

FORRESTANIA RESOURCES LIMITED
ACN 647 899 698
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (AWST)
DATE: 12 January 2026
PLACE: Level 14, QV1 Building
250 St Georges Terrace
PERTH WA 6000

The business of the Meeting affects your shareholding and your vote is important.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:00am (AWST) on 10 January 2026.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF TRANCHE 1 PLACEMENT SHARES – LISTING RULE 7.1 CAPACITY

To consider and, if thought fit, to pass, with or without amendment, 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 of 28,954,872 Shares on the terms and conditions set out in the Explanatory Statement."

2. RESOLUTION 2 – RATIFICATION OF TRANCHE 1 PLACEMENT SHARES – LISTING RULE 7.1A CAPACITY

To consider and, if thought fit, to pass, with or without amendment, 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 of 46,678,328 Shares on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, subject to the passing of Resolution 4, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 107,223,944 Shares to the Placement Participants on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – APPROVAL TO ISSUE ATTACHING OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, subject to the passing of Resolution 3, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 176,623,378 Options to the Capital Raising Participants on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL TO ISSUE CORPORATE ADVISER OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 10,000,000 Options to Bell Potter on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL TO ISSUE SHARES TO GOLDZONE INVESTMENTS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue such number of Shares equal to \$3,550,000 to Goldzone Investments on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – RATIFICATION OF AGREEMENT TO ISSUE SHARES TO HORIZON MINERALS LIMITED

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the agreement to issue 28,571,429 Shares on the terms and conditions set out in the Explanatory Statement.”

8. RESOLUTION 8 – RE-APPROVAL TO ISSUE SECURITIES TO ACQUIRE HYDEN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 20,692,250 Shares to Lantech Developments together with 15,000,000 Options (or its nominee(s)) on the terms and conditions set out in the Explanatory Memorandum.”

9. RESOLUTION 9 – APPROVAL TO ISSUE OPTIONS TO NEW DIRECTOR – BRETT HODGINS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 15,000,000 Options to Brett Hodgins (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

Dated: 12 December 2025

Voting Prohibition Statements

Resolution 9 – Approval to Issue Options to New Director – Brett Hodgins	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
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Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolutions 1 and 2 – Ratification of Tranche 1 Placement Shares	The Placement Participants (or their nominee(s)) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 3 – Approval to Issue Tranche 2 Placement Shares	The Placement Participants (or their nominee(s)) or any other person who is expected to participate in, or 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 Company) or an associate of that person (or those persons).
Resolution 4 – Approval to Issue Attaching Options	The Capital Raising Participants (or their nominee(s)) or any other person who is expected to participate in, or 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 Company) or an associate of that person (or those persons).
Resolution 5 – Approval to Issue Corporate Adviser Options	Bell Potter (or its nominee(s)) or any other person who is expected to participate in, or 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 Company) or an associate of that person (or those persons).
Resolution 6 – Approval to Issue Shares to Goldzone Investments	Goldzone Investments (or its nominee(s)) or any other person who is expected to participate in, or 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 Company) or an associate of that person (or those persons).
Resolution 7 – Ratification of Agreement to Issue Shares to Horizon Minerals Limited	Horizon Minerals Limited, Poseidon Nickel Pty Limited or any other person who is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 8 – Re-Approval to Issue Securities to Acquire Hyden	Lantech Developments (or its nominee(s)) or any other person who is expected to participate in, or 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 Company) or an associate of that person (or those persons).
Resolution 9 – Approval to Issue Options to New Director – Brett Hodgins	Brett Hodgins (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

You may still attend the Meeting and vote in person even if you have lodged or appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Automic Group will need to verify your identity. You can register from 10.15am on the day of the Meeting.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6555 2950 or via email at cosec@forrestaniaresources.com.au.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO RESOLUTIONS 1 TO 4 – PLACEMENT AND SHARE PURCHASE PLAN

1.1 Capital Raising

On 18 November 2025, the Company announced that it had received binding commitments for a placement of up to 182,857,144 Shares at an issue price of \$0.175 per Share to institutional and sophisticated investors (**Placement Participants**) to raise a total of \$32,000,000 (before costs) (**Placement**). The Placement Participants were identified through a bookbuild process undertaken by Bell Potter Securities Limited (ACN 006 390 772) (**Bell Potter**).

The Placement will be completed in two tranches, as follows:

- (a) **Placement Tranche 1:** 75,633,200 Shares which were issued to Placement Participants under the Company's Listing Rule 7.1 and Listing Rule 7.1A placement capacity on 25 November 2025 (for which ratification is sought under **Resolution 1** and **Resolution 2** respectively); and
- (b) **Placement Tranche 2:** 107,223,944 Shares are to be issued subject to Shareholder approval which is sought under **Resolution 3**.

In conjunction with the Placement, the Company also announced that it was undertaking a Share Purchase Plan seeking to raise a further \$2,000,000 at an offer price of \$0.175 per Share (**SPP**). The SPP will be offered to existing eligible shareholders, being Shareholders of the Company with a registered address in Australia and New Zealand (**SPP Participants**).

The Capital Raising Participants are also entitled, subject to receiving Shareholder approval at this Meeting, to 1 Option for every 1.1 Shares issued under the Placement and SPP, exercisable at \$0.24 each on or before the date that is 3 years from the date of issue (**Capital Raising Options**), and otherwise on the terms and conditions set out in Schedule 1.

Shareholder approval for the Capital Raising Options is sought under **Resolution 4** of this Notice.

Because it was a term of the Placement that participants in the Placement would receive the Capital Raising Options, Resolutions 3 and 4 are inter conditional. Accordingly, if Resolution 3 is not passed to approve the issue of Shares under Placement Tranche 2, then Resolution 4 cannot be passed.

SPP Participants, being eligible shareholders who subscribe for and receive Shares under the SPP, will also be entitled to participate in the future offer of the Capital Raising Options. The SPP does not close until after the date and time of the Meeting. As such, who is entitled to receive Capital Raising Options under the SPP is not yet known as at the date of this Notice of Meeting.

1.2 Use of Funds

As announced on 18 November 2025, the funds raised under both the Placement and SPP will be applied towards the acquisition of the Lake Johnston Project, to provide general working capital and for the costs of the Placement.

1.3 Lead Manager

The Company agreed, pursuant to a lead manager mandate with Bell Potter entered into on or about 14 November 2025 (**Lead Manager Mandate**), to pay a cash fee of 6% of the gross amount raised under the Placement. The Lead Manager Mandate is otherwise on standard terms and conditions for a mandate between a lead manager and company.

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF TRANCHE 1 PLACEMENT SHARES

2.1 General

A summary of the Placement is set out in Section 1.1 above.

Resolutions 1 and 2 seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 75,633,200 Shares at an issue price of \$0.175 per Share to raise \$13,235,810 under Tranche 1 of the Placement.

28,954,872 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 1) and 46,678,328 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 2).

2.2 Listing Rules 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 28 November 2025.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

2.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

2.4 Technical information required by Listing Rule 14.1A

If Resolutions 1 and 2 are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

2.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	<p>Professional and sophisticated investors who were identified through a bookbuild process, which involved Bell Potter seeking expressions of interest to participate in the capital raising from non-related parties of the Company.</p> <p>The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.</p>

REQUIRED INFORMATION	DETAILS
Number and class of Securities issued	75,633,200 Shares were issued on the following basis: (a) 28,954,872 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and (b) 46,678,328 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).
Material terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	The Shares were issued on 25 November 2025.
Price or other consideration the Company received for the Securities	\$0.175 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.2 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares were issued pursuant to customary placement agreements between the Company and the Placement Participants.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

3.1 General

A summary of the Placement is set out in Section 1.1 above.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 107,223,944 Shares to the Placement Participants at an issue price of \$0.175 per Share to raise up to approximately \$18,764,190 under Tranche 2 of the Placement.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. If an entity relies on this exception, it must not issue securities without such approval. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 3 is also conditional upon Shareholders approving Resolution 4, being for the issue of the Capital Raising Options to participants in the Placement and the SPP. This is because the issue of the Capital Raising Options was a term of the Placement (and the SPP).

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. The Company will therefore not raise a further \$18,764,190 under Tranche 2 of the Placement. Further, if this Resolution is not passed, the issue of Capital Raising Options pursuant to Resolution 4 will not proceed as Resolution 4 is conditional on Shareholder approval being received for this Resolution.

3.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Professional and sophisticated investors who have been identified through a bookbuild process, which involved Bell Potter seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	107,223,944 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Shares will be issued at \$0.175 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.2 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares are being issued pursuant to customary placement agreements between the Company and the Placement Participants.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

4. RESOLUTION 4 – APPROVAL TO ISSUE ATTACHING OPTIONS

4.1 General

A summary of the Placement and SPP is set out in Section 1.1.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 176,623,378 Capital Raising Options to the participants in the Placement and the SPP. The Capital Raising Options will be issued on the basis of 1 Capital Raising Option for every 1.1 Shares subscribed for and issued under the Placement and SPP. The Capital Raising Options will be exercisable at \$0.24 each on or before the date that is 3 years from the date of issue, and otherwise on the terms and conditions set out in Schedule 1.

This Resolution is subject to the passing of Resolution 3 above. This is because the Capital Raising Options are a term of the Capital Raising, including eligible shareholders who participate in the SPP, and will not be issued except to those parties.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. If an entity relies on this exception, it must not issue securities without such approval. Therefore, the proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Capital Raising Options. Further, if this Resolution is not passed, the issue of Shares in relation to Tranche 2 of the Placement and pursuant to Resolution 3 will not proceed as Resolution 3 is conditional on Shareholder approval being received for this Resolution.

4.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Professional and sophisticated investors who have been identified through a bookbuild process, which involved Bell Potter seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 176,623,378 Capital Raising Options will be issued pursuant to Shareholder approval under this Resolution.
Material terms of Securities	The Capital Raising Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Capital Raising Options as soon as practicable after the Resolution is passed and the SPP closed. In any event, the Company will not issue any Capital Raising Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Capital Raising Options will be issued for nil consideration as they are free attaching to the Shares issued under both the Placement and SPP.
Purpose of the issue, including the intended use of any funds raised by the issue	No funds will be raised unless the Capital Raising Options are exercised, as the Capital Raising Options are being issued free attaching to the Shares issued under the Placement and SPP. Refer to Section 1.2 for details of the proposed use of funds under the Placement and SPP.
Summary of material terms of agreement to issue	The Capital Raising Options are being issued pursuant to customary placement agreements and acceptance letters between the Company and the Capital Raising Participants.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

5. RESOLUTION 5 – APPROVAL TO ISSUE CORPORATE ADVISER OPTIONS

5.1 Background

As announced on 14 October 2025, the Company entered into a Bid Implementation Agreement to acquire all of the fully paid ordinary shares in Kula Gold Limited (ASX: KGD) that it did not currently own via an off-market takeover bid (**Takeover Bid**). Pursuant to an agreement dated 12 October 2025, the Company engaged Bell Potter to act as a corporate adviser to the Company in connection with the Takeover Bid (**Corporate Advisory Mandate**). The Company has agreed to pay/issue Bell Potter the following under the Corporate Advisory Mandate:

- (a) Subject to Shareholder approval, 10,000,000 Options exercisable at \$0.75 on or before the date that is 3 years from the date of issue (for which approval is sought under this Resolution); and
- (b) pay Bell Potter a monthly retainer fee equal to \$10,000 plus GST from 1 September 2025 until 31 January 2026.

Should Shareholders not approve the issue of the Options to Bell Potter, the Company will be obligated to instead pay Bell Potter a cash success fee equal to \$250,000. The Corporate Advisory Mandate is otherwise on terms and conditions that are standard for an agreement of this nature.

5.2 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 10,000,000 Options in consideration for corporate advisory services provided under the Corporate Advisory Mandate. The Options will be exercisable at \$0.75 each on or before the date that is 3 years from the date of issue and otherwise on the terms and conditions set out in Schedule 2.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

5.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. If the Company is unable to proceed the issue it is obliged to instead pay Bell Potter a cash success fee of \$250,000 pursuant to the Corporate Advisory Mandate.

5.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Options will be issued to Bell Potter (or their nominee(s)). The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	10,000,000 Options will be issued.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 2.

REQUIRED INFORMATION	DETAILS
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price, in consideration for services provided under the Corporate Advisory Mandate.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Corporate Advisory Mandate.
Summary of material terms of agreement to issue	The Securities are being issued under the Corporate Advisory Mandate, a summary of the material terms of which is set out in Section 5.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

6. RESOLUTION 6 – APPROVAL TO ISSUE SHARES TO GOLDZONE INVESTMENTS

6.1 Background

On or around 9 December 2025, the Company announced that it had entered into an agreement (**Tenement Sale Agreement**) to acquire certain tenements in Western Australia that comprise the Jaurdi Project, the Johnston Range North Project, the Johnston Range South Project, the Mt Jackson Project, the Grey Sapphire Project and the Apples/Sandstone Project (**Goldzone Tenements**) from Goldzone Investments Pty Ltd (ACN 643 985 871) (**Goldzone Investments**) (**Tenement Acquisition**).

The material terms of the Tenement Sale Agreement are as follows:

- (a) The consideration payable by the Company to Goldzone Investments, will be as follows:
 - (i) a cash payment of \$600,000; and
 - (ii) subject to Shareholder approval, the issue of Shares equal in value to \$3,550,000, with the number of Shares to be issued to be calculated by dividing \$3,550,000 by the 20-day VWAP over the 20 trading days immediately prior to completion under the Tenement Acquisition (**Goldzone Consideration Shares**);
- (b) In addition to the consideration, subject to completion occurring under the Tenement Sale Agreement, the Company will also:
 - (i) within 5 Business Days of the date that Goldzone Investments notifies the Company in writing that it has been granted exploration licence E77/2750, the Company will pay to Goldzone Investments an amount of \$100,000 by way of electronic transfer;
 - (ii) within 5 Business Days after the announcement of a Resource of not less than 50,000 ounces of gold (using a cut-off grade of 0.5g/t) from any of the tenements comprising each of the Jaurdi, Mt Jackson and/or Johnston Range Project areas, issue Goldzone Investments with Shares equal to \$500,000 divided by the 5-day VWAP of the Company's Shares traded over the 5 trading days immediately prior to the date the Company announces the relevant resource, or pay to Goldzone Investments the amount of \$500,000 in cash, at the election of the Company; and

- (iii) within 5 Business Days after the announcement of a resource of not less than 100,000 ounces of gold (using a cut-off grade of 0.5g/t) from any of the tenements comprising each of the Jaurdi, Mt Jackson and/or Johnston Range Project areas, issue Goldzone Investments with Shares equal to \$500,000 divided by the 5-day VWAP of the Company's Shares traded over the 5 trading days immediately prior to the date the Company announces the relevant resource, or pay to Goldzone Investments the amount of \$500,000 in cash, at the election of the Company.
- (c) The Company acknowledges that:
 - (i) it is intended that Goldzone Investments will retain all rights to explore for iron ore on the Tenements after completion of the Tenement Sale Agreement (**Iron Ore Rights**);
 - (ii) Goldzone Investments has previously granted the Iron Ore Rights on the Jaurdi Project and the Mt Jackson Project areas; and
 - (iii) within 60 days of the date of completion of the Tenement Sale Agreement, the parties will use their best efforts to negotiate and agree a mineral rights deed to govern their respective rights and activities (including the rights and activities of the third party holder of the Iron Ore Rights) over the Goldzone Tenements.

The Tenement Sale Agreement is otherwise on standard terms and conditions.

6.2 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of \$3,550,000 in Shares as part consideration for the Tenement Acquisition as set out in Section 6.1.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

6.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the Tenement Acquisition. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. Accordingly, the Company would not be able to proceed with the Tenement Acquisition and will not have the benefit of acquiring additional mineral tenure.

6.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	<p>The Shares will be issued to Goldzone Investments (or its nominee(s)).</p> <p>The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.</p>
Number of Securities and class to be issued	A number of Shares calculated by dividing \$3,550,000 by the 20-day VWAP of the Company's Shares over the 20 days immediately prior to completion occurring.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of

REQUIRED INFORMATION	DETAILS
	the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Shares will be issued at a nil issue price, in consideration for the acquisition of Goldzone Tenements.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Tenement Sale Agreement.
Summary of material terms of agreement to issue	The Shares are being issued under the Tenement Sale Agreement, a summary of the material terms of which is set out in Section 6.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

7. RESOLUTION 7 – RATIFICATION OF AGREEMENT TO ISSUE SHARES TO HORIZON MINERALS LIMITED

7.1 General

On 18 November 2025, the Company announced that it had entered into an agreement to acquire the Lake Johnston Project from Poseidon Nickel Pty Limited, a wholly owned subsidiary of Horizon Minerals Limited.

As set out in that announcement, part of the consideration for that acquisition was the issue of \$5 million of Shares at \$0.175 per Share, equal to 28,571,429 Shares.

The Shares will not be issued prior to the date of the Meeting, but are expected to be issued at completion, which will occur after Shareholders approve Tranche 2 of the Placement. Completion is expected to occur in the weeks following the date of the Meeting.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the agreement to issue these Shares, subject to the Shares being issued within 3 months from the date of the Meeting.

7.2 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed and the Shares are issued within 3 months from the date of the Meeting, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If Resolution 7 is passed and the Shares are subsequently issued, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

7.3 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons with whom the Company has agreed to issue Shares	Poseidon Nickel Pty Limited
Number and class of Securities issued	28,571,429 Shares
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	The Shares will not be issued as at the date of the Meeting, but are expected to be issued within 3 months of the date of the Meeting on the date when the Company completes the acquisition of the Lake Johnston Project with Poseidon Nickel Pty Limited.
Price or other consideration the Company received for the Securities	The agreement to issue the Shares is as part consideration for the acquisition of the Lake Johnston Project. As such the Shares are being issued for nil cash consideration, but for a deemed total issue price of \$5 million.
Purpose of the issue, including the intended use of any funds raised by the issue	No funds will be raised from the issue.
Summary of material terms of agreement to issue	<p>The Company has entered into a Binding heads of agreement (Agreement) with Poseidon Nickel Pty Ltd, a wholly owned subsidiary of Horizon Minerals Limited, the sale assets making up the Lake Johnston Project for total consideration value of \$35 million. The consideration comprises of:</p> <ul style="list-style-type: none"> (a) \$2 million non-refundable cash consideration paid on execution of the HOA, which amount has been paid; (b) \$14 million upfront cash consideration on execution of the full form agreement; (c) \$14 million cash on completion; and (d) \$5 million of FRS fully paid ordinary shares to be issued on completion at \$0.175 per share, being the same price as the capital raising. <p>Completion is subject to the following conditions precedent:</p> <ul style="list-style-type: none"> (a) Both parties receiving all necessary regulatory approvals or waivers (including FRS obtaining written confirmation from the ASX that Listing Rule 11.1.3 will not apply); (b) The Company successfully completing a capital raising to funds the acquisition – this condition is now satisfied with the announcement of the capital

REQUIRED INFORMATION	DETAILS
	<p>raising today;</p> <p>(c) Both parties entering into all necessary deeds of assignment for the transfer of the Lake Johnston assets;</p> <p>(d) Parties obtaining all relevant third party approvals and consents.</p> <p>The Company expects completion under the Agreement by 31 January 2026.</p>
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue will not breach Listing Rule 7.1.

8. RESOLUTION 8 – RE-APPROVAL TO ISSUE SECURITIES TO ACQUIRE HYDEN

8.1 Background

As announced on 11 August 2025, the Company has entered into a binding option agreement to acquire 100% of the issued shares in Hyden Project Holdings Pty Ltd (ACN 141 995 217) (**HPH**) from Hyden Resources Pty Ltd (ACN 675 890 641) (**Hyden**). On 2 November 2025, the Company agreed to a novation and variation of this agreement to extend the Hyden Option. Under the novation and variation agreement the Hyden Option now provides the Company with the right acquire 100% of the issued shares in Hyden from Lantech Developments Pty Ltd (ACN 007 034 684) (**Lantech Developments**) (**Hyden Option**). Accordingly, the Consideration under the agreement will now be payable to Lantech Developments.

HPH is the holder of two advanced open pit gold projects on granted mining leases. Details of the gold projects and existing resource estimates can be found in the Company's ASX announcement dated 11 August 2025.

The Consideration payable under the agreement includes the following:

- (a) A nominal option fee for the grant of the Hyden Option; and
- (b) upon notice of exercise of the Option, the Company must make the following payments to complete the acquisition. The total consideration for the acquisition is \$15,200,000 payable in three tranches as set out below (**Hyden Consideration**):
 - (i) Tranche 1 payment: \$5,200,000 on or before the completion date.
 - (ii) Tranche 2 payment: \$5,000,000 on or before 31 May 2026.
 - (iii) Tranche 3 payment: \$5,000,000 on or before 31 March 2027.
- (c) The Company can elect to pay 50% of each tranche of the Hyden Consideration by the issue of Shares in the Company as follows:
 - (i) Tranche 1 paid and issued on or before the completion date as follows \$2,450,000 in cash and consideration share value of \$2,750,000 at an issue price of 13.29 cents per share;
 - (ii) Tranche 2 paid and issued on or before 31 May 2026 as follows \$2,500,000 in cash and consideration share value of \$2,500,000 calculated on a 20-day VWAP; and
 - (iii) Tranche 3, paid and issued on or before 31 March 2027 as follows \$2,500,000 in cash and consideration share value of \$2,500,000 calculated on a 20-day VWAP.
- (d) The Company will also issue and grant:

- (i) Options are to be granted being 10,000,000 Options exercisable at 22 cents per share with a 3-year expiry date; and 5,000,000 Options exercisable at 32 cents per share with a 3-year expiry date (**Consideration Options**); and
 - (ii) there are royalties in place over the tenements which will remain - a 1% net smelter royalty over all the tenements, and a 1.5% net smelter royalty over E77/2219.
- (e) Completion is subject to a number of usual conditions precedent for transactions of this type, including:
- (i) the Company receiving confirmation from ASX that the acquisition would not require the Company to re-comply with Chapters 1 and 2 of the ASX Listing Rules.
 - (ii) the Company obtaining any ASX approval and shareholder approval, if required.
 - (iii) satisfaction of outstanding liabilities and confirmation by HPH and Hyden that there are no contingent liabilities for HPH;
 - (iv) HPH continues to hold a 100% unfettered and unencumbered interest in the Tenements;
 - (v) there is no breach of warranties under the agreement;
 - (vi) HPH does not enter into any contract or incur any liability other than in the usual course of business; and
 - (vii) the Buyer providing to Lantech at or before completion, a written commitment that Lantech can participate up to an amount of \$1,500,000 in each future capital raising undertaken by the Company.
- (f) The agreement is otherwise on standard terms and conditions for a share sale agreement.

The Company previously received Shareholder approval to issue the first tranche of the Hyden Consideration Shares and the Consideration Options at its general meeting held on 31 October 2025. Given that the Hyden Option has not yet been exercised, and has now been extended, the Company will not issue the Securities by 31 January 2025.

Accordingly, the Company is now seeking re-approval to issue the first tranche of the Hyden Consideration Shares and the 15,000,000 Consideration Options at a date later than 31 January 2025.

8.2 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 20,692,250 Shares and 15,000,000 Consideration Options under the first tranche payable should the Company exercise the Hyden Option.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issues fall within exception 17 of Listing Rule 7.2. The issue therefore requires the approval of Shareholders under Listing Rule 7.1.

8.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. This would mean that completion under that relevant acquisition could not occur and the Company would not get the benefit of acquiring the relevant mineral tenure in Western Australia.

8.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Securities will be issued to Lantech Developments. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 20,692,250 Shares (at a deemed issue price of \$0.1329 per Share) and 15,000,000 Consideration Options will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Consideration Options will be issued on the following terms: (a) 10,000,000 Options exercisable at \$0.22 on or before the date that is three years from the date of issue; and (b) 5,000,000 Options exercisable at \$0.32 on or before the date that is three years from the date of issue, and otherwise on the terms set out in Schedule 3.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares and Consideration Options at the completion of the transaction. In any event, the Company will not issue any Shares or Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Shares and Consideration Options will be issued for nil cash consideration as part payment of Tranche 1 of the consideration paid at completion (refer to Section 8.1 above).
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue will be to meet part of the consideration payable at completion of the acquisition.
Summary of material terms of agreement to issue	Refer to Section 8.1 above.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

9. RESOLUTION 9 – APPROVAL TO ISSUE OPTIONS TO NEW DIRECTOR – BRETT HODGINS

9.1 General

On 5 December 2025, the Company appointed Brett Hodgins as an Executive Director and, as per the Company's constitution and Listing Rule 14.4, hold office until the end of the Company's next Annual General Meeting.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of 15,000,000 Options to Mr Hodgins (or his nominee(s)) on the terms and conditions set out in Schedule 4.

Further details in respect of the Securities proposed to be issued are set out in the table below.

CLASS	QUANTITY	EXERCISE PRICE	EXPIRY
A	5,000,000	\$0.40	Each Option will expire at 5:00pm (AWST) on or before the date that is three (3) years from the date of issue.
B	5,000,000	\$0.60	Each Option will expire at 5:00pm (AWST) on or before the date that is three (3) years from the date of issue.
C	5,000,000	\$0.90	Each Option will expire at 5:00pm (AWST) on or before the date that is three (3) years from the date of issue.

9.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue constitutes giving a financial benefit and Mr Hodgins is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Hodgins who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Options, reached as part of the remuneration package for Mr Hodgins, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis and prior to Mr Hodgins's appointment as a Director.

9.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

9.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue. The Company may have to identify other ways to appropriately remunerate Mr Hodgins, such as the provision of cash incentives.

9.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	The Options will be issued to Mr Hodgins.
Categorisation under Listing Rule 10.11	<p>The recipient falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director.</p> <p>Any nominee(s) of the recipient who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.</p>
Number of Securities and class to be issued	15,000,000 Options will be issued.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 4.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for Mr Hodgins to motivate and reward their performance as a Director and to provide cost effective remuneration to Mr Hodgins, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Hodgins.
Remuneration package	The current total remuneration package for Hodgins is \$250,000, comprising of directors' fees/salary and superannuation. If the Securities are issued, the total remuneration package of Mr Hodgins will increase by \$2,490,000, being the value of the Securities (based on the Black Scholes methodology).
Summary of material terms of agreement to issue	The Securities are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

REQUIRED INFORMATION	DETAILS
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Bell Potter means Bell Potter Securities Limited (ACN 006 390 772) (AFSL 243480).

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Capital Raising Options have the meaning given in Section 1.1.

Capital Raising Participants have the meaning given in Section 1.1

Chair means the chair of the Meeting.

Company means Forrestania Resources Limited (ACN 647 899 698).

Consideration Options has the meaning given in Section 8.1(d)(i).

Constitution means the Company's constitution.

Corporate Advisory Mandate has the meaning given in Section 5.1.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Eligible Entity means an entity that is not included in the S&P/ASX300 Index and has a market capitalisation of less than \$300 million as of the date of the Meeting.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Goldzone Tenements has the meaning given in Section 6.1.

Goldzone Investments means Goldzone Investments Pty Ltd (ACN 643 985 871).

Goldzone Consideration Shares is given the meaning in Section 6.1(a)(ii).

HPH means Hyden Project Holdings Pty Ltd (ACN 141 995 217).

Hyden means Hyden Resources Pty Ltd (ACN 675 890 641).

Hyden Consideration is given the meaning in Section 8.1(b).

Hyden Option has the meaning given in Section 8.1.

Iron Ore Rights is given the meaning in Section 6.1.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Lantech Developments means Lantech Developments Pty Ltd (ACN 007 034 684).

Lead Manager Mandate has the meaning given in Section 1.3.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Placement has the meaning given in Section 1.1.

Placement Participants means sophisticated and institutional investors who participated in Tranche 1 and 2 of the Placement.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Security means a Share or Option (as applicable).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

SPP has the meaning given in Section 1.1.

SPP Participants has the meaning given in Section 1.1.

Takeover Bid means the Company's off market takeover bid for all the fully paid ordinary shares that it does not already own in the capital of Kula Gold Limited (ASX: KGD).

Tenement Acquisition has the meaning given in Section 6.1.

Tenement Sale Agreement has the meaning given in Section 6.1.

Tranche 1 has the meaning given in Section 1.1.

Tranche 2 has the meaning given in Section 1.1.

VWAP means the Volume Weighted Average Price.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF CAPITAL RAISING OPTIONS

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.24 (Exercise Price).
3.	Expiry Date	Each Option will expire at 5:00 pm (AWST) on the date that is three years from the date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
7.	Timing of issue of Shares on exercise	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. <p>If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
8.	Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued Shares of the Company.
9.	Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the option holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

10.	Participation in new issues	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11.	Change in exercise price/Adjustment for rights issue	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12.	Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
13.	Rights attaching to Options	<p>Prior to an Option being exercised, the holder:</p> <ul style="list-style-type: none"> (a) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (b) is not entitled to receive any dividends declared by the Company; and (c) is not entitled to participate in any new issue of Shares (refer to section 10).

SCHEDULE 2 – TERMS AND CONDITIONS OF CORPORATE ADVISER OPTIONS

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.75 (Exercise Price).
3.	Expiry Date	Each Option will expire at 5:00 pm (AWST) on the date that is three years from the date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
7.	Timing of issue of Shares on exercise	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. <p>If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
8.	Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued Shares of the Company.
9.	Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the option holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
10.	Participation in	There are no participation rights or entitlements inherent in the Options

	new issues	and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11.	Change in exercise price/Adjustment for rights issue	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12.	Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
13.	Rights attaching to Options	<p>Prior to an Option being exercised, the holder:</p> <ul style="list-style-type: none"> (d) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (e) is not entitled to receive any dividends declared by the Company; and (f) is not entitled to participate in any new issue of Shares (refer to section 10).

SCHEDULE 3 – TERMS AND CONDITIONS OF THE CONSIDERATION OPTIONS

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	Subject to paragraph 9, the Options are exercisable at their designated exercise price (Exercise Price).
3.	Expiry Date	Each Option will expire at 5:00 pm (WST) on the date that is three (3) years from the date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	Exercise Date	A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
7.	Timing of issue of Shares on exercise	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> (d) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (e) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (f) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. <p>If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
8.	Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued Shares of the Company.
9.	Reorganisation	If at any time the issued capital of the Company is reconstructed, all rights of the option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
10.	Participation in new issues	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

11.	Change in exercise price/Adjustment for rights issue	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12.	Rights attaching to Options	<p>Prior to an Option being exercised, the holder:</p> <ul style="list-style-type: none">(g) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company;(h) is not entitled to receive any dividends declared by the Company; and(i) is not entitled to participate in any new issue of Shares (refer to section 10).

SCHEDULE 4 – TERMS AND CONDITIONS OF DIRECTOR OPTIONS

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.								
2.	Exercise Price	<div>Subject to paragraph 9, the amount payable upon exercise of each Option will be:</div> <table><tr><th>CLASS</th><th>EXERCISE PRICE</th></tr><tr><td>A</td><td>\$0.40</td></tr><tr><td>B</td><td>\$0.60</td></tr><tr><td>C</td><td>\$0.90</td></tr></table> <div>(Exercise Price).</div>	CLASS	EXERCISE PRICE	A	\$0.40	B	\$0.60	C	\$0.90
CLASS	EXERCISE PRICE									
A	\$0.40									
B	\$0.60									
C	\$0.90									
3.	Expiry Date	<div>Option will expire at 5:00 pm (AWST) on the date that is three (3) years from the date of issue (Expiry Date).</div> <div>An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date</div>								
4.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).								
5.	Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.								
6.	Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).								
7.	Timing of issue of Shares on exercise	<div>Within five Business Days after the Exercise Date, the Company will:</div> <div><div>(g)</div><div>issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company;</div></div> <div><div>(h)</div><div>if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and</div></div> <div><div>(i)</div><div>if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.</div></div> <div>If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</div>								
8.	Shares issued on	Shares issued on exercise of the Options rank equally with the then								

	exercise	issued Shares of the Company.
9.	Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the option holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
10.	Participation in new issues	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11.	Change in exercise price/Adjustment for rights issue	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12.	Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
13.	Rights attaching to Options	<p>Prior to an Option being exercised, the holder:</p> <ul style="list-style-type: none"> (j) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (k) is not entitled to receive any dividends declared by the Company; and (l) is not entitled to participate in any new issue of Shares (refer to section 10).