

APPLYFLOW LIMITED
(to be renamed 'FMR Resources Limited')
ACN 107 371 497

SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) which supplements and is intended to be read with the prospectus dated 13 May 2024 (**Prospectus**) issued by Applyflow Limited (to be renamed 'FMR Resources Limited') ACN 107 371 497 (**Company**).

This Supplementary Prospectus is dated 21 May 2024 and was lodged with ASIC on that date.

The ASIC, the ASX and their respective officers take no responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus. Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus, copies of which can be downloaded from the website of the Company at www.applyflow.com.

This is an important document and should be read in its entirety. If you do not understand it, you should consult your professional advisers without delay.

The Directors believe that the changes in this Supplementary Prospectus are not materially adverse from the point of view of an investor. Accordingly, no action needs to be taken if you have already subscribed for Shares under the Prospectus. Persons wishing to apply for Shares under the Public Offer should still use the Application Form which accompanies the Prospectus in online form.

1. Purpose of this Supplementary Prospectus

The purpose of this Supplementary Prospectus is to make updates to the Prospectus and provide additional information to investors, as set out in sections 2, 3 and 4 below.

2. Exposure Period

Pages ii and 3 of the Prospectus include reference to an Exposure Period. The Prospectus is for continuously quoted securities and is not subject to an exposure period. To clarify, the Prospectus is not subject to an Exposure Period and all disclosures referencing an Exposure Period are deleted.

3. Going Concern Risk

The following is inserted as a new paragraph (s) in Section 8.1 of the Prospectus:

(s) Going concern risk

For the financial years ended 30 June 2022, 30 June 2023 and the half year ended 31

December 2023, the Company generated net losses of \$2,732,528, \$3,231,849 and \$1,024,486, respectively. Accordingly, as at the date of the Prospectus, the Company is loss making and is not cash flow positive, meaning it is reliant on raising funds from investors to continue to fund its operations. As noted on page 9 of the Independent Limited Assurance Report in Section 13, these conditions indicate a material uncertainty that may cast a significant doubt about the Company's ability to continue as a going concern and, therefore, it may be unable to realise its assets and discharge its liabilities in the normal course of business. The Company notes that it is proposing to dispose of the existing business of the Company prior to completion of the Public Offer which will remove these going concern issues relating to the existing business of the Company.

The Directors consider that the Company will, on completion of the Public Offer, have sufficient capital to carry out its stated objectives as set out in this Prospectus. However, the Company's ability to continue as a going concern is dependent on successful completion of the Public Offer or the Company raising additional capital via alternate means, which may not be available on favourable terms or at all. Further, following completion of the Public Offer, there can be no assurances that the Company's objectives can continue to be met in the future without securing further funding (refer to Section 8.1(n)).

Should the Company not be able to continue as a going concern, including if the Public Offer does not complete and additional capital is not raised, it may be required to realise its assets and discharge its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the Historical Financial Information set out in the Independent Limited Assurance Report in Section 13.

Further, as noted on pages 3 and 22 of the Independent Limited Assurance Report, the financial report of Canada Future Metals from incorporation to 31 December 2023 contained an audit opinion noting a material uncertainty relating to going concern, on the basis that the Canada Future Metals incurred a net loss for the period. Canada Future Metals also has an unfulfilled expenditure requirement under its exploration licences of \$62,300 for the next 12 months (as at 31 December 2023). The ability of Canada Future Metals to continue as a going concern is dependent upon completing its sale to the Company (see Section 4.2 for further details on the key terms and conditions of the Acquisition Agreement) or successfully exploiting its mineral assets, being the Fairfield and Fintry Projects.

4. Lead Manager

Section 4.3 of the Prospectus discloses that Inyati Fund is an entity related to the Lead Manager and is a shareholder in CFM as disclosed in Section 4.3. Inyati Fund will receive Shares in the Company as consideration for the shares it holds in CFM as is also disclosed in Section 4.3. Inyati Fund is an investment entity owned by the principals of the Lead Manager, through which they commonly make investments.

5. Consents

The Company confirms that as at the date of this Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Prospectus have not withdrawn that consent.

6. Directors' Authorisation

This Supplementary Prospectus is issued by the Company and its issue has been authorised by

a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent.



Steven Papadopoulos

Chairman

for and on behalf of the Company

21 May 2024