



**FLYNN GOLD LIMITED**  
**ABN 82 644 122 216**

# **Notice of Extraordinary General Meeting**

## **Explanatory Statement and Proxy Form**

Date of Meeting:  
**Tuesday, 23 January 2024**

Time of Meeting:  
**10:00 AM (AEDT)**

The meeting will be held virtually via a webinar conferencing facility. If you are a shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

The Notice of Meeting has been given to those entitled to receive by use of one or more technologies. The Notice of Meeting is also available on the Australian Securities Exchange Announcement platform and on the Company's website <https://flynngold.com.au/>.

*This Notice of Extraordinary General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor, or other professional advisor without delay.*

# FLYNN GOLD LIMITED

ABN 82 644 122 216

Registered office: Level 4, 100 Albert Road, South Melbourne, VIC 3205

**Notice is hereby given that the Extraordinary General Meeting of Shareholders of Flynn Gold Limited (“Flynn Gold” or the “Company”) will be held virtually at 10.00am (AEDT) on Tuesday, 23 January 2024 (“General Meeting”, “EGM” or “Meeting”).**

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form.

Shareholders attending the EGM virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions at the EGM.

The virtual meeting can be attended using the following details:

**When:** Tuesday, 23 January 2024 at 10.00am (AEDT)  
**Topic:** Flynn Gold Limited Extraordinary General Meeting

**Register in advance for the virtual meeting:**

[https://vistra.zoom.us/webinar/register/WN\\_xKQSixYsRXuWbkq4XUKu3w](https://vistra.zoom.us/webinar/register/WN_xKQSixYsRXuWbkq4XUKu3w)

After registering, you will receive a confirmation email containing information about joining the meeting. As noted previously, the Company strongly recommends its shareholders lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online. The Company will conduct a poll on each resolution presented at the meeting. The Company will accept questions during the meeting either by submitting a question through the Q&A box located on screen or by raising the hand function also located on screen at which point the Company will allow your question verbally.

The Company is happy to accept and answer questions submitted prior to the meeting by email to [mathew.watkins@vistra.com](mailto:mathew.watkins@vistra.com). The Company will address relevant questions during the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Any shareholders who wish to attend the EGM online should therefore monitor the Company’s website and its ASX announcements for any updates about the EGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website at [asx.com.au](http://asx.com.au) (ASX: FG1) and on its website at <https://flynngold.com.au/>.

# AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety. Defined terms used in this Notice have the meanings given to them in the Glossary at the end of this Notice.

## ORDINARY BUSINESS

### **Resolution 1: Ratification of Prior Issue of 9,341,668 Shares under Placement Tranche One**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the allotment and issue of 9,341,668 fully paid ordinary shares (Shares) in the Company on 15 December 2023 at an issue price of \$0.06 (6 cents) per Share in relation to the Placement to institutional and sophisticated investors as described in the Explanatory Statement.”*

### **Resolution 2: Approval to issue 833,334 shares under Placement Tranche Two**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve, the allotment and issue of 833,334 fully paid ordinary shares in the Company (Shares) at an issue price of \$0.06 (6 cents) per Share to institutional and sophisticated investors, as described in the Explanatory Statement accompanying the Notice of Meeting.”*

### **Resolution 3: Approval for Participation in Placement by a Director – Mr Clive Duncan (and/or his nominee(s)) under Placement**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue 1,666,667 Shares at an issue price of \$0.06 (6 cents) per Share in the Company to Mr Clive Duncan (and/or his nominee(s)), Non-Executive Chair of the Company, on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting.”*

### **Resolution 4: Approval for Participation in Placement by a Director – Mr John Forwood (and/or his nominee(s)) under Placement**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue 166,667 Shares at an issue price of \$0.06 (6 cents) per Share in the Company to Mr John Forwood (and/or his nominee(s)), Non-Executive Director of the Company, on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting.”*

### **Resolution 5: Approval for Participation in Placement by a Director – Mr Samuel Garrett (and/or his nominee(s)) under Placement**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue 416,667 Shares at an issue price of \$0.06 (6 cents) per Share in the Company to Mr Samuel Garrett (and/or his nominee(s)), Technical Director of the Company, on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting.”*

**Resolution 6: Approval for Participation in Placement by a Director – Mr Neil Marston (and/or his nominee(s)) under Placement**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue 908,334 Shares at an issue price of \$0.06 (6 cents) per Share in the Company to Mr Neil Marston (and/or his nominee(s)), Managing Director of the Company, on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting.”*

**Resolution 7: Approval of Issue of Shares to Mr Colin Bourke (and/or his nominee(s))**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given to issue up to 16,666,667 Shares at an issue price of \$0.06 (6 cents) per Share in the Company to Mr Colin Bourke (and/or his nominee(s)), who is a related party by virtue of holding greater than 30% of the Company’s issued capital in the last 6 months on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting.”*

**Resolution 8: Ratification of prior issue of up to 10,000,000 fully paid ordinary shares under Share Purchase Plan**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of up to up 10,000,000 fully paid ordinary shares in the Company under the Company’s Share Purchase Plan announced on 11 December 2023 with Shares expected to be issued on or around 25 January 2024 at an issue price of \$0.06 (6 cents) per share as described in the Explanatory Statement.”*

By the order of the Board



**Mathew Watkins**  
Company Secretary  
20 December 2023

## Notes

- a) **Entire Notice:** The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
- b) **Record Date:** The Company has determined that for the purposes of the Extraordinary General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7pm on the date 48 hours before the date of the Extraordinary General Meeting. Only those persons will be entitled to vote at the Extraordinary General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Extraordinary General Meeting.
- c) **Proxies**
- a. Votes at the Extraordinary General Meeting may be given personally or by proxy, attorney or representative.
  - b. Each shareholder has a right to appoint one or two proxies.
  - c. A proxy need not be a shareholder of the Company.
  - d. If a shareholder is a company, it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
  - e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
  - f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
  - g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority.
  - h. To be effective, Proxy Forms must be received by the Company's share registry Computershare Investor Services Pty Ltd no later than 48 hours before the commencement of the Extraordinary General Meeting, i.e. no later than 10:00am AEDT on Sunday, 21 January 2024. Any proxy received after that time will not be valid for the scheduled meeting.
    - i. By post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001
    - ii. In person to Computershare Investor Services Pty Limited, 'Yarra Falls', 452 Johnston Street, Abbotsford Victoria 3067
    - iii. By fax to 1800 783 447 (within Australia) or +61 9473 2555 (outside Australia)
    - iv. Online by going to [www.investorvote.com.au](http://www.investorvote.com.au) or by scanning the QR code found on the enclosed proxy form with your mobile device
    - v. For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions

d) **Corporate Representative**

Any corporate shareholder who has appointed a person to act as its corporate representative at the Extraordinary General Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Extraordinary General Meeting or handed in at the Extraordinary General Meeting when registering as a corporate representative.

e) **How the Chair will vote Undirected Proxies**

Subject to the restrictions set out in Note 6 below, the Chair of the Extraordinary General Meeting will vote undirected proxies in favour of all the proposed resolutions.

f) **Voting Exclusion Statement:**

**Resolutions 1 and 2**

The Company will disregard any votes cast in favour of these resolutions by or on behalf of any persons who participated or are expected to participate in the Placement or who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of that person or those persons.

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

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

### **Resolutions 3 through to 7**

The Company will disregard any votes cast in favour of Resolutions 3 through to 7 by or on behalf of:

- Mr Clive Duncan, Mr John Forwood, Mr Samuel Garrett, Mr Neil Marston and Mr Colin Bourke (in respect of each of their stand alone resolutions only) or any person(s) who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or
- an associate of person referred to in the preceding paragraph.

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

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

Furthermore, a vote must not be cast as proxy on any Resolutions 3 through to 7 by a member of the Key Management Personnel (as defined by the Corporations Act) or a closely related party of Key Management Personnel.

However, a person described above (a "Restricted Voter") may cast a vote on any Resolutions 3 through to 7, as a proxy if:

- (a) The Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution(s); or
- (b) The Chairman is the Restricted Voter and the written appointment of the Chairman as proxy does not specify the way the proxy is to vote on the Resolution(s) or expressly authorises the Chairman to exercise the proxy even though the Resolution(s) is or are connected with the remuneration of a member of the Key Management Personnel.

If you appoint the Chairman as your proxy and you do not direct the Chairman how to vote, you will be expressly authorising the Chairman to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

### **Resolution 8**

The Company will disregard any votes cast in favour of Resolution 8 by any underwriter or any sub-underwriter of the Share Purchase Plan, any investor who may receive securities under any Share Purchase Plan shortfall, and any person who might obtain a material benefit as a result of, the proposed issues (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of those persons.

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

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

### **g) Enquiries**

Shareholders are invited to contact the Company Secretary, Mathew Watkins on +61(3) 9692 7222 if they have any queries in respect of the matters set out in this Notice.

## EXPLANATORY STATEMENT

### Purpose of Information

This Explanatory Statement (“**Statement**”) accompanies and forms part of the Company’s Notice of Extraordinary General Meeting (“**Notice**”) for the Extraordinary General Meeting (“**Meeting**”) will be held virtually via a webinar conferencing facility at 10.00am (AEDT) on Tuesday, 23 January 2024.

The Notice incorporates, and should be read together, with this Statement.

### **Background to Resolutions 1 to 8**

On 11 December 2023, the Company announced that it was undertaking a capital raising to raise up to approximately \$2,400,000 (before costs) by way of Placement and Share Purchase Plan (**SPP**). The Placement is to be conducted in two tranches, **Tranche One** and **Tranche Two** respectively, will result in the issue of 30,000,003 Fully Paid Ordinary Shares (**Shares**) at an issue price of \$0.06 (6 cents) per Share (together called the **Placement**).

The issue of 9,341,668 Shares under Tranche One of the Placement (**Tranche One Shares**) was completed on 15 December 2023 under the Company’s existing Placement capacity under ASX Listing Rule 7.1. The Company is seeking ratification of this issue under Resolution 1.

Tranche Two is subject to shareholder approval and if approved will result in 20,658,336 Shares being issued. Each of the Directors have provided firm commitments to participate in the Placement subject to shareholder approval, with approval sought under Resolutions 3-6. Further, the Company has also received firm commitment from Mr Colin Bourke, a substantial (30%+) shareholder in the Company, and approval for his participation is sought under Resolution 7.

The Placement was joint lead managed by Henslow Pty Ltd and Taylor Collison Limited. The fees of the joint lead managers were 2% Management Fees plus 4% Selling Fees for proceeds raised from new shareholders introduced by them.

The SPP is being carried out under the Company’s existing Placement capacity under ASX Listing Rule 7.1. The Company is seeking to raise up to \$600,000 by way of issuing up to 10,000,000 Shares at an issue price of \$0.06 (6 cents) to existing shareholders, who can individually participate up to a maximum of \$30,000. Ratification of the shares to be issued under the SPP is sought under Resolution 8.

The Placement, SPP and associated resolutions are summarized below:

- Resolution 1 to ratify the issue of 9,341,668 shares under the Placement Tranche One;
- Resolution 2 to approve the issue of 833,334 shares under the Placement Tranche Two;
- Resolutions 3-6 to seek approval for the Directors to participate in the Placement on the same terms as the institutional and professional investors;
- Resolution 7 to seek approval of substantial (30%+) holder to participate in the Placement on the same terms as the institutional and professional investors; and
- Resolution 8 to ratify the issue of up to 10,000,000 shares under the SPP.

### **Resolution 1: Ratification of Prior Issue of 9,341,668 Shares under Placement Tranche One**

#### ***Background***

As noted above, the Company is seeking shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of 9,341,668 fully paid ordinary shares in the Company (Shares) on 15 December 2023 at an issue price of \$0.06 (6 cents) per Share on the terms as announced on 11 December 2023.

The Shares were issued without shareholder approval from the Company’s 15% placement capacity pursuant to ASX Listing Rule 7.1.

## ***ASX Listing Rules***

ASX Listing Rules 7.1 allow the Company to issue new securities up to 15% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, unless one of the exceptions in ASX Listing Rule 7.2 applies. The Placement was within the Company's available placement capacity under ASX Listing Rules 7.1.

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 at the time and shareholders subsequently approve it. The Company now seeks Shareholder ratification of the issue pursuant to ASX Listing Rule 7.4 in order to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

If Resolution 1 is approved, the prior issue of 9,341,668 Shares may be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without the 9,341,668 Shares counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1.

If this Resolution 1 is not approved, the prior issue of 9,341,668 Shares will not be treated by the Company as having been made with Shareholder approval under ASX Listing Rules 7.1. The Company will therefore have the 7,875,000 Shares, as counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- a) The Tranche One Shares were issued to new and existing shareholders identified as professional and sophisticated investors, identified by the book build conducted by the joint lead managers. There were no participants in the Placement that were investors required to be disclosed under ASX Guidance Note 21, such as related parties of the entity, member of the Company's key management personnel, substantial shareholders of the Company, advisors of the Company and they have not been issued with more than 1% of the current issued capital;
- b) the number and class of securities issued were 9,341,668 fully paid ordinary shares in the Company as part of the Tranche One Shares issued on 15 December 2023;
- c) the Tranche One Shares were issued at a price of \$0.06 (6 cents) per Share; and
- d) the purpose of the issue was to raise funds to further exploration activities at the WA Lithium Projects, including proposed acquisition of two exploration licences at Parker Dome, further exploration activities at the Tasmanian Projects and for general working capital.

## ***Board Recommendation***

The Board recommends that shareholders vote in favour of Resolution 1.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

## ***Voting Exclusions***

See Note 6 for voting exclusions on this resolution.

## **Resolution 2: Approval to issue of 833,334 Shares under Placement Tranche Two**

### ***Background***

The Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.1, to allot, 833,334 shares in the Company at an issue price of \$0.06 (6 cents) per share, as part of the Tranche Two Placement of Shares, announced on 11 December 2023 to institutional and sophisticated investors under the Placement. A further 19,825,002 Shares are to be issued to Directors and a substantial holder on the same terms and approval for those issues is sought under resolutions 3 through to 7.

## ***ASX Listing Rules***

ASX Listing Rule 7.1 provides that a company must not, without shareholder approval, issue or agree to issue more



securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. The issue of 833,334 fully paid ordinary shares does not exceed that 15% limit, the Company however, proposes Resolution 2 to seek shareholder approval under Listing Rule 7.1.

If Resolution 2 is passed, the Company will issue the 833,334 fully paid ordinary shares without using any of its placement capacity under Listing Rule 7.1 and retain the flexibility to make future issues of equity securities up to the 15% limit and raise approximately \$50,000 before issue costs. If Resolution 2 is not passed, the Company will not be able to issue the 833,334 Shares under the Placement, without counting toward the 15% limit.

ASX Listing Rule 7.3 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.1:

- a) The Shares will be issued to institutional and sophisticated investors who are not related parties, as identified under the book build process conducted by the joint lead managers;
- b) the number and class of securities issued are 833,334 fully paid ordinary shares in the Company;
- c) the date by which the Company will issue the securities will be no later than three (3) months after the date of this Meeting (or such later date as may be approved by ASX). The Company however expects to issue the shares on or around 30 January 2024;
- d) the issue price of the Shares will be \$0.06 (6 cents) per share; and
- e) the purpose of the issue was to raise funds to further exploration activities at the WA Lithium Projects, including proposed acquisition of two exploration licences at Parker Dome, further exploration activities at the Tasmanian Projects and for general working capital.

### **Board Recommendation**

The Board recommends that shareholders vote in favour of Resolution 2.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

### **Voting Exclusions**

See Note 6 for voting exclusions on this resolution.

### **Resolution 3 through to 7: Approval for Participation in Placement by Directors – Mr Clive Duncan, Mr John Forwood, Mr Samuel Garrett and Mr Neil Marston (or their nominees) and Mr Colin Bourke (or his nominee), a substantial (30%+) holder in the Company**

#### **Background**

The Company is seeking shareholder approval to allow the Company's Directors, Mr Clive Duncan, Mr John Forwood, Mr Samuel Garrett and Mr Neil Marston (or their respective nominees) and Mr Colin Bourke (or his nominee(s)), a substantial (30%+) holder, to participate in Tranche 2 of the Placement as announced on 11 December 2023 and pursuant to ASX Listing Rule 10.11 to allot and issue 19,825,002 fully paid ordinary shares in the Company (Shares) at an issue price of \$0.06 (6 cents) per Share to each Director. The issue price of \$0.06 (6 cents) per Share is same as the issue price at which the Shares have been offered to institutional and sophisticated investors under the Placement outlined in Resolutions 1 and 2. The details of the Shares proposed to be issued under Resolutions 3 to 7 are as follows:

<b>Resolution</b>	<b>Name of Director</b>	<b>Number of Shares</b>	<b>Issue Price</b>	<b>Fund Raised</b>
Resolution 3	Mr Clive Duncan	1,666,667	\$0.06	\$100,000
Resolution 4	Mr John Forwood	166,667	\$0.06	\$10,000
Resolution 5	Mr Samuel Garrett	416,667	\$0.06	\$25,000
Resolution 6	Mr Neil Marston	908,334	\$0.06	\$54,500
Resolution 7	Mr Colin Bourke	16,666,667	\$0.06	\$1,000,000
	<b>Total</b>	<b>19,825,002</b>		<b>\$1,189,500</b>

## **ASX Listing Rules**

ASX Listing Rule 10.11 provides that a listed company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party and substantial (30%+) holders within the last 6 months, without shareholder approval. Directors of the Company are related parties of the Company and therefore Shareholder approval for the participation of the abovenamed Director of the Company in the Placement is required under ASX Listing Rule 10.11.

Resolutions 3 to 7 seeks the required shareholder approval to the issue under and for the purposes of Listing Rule 10.11.

If Resolutions 3 to 7 are passed, the Company will be able to proceed with the issue of the Shares and each of Mr Clive Duncan, Mr John Forwood, Mr Samuel Garrett and Mr Neil Marston, the Directors (or their nominee(s)) and Mr Colin Bourke (or his nominee) will receive a total of 19,825,002 Shares respectively at an issue price of \$0.06 (6 cents) per share. The willingness of the Directors and the substantial shareholder to subscribe for Shares under the Placement is confirmation of their faith in the Company and its business.

If all or any of Resolutions 3 to 7 are not passed, the Company will not proceed with the issue of the Shares to the applicable party, and the applicable party (or their nominee(s)) will not receive the Shares as described above.

If approvals are given under ASX Listing Rule 10.11, approvals are not required under ASX Listing Rule 7.1.

The following information is given under ASX Listing Rule 10.13 in respect of the proposed issues of Shares to each Director under Resolutions 3 to 7 (respectively):

- a) the proposed recipients are Mr Clive Duncan, Mr John Forwood, Mr Samuel Garrett and Mr Neil Marston each of whom is a Director of the Company and Mr Colin Bourke, a substantial (30%+) holder within the last 6 months, or their respective nominee(s) (each of which would be an associate of the respective Director or the 30%+ substantial shareholder);
- b) each of the proposed recipients are related parties of the Company as each of Mr Clive Duncan, Mr John Forwood, Mr Samuel Garrett and Mr Neil Marston is a Director of the Company and thus fall into ASX Listing Rule 10.1.1. Mr Colin Bourke, a substantial (30%+) holder within the last 6 months is considered a related party under ASX Listing Rule 10.1.3;
- c) 19,825,002 Shares are proposed to be issued as per the table above;
- d) the Tranche Two Shares will be issued as soon as practicable after the Meeting, and in any event within one month after the Meeting expected to be on or around 30 January 2024;
- e) the issue price of the Shares will be \$0.06 (6 cents); and
- f) the purpose of the issue was to raise funds to further exploration activities at the WA Lithium Projects, including proposed acquisition of two exploration licences at Parker Dome, further exploration activities at the Tasmanian Projects and for general working capital.

## **Board Recommendation**

The Board (with the respective directors and substantial shareholder abstaining in relation to the relevant Resolution regarding their own proposed Shares) recommends that shareholders vote in favour of Resolutions 3 through to 7.

The Chair of the Meeting intends to vote undirected proxies in favour of these Resolutions.

## **Voting Exclusions**

For voting exclusions refer to Note 6.

## **Resolution 8: Ratification of issue of up to 10,000,000 fully paid ordinary shares under Share Purchase Plan**

The Company is seeking shareholder approval to ratify the issue of up to 10,000,000 Shares under the SPP at an issue price of \$0.06 (6 cents) per Share, to be issued under the 15% Placement capacity under ASX Listing Rule 7.1 as announced on 11 December 2023 with the offer opening on 18 December 2023.

The Company has been granted an ASX waiver from the requirement to include a voting exclusion statement under Listing Rule 7.3.9. Without the ASX waiver, Eligible Shareholders who intended to participate in the SPP Offer will be prohibited from voting on Resolution 8.

### **ASX Listing Rule**

A Company can issue shares under a Securities Purchase Plan without counting towards the 15% limit under ASX Listing Rule 7.1, the issue price of the Shares being offered is at least 80% of the volume weighted average market price for securities in that class, calculated over the last 5 days on which sales in the Securities were recorded, either before the day on which the issue was announced or before the day on which the issue was made (Exception 5 to ASX Listing Rule 7.2). However, the issue price of \$0.06 per share does not comply with the above requirement and hence the Company proposes to conduct the SPP under the Placement Capacity under ASX Listing Rule 7.1 and as such seeks ratification of any securities issued under the SPP.

ASX Listing Rules 7.1 allow the Company to issue new securities up to 15% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, unless one of the exceptions in ASX Listing Rule 7.2 applies. The Placement was within the Company's available placement capacity under ASX Listing Rules 7.1.

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rules 7.1 if the issue did not breach ASX Listing Rules 7.1 at the time and shareholders subsequently approve it. The Company now seeks Shareholder ratification of the issue pursuant to ASX Listing Rule 7.4 in order to retain flexibility to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

If Resolution 8 is passed, the issue of the 10,000,000 Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 months period following the Issue Date.

If Resolution 8 is not passed, the issue of 10,000,000 Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 months period following the Issue Date.

The Company has been granted a waiver by ASX under Listing Rule 7.3.9 to enable Eligible Shareholders to vote on Resolution 8.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- a) the Shares are to be issued to existing shareholders of the Company, participating in the Share Purchase Plan announced on 11 December 2023;
- b) the number and class of securities issues are up to 10,000,000 fully ordinary paid shares;
- c) the Shares are to be issued on or around 25 January 2024;
- d) the Shares are to be issued at an issue price of \$0.06 per share;
- e) the purpose of the issue is to raise funds to further exploration activities at the WA Lithium Projects, including proposed acquisition of two exploration licences at Parker Dome, further exploration activities at the Tasmanian Projects and for general working capital.

### **Board Recommendation**

The Board recommends that shareholders vote in favour of this Resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

### ***Voting Exclusions***

As noted above, the Company has been granted a waiver by ASX under Listing Rule 7.3.9 to enable Eligible Shareholders to vote on Resolution 8, on the following conditions:

- a) the Company excludes any votes cast on Resolution 8 by any proposed underwriter or sub-underwriter of the SPP Offer; and
- b) any Shareholder casting votes on Resolution 8 will be excluded from participating in the SPP Shortfall Offer.

As outlined in Note 6, a voting exclusion has not been included as the Company has obtained a waiver from ASX in respect of ASX Listing Rule 7.3.9.

## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“**\$**” means Australian Dollars;

“**ASX**” means ASX Limited ABN 82 644 122 216 or the Australian Securities Exchange, as the context requires;

“**AEDT**” means Australian Eastern Daylight Standard Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chair**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act;

“**Company**” means Flynn Gold Limited ACN 644 122 216;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Convertible Security**” means a security of the Company which is convertible into shares;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Directors Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of this Notice;

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means this Notice of Meeting including the Explanatory Statement;

“**Placement**” means the Company’s share placement to sophisticated and professional investors announced on 11 December 2023 to raise approximately \$1,800,000;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Resolution**” means a resolution referred to in the Notice;

“**Section**” means a section of the Explanatory Statement;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**SPP Offer**” means the offer to SPP Subscribers of up to 10,000,000 SPP Shares at an offer price of \$0.06 each SPP Share subscribed for;

“**SPP Shares**” means a new Share subscribed for under the SPP Offer;

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules;

“**VWAP**” means volume weighted average Price; and



Flynn Gold Limited  
ABN 82 644 122 216

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

FG1

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## Flynn Gold Limited Extraordinary General Meeting

The Flynn Gold Limited Extraordinary General Meeting will be held on Tuesday, 23 January 2024 at 10:00am (AEDT). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

For your proxy appointment to be effective it must be received by 10:00am (AEDT) on Sunday, 21 January 2024.



### ATTENDING THE MEETING VIRTUALLY

To view the live webcast and ask questions on the day of the meeting you will need to visit [https://vistra.zoom.us/webinar/register/WN\\_xKQSixYsRXuWbkq4XUKu3w](https://vistra.zoom.us/webinar/register/WN_xKQSixYsRXuWbkq4XUKu3w)

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



Flynn Gold Limited  
ABN 82 644 122 216

FG1

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SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Sunday, 21 January 2024.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Flynn Gold Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Flynn Gold Limited to be held as a virtual meeting on Tuesday, 23 January 2024 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

### Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Ratification of Prior Issue of 9,341,668 Shares under Placement Tranche One	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue of 833,334 shares under Placement Tranche Two	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for Participation in Placement by a Director – Mr Clive Duncan (and/or his nominee(s)) under Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for Participation in Placement by a Director – Mr John Forwood (and/or his nominee(s)) under Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval for Participation in Placement by a Director – Mr Samuel Garrett (and/or his nominee(s)) under Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval for Participation in Placement by a Director – Mr Neil Marston (and/or his nominee(s)) under Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of Issue of Shares to Mr Colin Bourke (and/or his nominee(s))	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Ratification of prior issue of up to 10,000,000 fully paid ordinary shares under Share Purchase Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

FG 1

3 0 5 7 3 9 A



Computershare

