

29 May 2023

Results of AGM and Board Changes

The results of the Annual General Meeting of First Au Limited (ASX:FAU) (**FAU**) held on 29 May 2023 are enclosed. As set out in the enclosed results of the Annual General Meeting, Resolutions 2, 4A, 5A, 5B, 6A and 6B were passed by shareholders, Resolutions 1, 3, 5C and 7 were not passed by shareholders and Resolutions 4B and 4C were withdrawn by FAU and not put to the meeting.

Resolution 1 related to the adoption of FAU's remuneration report and constituted a "second strike" under section 250U of the Corporations Act. The relevant spill meeting resolution (Resolution 7) was not passed by shareholders and accordingly a spill meeting will not be held.

In accordance with the results of the resolutions, the Board of Directors of FAU now comprises Ryan Skeen (CEO and Managing Director), Daniel Raihani (Director) and Lei Shi (Director). Michael Quinert and Damon O'Meara ceased to be Directors of FAU at the Annual General Meeting.

Released with the authority of the Managing Director.

Enquiries in relation to this announcement please contact:

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About First Au Limited: FAU is an advanced gold and base metals exploration company listed on the Australian Securities Exchange (ASX:FAU) and is trading on the OTC market in the USA (OTC: FRSAF) and is pursuing exploration programs at its 100% owned Gimlet Gold project near Kalgoorlie and Victorian Goldfields Project in East Gippsland.

Monday, 29 May 2023

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Disclosure of Proxy Votes

First Au Limited

First Au Limited Annual General Meeting

In accordance with section 251AA of the Corporations Act 2001, the following information is provided in relation to resolutions put to members at the meeting.

| | | | Proxy Votes | | | | Poll Results (if applicable) | | |
|---|--|--|-----------------------|-----------------------|------------|----------------------|------------------------------|-----------------------|------------|
| Resolution | Decided by Show of Hands (S) or Poll (P) | Total Number of Proxy Votes exercisable by proxies validly appointed | FOR | AGAINST | ABSTAIN | PROXY'S DISCRETION | FOR | AGAINST | ABSTAIN |
| 1 Non-binding Resolution to Adopt Remuneration Report | P | 660,233,014 | 116,066,761 17.58% | 495,316,504 75.02% | 1,475,675 | 48,849,749 7.40% | 165,716,510 25.07% | 495,316,504 74.93% | 1,475,675 |
| 2 Approval of 10% Placement Facility | P | 692,808,800 | 608,431,212 87.82% | 13,383,678 1.93% | 2,430,343 | 70,993,910 10.25% | 684,322,303 98.08% | 13,383,678 1.92% | 2,430,343 |
| 3 Approval of Employee Security Ownership Plan | P | 694,039,143 | 125,876,719 18.14% | 496,914,778 71.60% | 1,200,000 | 71,247,646 10.27% | 176,025,879 26.16% | 496,914,778 73.84% | 1,200,000 |
| 4A Approval to Issue Options – Ryan Skeen | P | 659,739,143 | 564,124,597 85.51% | 24,620,636 3.73% | 35,500,000 | 70,993,910 10.76% | 613,220,021 96.02% | 25,420,636 3.98% | 35,500,000 |
| 4B Approval to Issue Options – Michael Quinert | - | Resolution withdrawn | | | | | | | |
| 4C Approval to Issue Options – Damon O'Meara | - | Resolution withdrawn | | | | | | | |
| 5A Appointment of Daniel Raihani as a Director | P | 695,239,143 | 503,680,835 72.45% | 120,689,398 17.36% | 0 | 70,868,910 10.19% | 503,680,835 71.94% | 196,455,489 28.06% | 0 |

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|--|--|--|-----------------------|-----------------------|-------------|----------------------|------------------------------|-----------------------|-------------|
| Resolution | Decided by Show of Hands (S) or Poll (P) | Total Number of Proxy Votes exercisable by proxies validly appointed | FOR | AGAINST | ABSTAIN | PROXY'S DISCRETION | FOR | AGAINST | ABSTAIN |
| 5B Appointment of Lei Shi as a Director | P | 695,239,143 | 503,680,835 72.45% | 120,689,398 17.36% | 0 | 70,868,910 10.19% | 503,680,835 71.94% | 196,455,489 28.06% | 0 |
| 5C Appointment of Christopher Eldridge as a Director | P | 632,529,999 | 18,292,054 2.89% | 542,990,299 85.84% | 62,709,144 | 71,247,646 11.26% | 18,292,054 2.87% | 619,135,126 97.13% | 62,709,144 |
| 6A Removal of Damon P O'Meara as a Director | P | 695,164,143 | 501,385,348 72.12% | 122,909,885 17.68% | 75,000 | 70,868,910 10.19% | 501,385,348 71.62% | 198,675,976 28.38% | 75,000 |
| 6B Removal of Michael J Quinert as a Director | P | 695,239,143 | 501,385,348 72.12% | 122,984,885 17.69% | 0 | 70,868,910 10.19% | 501,385,348 71.61% | 198,750,976 28.39% | 0 |
| 7 Spill Resolution | P | 200,260,610 | 46,911,865 23.43% | 104,498,996 52.18% | 461,448,079 | 48,849,749 24.39% | 46,911,865 18.18% | 211,114,209 81.82% | 404,482,615 |

