

18 July 2025

Addendum to Notice of Annual General Meeting

First Au Limited ("First AU" or the "Company") (ASX:FAU) refers to its announcement of 17 July 2025 advising changes to the board of the Company which included the resignation of Mr Quentin Charaud as an Executive Director, the appointment of Mr Lei Shi as an Executive Director and the appointment of Mr Nicholas Karl Smithson as a Non-Executive Director of the Company.

As a result of these board changes, this Addendum advises changes to the original notice of annual general meeting released to ASX on 27 June 2025 ("Notice").

The numbering used in this Addendum is a continuation of the numbering used in the original Notice and Explanatory Memorandum. The definitions used in this Addendum are as defined in the Notice and Explanatory Memorandum, unless otherwise defined in the Addendum.

This Addendum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from a suitably qualified professional advisor prior to voting. Should you wish to discuss the matters set out in this Addendum, please do not hesitate to contact the Company Secretary by telephone at +61 0434 622 242.

PROXY FORM

Annexed to this Addendum is a replacement proxy form. To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised that:

- a) If you have already voted by completing a Proxy Form and wish to vote on Resolutions 13 and / or 14 or otherwise change your proxy vote:**

Please place a new vote, which will replace your previous vote, by following the proxy lodgement instructions below.

- b) If you have already voted by completing the Proxy Form and do not wish to vote on Resolutions 13 and / or 14 or otherwise change your vote:**

You need not take any action as the earlier submitted vote remains valid.

- c) If you had not yet voted and now wish to vote:**

Please place a vote by following the proxy lodgement instructions over the page:

Proxy Forms can be lodged by **11.00am (AEST) on Monday, 28 July 2025**.

Online:	http://investor.automic.com.au/#/loginsah
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 mobile:	Scan the QR Code on your Proxy Form and follow the prompts

ADDITIONAL RESOLUTIONS

Resolution 13 – Re-Election of Director - Mr Daniel Raihani

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

‘That Mr Daniel Raihani, a Non-Executive Director of the Company, retiring by rotation pursuant to article 10.3(c) of the Company’s Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a Director’.

Resolution 14 – Appointment of Mr Nicholas Karl Smithson

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

‘That Mr Nicholas Karl Smithson, who was appointed to the Board on 16 July 2025 in accordance with article 10.2(b) of the Company’s Constitution, retiring pursuant to article 10.3(j) of the Company’s Constitution and Listing Rule 14.4, and, being eligible, offers himself for election, be elected as a Director’.

By Order of the Board

Brent Hofman

Company Secretary

First AU Limited

Dated 18 July 2025

Addendum to the Explanatory Memorandum

12. Resolution 13 – Re-Election of Director – Mr Daniel Raihani

(a) Background

Resolution 13 seeks approval for the re-election of Mr Daniel Raihani who is retiring as a Director by rotation pursuant to article 10.3 of the Company's Constitution, which states that at least one third of the Directors must retire from office at each Annual General Meeting, and the director or directors to retire are those who have been longest in office since their election. Mr Raihani is eligible for re-election under article 10.3 of the Company's Constitution and offers himself for re-election as a Director.

Mr Raihani, a Non-Executive Director of First Au, was appointed as a director of the Company on 29 May 2023.

If Resolution 13 is passed, Mr Raihani will be re-elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 13 is not passed, Mr Raihani will not be re-elected as a Director of the Company.

(b) Qualifications, experience and other material directorships

Mr Raihani is an accountant and tax professional with a wide range of experience in for-profit and not-for-profit companies. Mr Raihani previously established an accounting practice and has managed a Family Office.

Currently, Mr Raihani has controlling equity holdings and directorships in companies in real estate sales and management, manufacturing, automotive exports, property development and tax consultancy with offices in UAE, Sydney and Hong Kong.

Mr Raihani is a member of the Australian Institute of Company Directors (MAICD) and a Justice of the Peace and has served on the board of several unlisted private entities.

Mr Raihani is also currently on the board of Aurumin Limited (ASX: AUN).

Mr Raihani has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

If elected, Mr Raihani is considered by the Board (with Mr Raihani abstaining) to be an independent Director. Mr Raihani is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

(c) Directors' Recommendation

The Directors (other than Mr Raihani who has a personal interest in the outcome of Resolution 13), unanimously recommend that Shareholders vote in favour of Resolution 13.

13. Resolution 14 – Appointment of Mr Nicholas Karl Smithson

(a) Background

Resolution 14 seeks approval for the election of Mr Nicholas Karl Smithson who was appointed to the Board on 16 July 2025 pursuant to article 10.2 of the Constitution.

Article 10.3 of the Constitution and Listing Rule 14.4 state that any Director appointed under that article may hold office only until the next Annual General Meeting and is eligible for election at that meeting. Mr Smithson is eligible and offers himself for election as a Director of the Company.

If Resolution 14 is passed, Mr Smithson will be elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 14 is not passed, Mr Smithson will not be elected as a Director of the Company.

(b) Qualifications, experience and other material directorships

Nicholas Karl Smithson is an experienced geologist with over 30 years work experience in the resources sector in Africa, for both major and junior resource companies. Throughout Karl's career, he has established strong government and local stakeholder relationships in numerous African countries and has successfully secured a number of joint venture agreements with both major and junior resource companies.

Mr Smithson has been founder, director and CEO of companies listed on the London and Australian stock exchanges and has a wide experience in corporate governance and compliance of public listed companies. He is also currently an Executive Director of Hamak Gold Limited.

Karl holds a Bachelor of Science in Geology (Honours) from Kingston University, London, and a Master of Business Administration (MBA) from the University of Cape Town and is a Fellow of the Institute of Materials, Minerals and Mining.

He possesses an excellent combination of corporate experience with a strong technical background in mineral exploration.

The Board considers that Mr Smithson's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board (other than Mr Smithson) supports the election of Mr Smithson and recommends that Shareholders vote in favour of Resolution 14.

Mr Smithson has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

If elected, Mr Smithson is considered by the Board (with Mr Smithson abstaining) to be an independent Director. Mr Smithson is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

(c) Directors' Recommendation

The Directors (other than Mr Smithson who has a personal interest in the outcome of Resolution 14), unanimously recommend that Shareholders vote in favour of Resolution 14.

ENDS

This announcement was approved for release by First Au Limited's Board.

For more information, please visit www.firstau.com.

Enquiries in relation to this announcement please contact:

Daniel Raihani – Chairman draihani@firstau.com +61 410 777 777

ABOUT FIRST AU LIMITED

FAU is an advanced gold and base metals exploration company listed on the Australian Securities Exchange (ASX:FAU) and is pursuing exploration programs at its Victorian Goldfields Project in East Gippsland and its 100% owned Gimlet Gold project near Kalgoorlie and is in the process of acquiring the highly potential Nimba Gold Project located in Liberia.



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 (AEST) on Monday, 28 July 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)

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of First Au Limited, to be held at **11.00am (AEST) on Wednesday, 30 July 2025 at The Boardroom (Servcorp), Level 35, International Tower One, 100 Barangaroo Avenue, SYDNEY NSW 2000** hereby:

[illegible]

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.

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Keu Management Personnel, which includes the Chair.

Resolutions		For	Against	Abstain	Resolutions		For	Against	Abstain
1	ADOPTION OF REMUNERATION REPORT	☐	☐	☐	8	APPROVAL TO ISSUE 571,428,572 PERFORMANCE RIGHTS TO HAMAK GOLD LIMITED	☐	☐	☐
2	WITHDRAWN	☐	☐	☐	9	RATIFICATION OF PRIOR ISSUE OF 4,298,000 2025 PLACEMENT SHARES	☐	☐	☐
3	WITHDRAWN	☐	☐	☐	10	APPROVAL OF ADDITIONAL PLACEMENT CAPACITY	☐	☐	☐
4	RATIFICATION OF PRIOR ISSUE OF 260,000,000 PLACEMENT SHARES	☐	☐	☐	11	APPROVAL TO ISSUE UP TO 424,273,429 2025 PLACEMENT SHARES	☐	☐	☐
5	APPROVAL TO ISSUE 100,000,000 STAGE 1 ACQUISITION SHARES TO HAMAK GOLD LIMITED	☐	☐	☐	12	APPROVAL TO ISSUE UP TO 34,285,714 PLACEMENT SHARES TO DIRECTOR, MR LEI SHI	☐	☐	☐
6	APPROVAL TO ISSUE 200,000,000 STAGE 2 ACQUISITION SHARES TO HAMAK GOLD LIMITED	☐	☐	☐	13	RE-ELECTION OF DIRECTOR - MR DANIEL RAIHANI	☐	☐	☐
7	APPROVAL TO ISSUE 171,428,571 STAGE 3 ACQUISITION SHARES TO HAMAK GOLD LIMITED	☐	☐	☐	14	APPOINTMENT OF MR NICHOLAS KARL SMITHSON AS A DIRECTOR	☐	☐	☐

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.

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