ASX Announcement
28 October 2025

Notice of Meeting

Felix Gold Limited (ASX: FXG) is pleased to attach a copy of the following documents in relation to its Annual General Meeting of Shareholders to be held on 26 November 2025 at 12.00pm (Brisbane Time) (Annual General Meeting).

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

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

ENDS

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

28 October 2025

Dear Shareholders,

I am pleased to invite you to the Annual General Meeting of the Company's Shareholders (**Meeting**) to be held at Level 1, 371 Queen Street Brisbane QLD 4000 at 12.00pm (Brisbane time) on 26 November 2025.

Notice of Meeting

A notice of meeting and accompanying explanatory memorandum was released to ASX on 28 October 2025 (together **Notice of Meeting**) in respect of the Meeting of the Company's Shareholders.

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

Voting by Proxy

Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions:

1. Login to the Automic website using the holding details as shown on your holding statement.
2. Click on 'Meetings' - 'Vote'.

To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.

For further information on the online proxy lodgement process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic Registry Services (Automic), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

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

Yours sincerely
Felix Gold Limited

Craig J McPherson
Company Secretary

FELIX GOLD LIMITED

ACN 645 790 281

NOTICE OF ANNUAL GENERAL MEETING

Day and Date of Meeting: 26 November 2025

Time of meeting: 12.00pm (Brisbane Time)

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

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

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

Shareholders are strongly urged to vote by lodging the Proxy Form attached to the Notice by no later than 12.00pm (Brisbane Time) on 24 November 2025.

FELIX GOLD LIMITED

ACN 645 790 281

NOTICE OF ANNUAL GENERAL MEETING, EXPLANATORY MEMORANDUM AND PROXY FORM

Notice is hereby given that the annual general meeting of Shareholders of Felix Gold Limited ACN 645 790 281 (**Company**) will be held on 26 November 2025 at 12.00pm (Brisbane Time) (**Meeting**).

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

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

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company on 24 November 2025 at 7.00pm (Brisbane Time).

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

AGENDA

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND DIRECTORS' REPORT

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows, and notes to and forming part of the financial statements for the Company and its controlled entities for the financial year ended 30 June 2025.

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

See Explanatory Memorandum for further information.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"*That the Remuneration Report for the year ended 30 June 2025 (as set out in the Directors' Report) be adopted*."

The vote on Resolution 1 is advisory only and does not bind the Company or the Directors. The Company's Annual Report 2025 which contains the Remuneration Report is available at www.felixgold.com.au.

See Explanatory Memorandum for further information.

Voting Exclusion Statement

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

- a member of the KMP as disclosed in the 2025 remuneration report; and
- a Closely Related Party of those persons,

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

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

Voting Intention of Chair

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

RESOLUTION 2 – RE-ELECTION OF ANDREW BROWNE AS DIRECTOR

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

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

See Explanatory Memorandum for further information.

RESOLUTION 3 – APPROVAL FOR ISSUE OF SHARES UNDER DIRECTORS' SHARE PLAN TO MR RONNIE BEEVOR

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

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

See Explanatory Memorandum for further information.

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

- Mr Beevor or his nominated Associate and any other person who will receive a material benefit as a result of the proposed issue of Shares (except a benefit solely by reason of being a holder of Shares); and
- any Associate of those recipients.

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

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

RESOLUTION 4 – APPROVAL FOR ISSUE OF SHARES UNDER DIRECTORS' SHARE PLAN TO MR JOSEPH WEBB

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

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

See Explanatory Memorandum for further information.

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

- Mr Webb or his nominated Associate and any other person who will receive a material benefit as a result of the proposed issue of Shares (except a benefit solely by reason of being a holder of Shares); and
- any Associate of those recipients.

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

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

RESOLUTION 5 – APPROVAL FOR ISSUE OF SHARES UNDER DIRECTORS' SHARE PLAN TO MR ANDREW BROWNE

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

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

See Explanatory Memorandum for further information.

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

- Mr Browne or his nominated Associate and any other person who will receive a material benefit as a result of the proposed issue of Shares (except a benefit solely by reason of being a holder of Shares); and
- any Associate of those recipients.

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

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

person excluded from voting, on the Resolution; and

- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 6 – APPROVAL FOR ISSUE OF SHARES UNDER DIRECTORS' SHARE PLAN TO MR MARK STRIZEK

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

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

See Explanatory Memorandum for further information.

Voting Exclusion Statement: In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolutions 6 by:

- Mr Strizek or his nominated Associate and any other person who will receive a material benefit as a result of the proposed issue of Shares (except a benefit solely by reason of being a holder of Shares); and
- any Associate of those recipients.

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

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

RESOLUTION 7 – APPROVAL FOR INCREASE IN AGGREGATE NON-EXECUTIVE DIRECTOR FEE POOL

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

“That, pursuant to and in accordance with ASX Listing Rule 10.17, Rule 40.5 of the Company's Constitution and for all other purposes, the maximum total fees payable to non-executive Directors be increased by $100,000 per annum from $300,000 per annum to $400,000 per annum on the terms and conditions in the Explanatory Statement.”

See Explanatory Memorandum for further information.

Voting exclusion statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director (and any Associates of a Director) regardless of the capacity in which the vote is cast or as a proxy by a person who is a member of the Company’s Key Management Personnel at the date of the Meeting or their closely related parties.

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

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

SPECIAL BUSINESS

RESOLUTION 8 – APPROVAL OF ADDITIONAL PLACEMENT CAPACITY UNDER ASX LISTING RULE 7.1A

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

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

See Explanatory Memorandum for further information.

BY ORDER OF THE BOARD

Craig McPherson
Company Secretary
Felix Gold Limited

Dated: 28 October 2025

FELIX GOLD LIMITED

ACN 645 790 281

EXPLANATORY MEMORANDUM

1 INTRODUCTION

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 1, 371 Queen Street Brisbane QLD 4000 held on 26 November 2025 at 12.00pm (Brisbane Time).

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

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

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

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

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

2 ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice, including the Explanatory Memorandum, carefully before deciding how to vote on the Resolutions.

2.1 Voting on the Resolutions

Shareholders will have the option of voting in person or by proxy. Shareholders who choose to vote by proxy must ensure that their proxies are received by the Company by no later than **12.00pm** (Brisbane Time) on 24 November 2025.

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

2.2 Proxies

- Voting by proxy

  To vote by proxy, either

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

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

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

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

  so that it is received not later than 12.00pm (Brisbane Time) on 24 November 2025. Proxy Forms received later than this time will be invalid.

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

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

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

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

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

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

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

2.3 Voting by Corporate Representative

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

2.4 Voting by Attorney

A Shareholder may appoint an attorney to vote on their behalf. For an appointment to be effective for the AGM, the instrument effecting the appointment (or a certified copy of it) must be received by the Company no later than 12.00pm on 24 November 2025.

2.5 Enquiries

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

2.6 Voting on special resolutions

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

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

3 FINANCIAL STATEMENTS AND DIRECTORS' REPORT

The Corporations Act requires the reports of the Directors and of the auditor of the Company and the annual financial report, including the financial statements, to be put before the Meeting. The Corporations Act does not require a vote of Shareholders at the Meeting on the reports or statements. However, Shareholders will be given an opportunity to raise questions on the reports and statements for the year ended 30 June 2025 at the Meeting.

4 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report is set out in the Directors' Report in the Company's 2025 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

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

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

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

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

At the 2024 Annual General Meeting of the Company, approximately 99% of the votes cast were in favour of the Remuneration Report.

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

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

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

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

5 RESOLUTION 2 – RE-ELECTION OF ANDREW BROWNE AS DIRECTOR

5.1 Background

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

5.2 Proposed Director

A profile of Mr Browne is provided below:

Non-Executive Director

Mr Browne is a Geoscientist holding a Bachelor of Science (Honours) in Geology from the University of New England. Andy has over 50 years' global experience in the mineral resources sector across a broad industry spectrum including mineral exploration, project generation, evaluations and assessments, early-stage reconnaissance to advanced programs, ore reserve compilation, and stakeholder negotiations. Andy has specialist experience in uranium, having discovered the greenfields giant Arrow uranium deposit with his team at NexGen Energy Ltd, in Northern Saskatchewan, Canada. His discovery record also includes a number of deposits of precious and base metals (gold and copper-zinc) as well as of heavy and industrial minerals.

Mr Browne is a Fellow of the AusIMM (CPGeo), a Life Member of the CIM, and member of GSAust, GSAm, and SEG.

Mr Browne is not considered an independent director by the board.

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

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

6 RESOLUTIONS 3 TO 6 - APPROVAL FOR ISSUES OF SHARES UNDER DIRECTORS' SHARE PLAN TO MESSRS RONNIE BEEVOR, JOSEPH WEBB, ANDREW BROWNE AND MARK STRIZEK

6.1 General

In order to conserve Company funds Messrs Ronnie Beevor, Joseph Webb, Andrew Browne and Mark Strizek (Participating Directors) have agreed to participate in the Directors' Share Plan in respect of Directors' fees which the Company has agreed to pay the Participating Directors for the period commencing on 1 October 2025 and ending on 30 November 2026 (Financial Period). Under the terms of the Directors' Share Plan, Participating Directors can elect a portion of Directors' fees as Shares (Director Shares) in lieu of cash in order to retain the cash reserves of the Company. The proposed commencement date will be effective 1 October 2025, subject to receipt of shareholder approval.

Resolutions 3 to 6 seek Shareholder approval for the Company to issue the Participating Directors an aggregate of up to $196,000 worth of Shares over the Financial Period (covering the period 1 October 2025 to 30 November 2026) in lieu of up to 27.20% of their Director fees per annum.

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

6.2 Background

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

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

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

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

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

(i) 719,382 to Ronnie Beevor;

(ii) 828,718 to Joseph Webb;

(iii) 358,436 to Andrew Browne; and

(iv) 57,399 to Mark Strizek.

Any future issues of Shares under the Directors' Share Plan to a person referred to under ASX Listing Rule l0.14 will require additional Shareholder approval under ASX Listing Rule l0.14 at the relevant time. For this reason, the Company is seeking approval under Resolutions 3 to 6 for the issue of Shares to certain Directors pursuant to the Directors' Share Plan.

6.3 Share Plan

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

(a) Participants in the Directors' Share Plan

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

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

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

(b) Limitations of Offers

If the Company makes an offer of Shares where:

(A) the total number of Shares the subject of that offer, exceeds the limit set out in ASIC Class Order 03/184: or

(B) the offer does not otherwise comply with the terms and conditions set out in ASIC Class Order 03/184,

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

(c) Issue of Shares

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

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

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

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

(d) Deemed issue price of Shares

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

(e) Shareholder Approval

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

(f) Amendments

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

(g) Non-Residents of Australia

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

(h) Maximum

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

6.4 ASX Listing Rule 10.14

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

Resolutions 3 to 6 are being put to Shareholders to seek approval for the issue of the Director Shares to the Participating Directors for the Financial Period pursuant to ASX Listing Rule 10.14.

If Resolutions 3 to 6 are not passed by Shareholders the company will not issue the Director Shares and the Participating Directors will receive cash consideration for the amount due.

6.5 Chapter 2E

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

a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

b) give the benefit within 15 months following such approval,

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

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

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

6.6 Technical information required ASX Listing Rule 10.15

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

(a) Director Shares will be issued under the Directors' Share Plan to Messrs Ronnie Beevor, Joseph Webb, Andrew Browne and Mark Strizek (or their nominees) who are a Listing Rule 10.14.1 party because they are Director's of the Company. The Directors can elect to take a portion of their Directors' fees as Shares in lieu of cash in order to retain the cash reserves of the Company.

(b) The Participating Directors' fees for the period ending on 30 November 2026 (representing 14 months of fees) and their annual Directors' fees (representing their annual Directors' fees) will be as follows:

(i) $112,000 to Ronnie Beevor (per annum) and $116,666 (14 months of fees);

(ii) $360,000 to Joseph Webb (per annum) and $385,000 (14 months of fees);

(iii) $72,800 to Andrew Browne (per annum) and $75,833 (14 months of fees); and

(iv) $72,800 to Mark Strizek (per annum) and $75,833 (14 months of fees).

(c) The portion of the Directors Fees that can be converted to Director Shares for the period ending on 30 November 2026 (representing 14 months of fees) will be as follows:

(i) $35,000 to Ronnie Beevor;

(ii) $115,500 to Joseph Webb;

(iii) $22,750 to Andrew Browne; and

(iv) $22,750 to Mark Strizek.

(d) The above fees agreed to be paid to the Participating Directors reflect the additional responsibilities and work to be undertaken from their respective appointments of the Company:

(i) Mr Ronnie Beevor is the Board Chairman; and

(ii) Mr Joseph Webb is the Executive Director.

(e) The maximum number of Director Shares to be issued to the Participating Directors is to be determined by the Directors' fees that the Company has agreed to pay the Participating Directors for the Financial Periods ending up to 30 November 2026 divided by the deemed issue price of the Director Shares calculated in accordance with paragraph (f) below.

(f) The Director Shares will be issued for nil cash consideration as they will be issued in satisfaction of Directors' fees agreed to be paid by the Company to the Participating Directors at quarterly intervals. The Director Shares will be deemed to have an issue price of no less than the volume weighted average sale price of Shares sold on ASX during the last five (5) trading days of each quarter, or the last five (5) trading days of the last month within the quarter where the Financial Period ends part way through the end of the quarter, of the Financial Period.

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

(i) 719,382 to Ronnie Beevor;

(ii) 828,718 to Joseph Webb;

(iii) 358,436 to Andrew Browne; and

(iv) 57,399 to Mark Strizek.

(h) All current Directors of the Company are eligible to participate in the Directors' Share Plan. This includes Messrs Ronnie Beevor, Joseph Webb, Andrew Browne and Mark Strizek.

(h) No loan has been provided to any of the Participating Directors in relation to the issue of the Director Shares.

(i) The Director Shares will be issued on a quarterly basis, being 31 March, 30 June, 30 September and 31 December each year (Quarter) but in any event no later than 36 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and will be issued on a quarterly basis according to the Directors' fees owing to each of the Participating Directors at that time.

(j) Details of any securities issued under the scheme will be published in the annual report relating to the period in which they were issued, along with a statement that approval for the issues was obtained under listing rule 10.14.

(k) Any additional persons covered by listing rule 10.14 who become entitled to participate in the issue of securities under the scheme after the resolution is approved and who were no named in this notice of meeting will not participate until approval is us obtained under that rule.

7 RESOLUTION 7 – INCREASE IN AGGREGATE NON-EXECUTIVE DIRECTOR FEE POOL

7.1 Purpose of Resolution

The maximum aggregate fees that may be provided by the Company to the non-executive Directors for their services as Directors is currently $300,000 (**Fee Pool**) per annum.

The current Fee Pool was approved by Shareholders prior to the Company's admission to the ASX in January 2022. The full details of the fees paid to the non-executive Directors of the Company during the financial year ended 30 June 2025 (FY25) are included in the FY25 Remuneration Report.

To ensure that the Company remains competitive to attract and retain suitably qualified non-executive directors to oversee the Group's ongoing growth and success, aggregate base fees and committee fees for the non-executive directors are proposed to be increased.

Accordingly, the directors seek Shareholder approval to increase the total aggregate Fee Pool by $100,000 per annum to a maximum of $400,000 per annum.

Although an increase in the Fee Pool is being sought, it does not imply that the full amount will be used. The Fee Pool is a cap on the maximum annual fees which the Company is permitted to pay to its Directors in any one financial year. Relevantly, however, there is no legal requirement or obligation necessitating the Company actually pays fees to its Directors up to that limit in a financial year. Securities issued to a non-executive Director with the consent of Shareholders (if any) will be excluded from the Fee Pool. The Board is focused on appropriate succession planning and the increased Fee Pool will provide flexibility to appoint additional directors to the Board over time.

7.2 Specific information required by ASX Listing Rule 10.17

Under Rule 40.5 of the Company's Constitution and ASX Listing Rule 10.17, the maximum fees payable by the Company to its non-executive Directors must be approved by the Shareholders of the Company in a general meeting and may not be increased without Shareholder approval.

If Resolution 7 is approved by Shareholders, the Fee Pool will increase to $400,000 per annum.

If Resolution 7 is not approved, the Fee Pool will remain at $300,000 and the Board will not have the flexibility described above and current and any future non-executive director appointments and fees will need to be assessed within the current remuneration limits.

In accordance with the requirements of ASX Listing Rule 10.17, the following information is provided for Shareholders:

ASX Listing Rule 10.17 requirements	**Information**
The maximum amount of the increase	The proposed increase in the Fee Pool is $100,000.
The maximum aggregate amount of diurectors fees that may be paid toall of the entity's non-executive directors	The maximum aggregate amount of directors' fees that may be paid to all of the Company's non-executive directors is $400,000.
Securities that have been issued to any non-executive Director under ASX Listing Rules 10.11 or 10.14 with the approval of Shareholders within the preceding three years	These securities are as follows: (v) 2,319,382 to Ronnie Beevor; (vi) 1,121,399 to Andrew Browne; and (vii) 1,057,399 to Mark Strizek.

Voting exclusion statement	Voting exclusion statements are set out in Resolution 7.

7.3 **Directors' recommendations**

Given the interest of the non-executive Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

The Chairman of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 7.

8 RESOLUTION 8 – APPROVAL OF ADDITIONAL PLACEMENT CAPACITY UNDER ASX LISTING RULE 7.1A

8.1 General

ASX Listing Rule 7.1A enables eligible entities to seek Shareholder approval to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of AU$300 million or less at the date the special resolution is considered by shareholders.

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

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

The approval of this Resolution 8 will provide the Company with flexibility to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period, in addition to the Company's 15% annual placement capacity granted under ASX Listing Rule 7.1, without a further requirement to obtain the prior approval of Shareholders.

If Resolution 8 is not passed, the Directors will be unable to issue Placement Securities under the Company's 10% Additional Placement Capacity and the Company will be unable to raise funds using the Company's 10% Additional Placement Capacity.

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

Resolution 8 is a Special Resolution and therefore requires approval of 75% of the votes cast by Shareholder's present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

8.2 ASX Listing Rule 7.1A

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

Equity Securities - Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Shares on issue are fully paid, ordinary shares.

8.3 ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

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

As at the date of this Notice, the Company has on issue 441,211,059 Shares and therefore has a capacity to issue:

- 66,181,659 Equity Securities under ASX Listing Rule 7.1; and
- subject to the approval of Resolution 8, an additional 44,121,106 Equity Securities under ASX Listing Rule 7.1A.

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

8.4 10% Placement Period

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

- the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;
- the time and date of the Company's next Annual General Meeting;
- the time and date of the approval by holders of the eligible entity's ordinary securities of a transaction under Listing Rule 11.1.2 or 11.2,

(**10% Placement Period**)

8.5 Specific information required by ASX Listing Rule 7.3A

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

- **Minimum price**

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

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

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

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

If Resolution 8 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in Table 1 below. There is a risk that:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting;

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

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

Table 1 below shows the dilution of existing Shareholders on the basis of the market price of Shares (as at 20 October 2025) and the number of Shares as at the date of this Notice (**Table 1**) calculated in accordance with the formula in ASX Listing Rule 7.1A.2, representing variable "A".

Table 1 also shows:

(iii) two examples where each variable "A" has increased, by 50% and 100%; and

(iv) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price of AU$0.66 (being the closing price of the Shares on ASX on 20 October 2025);

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

Variable 'A' in Listing Rule 7.1A.2		**Dilution**		
		$0.33	$0.66	$1.32
		50% decrease in Issue Price	**Issue Price**	**100% increase in Issue Price**
Variable A	**10% Voting**	44,121,106	44,121,106	44,121,106
441,211,059 Shares	**Dilution**			
	Funds raised	$14,559,965	$29,119,930	$58,239,860
50% increase in Variable A	**10% Voting**	66,181,659	66,181,659	66,181,659
661,816,589 Shares	**Dilution**			
	Funds raised	$21,839,947	$43,679,895	$87,359,790
100% increase in Variable A	**10% Voting**	88,242,212	88,242,212	88,242,212
882,422,118 Shares	**Dilution**			
	Funds raised	$29,119,930	$58,239,860	$116,479,720

Table 1 has been prepared on the following assumptions:

(v) With respect to the number of ordinary securities, there are currently 442,211,059 Shares on issue.

(vi) The assumed issue price is AU$ 0.66, being the closing price of the Shares on ASX on 20 October 2025.

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

(viii) In the twelve months before the scheduled date of the Meeting there were 32,875,823 Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2.

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

(x) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

Table 1 does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

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

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

8.6 Timing of potential issue

The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval provided by Shareholders under Resolution 8 for the issue of Equity Securities pursuant to the 10% Placement Facility will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

8.7 Purpose of potential issue

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

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

8.8 Allocation policy under the 10% Placement Facility

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing holders of Equity Securities can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

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

In the twelve months before the scheduled date of the Meeting, there were 32,875,823 Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2.

These 32,875,823 Equity Securities were issued as follows:

(a) allottees: various professional and sophisticated investors selected by the Company in consultation with Lead Managers to the placement. The Company and the Lead Managers

identified and selected prospective participants from their respective databases based on expected interest in the Company.

(b) number and class: 32,875,823 Shares issued on 4 May 2025.

(c) Issue price: Shares were issued at $0.155 per Share.

(d) total cash considered received: $5,095,752.

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

The Directors believe that Resolution 8 is in the best interests of the Company and unanimously recommend that Shareholders vote IN FAVOUR of this Resolution 8.

The Chair intends to vote all undirected proxies IN FAVOUR of Resolution 8.

Schedule 1 - Definitions

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

$ means Australian Dollars.

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

Board means the board of Directors of the Company.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

(a) a spouse or child of the member;

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

(c) a dependant of the member or of the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;

(e) a company the member controls; or

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

Company means Felix Gold Limited ACN 645 790 281.

Constitution means the constitution of the Company.

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

Director means a current director of the Company.

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

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

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

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

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

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

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution referred to in the Notice.

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

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

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

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

Shareholder means a registered holder of a Share.

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

Proxy Voting Form

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

Felix Gold Limited | ABN 35 645 790 281

SAMPLE

Your proxy voting instruction must be received by **12:00pm (AEST) on Monday, 24 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

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Felix Gold Limited, to be held at **12:00pm (AEST) on Wednesday, 26 November 2025 at Level 1, 371 Queen Street Brisbane QLD 4000** hereby:

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

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

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 3, 4, 5, 6 and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 3, 4, 5, 6 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 REMUNERATION REPORT	☐	☐	☐
2	RE-ELECTION OF ANDREW BROWNE AS DIRECTOR	☐	☐	☐
3	APPROVAL FOR ISSUE OF SHARES UNDER DIRECTORS' SHARE PLAN TO MR RONNIE BEEVOR	☐	☐	☐
4	APPROVAL FOR ISSUE OF SHARES UNDER DIRECTORS' SHARE PLAN TO MR JOSEPH WEBB	☐	☐	☐
5	APPROVAL FOR ISSUE OF SHARES UNDER DIRECTORS' SHARE PLAN TO MR ANDREW BROWNE	☐	☐	☐
6	APPROVAL FOR ISSUE OF SHARES UNDER DIRECTORS' SHARE PLAN TO MR MARK STRIZEK	☐	☐	☐
7	APPROVAL FOR INCREASE IN AGGREGATE NON-EXECUTIVE DIRECTOR FEE POOL	☐	☐	☐
8	APPROVAL OF ADDITIONAL PLACEMENT CAPACITY UNDER ASX LISTING RULE 7.1A	☐	☐	☐

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

STEP 3 – Signatures and contact details

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

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

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

SAMPLE

AUTOMIC

FXG