gold mine.

2 Resolution 1 – Ratification of prior issue of 1st Tranche Placement Securities

2.1 General

As set out in section 1.1(a) to (e) above, on 18, 26 and 28 February 2025, a total of 250,000,000 Placement Shares and 125,000,000 Placement Options were issued pursuant to the 1st Tranche Placement.

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.4 for the issue of the 1st Tranche Placement Securities.

Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 1.

2.2 Listing Rules 7.1, 7.1A and 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary Securities on issue at the commencement of that 12 month period.

Under Listing Rule 7.1A an eligible entity can seek shareholder approval at its annual general meeting to allow it to issue Equity Securities comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting held on 17 May 2025.

Listing Rule 7.4 sets out an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in general meeting ratifies the previous issue of Securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those Securities will be deemed to have been made with shareholder approval for the purpose of 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. To this end, Resolution 1 seeks shareholder approval for the issue of the 1st Tranche Placement Securities under and for the purposes of Listing Rule 7.4.

If Resolution 1, is passed, the 1st Tranche Placement Securities will be excluded in calculating the Company's 15% limit under Listing Rule 7.1 and 10% limit under Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the date of issue of the 1st Tranche Placement Securities.

If Resolution 1 is not passed, the Placement Securities will be included in calculating the Company's 15% limit under Listing Rule 7.1 and 10% limit under Listing Rule 7.1A, effectively decreasing the number of Securities it can issue without shareholder approval over the 12 month period following the date of issue of the 1st Tranche Placement Securities.

2.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the 1st Tranche Placement Securities.

2.3.1 Half of the 1st Tranche Placement Securities were issued to substantial shareholder, Asean Deep Value Fund. The following information is provided in relation to the issue:

- (a) the Shares were issued to Asean Deep Value Fund (and/or its nominees);
- (b) a total of 125,000,000 Placement Shares and 62,500,000 Placement Options were issued on the following basis:
 - (i) 64,212,394 Placement Shares and 62,500,000 Placement Options issued under the Company's Listing Rule 7.1 capacity (the subject of Resolution 1(a)); and
 - (ii) 60,787,606 Placement Shares issued under the Company's Listing Rule 7.1A capacity (the subject of Resolution 1(b)).
- (c) the Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue. The Placement Options were issued on the terms set out in Schedule 1;
- (d) the Placement Shares and Placement Options were issued as follows:
 - (i) 37,500,000 Placement Shares and 18,750,000 Placement Options on 18 February 2025; and
 - (ii) 87,500,000 Placement Shares and 43,750,000 Placement Options on 26 February 2025;
- (e) the Placement Shares were issued at \$0.004 per Share. The issue price of the Placement Options was nil as they were issued free attaching with the Placement Shares on a 1:2 basis. The Company has not and will not receive any other consideration for the issue of the Placement Options (other than in respect of funds received on exercise of the Placement Options);
- (f) the proceeds from the issue of the 1st Tranche Placement Securities will be used as set out in section 1.1;
- (g) the 1st Tranche Placement Securities were not issued under an agreement; and
- (h) a voting exclusion statement is included in respect of Resolutions 1(a) and 1(b) in the Notice.

2.3.2 In conducting the Placement, the Company looked to identify current investors based on their alignment to the Company's investment and development strategy, and a small number of sophisticated and professional investors were selected by the Company to participate in the remaining half of the 1st Tranche Placement Securities. The following information is provided in relation to the issues to these shareholders:

- (a) 37,500,000 Placement Shares and 18,750,000 Placement Options were issued to Allowside Pty Ltd on 26 February 2025, and 87,500,000 Placement Shares and 43,750,000 Placement Options were issued to Lucerne Enterprise Limited on 28 February 2025.
- (b) In accordance with ASX Guidance Note 21, paragraph 7.4, the Company confirms that none of the recipients:
 - (i) are related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and

- (ii) will be issued more than 1% of the issued capital of the Company;
- (c) a total of 125,000,000 Placement Shares and 62,500,000 Placement Options were issued on the following basis:
 - (i) 62,500,000 Placement Options pursuant to the Company's placement capacity under Listing Rule 7.1 (being the subject to Resolution 1(a)); and
 - (ii) 125,000,000 Placement Shares pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 1(b)).
- (d) the Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue. The Placement Options were issued on the terms set out in Schedule 1;
- (e) the Placement Shares were issued at \$0.004 per Share. The issue price of the Placement Options was nil as they were issued free attaching with the Placement Shares on a 1:2 basis. The Company has not and will not receive any other consideration for the issue of the Placement Options (other than in respect of funds received on exercise of the Placement Options);
- (f) the proceeds from the issue of the 1st Tranche Placement Securities will be used as set out in section 1.1;
- (g) the 1st Tranche Placement Securities were not issued under an agreement; and
- (h) a voting exclusion statement is included in respect of Resolutions 1(a) and 1(b) in the Notice.

3 Resolution 2 – Ratification of prior issue of 2nd Tranche Placement Securities

3.1 General

As set out in section 1.1 above, 12,500,000 Placement Shares and 6,250,000 Placement Options were issued on 28 February 2025 pursuant to the 2nd Tranche Placement.

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.4 for the issue of the 2nd Tranche Placement Securities.

Resolution 2 is an ordinary resolution.

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

3.2 Listing Rules 7.1 and 7.4

A summary of ASX Listing Rules 7.1 and 7.4 is included at Section 2.2 above.

The 2nd Tranche Placement Securities do not fit within any of the exceptions of ASX Listing Rule 7.2 and, as the issue has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the issue date.

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 ASX Listing Rule 7.1. To this end, Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 2nd Tranche Placement Securities.

If Resolution 2, is passed, the 2nd Tranche Placement Securities will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the date of issue of the 2nd Tranche Placement Securities.

If Resolution 2 is not passed, the 2nd Tranche Placement Securities will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Securities it can issue without Shareholder approval over the 12 month period following the date of issue of the 2nd Tranche Placement Securities.

3.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the issue of the 2nd Tranche Placement Securities.

A small number of sophisticated and professional investors were selected by the Company to participate in the 2nd Tranche Placement Securities. The following information is provided in relation to the issues to these shareholders:

- (a) 6,250,000 Placement Shares and 3,125,000 Placement Options were issued to MF Medical Pty Ltd on 26 February 2025, and 6,250,000 Placement Shares and 3,125,000 Placement Options were issued to Mr William Richard Brown on 28 February 2025.
- (b) In accordance with ASX Guidance Note 21, paragraph 7.4, the Company confirms that none of the recipients:
 - (i) are related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) will be issued more than 1% of the issued capital of the Company;
- (c) a total of 12,500,000 Placement Shares and 6,250,000 Placement Options were issued pursuant to the Company's placement capacity under Listing Rule 7.1;
- (d) the Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue. The Placement Options were issued on the terms set out in Schedule 1;
- (e) the Placement Shares were issued at \$0.004 per Share. The issue price of the Placement Options was nil as they were issued free attaching with the Placement Shares on a 1:2 basis. The Company has not and will not receive any other consideration for the issue of the Placement Options (other than in respect of funds received on exercise of the Placement Options);
- (f) the proceeds from the issue of the 2nd Tranche Placement Securities will be used as set out in section 1.1;
- (g) the 2nd Tranche Placement Securities were not issued under an agreement; and
- (h) a voting exclusion statement is included in respect of Resolution 2 in the Notice.

Definitions

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

\$ or A\$ means Australian Dollars.

1st Tranche Placement has the meaning in section 1.1.

1st Tranche Placement Securities has the meaning in section 1.1.

2nd Tranche Placement has the meaning in section 1.1.

2nd Tranche Placement Securities has the meaning in section 1.1.

AEST means Australian Eastern Standard Time being the time in Sydney, New South Wales.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.

Board means the board of Directors.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

Company means Antilles Gold Limited (ACN 008 031 034)

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

Director means a director of the Company.

Explanatory Statement means the explanatory statement which forms part of the Notice.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of general meeting.

Official List means the official list of ASX.

Option means an option to acquire a Share.

Placement has the meaning in section 1.1.

Placement Options has the meaning in section 1.1.

Placement Shares has the meaning in section 1.1.

Proxy Form means the proxy form attached to or accompanying the Notice.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Statement.

Securities means any Equity Securities of the Company.

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

Shareholder means the holder of a Share.

Schedule 1 – Terms and conditions of Placement Options

The terms and conditions of the Options are as follows:

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Exercise Price

Subject to paragraph (k), the amount payable upon exercise of each Option is \$0.01 (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5:00 pm (AEST) on 31 December 2026. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) Timing of issue of Shares on exercise

Following the Exercise Date and within the time period specified by the ASX Listing Rules (or with 5 Business Days if the ASX Listing Rules do not apply or do not specify), the Company will:

- allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

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

(h) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) Change in Exercise Price

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

(l) Transferability

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

Proxy Voting Form

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

Your proxy voting instruction must be received by **10.30am (AEST) on Monday, 28 April 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:

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)

For personal use only

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Antilles Gold Limited, to be held at **10.30am (AEST) on Wednesday, 30 April 2025 at 55 Kirkham Road, Bowral, NSW 2576** 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.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 Ratification of prior issue of 1st Tranche Placement Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of prior issue of 2nd Tranche Placement Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

STEP 3 – Signatures and contact details

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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).