

18 July 2025

## **Annual General Meeting – Amendments 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 includes the resignation of Mr Quentin Charaud as an Executive Director, the appointment of Mr Lei Shi as an Executive Director having previously served as a Non-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 ahead of the Annual General Meeting, the Company is required to make the following withdrawals and addendums to the resolutions contained in the Notice (“Notice”) of Annual General Meeting (“AGM”) dated 27 June 2025.

The wording of the proposed replacement resolutions is annexed to this announcement.

The Company will shortly despatch a new proxy form and addendum to the notice of AGM on the ASX platform.

### **Proposed Amendments to Notice of Annual General Meeting:**

#### **1. Withdrawal of Resolution 2 – Re-Election of Director: Mr Lei Shi**

As a result of Mr Lei Shi being appointed as an Executive Director on 17 July 2025, after he previously served up until that date as a Non-Executive Director, he will no longer be required to seek approval for re-election 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 the office at each Annual General meeting.

Resolution 2 in the Notice will now be withdrawn. The withdrawal of Resolution 2 will not affect the validity of the proxy form attached to the Notice nor any proxy votes already submitted in respect of the remaining resolutions to be put to the shareholders for approval.

#### **2. Withdrawal of Resolution 3 – Appointment of Mr Quentin Charaud as a Director**

On 17 July 2025, the Company announced the resignation of Mr Quentin Charaud, effective the close of business on 16 July 2025.

As a result of Quentin Charaud’s resignation, Resolution 3 in the Notice will now be withdrawn.

The withdrawal of Resolution 3 relating to the appointment of Mr Question Charaud will not affect the validity of the proxy form attached to the Notice nor any proxy votes already submitted in respect of the remaining resolutions to be put to the shareholders for approval.

#### **3. Resolution 13 – Re-Election of Director – Mr Daniel Raihani**

Mr Daniel Raihani will retire and seek re-election in accordance with 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. 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 Daniel Raihani will retire and seek re-election in accordance with article 10.3 of the Company's Constitution pursuant to Resolution 13 at **Annexure 1**.

#### **4. Resolution 14 – Election of Director – Mr Nicholas Karl Smithson**

As a result of the appointment of Mr Nicholas Karl Smithson on 16 July 2025 in accordance with article 10.2(b) of the Company's Constitution, Mr Nicholas Karl Smithson is required to retire under Listing Rule 14.4 and article 10.3(j) of the Company's Constitution, and offer himself for re-election.

Accordingly, Mr Nicholas Karl Smithson will retire and offer himself for re-election in accordance with article 10.3 of the Company's Constitution pursuant to Resolution 14 at **Annexure 1**.

Mr Smithson's appointment occurred after the Notice was sent to shareholders and accordingly his retirement and re-election was not able to be dealt with in the Notice. Section 250R(1)(b) of the *Corporations Act 2001* (Cth) permits the business of an annual general meeting to include the election of directors even if not referred to in the notice of meeting. It is therefore proposed that the replacement Resolution 14 at **Annexure 1** dealing with the appointment of Mr Smithson will be put to shareholders at the AGM as item of general business.

## **Annexure 1**

### **Resolution 13 – Re-Election of 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 Constitution and Listing Rule 14.5 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 as a Non-Executive Director of the Company on 16 July 2025 in accordance with article 10.2(b) of the Constitution, retiring pursuant to article 10.3(j) of the Constitution and Listing Rule 14.4, being eligible, offers himself for election, be elected as a Director’.

**ENDS**

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

For more information, please visit [www.firstau.com](http://www.firstau.com).

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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 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.*