

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company name/Scheme	Falcon Metals Ltd
A.C.N. or A.R.S.N.	ACN 651 893 097

1 Details of substantial holder (1)

Name Timothy R B Goyder

ACN/ARSN (if applicable)

The holder became a substantial holder on 15/12/2021

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully Paid Ordinary Shares	14,052,233	14,052,233	7.94%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Timothy R B Goyder	Relevant interest under section 608(1)(a) of the Corporations Act 2001 (Cth)	13,515,906 Fully Paid Ordinary Shares
Timothy R B Goyder	Relevant interest under section 608(1)(b) and (c) of the Corporations Act 2001 (Cth)	536,327 Fully Paid Ordinary Shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Timothy R B Goyder	Timothy R B Goyder	Timothy R B Goyder	13,515,906 Fully Paid Ordinary Shares
Timothy R B Goyder	Plato Prospecting Pty Ltd as trustee for TRB Goyder Super Fund	Plato Prospecting Pty Ltd as trustee for TRB Goyder Super Fund	122,242 Fully Paid Ordinary Shares
Timothy R B Goyder	Lotaka Pty Ltd	Lotaka Pty Ltd	103,799 Fully Paid Ordinary Shares
Timothy R B Goyder	Equity Trustees Superannuation Limited <Linda Goyder A/c>	Equity Trustees Superannuation Limited <Linda Goyder A/c>	183,804 Fully Paid Ordinary Shares
Timothy R B Goyder	Equity Trustees Superannuation Limited <Linda Goyder Pens A/c>	Equity Trustees Superannuation Limited <Linda Goyder Pens A/c>	67,732 Fully Paid Ordinary Shares
Timothy R B Goyder	Linda R Goyder	Linda R Goyder	46,750 Fully Paid Ordinary Shares
Timothy R B Goyder	LRG Super Pty Ltd <LRG Superannuation Fund A/C>	LRG Super Pty Ltd <LRG Superannuation Fund A/C>	12,000 Fully Paid Ordinary Shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Timothy R B Goyder	15/12/2021	-	Nil – in-specie distribution	12,872,696 Fully Paid Ordinary Shares
Timothy R B Goyder	15/12/2021	\$589,768.50	-	1,179,537 Fully Paid Ordinary Shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Plato Prospecting Pty Ltd as trustee for TRB Goyder Super Fund	Timothy Goyder has a relevant interest in these shares as he is the sole director and shareholder of Plato Prospecting Pty Ltd and a member of the TRB Goyder Super Fund
Lotaka Pty Ltd	Timothy Goyder has a relevant interest in these shares as he is the sole director and shareholder of Lotaka Pty Ltd
Equity Trustees Superannuation Limited <Linda Goyder A/c>	LRG Super Pty Ltd <LRG Superannuation Fund A/C>Equity Trustees Superannuation Limited <Linda Goyder A/c>
Equity Trustees Superannuation Limited <Linda Goyder Pens A/c>	Linda Goyder is the spouse of Tim Goyder and a beneficiary of Equity Trustees Superannuation Limited <Linda Goyder A/c>
Linda R Goyder	Linda R Goyder is the spouse of Tim Goyder
LRG Super Pty Ltd <LRG Superannuation Fund A/C>	Linda Goyder is the spouse of Tim Goyder and a beneficiary of LRG Super Pty Ltd <LRG Superannuation Fund A/C>

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Timothy R B Goyder	PO Box 1116, West Perth, WA 6872
Plato Prospecting Pty Ltd as trustee for TRB Goyder Super Fund	PO Box 1116, West Perth, WA 6872
Lotaka Pty Ltd	PO Box 1116, West Perth, WA 6872
Equity Trustees Superannuation Limited <Linda Goyder A/c>	PO Box 3528, Tingalpa DC QLD 4173
Equity Trustees Superannuation Limited <Linda Goyder Pens A/c>	PO Box 3528, Tingalpa DC QLD 4173
Linda R Goyder	GPO Box D150, Perth WA 6840
LRG Super Pty Ltd <LRG Superannuation Fund A/C>	GPO Box D150, Perth WA 6840

Signature

print name

Timothy R B Goyder

capacity

sign here

date 20 December 2021

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.