



FORRESTANIA RESOURCES

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ASX RELEASE

Share Purchase Plan (SPP) Dispatched to Shareholders

Highlights:

- SPP dispatched on 9 December 2025

Forrestania Resources Limited (ASX: FRS) ("FRS" or "the Company") is pleased to advise that the Share Purchase Plan (Plan) announced on 18 November 2025 was dispatched to eligible shareholders on 9 December 2025.

The SPP 'offer booklet' comprises the Terms & Conditions (attached) and a personalised Application Form sent directly to eligible shareholders either electronically or via post, depending on the shareholders' nominated communication preferences. Shareholders can access the SPP offer booklet via the Company's share registry www.automic.com.au.

This announcement has been authorised for release by Forrestania Resources' Board.

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About Forrestania Resources Limited

Forrestania Resources Limited (ASX: FRS) is a rapidly growing gold exploration and development company focused on building a portfolio of high-quality projects across Western Australia's premier mining districts.

Led by a refreshed and experienced board, Forrestania is strategically expanding its footprint across the Southern Cross, Eastern Goldfields and Forrestania regions through disciplined exploration, selective acquisitions and a commitment to unlocking the broader potential of these highly prospective belts.

In the Southern Cross district, the Company is advancing a strategy to define significant gold resources capable of supporting long-term development opportunities.

The Forrestania Project, from which the Company takes its name, lies within a world-class mineral province adjacent to the historic Bounty gold mine (~1Moz historic production) and in proximity to major mining operations, underscoring the region's exceptional prospectivity.

Further north, Forrestania's projects near Coolgardie and Menzies provide additional exposure to gold and base metals within proven mineralised corridors of the Eastern Goldfields.

Forrestania Resources is dedicated to creating shareholder value through systematic exploration, strong technical execution and a focused approach to growing its gold asset base across Western Australia.

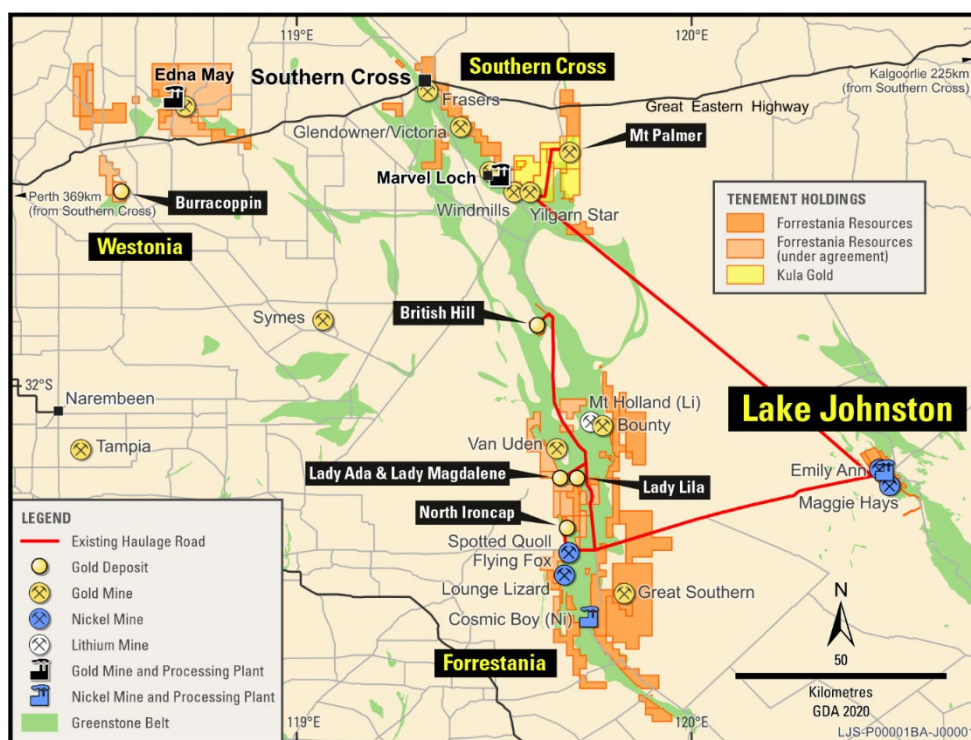
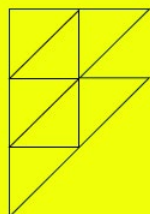


Figure 1: Location map of Forrestania Resources Ltd's projects and tenure



SHARE PURCHASE PLAN – TERMS AND CONDITIONS

Purpose

On 18 November 2025, Forrestania Resources Limited (ACN 647 899 698) (**Forrestania or the Company**) announced that it had received firm commitments for a placement of 182,857,144 fully paid ordinary shares in the Company at an issue price of \$0.175 per Share to sophisticated, institutional and professional investors, raising approximately \$32 million (**Placement**).

The purpose of the Share Purchase Plan (**Plan**), which will be conducted following the Placement, is to offer Forrestania shareholders the opportunity to acquire additional fully paid ordinary shares in the Company (**Shares**) up to a maximum of \$30,000 worth of Shares and a minimum of \$2,000 worth of Shares.

The issue price of \$0.175 per Share under the Plan represents a discount of 7.7% to \$0.1895 being the volume weighted average market price of the Shares over the last ten trading days on which sales in the Shares were recorded before the date the Plan was announced on 18 November 2025.

The Company is intending to raise \$2 million under the Plan, but retains the right, in its absolute discretion to accept oversubscriptions where it complies with the ASX Listing Rules. The Shares will not attract brokerage costs and will be issued without the need for the Company to issue a prospectus.

The Plan is governed upon such terms and conditions as the board of directors of the Company, in its absolute discretion, sees fit.

No financial advice

This document does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or needs. You should consider the appropriateness of participating in the Plan having regard to your investment objectives, financial situation and needs. Shareholders should seek independent financial and taxation advice before making any investment decision whether to subscribe for Shares under the Plan.

Shareholders eligible to participate

Holders of Shares that are registered with an Australian or New Zealand address at the Record Date are eligible shareholders (**Eligible Shareholders**) and may participate in the Plan, unless such registered shareholder holds Shares on behalf of another person who resides outside Australia or New Zealand. Due to foreign securities laws, it is not practical for shareholders (or beneficial shareholders) resident in other countries to be offered the opportunity to participate in the Plan.

Participation in the Plan is optional and is subject to these Terms and Conditions. Offers made under the Plan are non-renounceable (i.e. Eligible Shareholders may not transfer their rights to any Shares offered under the Plan). Eligible Shareholders who wish to take up Shares offered under the Plan agree to be bound by the Company's constitution in respect of Shares issued under the Plan.

An offer may, at the discretion of the Directors of the Company, be made under the Plan once a year. The maximum amount which any shareholder may subscribe for in any consecutive 12-month period is \$30,000. The Directors of the Company may also determine in their discretion the minimum amount for participation, the multiple of Shares to be offered under the Plan and the period the offer is available to Eligible Shareholders.

Custodians, trustees and nominees

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (ASIC CI 2019/547) (refer below) (Custodian) or in any more specific ASIC relief granted to the Company in relation to the Plan), you may apply for up to \$30,000 worth of new Shares for each beneficiary for whom you act as custodian provided you complete and submit, together with an Application, a certificate (Custodian Certificate) with the following information:

- (a) that you held Shares on behalf of:
- (i) one or more other persons that are not custodians; and/or
 - (ii) another custodian (**Downstream Custodian**) that holds beneficial interests in Shares on behalf of one or more other persons who are resident in Australia or New Zealand, to which those beneficial interests relate,
- (each a **Participating Beneficiary**) at the Record Date who have subsequently instructed you, and/or the Downstream Custodian, to apply for Shares under the Plan on their behalf;
- (b) the number of Participating Beneficiaries and their names and addresses;
- (c) the number of Shares that you hold on behalf of each Participating Beneficiary;
- (d) the number or dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through a Downstream Custodian, to apply for on their behalf;
- (e) that the application price for Shares applied under the Offer for each Participating Beneficiary for whom you act in addition to the application price for any other Shares issued to you as custodian (as a result of instruction given to you as Custodian or a Downstream Custodian) for that Participating Beneficiary under any arrangement similar to the Plan in the prior 12 months does not exceed \$30,000;
- (f) that a copy of the written Offer document was given to each Participating Beneficiary; and
- (g) where you hold Shares on behalf of a Participating Beneficiary indirectly, through one or more Downstream Custodians, the name and address of each Downstream Custodian.

For the purposes of ASIC CI 2019/547 you are a '**Custodian**' if you provide a custodial or depository service in relation to shares of a body or interests in a registered scheme and you:

- (a) hold an Australian financial services licence covering the provision of a custodial or depository service;
- (b) are exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;
- (c) hold an Australian financial services licence covering the operation of an IDPS or is a responsible entity of an IDPS-like scheme;
- (d) are a trustee of a self-managed superannuation fund or a superannuation master trust; or
- (e) are a registered holder of shares or interests in the class and are noted on the register of members of the body or scheme as holding the shares or interests on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Custodians should request a Custodian Certificate when making an Application on behalf of Participating Beneficiaries. To request a Custodian Certificate and if you would like further information on how to apply, you should contact the Company's share registry at any time from 8.30am to 5.00pm (Perth time) Monday to Friday during the Offer period.

The Company reserves the right to reject any Application to the extent it considers that the Application (whether alone or in conjunction with other Applications) does not comply with these requirements. The Company reserves the right to reject Applications in accordance with these Terms and Conditions.

Price of Shares

The issue price of Shares under the Plan has been set to match the issue price of Shares offered under the Placement.

The issue price of Shares to be issued under the Plan is \$0.175 which represents a discount of 7.7% to the volume weighted average market price for the Shares over the last ten trading days on which sales in the Shares were recorded prior to the date the Plan was announced on 18 November 2025.

The future market price of the Shares is uncertain and there is a risk that the market price of the Shares may rise or fall between the date of the Offer and the date when the Shares are issued to applicants under the Plan. Accordingly, the issue price you pay for Shares under the Plan may either be higher or lower than market price of the Shares trading on the ASX at the time the Shares are issued to you under the Plan. The market price for the Shares on the ASX can be obtained from your stockbroker or the ASX's website.

Applications and notices

At the discretion of the Directors of the Company, the Company will send Eligible Shareholders a letter of offer and acceptance procedures, inviting them to subscribe for Shares under the Plan, and accompanied by these Terms and Conditions of the Plan and an Application Form. Applications will not be accepted after the Closing Date of the Offer being **12 January 2026**. Oversubscriptions to the Offer may be refunded without interest, if not accepted by the Company.

Notices and statements made by the Company to participants may be given in any manner prescribed by the Company's Constitution.

Acknowledgement

By completing an Application and making the associated payment in accordance with the options on your Application Form, you:

- (a) irrevocably and unconditionally agree to the terms and conditions of the Plan and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the Plan;
- (b) warrant that all details and statements in your Application are true and complete and not misleading;
- (c) agree that your Application will be irrevocable and unconditional (that is, it cannot be withdrawn even if the market price of the Shares is less than the Price);
- (d) warrant that you are an Eligible Shareholder and are eligible to participate in the Plan;
- (e) acknowledge that no interest will be paid on any application monies held pending the issue of Shares under the Plan or subsequently refunded to you for any reason;
- (f) acknowledge that the Company and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these Terms and Conditions;
- (g) acknowledge and agree that if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand, and you have not sent these Terms and Conditions, an Offer document, or any materials relating to the Plan, to any person outside Australia and New Zealand;
- (h) if you are applying on your own behalf (and not as a Custodian), acknowledge and agree that:
 - (i) you are not applying for Shares with an application price of more than \$30,000 under the Plan (including by instructing a Custodian to acquire Shares on your behalf under the Plan); and
 - (ii) the total of the application price for the following does not exceed \$30,000:
 - (A) the Shares the subject of the Application;
 - (B) any other Shares issued to you under the Plan or any similar arrangement in the 12 months before the Application (excluding Shares applied for but not issued); any
 - (C) other Shares which you have instructed a Custodian to acquire on your behalf under the Plan; and
 - (D) any other Shares issued to a Custodian in the 12 months before the Application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the Plan.
- (I) if you are a Custodian and are applying on behalf of a Participating Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
 - (i) you are a Custodian (defined above);

- (ii) you hold Shares (directly or indirectly) on behalf of one or more Participating Beneficiaries;
- (iii) you held Shares on behalf of the Participating Beneficiary as at the Record Date who has instructed you to apply for Shares on their behalf under the Plan;
- (iv) each Participating Beneficiary on whose behalf you are applying for Shares has been given a copy of this document;
- (v) the application price for the Shares applied for on behalf of the Participating Beneficiary, and any other Shares applied for on their behalf under a similar arrangement in the previous 12 months (excluding Shares applied for but not issued), does not exceed \$30,000; and
- (vi) the information in the Custodian Certificate submitted with your Application is true, correct and not misleading;
- (j) agree to be bound by the constitution of the Company (as amended from time to time);
- (k) acknowledge that none of the Company, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the Plan, or has any obligation to provide such advice; and
- (l) authorise the Company, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application including the Application Form and to complete the Application by the insertion of any missing detail.

Placement of shortfall

The Company does not intend to place any shortfall under the Offer.

Issue of Shares

Shares to be issued under the Plan will be issued as soon as reasonably practicable after the Closing Date and in any event no more than five business days after the Closing Date.

All Shares issued under the Plan will rank equally in all respects with all other fully paid ordinary shares in the capital of the Company from the date of issue.

Holding statements or CHESS notification will be issued in respect of all Shares issued under the Plan. The Company will, promptly after the issue of Shares under the Plan, make an application for those Shares to be quoted on ASX.

Modification and termination of the Plan

The Company may modify or terminate the Plan at any time. The Company will notify ASX of any modification to, or termination of, the Plan. The omission to give notice of any modification to, or termination of, the Plan or the failure of ASX to receive such notice will not invalidate the modification or termination.

Without limiting the above, the Company may issue to any person fewer Shares than the person applied for, or issue that person no Shares at all, under the Plan if the issue of Shares applied for would contravene any applicable law, ASIC requirements (including under ASIC CI 2019/547) or policy or any ASX Listing Rules.

No applications funded by share disposals (“Selling to Fund Rule”)

To discourage Eligible Shareholders from selling shares solely to fund SPP participation, the Company may consider recent share sale activity when determining allocations. This may include:

- (a) identifying Eligible Shareholders who have reduced their shareholding between the SPP Record Date and the Closing Date; and
- (b) reviewing the scale of disposals relative to the size of the Eligible Shareholder’s SPP application.

Where the Company reasonably considers that an application has been funded (in whole or in part) by the sale of shares after the Record Date, the Company may, at its discretion:

- (c) scale back the application; or
- (d) reject the application (in full or in part).

This mechanism is intended to ensure the SPP benefits long-term holders and supports market stability.

Raising amount and scale back

While the Company is seeking to raise \$2 million under the Plan, the Company reserves the right to accept oversubscriptions at its absolute discretion.

The Company reserves absolute discretion regarding the final amount raised under the Plan subject to compliance with the ASX Listing Rules.

In accordance with the ASX Listing Rules, the maximum number of Shares that can be issued as at the date of this document is 140,701,981.

In the event of oversubscriptions and where no oversubscriptions are accepted, the Directors of the Company intend to either close the Offer early and/or undertake a scale back. A "scale back" is a reduction in the number of new Shares issued (compared to the number applied for). If there is a scale back, you may receive less than the parcel of new Shares for which you have applied (with a corresponding reduction in the number of Options that you would receive under the Option Offer). If a scale back produces a fractional number of new Shares when applied to your parcel, the number of new Shares you will be allotted will be rounded down to the nearest whole number of new Shares.

If there is a scale back, the difference between the application monies from you, and the number of new Shares allocated to you multiplied by the issue price, will be refunded to you without interest.

The Company may, in its absolute discretion, undertake a scale back of applications for new Shares to the extent and in the manner it sees fit. In doing so, the Directors may consider several factors, including:

- (a) the size of your shareholding as at the Record Date;
- (b) the extent to which you have sold or purchased Shares since the Record Date;
- (c) adjustments under the "Selling to Fund Rule";
- (d) whether you have multiple registered holdings; and/or
- (e) the date on which your application was received.

All scale back decisions are made by the Directors of the Company and are final.

Dispute resolution

The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participant, Application or Shares. The decision of the Company in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

The Company reserves the right to waive strict compliance with any provision of these Terms and Conditions. The powers of the Company under these Terms and Conditions may be exercised by the Directors of the Company or any delegate of the Directors of the Company.

Questions and contact details

If you have any questions regarding the Plan or how to deal with this Offer, please contact your accountant, financial adviser, stockbroker, lawyer or other professional adviser or Automic via email at corporate.actions@automicgroup.com.au or phone: 1300 288 664 (within Australia), or +61 2 9698 5414 (international) between 8:30 am and 7:00pm (Sydney time) Monday to Friday.