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# **FIRST AU LIMITED**

**ACN 000 332 918**

## **NOTICE OF GENERAL MEETING**

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TIME: 11.00 am (Sydney time)

DATE: Friday, 7 November 2025

PLACE: The Boardroom (Servcorp)  
Level 35, International Tower One  
100 Barangaroo Avenue  
SYDNEY NSW 2000

**THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY.  
PLEASE READ IT CAREFULLY.**

The business of the Meeting affects your shareholdings, and your vote is important.

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 Shareholders at 7.00pm (Sydney time) on **Wednesday, 5 November 2025**.

If you are unable to attend the General Meeting, please complete the Proxy Form made available with this Notice and return it in accordance with the instructions set out on that form. If you are in any doubt as to how to vote, you should consult your financial or legal adviser as soon as possible. Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary on (+61 2) 8046 7584.

## FIRSTAU GENERAL MEETING 2025

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### NOTICE OF GENERAL MEETING

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Notice is hereby given that a General Meeting (**Meeting**) of First AU Limited (the Company) will be held at:

Venue: The Boardroom (Servcorp)  
Level 35, International Tower One  
100 Barangaroo Avenue  
SYDNEY NSW 2000

Time and Date: 11.00 am (Sydney Time), Friday, 7 November 2025

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Statement.

The business of the Meeting affects your shareholding and your vote is important.

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### AGENDA

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#### BUSINESS OF THE MEETING

##### RESOLUTIONS:

##### **RESOLUTION 1 - ADOPTION OF OPTIONS AND PERFORMANCE RIGHTS EMPLOYEE INCENTIVE SCHEME**

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

*“That, for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given to adopt an employee incentive scheme titled “Employee Performance Rights and Option Plan” (**Plan**) and for the issue of a maximum of 214,500,000 Securities under the Plan on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

##### **Voting Prohibition Statement:**

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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##### **RESOLUTION 2 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – MR LEI SHI**

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

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*“That, for the purposes of ASX Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 111,000,000 Performance Rights to Mr Lei Shi (or his nominee), on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

### **Voting Prohibition Statement:**

A person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Further, in accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom these Resolutions would permit a financial benefit to be given, or an associate of such a related party.

However, the above prohibition does not apply if:

- (a) it is cast by a person as a proxy appointed by writing that specified how the proxy is to vote on the relevant Resolution; and
- (b) it is not cast on behalf of a related party of the Company to whom the relevant Resolution would permit a financial benefit to be given, or an associate of such a related party.

**Please note:** If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote on the relevant Resolution.

### **RESOLUTION 3 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – MR DANIEL RAIHANI**

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

*“That for the purposes of ASX Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of 54,000,000 Performance Rights to Mr Daniel Raihani (or his nominee), on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

### **Voting Prohibition Statement:**

A person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

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- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Further, in accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom these Resolutions would permit a financial benefit to be given, or an associate of such a related party.

However, the above prohibition does not apply if:

- (a) it is cast by a person as a proxy appointed by writing that specified how the proxy is to vote on the relevant Resolution; and
- (b) it is not cast on behalf of a related party of the Company to whom the relevant Resolution would permit a financial benefit to be given, or an associate of such a related party.

**Please note:** If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote on the relevant Resolution.

### RESOLUTION 4 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – MR NICHOLAS KARL SMITHSON

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

*“That for the purposes of ASX Listing Rule 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of 16,500,000 Performance Rights to Mr Nicholas Karl Smithson (or his nominee), on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

#### **Voting Prohibition Statement:**

A person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Further, in accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom these Resolutions would permit a financial benefit to be given, or an associate of such a related party.

However, the above prohibition does not apply if:

- (a) it is cast by a person as a proxy appointed by writing that specified how the proxy is to vote on the relevant Resolution; and
- (b) it is not cast on behalf of a related party of the Company to whom the relevant Resolution would permit a financial benefit to be given, or an associate of such a related party.

**Please note:** If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote on the relevant Resolution.

**RESOLUTION 5 – APPROVAL TO ISSUE 132,000,000 DRILLING SHARES TO NEWCAM MINERALS PTY LTD**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 132,000,000 Drilling Shares to Newcam Minerals Pty Ltd (or its nominee/s), on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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**RESOLUTION 6 – APPROVAL TO ISSUE UP TO 100,500,000 HND DRILLING SHARES TO HIT N DRILL LIMITED**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 100,500,000 HND Drilling Shares to Hit N Drill Limited (or its nominee/s), on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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**RESOLUTION 7 – APPROVAL OF POTENTIAL TERMINATION BENEFITS UNDER THE PLAN**

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

*“That, conditional on Resolution 1 being approved, for a period commencing from the date this Resolution is passed and ending upon the expiry of all Securities issued or to be issued under the Plan, approval is given for all purposes including Part 2D.2 of the Corporations Act for the giving of benefits to any current or future person holding a managerial or executive office of the Company or a related body corporate in connection with that person ceasing to hold such office, on the terms and conditions in the Explanatory Statement.”*

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Further, in accordance with section 200E(2A) of the Corporations Act, a vote on this Resolution must not be cast by any participants or potential participants in the Plan or their associates, otherwise the benefit of this Resolution will be lost by such a person in relation to that person's future retirement.

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However, a vote may be cast by such a person if:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; and
- (b) it is not cast on behalf of the person or an associate of the person.

If your purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

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## FIRSTAU GENERAL MEETING 2025

### Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions set out below by or on behalf of the following persons:

<b>RESOLUTION 1 - ADOPTION OF OPTIONS AND PERFORMANCE RIGHTS EMPLOYEE INCENTIVE SCHEME</b>	A person who is eligible to participate in the Plan, or an associate of that person or those persons.
<b>RESOLUTION 2 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – MR LEI SHI</b>	Mr Lei Shi (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>RESOLUTION 3– ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – MR DANIEL RAIHANI</b>	Mr Daniel Raihani (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>RESOLUTION 4 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – MR NICHOLAS KARL SMITHSON</b>	Mr Nicholas Karl Smithson (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>RESOLUTION 5 – APPROVAL TO ISSUE 132,000,000 DRILLING SHARES TO NEWCAM MINERALS PTY LTD</b>	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Drilling Shares (except a benefit solely by reason of being a holder of ordinary securities in the entity), (namely Newcam Minerals Pty Ltd) or an associate of that person or those persons.
<b>RESOLUTION 6 – APPROVAL TO ISSUE UP TO 100,500,000 HND DRILLING SHARES TO HIT N DRILL LIMITED</b>	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Drilling Shares (except a benefit solely by reason of being a holder of ordinary securities in the entity), (namely Hit N Drill Limited) or an associate of that person or those persons.

However, the above voting exclusions do not apply to a vote cast in favour of the Resolutions by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the

### Voting at the meeting

Under regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that a person is eligible to vote at the meeting are those who are registered Shareholders at **7.00pm (Sydney Time) on Wednesday, 5 November 2025**.

### Voting by proxy

To vote by proxy, please use one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy
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	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 <b>Online Proxy Lodgment Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

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

- each Shareholder entitled to attend and vote at the Meeting has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two 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.

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

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

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

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

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- the appointed proxy is not the chair of the meeting;
- at the meeting, a poll is duly demanded on the resolution; and
- either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

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

### **Voting in person**

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

***Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 2 8046 7584.***

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## FIRSTAU GENERAL MEETING 2025

By Order of the Board



Brent Hofman

Company

Secretary

1 October 2025

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**EXPLANATORY STATEMENT**

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The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on each Resolution.

This Explanatory Statement should be read in conjunction with the Notice of Meeting.

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**1. RESOLUTION 1 - ADOPTION OF OPTIONS AND PERFORMANCE RIGHTS EMPLOYEE INCENTIVE SCHEME**

**1.1 General**

Resolution 1 seeks Shareholder approval for the adoption of the employee incentive scheme titled "Incentive Performance Rights and Options Plan" (**Plan**) and for the issue of up to a maximum of 214,500,000 Securities under the Plan in accordance with Listing Rule 7.2 (Exception 13(b)). The objective of the Plan is to attract, motivate and retain key Directors, employees and consultants and the Company considers that the adoption of the Plan and the future issue of Securities under the Plan will provide selected Directors, employees and consultants with the opportunity to participate in the future growth of the Company.

**1.2 Listing Rules 7.1 and 7.2 (Exception 13(b))**

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

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 1 is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 1 is not passed, any issue of Securities pursuant to the Plan would need to be made either with Shareholder approval or, in default of Shareholder approval, pursuant to the Company's placement capacity under either or both of Listing Rules 7.1 and 7.1A.

**1.3 Technical information required by Listing Rule 7.2 (Exception 13(b))**

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13(b)), the following information is provided in relation to Resolution 1:

- (a) a summary of the key terms and conditions of the Plan is set out in Annexure A;
- (b) the Company has not issued any Securities under the Plan as this is the first time that Shareholder approval is being sought for the adoption of the Plan; and

- (c) the maximum number of Securities proposed to be issued under the Plan, following Shareholder approval, is 214,500,000 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.

#### 1.4 Additional information

Resolution 1 is an ordinary Resolution.

The Directors recommend that Shareholders vote in favour of Resolution 1.

## 2. RESOLUTIONS 2 TO 4 – APPROVAL TO ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTIES

### 2.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue up to a total of 181,500,000 Performance Rights (**Related Party Performance Rights**) comprising:

- (a) 111,000,000 Related Party Performance Rights to Mr Lei Shi (or his nominee);
  - (b) 54,000,000 Related Party Performance Rights to Mr Daniel Raihani (or his nominee); and
  - (c) 16,500,000 Related Party Performance Rights to Mr Nicholas Karl Smithson (or his nominee),
- on the terms and conditions set out below.

The Related Party Performance Rights will be issued to the Directors (or their respective nominees) in the following tranches, in the proportions set out in Section 2.3(a) below, and otherwise on the terms and conditions in Annexure B:

Class of Related Party Performance Rights	Number of Related Party Performance Rights	Performance Hurdle	Expiry Date
Class A	29,500,000	VWAP of Share Price > \$0.009 for 30 consecutive trading days	3 years from issue
Class B	29,500,000	VWAP of Share Price > \$0.012 for 30 consecutive trading days	3 years from issue
Class C	29,500,000	VWAP of Share Price > \$0.015 for 30 consecutive trading days	3 years from issue
Class D	31,000,000	Establish a JORC 750koz gold equivalent inferred Resource at 1.1 g/t Au at Nimba Gold Project	3 years from issue
Class E	31,000,000	Establish a JORC 1.5Moz gold equivalent inferred Resource at 1.1 g/t Au at Nimba Gold Project	5 years from issue
Class F	31,000,000	Establish a JORC 3Moz gold equivalent inferred Resource at 1.1 g/t Au at Nimba Gold Project	5 years from issue
<b>Total</b>	<b>181,500,000</b>		

The proposed issue of the Related Party Performance Rights aims to align the efforts of the Directors in seeking to achieve growth of the Company's Nimba Gold Project and in the creation of Shareholder value.

The Related Party Performance Rights will be issued for nil cash consideration. The Board believes that the issue of these Related Party Performance Rights will further align the interests of the Directors with those of the Company and its Shareholders. In addition, the Board believes that

incentivising with Performance Rights is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer these Related Party Performance Rights to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

Resolutions 2 to 4 (inclusive) respectively seek Shareholder approval pursuant to Listing Rule 10.11 and sections 208 and 195(4) of the Corporations Act for the issue of up to 181,500,000 Related Party Performance Rights to the Directors (or their respective nominees).

### 2.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its Shareholders:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.1.3);
- (d) an associate of a person referred to in Listing Rules 10.1.1 to 10.1.3 (Listing Rule 10.11.4); or
- (e) a person whose relationship with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.1.5).

The proposed issue of Related Party Performance Rights to the Directors (or their respective nominees) falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. They therefore require the approval of Shareholders under Listing Rule 10.11.

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

The effect of Shareholders passing Resolutions 2 to 4 (inclusive) will be to allow the Company to issue the Related Party Performance Rights to the Directors (or their respective nominees) in the proportions set out in Section 2.1 above.

If Resolutions 2 to 4 (inclusive) are not passed, the Company will not be able to proceed with the issue of the Related Party Performance Rights to the Directors (or their respective nominees) and the Company may need to consider other forms of incentive remuneration, including by payment of cash.

Resolutions 2 to 4 (inclusive) are not inter-conditional and Shareholders may approve one or all of the Resolutions (in which case, the Related Party Performance Rights the subject of the relevant Resolution(s) will be issued), even though Shareholders have not approved all of these Resolutions.

### 2.3 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 2 to 4 (inclusive):

- (a) the Related Party Performance Rights will be issued to the Directors (or their respective nominees) in the proportions set out below:

Director	Related Party Performance Rights						
	Tranche A	Tranche B	Tranche C	Tranche D	Tranche E	Tranche F	Total
Lei Shi	12,000,000	12,000,000	12,000,000	25,000,000	25,000,000	25,000,000	111,000,000
Daniel Raihani	15,000,000	15,000,000	15,000,000	3,000,000	3,000,000	3,000,000	54,000,000
Nicholas Karl Smithson	2,500,000	2,500,000	2,500,000	3,000,000	3,000,000	3,000,000	16,500,000
<b>Total</b>	<b>29,500,000</b>	<b>29,500,000</b>	<b>29,500,000</b>	<b>31,000,000</b>	<b>31,000,000</b>	<b>31,000,000</b>	<b>181,500,000</b>

- (b) the Directors are Messrs Lei Shi, Daniel Raihani and Nicholas Karl Smithson (or their respective nominee/s) who each fall within the category set out in ASX Listing Rule 10.11.1 as each are a related party by virtue of being Directors. In the event the Related Party Performance Rights are issued to a nominee of a Director, that nominee will fall within the category stipulated in Listing Rule 10.11.4;
- (c) a maximum of 181,500,000 Related Party Performance Rights will be issued to the Directors (or their respective nominees) in the proportions set out in Section 2.3(a) above;
- (d) the Related Party Performance Rights will be issued on the terms and conditions set out in Annexure B;
- (e) the Related Party Performance Rights will be granted to the Directors (or their respective nominees) no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated that the issue of the Related Party Performance Rights will occur on the same date as the Meeting;
- (f) the Related Party Performance Rights will be granted for nil cash consideration and will be provided as an incentive component to the remuneration package of the Directors. Accordingly, the Company will not receive any funds from the issue;
- (g) the current total remuneration package for each Director is set out below:

Director	Salary and Fees (excluding superannuation)
Lei Shi	\$180,000
Daniel Raihani	\$48,000
Nicholas Karl Smithson	\$48,000

- (h) the primary purpose of the issue of the Related Party Performance Rights to the Directors is to provide a performance-linked incentive component in the remuneration package for the Directors to motivate and reward the performance of the Directors in their respective roles;
- (i) the Related Party Performance Rights are not being issued under an agreement; and
- (j) a voting exclusion statement is included in Resolution 2 to 4 of the Notice.

### 2.4 Section 195(1) of the Corporations Act

Section 195(1) of the Corporations Act prohibits the director of a public company who has a material personal interest in a matter that is being considered at a meeting of directors from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting and the general meeting may deal with the matter.

All of the Directors have a personal interest in the outcome of Resolution 2 to Resolution 4 (inclusive) and have exercised their right under section 195(4) of the Corporations Act to put the issue of the Related Party Performance Rights to Shareholders to resolve.

### 2.5 Chapter 2E of the Corporations Act

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 the Related Party Performance Rights constitutes giving a financial benefit and Messrs Lei Shi, Daniel Raihani and Nickolas Smithson (or their respective nominees) are related parties of the Company by virtue of being Directors.

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As all of the Directors are participating in the issue of Related Party Performance Rights the subject of Resolution 2 to Resolution 4 (inclusive), the Directors do not give a view as to whether the exceptions set out in sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Related Party Performance Rights to the Directors.

### 2.6 Information required under Chapter 2E of the Corporations Act

Pursuant to and in accordance with section 219 of the Corporations Act, the following information is provided in relation to the proposed issue of Related Party Performance Rights:

- (a) **Identity of the related parties to whom Resolution 2 to Resolution 4 (inclusive) permit financial benefits to be given**

Refer to Section 2.1 above.

- (b) **Nature of the financial benefit**

Resolution 2 to Resolution 4 (inclusive) seek Shareholder approval to allow the Company to issue the Related Party Performance Rights in the amounts specified in Section 2.3(a) to the Directors (or their respective nominee/s).

The Related Party Performance Rights are to be issued in accordance with the terms and conditions in Annexure B.

The Shares to be issued upon conversion of the Related Party Performance Rights will be fully paid ordinary Shares in the capital of the Company on the same terms and conditions

as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares. The Company will apply for official quotation of the Shares on ASX.

**(c) Board Recommendations**

Given the personal interests of all the Directors in the outcome of Resolution 2 to Resolution 4 (inclusive), the Board declines to make a recommendation to Shareholders in relation to those Resolutions. However, the Directors note that they consider the grant of the Related Party Performance Rights to be reasonable for the following reasons:

- (i) the grant of Performance Rights to the Directors, in particular, the vesting conditions, will align the interests of the Directors with those of Shareholders. Should the performance hurdles / vesting conditions not be reached, the value of the Related Party Performance Rights will be \$0;
- (ii) the grant of the Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on advancing its gold projects than it would if alternative cash forms of remuneration were given to the Directors; and
- (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Performance Rights upon the terms proposed.

**(d) Valuation of financial benefit**

An independent valuation provided to the Company by Stantons Corporate Finance Pty Ltd (Perth Branch) of the Related Party Performance Rights is in Annexure C, with a summary for each of the Directors below:

Director	Related Party Performance Rights						
	Tranche A	Tranche B	Tranche C	Tranche D	Tranche E	Tranche F	Total
Lei Shi	\$52,243	\$48,678	\$45,221	\$125,000	\$125,000	\$125,000	<b>\$521,142</b>
Daniel Raihani	\$65,304	\$60,847	\$56,527	\$15,000	\$15,000	\$15,000	<b>\$227,678</b>
Nicholas Karl Smithson	\$10,884	\$10,141	\$9,421	\$15,000	\$15,000	\$15,000	<b>\$75,446</b>
<b>Total</b>	<b>\$128,431</b>	<b>\$119,666</b>	<b>\$111,169</b>	<b>\$155,000</b>	<b>\$155,000</b>	<b>\$155,000</b>	<b>\$824,266</b>

**(e) Remuneration of the Directors**

Refer to Section 2.3(g) above.

**(f) Existing relevant interests of the Directors**

As at the date of this Notice, the Directors hold the following relevant interests in equity securities of the Company:

Director	Shares
Lei Shi	34,285,714
Daniel Raihani	165,000,000
Nicholas Karl Smithson	0

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Assuming that Resolution 2 to Resolution 4 (inclusive) are approved by Shareholders, all of the Related Party Performance Rights are issued and exercised into Shares, and no other equity securities are issued, exercised or converted, the interests of each of the Directors in the Company would (based on the Share capital as at the date of this Notice) be as follows:

Director	Voting Power
Lei Shi	5.38%
Daniel Raihani	8.12%
Nicholas Karl Smithson	0.61%

The Directors' actual interests in the Company at the date the Related Party Performance Rights are exercised into Shares will depend on the extent that additional Shares are issued by the Company.

### (g) Dilution

The issue of the Related Party Performance Rights will have a diluting effect on the percentage interest of existing Shareholders' holdings if the Related Party Performance Rights are converted into Shares. The potential dilution if all of the Related Party Performance Rights are exercised into Shares is 6.73%. This figure assumes the current Share capital structure as at the date of this Notice and that no Shares are issued other than the Shares issued on conversion of the Related Party Performance Rights.

The exercise of all of the Related Party Performance Rights will result in a total dilution of 6.64% on a fully diluted basis (assuming that all other Securities are exercised and converted to Shares). The actual dilution will depend on the extent that additional Shares are issued by the Company.

### (h) Trading history

The highest and lowest closing market sale prices of the Shares on ASX during the 12 months prior to the date of this Notice were:

**Highest:** \$0.009 per Share on 15 September 2025 (amongst other dates)

**Lowest:** \$0.001 per Share on 30 September 2024 (amongst other dates)

The latest available closing market sale price of the Shares on ASX prior to the date of this Notice was \$0.009 per Share on 23 September 2025.

### (i) Corporate Governance

Mr Lei Shi is an Executive Director of the Company and therefore the Board (other than Lei Shi) believe that the grant of those Related Party Performance Rights to Lei Shi is in line with Recommendation 8.2 of the 4<sup>th</sup> Edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Recommendations**).

The Board acknowledges that the proposed grant of Related Party Performance Rights to Messrs Daniel Raihani and Nicholas Karl Smithson is contrary to the guidelines in Box 8.2 of the Recommendations, which provides that non-executive directors should not receive performance-based remuneration which may lead to bias in their decision making and compromise their objectivity. However, the Board considers the grant of the Related Party Performance Rights to Messrs Daniel Raihani and Nicholas Karl Smithson to be reasonable in the circumstances for the reasons provided in Section 2.1 above.



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(j) **Taxation consequences**

There are no taxation consequences for the Company arising from the issue of the Related Party Performance Rights (including fringe benefits tax).

(k) **Other information**

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 2 to Resolution 4 (inclusive).

**2.7 Additional information**

Resolution 2 to Resolution 4 (inclusive) are separate ordinary Resolutions.

**3. RESOLUTION 5 – APPROVAL TO ISSUE 132,000,000 DRILLING SHARES TO NEWCAM MINERALS PTY LTD**

**3.1 Background**

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

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

The material terms of the Agreement are as follows:

- (a) **Consideration:** The Company has agreed to pay the following consideration to Newcam via the issue of 132,000,000 Drilling Shares at a deemed issue price of \$0.005 per Drilling Share, the subject of Resolution 5; and
- (b) **Services:** In return, Newcam will complete up to 3,500m of RC drilling to commence within 8 weeks of signing the Agreement.

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

The drilling program to be paid for via the issue of the Drilling Shares is expected to provide the following outcomes:

- improve confidence in the current Inferred Resource;
- test for extensions to the North and at dept (>90m); and
- support optimisation of future open pit and underground mining studies.

Resolutions 5 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue up to a total of 132,000,000 Drilling Shares to Newcam (or its nominee(s)) in accordance with the Agreement as detailed below:

Resolution	Maximum Number of Acquisition Shares	Meters Drilled	Deemed Issue Price	Conditions of Agreement for the issue of Drilling Shares
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5	132,000,000	3,500	\$0.005	On satisfactory completion of the 3,500 metres of reverse circulation drilling program, FAU to issue 132,000,000 Drilling Shares at a deemed issue price of \$0.005 per Drilling Share.
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### 3.2 Listing Rules 7.1

A summary of Listing Rule 7.1 is in Section 1.2 above.

The effect of Shareholders passing Resolution 5 will be to allow the Company to retain the flexibility to issue Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 5 is passed, the Company can proceed with the issue of the Drilling Shares which will be excluded in calculating the Company's available placement capacity under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Drilling Shares and will not be able to satisfy the relevant condition precedent under the Agreement. In such circumstances the Company may not be able to proceed with the Agreement or may need to renegotiate the terms of the Agreement. Such terms may be less favourable to the Company and Shareholders.

### 3.3 Technical information required by ASX Listing Rule 7.3

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.3 in relation to Resolutions 5:

<b>Names of the persons to whom securities will be issued</b>	Newcam (or its nominee(s)), who is not a related party of the Company.
<b>The number and class of the securities</b>	The Drilling Shares will be fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue. The Company proposes to issue up to 132,000,000 Drilling Shares.
<b>Date of issue of the securities</b>	The Company will issue the Drilling Shares in accordance with conditions of Agreement being completion of 3,500 metres of RC drilling to commence within 8 weeks of execution of the Agreement. The Drilling Shares will be issued no later than 3 months after the date of the Meeting.
<b>The price/consideration for the securities</b>	The Drilling Shares will be issued at a deemed issue price of \$0.005. The Drilling Shares will be issued as consideration for the drilling program at the Gimlet Gold Project in Western Australia in lieu of cash payment of approximately \$660,000.
<b>The purpose of the issue of the securities (including use of any funds raised)</b>	The purpose of the issue of the Drilling Shares is to provide consideration for the completion of the 3,500 metre drilling program and to preserve cash. The Drilling Shares will be issued for nil cash consideration, as they are being issued as consideration in lieu of cash for drilling services rendered to the Company. As such, no funds will be raised from the issue of the Drilling Shares.

<b>Summary of the terms of the agreement</b>	A summary of the material terms of the Agreement is set out in Section 3.1 above.
<b>Voting exclusion</b>	Please see the voting exclusion note in relation to Resolutions 5.

### 3.4 Directors' Recommendation

Resolution 5 is an ordinary Resolution.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

## 4. RESOLUTION 6 – APPROVAL TO ISSUE APPROXIMATELY 100,500,000 HND DRILLING SHARES TO HIT N DRILL LIMITED

### 4.1 Background

On 10 September 2025, the Company announced that it had entered into a partial drill-for-equity agreement with Hit N Drill Limited (**HND**) (**HND Agreement**). Pursuant to the terms of the HND Agreement, the Company agreed to pay part of the drilling costs for an initial 3,000 metre drilling resource program at the Nimba Gold Project, located in Liberia, via the issue of Shares (**HND Drilling Shares**).

The estimated costs of the drilling campaign are approximately A\$1 million.

The HND Agreement allows the Company to preserve cash while rapidly advancing the Nimba Gold Project with a value-accretive drilling campaign.

As consideration for the drilling services provided pursuant to the HND Agreement, the Company has agree to pay the following rates for the first 3,000m drilled by HND:

- Holes drilled up to 200 meters in depth, an agreed cash rate per metre plus, US\$40/m in Shares; and
- Holes drilled over 200 metres to 300 meters depth, an agreed cash rate per metre as agreed plus, US\$60/m in Shares.

The Agreement contains various other rights and obligations that are considered standard for an agreement of this nature. Note, the Agreement with HND is in US\$.

Following the initial HND Agreement, it was subsequently agreed with HND that US\$250,000 (A\$384,615 @ \$1=US\$0.65) of the balance of the 3,000 program be paid in FAU scrip at a fixed price of A\$0.005 per share.

Resolutions 6 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue up to a total of 100,500,000 HND Drilling Shares to HND (or its nominee(s)) in accordance with the Agreement as detailed below:

Resolution	Maximum Number of HND Drilling Shares	Meters Drilled	Deemed Issue Price	Conditions of HND Agreement for the issue of HND Drilling Shares
6	100,500,000	3,000	\$0.005	On satisfactory completion of the 3,000 metres of diamond drilling program, the Company will issue approximately 100,500,000 HND Drilling Shares at a deemed issue price of \$0.005 per HND Drilling Share.

## 4.2 Listing Rules 7.1

A summary of Listing Rule 7.1 is in Section 1.2 above.

The effect of Shareholders passing Resolution 6 will be to allow the Company to retain the flexibility to issue Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 6 is passed, the Company can proceed with the issue of the HND Drilling Shares which will be excluded in calculating the Company's available placement capacity under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the HND Drilling Shares and will not be able to satisfy the relevant condition precedent under the HND Agreement. In such circumstances, the Company may not be able to proceed with the HND Agreement or may need to renegotiate the terms of the HND Agreement. Such terms may be less favourable to the Company and Shareholders.

## 4.3 Technical information required by ASX Listing Rule 7.3

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.3 in relation to Resolution 6:

<b>Names of the persons to whom securities will be issued</b>	HND (or its nominee(s)), who is not a related party of the Company.
<b>The number and class of the securities</b>	The HND Drilling Shares will be fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue. The Company proposes to issue up to approximately 105,000,000 HND Drilling Shares.
<b>Date of issue of the securities</b>	The Company will issue the HND Drilling Shares, subject to completion by HND of 3,000 metres of diamond drilling pursuant to the HND Agreement. The HND Drilling Shares will be issued no later than 3 months after the date of the Meeting.
<b>The price/consideration for the securities</b>	The HND Drilling Shares will be issued at a deemed issue price of \$0.005. The HND Drilling Shares will be issued as consideration for the drilling program at the Nimba Gold Project in Western Australia in lieu of cash payment of approximately \$502,500.
<b>The purpose of the issue of the securities (including use of any funds raised)</b>	The purpose of the issue of the HND Drilling Shares is to provide consideration for the completion of the 3,000 metres of drilling on holes up to 200 meters and between 200 to 300 meters and to preserve cash. The HND Drilling Shares will be issued for nil cash consideration, as they are being issued as consideration in lieu of cash for drilling services rendered to the Company. As such, no funds will be raised from the issue of the HND Drilling Shares.
<b>Summary of the terms of the agreement</b>	A summary of the material terms of the HND Agreement is set out in Section 4.1 above.

**Voting exclusion**

Please see the voting exclusion note in relation to Resolutions 6.

**4.4 Directors' Recommendation**

Resolution 6 is an ordinary Resolution.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

**5. RESOLUTION 7 – APPROVAL OF POTENTIAL TERMINATION BENEFITS UNDER THE PLAN****5.1 General**

The Corporations Act contains certain limitations concerning the payment of 'termination benefits' to persons who hold a 'managerial or executive office'. The Listing Rules also provides certain limitations on the payment of 'termination benefits' to officers of listed entities.

As is common with employee incentive schemes, the Plan provides the Board with the discretion to, amongst other things, determine that some or all of the Equity Securities granted to a participant under the Plan (Plan Securities) will not lapse in the event of that participant ceasing their engagement with the Company before such Plan Securities have vested. This 'accelerated vesting' of Plan Securities may constitute a 'termination benefit' prohibited under the Corporations Act, regardless of the value of such benefit, unless Shareholder approval is obtained.

If Resolution 1 or Resolution 7 are not passed, the Company will not be able to offer 'termination benefits' to persons who hold a 'managerial or executive office' pursuant to the terms of the Plan.

**5.2 Part 2D.2 of the Corporations Act**

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a 'managerial or executive office' (as defined in the Corporations Act) if an exemption applies or if the benefit is approved by Shareholders in accordance with section 200E of the Corporations Act.

Subject to Shareholder approval of Resolution 1, Shareholder approval is sought for the purposes of Part 2D.2 of the Corporations Act to approve the giving of benefits under the Plan to a person by the Company in connection with that person ceasing to be an officer of, or ceasing to hold a managerial or executive office in, the Company (or subsidiary of the Company) on the terms and conditions in this Explanatory Memorandum.

Under the terms of the Plan and subject to the Listing Rules and the Corporations Act, the Board possesses the discretion to vary the terms or conditions of the Plan Securities. Notwithstanding the foregoing, without the consent of the participant in the Plan, no amendment may be made to the terms of any granted Plan Security which reduces the rights of the participant in respect of that Plan Security, other than an amendment introduced primarily to comply with legislation, to correct any manifest error or mistake or to take into consideration possible adverse tax implications.

As a result of the above discretion, the Board has the power to determine that some or all of a participant's Plan Securities will not lapse in the event of the participant ceasing employment or office before the vesting of their Plan Securities.

The exercise of this discretion by the Board may constitute a 'benefit' for the purposes of section 200B of the Corporations Act. The Company is therefore seeking Shareholder approval for the

exercise of the Board's discretion in respect of any current or future participant in the Plan who holds:

- (a) a managerial or executive office in, or is an officer of, the Company (or subsidiary of the Company) at the time of their leaving or at any time in the three years prior to their leaving; and
- (b) Plan Securities at the time of their leaving.

### 5.3 Valuation of the termination benefits

Provided Shareholder approval is given, the value of the termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

The value of the termination benefits that the Board may give under the New Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting and the number of Plan Securities that will vest or otherwise be affected. The following additional factors may also affect the benefit's value:

- (a) the participant's length of service and the status of the vesting conditions attaching to the relevant Plan Securities at the time the participant's employment or office ceases; and
- (b) the number of unvested Plan Securities that the participant holds at the time they cease employment or office.

In accordance with Listing Rule 10.19, the Company will ensure that no officer of the Company or any of its child entities will, or may be, entitled to termination benefits if the value of those benefits and the terminations benefits that are or may be payable to all officers together exceed 5% of the equity interests of the Company as set out in the latest accounts given to ASX under the Listing Rules, unless the Company seeks and obtains Shareholder approval.

### 5.4 Additional information

Resolution 7 is conditional on the passing of Resolution 1.

If Resolution 1 is not approved at the Meeting, Resolution 7 will not be put to Shareholders at the Meeting. Resolution 7 is an ordinary Resolution.

The Board declines to make a recommendation in relation to Resolution 7 due to their potential personal interests in the outcome of the Resolution.

**GLOSSARY**

**\$** means Australian dollars.

**Agreement** has the meaning given in Section 3.1.

**Annexure** means an annexure to the Notice.

**ASIC** means the Australian Securities & Investments Commission.

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

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

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

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

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

**Constitution** means the constitution of the Company.

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

**Director** means a director of the Company.

**Drilling Shares** has the meaning given in Section 3.1.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**HND** means Hit N Drill Limited (company incorporated in Hong Kong).

**HND Agreement** has the meaning given in Section 4.1.

**HND Drilling Shares** has the meaning given in Section 4.1.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise), or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Meeting** means the meeting convened by the Notice.

**Newcam** means Newcam Minerals Pty Ltd (ACN 627 911 997).

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

**Option** means an unquoted option to acquire an unissued Share.

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**Performance Rights** means a right to acquire an unissued Share.

**Plan** means the 'Employee Performance Rights and Options Plan', a summary of the material terms of which is in Annexure A.

**Plan Securities** has the meaning given in Section 5.1.

**Proxy Deadline** means no later than **11:00am (Sydney time) on 5 November 2025**.

**Proxy Form** means the proxy form accompanying the Notice.

**Recommendations** has the meaning given in Section 2.6(i).

**Related Body Corporate** has the meaning given to that term in section 50 of the Corporations Act.

**Related Party Performance Rights** has the meaning given in Section 2.1.

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

**Section** means a section of the Explanatory Statement.

**Securities** means Shares, Options or Performance Rights.

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

**Shareholder** means a registered holder of a Share.

**Share Registry** means Automic Share Registry Services.

**VWAP** has the meaning given to the term 'volume weighted average market price' in the Listing Rules.



## Annexure A

**FIRST AU MINES LIMITED**  
**TERMS AND CONDITIONS OF**  
**PERFORMANCE RIGHTS AND OPTIONS PLAN**

A summary of the material terms of the Company's Employee Securities Incentive Plan (**Plan**) is set out below.

Eligible Participant	<b>Eligible Participant</b> means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: <ul style="list-style-type: none"> <li>(a) assist in the reward, retention and motivation of Eligible Participants;</li> <li>(b) link the reward of Eligible Participants to Shareholder value creation; and</li> <li>(c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of securities.</li> </ul>
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	<p>The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) Options and Performance Rights provided under the Plan on such terms and conditions as the Board decides.</p> <p>On receipt of an invitation, an Eligible Participant may apply for the securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.</p> <p>If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.</p>
Grant of securities	The Company will, to the extent that it has accepted a duly completed application, grant the Eligible Participant the relevant number and type of securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to securities	<p>Prior to an Option or Performance Right being exercised, the holder:</p> <ul style="list-style-type: none"> <li>(a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the convertible security other than as expressly set out in the Plan;</li> <li>(b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company;</li> <li>(c) is not entitled to receive any dividends declared by the Company; and</li> <li>(d) is not entitled to participate in any new issue of Shares (see Adjustment of convertible securities section below).</li> </ul>

Vesting of convertible securities	Any vesting conditions applicable to the Options or Performance Rights will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant securities have vested. Unless and until the vesting notice is issued by the Company, the securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to an Option or Performance Right are not satisfied and/or otherwise waived by the Board, that security will lapse.
Exercise of convertible securities and cashless exercise	<p>To exercise a security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Option or Performance Right (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>An invitation to apply for Options may specify that at the time of exercise of the Options, the Participant may elect not to be required to provide payment of the exercise price for the number of Options specified in a notice of exercise, but that on exercise of those Options the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Options.</p> <p><b>Market Value</b> means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.</p> <p>An Option or a Performance Right may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
Timing of issue of Shares and quotation of Shares on exercise	As soon as practicable after the valid exercise of an Option or a Performance Right by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised securities held by that Participant.
Restrictions on dealing with securities	<p>A holder may not sell, assign, transfer, grant a security interest over or otherwise deal with an Option or a Performance Right that has been granted to them unless otherwise determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to an Option or a Performance Right that has been granted to them.</p> <p>However, in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the Participant) a Participant may deal with convertible securities granted to them under the Plan with the consent of the Board.</p>
Listing of convertible securities	An Option or a Performance Right granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of an Option granted under the Plan on the ASX or any other recognised exchange.
Forfeiture of convertible securities	<p>Options and Performance Rights will be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> <li>(a) where a Participant who holds Options or Performance Rights ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group), all unvested convertible securities will automatically be forfeited by the Participant;</li> <li>(b) where a Participant acts fraudulently or dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group;</li> </ul>

	<p>(c) where there is a failure to satisfy the vesting conditions in accordance with the Plan;</p> <p>(d) on the date the Participant becomes insolvent; or</p> <p>(e) on the expiry date of the Options or Performance Rights.</p>
Change of control	<p>If a change of control event occurs, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the holder's Options or Performance Rights will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event.</p>
Adjustment of convertible securities	<p>If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Options or Performance Rights will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.</p> <p>If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Options or Performance Rights is entitled, upon exercise of those securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Options or Performance Rights are exercised.</p> <p>Unless otherwise determined by the Board, a holder of Options or Performance Rights does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.</p>
Rights attaching to Shares	<p>All Shares issued or transferred under the Plan or issued or transferred to a Participant upon the valid exercise of an Option or a Performance Right, will rank equally in all respects with the Shares of the same class for the time being on issue except for any rights attaching to the Shares by reference to a record date prior to the date of the allotment or transfer of the Shares. A Participant will be entitled to any dividends declared and distributed by the Company on the Shares issued upon exercise of an Option or a Performance Right and may participate in any dividend reinvestment plan operated by the Company in respect of Shares. A Participant may exercise any voting rights attaching to Shares issued under the Plan.</p>
Disposal restrictions on Shares	<p>If the invitation provides that any Shares issued upon the valid exercise of an Option or a Performance Right are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>For so long as a Share is subject to any disposal restrictions under the Plan, the Participant will not:</p> <p>(a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Share; or</p> <p>(b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.</p>
General Restrictions on Transfer of Shares	<p>If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of an Option or a Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Act.</p> <p>Restrictions are imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available. These laws may restrict the acquisition or disposal of Shares by you during the time the holder has such information.</p>

## FIRSTAU GENERAL MEETING 2025

	Any Shares issued to a holder upon exercise of an Option or a Performance Right shall be subject to the terms of the Company's Securities Trading Policy.
Buy-Back	Subject to applicable law, the Company may at any time buy-back Options or Performance Rights and Shares issued upon exercise of Options or Performance Rights in accordance with the terms of the Plan.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Options or Performance Rights.
Maximum number of securities	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Options or Performance Rights offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b).
Amendment of Plan	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.</p>
Plan duration	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those securities may be cancelled in the manner agreed between the Company and the Participant.</p>
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

## FIRST AU MINES LIMITED

## TERMS AND CONDITIONS OF RELATED PARTY PERFORMANCE RIGHTS

The terms and conditions of the Related Party Performance Rights (in this Annexure, **Performance Rights**) are as follows:

1. **(Entitlement):** Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
2. **(Issue Price):** The Performance Rights are issued for nil cash consideration.
3. **(Vesting Conditions):** Subject to the terms and conditions set out below, the Performance Rights will have the vesting conditions (**Vesting Condition**) specified below:

Class	Class A	Class B	Class C	Class D	Class E	Class F
Number	29,500,000	29,500,000	29,500,000	31,000,000	31,000,000	31,000,000
Vesting Condition	VWAP of Share Price > \$0.009 for 30 consecutive trading days	VWAP of Share Price > \$0.012 for 30 consecutive trading days	VWAP of Share Price > \$0.015 for 30 consecutive trading days	Establish a JORC 750koz gold equivalent inferred Resource at 1.1 g/t Au at Nimba Gold Project	Establish a JORC 1.5Moz gold equivalent inferred Resource at 1.1 g/t Au at Nimba Gold Project	Establish a JORC 3Moz gold equivalent inferred Resource at 1.1 g/t Au at Nimba Gold Project
Expiry Date	3 years after issue	3 years after issue	3 years after issue	5 years after issue	5 years after issue	5 years after issue

4. **(Vesting):** Subject to the satisfaction of the relevant Vesting Condition, the Company will notify the holder in writing (**Vesting Notice**) within 3 Business Days of becoming aware that the relevant Vesting Condition has been satisfied.  
  
**(Expiry Date):** The Performance Rights will expire and lapse on the first to occur of the following 5:00pm (AWST) on the Expiry Date of the Performance Rights set out in the table above (**Expiry Date**).
5. **(Exercise):** At any time between receipt of a Vesting Notice and the Expiry Date (as defined in clause 5 above), the holder may apply to exercise Performance Rights by delivering a signed notice of exercise to the Company Secretary. The holder is not required to pay a fee to exercise the Performance Rights.
6. **(Issue of Shares):** As soon as practicable after the valid exercise of a vested Performance Right, the Company will:
  - (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
  - (b) issue a substitute Certificate for any remaining unexercised Performance Rights held by the holder;
  - (c) if required, and subject to clause 8, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and

- (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.

7. **(Restrictions on transfer of Shares):** If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
8. **(Ranking):** All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
9. **(Transferability of the Performance Rights):** The Performance Rights are not transferable, except with the prior written approval of the Company at its sole discretion and subject to compliance with the Corporations Act and Listing Rules.
10. **(Dividend rights):** A Performance Right does not entitle the holder to any dividends.
11. **(Voting rights):** A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
12. **(Quotation of the Performance Rights):** The Company will not apply for quotation of the Performance Rights on any securities exchange.
13. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules.
14. **(Entitlements and bonus issues):** Subject to the rights under clause 16, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
15. **(Bonus issues):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right before the record date for the bonus issue.
16. **(Return of capital rights):** The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
17. **(Rights on winding up):** The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
18. **(Takeovers prohibition):**
  - (a) the issue of Shares on exercise of the Performance Rights is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
  - (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Performance Rights.

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19. **(No other rights):** A Performance Right does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
20. **(Amendments required by ASX):** The terms of the Performance Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
21. **(Plan):** The Performance Rights are issued pursuant to and are subject to the Plan. In the event of conflict between a provision of these terms and conditions and the Plan, these terms and conditions prevail to the extent of that conflict.
22. **(Constitution):** Upon the issue of the Shares on exercise of the Performance Rights, the holder will be bound by the Company's Constitution.

FIRST AU MINES LIMITED

VALUATION OF THE RELATED PARTY PERFORMANCE RIGHTS

The Related Party Performance Rights (in this Annexure, referred to as **Performance Rights**) have been valued independently by Stantons Corporate Finance Pty Ltd (Perth Branch) according to a combination of Monte Carlo and Black Scholes valuation models on the following assumptions:

Class	Class A	Class B	Class C	Class D	Class E	Class F
Methodology	Monte Carlo	Monte Carlo	Monte Carlo	Black Scholes	Black Scholes	Black Scholes
Assumed Grant Date	27 August 2025	27 August 2025	27 August 2025	27 August 2025	27 August 2025	27 August 2025
Assumed Expiry Date	27 August 2028	27 August 2028	27 August 2028	27 August 2028	27 August 2030	27 August 2030
Share Price at Assumed Grant Date	\$0.005	\$0.005	\$0.005	\$0.005	\$0.005	\$0.005
Exercise Price	Nil.	Nil.	Nil.	Nil.	Nil.	Nil.
VWAP Hurdle	\$0.009	\$0.012	\$0.015	N/A	N/A	N/A
Risk Free Rate	3.343%	3.343%	3.343%	3.343%	3.527%	3.527%
Volatility	100%	100%	100%	100%	100%	100%
Dividend Yield	Nil.	Nil.	Nil.	Nil.	Nil.	Nil.
Value per Performance Right	\$0.0044	\$0.0041	\$0.0038	\$0.0050	\$0.0050	\$0.0050

For personal use only





FIRSTAU

First Au Limited | ABN 65 000 332 918

# Proxy Voting Form

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

Your proxy voting instruction must be received by **11:00am (AEDT) on Wednesday, 05 November 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](mailto: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 General Meeting of First Au Limited, to be held at **11:00am (AEDT) on Friday, 07 November 2025 at The Boardroom (Servcorp) Level 35, International Tower One, 100 Barangaroo Avenue, SYDNEY NSW 2000** 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 Resolutions 1, 2, 3, 4 and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 2, 3, 4 and 7 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 ADOPTION OF OPTIONS AND PERFORMANCE RIGHTS EMPLOYEE INCENTIVE SCHEME	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – MR LEI SHI	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – MR DANIEL RAIHANI	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – MR NICHOLAS KARL SMITHSON	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 APPROVAL TO ISSUE 132,000,000 DRILLING SHARES TO NEWCAM MINERALS PTY LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 APPROVAL TO ISSUE UP TO 100,500,000 HND DRILLING SHARES TO HIT N DRILL LIMITED	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 APPROVAL OF POTENTIAL TERMINATION BENEFITS UNDER THE PLAN	<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).