



STATEMENT OF CAPITAL STRUCTURE

Consolidation of Capital

Future Metals NL (formerly named Red Emperor Resources NL) (ACN 124 734 961) (ASX: **FME**) (**Company**) confirms the consolidation of its capital on the basis of every 100 fully paid ordinary shares (**Shares**) being consolidated into 14 Shares became effective on 4 June 2021. The Company completed the consolidation of capital on 11 June 2021.

Issue of Public Offer Shares and Vendor securities

The Company confirms that following completion of the offers under the Company's prospectus dated 18 May 2021 and supplementary prospectus dated 28 May 2021 (**Prospectus**) and its re-compliance with Chapters 1 and 2 of the ASX Listing Rules, as at the date of reinstatement to official quotation on ASX of the Company's securities the Company's capital structure is as set out below. All securities are shown on a post-consolidation basis.

Security	Number
Shares ^{1, 2}	348,541,184
Unquoted Vendor Options exercisable at \$0.10 each on or before 11 June 2024 ^{3,4}	87,500,000
Unquoted Options exercisable at \$0.357 on or before 15 January 2022 ⁵	840,001
Performance Rights, Class A ⁶	7,333,331
Performance Rights, Class B ⁶	7,333,334
Performance Rights, Class C ⁶	7,333,335

Notes:

- The rights attaching to the Shares are summarised in section 6.1 of the Prospectus.
- 49,996,000 of the Shares are classified as restricted securities under Chapter 9 of the ASX Listing Rules and are not quoted as at the date of the Company's reinstatement to official quotation. Refer to Announcement "Restricted Securities".
- The Vendor Options are exercisable at \$0.10 each on or before 11 June 2024. The full terms and conditions of the Vendor Options are set out in section 6.2 of the Prospectus.
- These Options were issued pursuant to the Vendor Offers under the Prospectus. These Options are classified as restricted securities under Chapter 9 of the ASX Listing Rules and are not quoted as at the date of the Company's reinstatement to official quotation. Refer to Announcement "Restricted Securities".
- On 15 January 2019, the Company issued 6,000,000 options exercisable at 5 cents each. Upon the consolidation of capital becoming effective, these options were consolidated into 840,001 options exercisable at \$0.357 each. See "Terms and conditions of unquoted options expiring 15 January 2022" (below) for full details of their terms and conditions on a post-consolidation basis.
- The Performance Rights are held by the Directors of the Company, and were issued to them with shareholder approval on the terms and conditions set out in Section 6.3 of the Prospectus. The vesting conditions applicable to each class of Performance Rights are as follows:
 - Class A: the volume-weighted average price over a period of 20 consecutive Trading Days on which trades in the Company's shares are recorded on ASX (**20 day VWAP**) being at least \$0.15;
 - Class B: the 20 day VWAP being at least \$0.20; and
 - Class C: a 20 day VWAP being at least \$0.25

Terms and conditions of existing class of unquoted options expiring 15 January 2022 (post-consolidation)

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.357 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 15 January 2022 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

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.

(f) **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**).

(g) **Timing of issue of Shares on exercise**

Following the Exercise Date and within the time period specified by the ASX Listing Rules, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) 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
- (iii) if admitted to the official list of ASX and the AIM Market operated by the London Stock Exchange plc (**AIM**) at the time, apply for official quotation on ASX and admission to trading on AIM of the Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) 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.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued Shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **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.

(k) **Change in exercise price or number of underlying securities**

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.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.