



2 July 2024

PRE-QUODATION DISCLOSURE

FMR Resources Limited (formerly known as Applyflow Limited) (ASX:FMR) (**Company**) makes the following pre-quotations disclosures in accordance with ASX's listing conditions.

Unless otherwise defined, capitalised terms used in this notice have the meaning given to them in the Company's prospectus dated 13 May 2024 (**Prospectus**), as supplemented by the Company's supplementary prospectus dated 21 May 2024 (**Supplementary Prospectus**).

Change of Name

Following approval by Shareholders on 23 May 2024, the Company's change of name to 'FMR Resources Limited' from 'Applyflow Limited' took effect on 21 June 2024 and change of ASX code to ASX:FMR from ASX:AFW took effect on 26 June 2024.

Completion of the Offer and Ancillary Offers

The Company confirms that the Offer and Ancillary Offers made under the Prospectus have closed and the Offer was fully subscribed.

The Company confirms it has completed the issue of the following securities:

- 13,500,000 Shares at an issue price of \$0.20 per share to successful applicants under the Public Offer;
- 4,000,000 Shares, 1,800,000 New Options and 999,999 Performance Shares to the Vendors under the Vendor Offer; and
- 900,000 New Options to Directors under the Incentive Offer.

Proposed Acquisition

The Company confirms the completion of the Proposed Acquisition pursuant to the Acquisition Agreement to acquire 100% of the issued capital of CFM (being the owner of the Fairfield and Fintry Projects in Canada), resulting in the issue of the above securities to the Vendors under the Vendor Offer.

Proposed Divestment

The Company confirms the completion of the Proposed Divestment pursuant to the Sale Agreement, resulting in the disposal of the Company's existing Applyflow business via the sale of 100% of the issued capital of Applyflow International to Swanton Family Pty Ltd <Swanton Family Trust> (an entity controlled by previous Applyflow business acting CEO, Richard Swanton). The actual effective consideration to the Company under the Proposed Divestment at completion totalled \$1.2 million, representing the liabilities of the Applyflow business assumed by the buyer (\$1.7m, less the estimated value of assets being transferred with the business (\$158K) which included \$344K of working capital.

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Board Changes

Effective from completion of the Proposed Acquisition, John Winters resigned as Non-Executive Director and Bill Oliver was appointed as Non-Executive Director in his place. Non-Executive Chairman, Steve Papadopoulos, and Non-Executive Director, Ian Hobson, remain on the Board and Mr Hobson has also taken on the role of joint Company Secretary from 31 May 2024.

Confirmation Statements

The Company confirms the following:

- The Company completed the Consolidation of its issued capital (on a 1 for 25 basis) on 31 May 2024. The number of Shares and Options post Consolidation was 5,915,322 and 424,876, respectively.
- As remuneration for the provision of lead manager services, the Company has paid Inyati Capital a total of \$162,000 in capital raising and management fees.

Other Documents for Release

As part of the Company's process for readmission to the Official List of ASX, the following documents have been released on ASX:

- Appendix 1A Application for ASX Listing, Information Form and Checklist and Annexure 1 (Mining Entities).
- Prospectus.
- Supplementary Prospectus.
- Constitution.
- Corporate Governance Statement comprising a statement disclosing the extent to which the Company will follow, as at the date of its readmission to the Official List, the recommendations set by the ASX Corporate Governance Council and, to the extent the Company does not intend to follow all the recommendations on admission to the Official List, identification of the recommendations that will not be followed and give reasons for not following them.
- Securities Trading Policy.
- CFM's audited accounts from incorporation until 31 December 2023.
- Distribution Schedule of holders in each class of security to be quoted on the ASX.
- Statement setting out the top 20 shareholders.

Capital Structure

The Company's capital structure at the date of admission is as follows:

Shares	Options	Performance Shares
23,415,322	3,124,876 ¹	999,999 ²
Notes: <ol style="list-style-type: none"> Comprising: <ul style="list-style-type: none"> 174,876 unlisted options exercisable at \$1.70 and expiring on 30 November 2024. 20,000 unlisted options exercisable at \$5.00 and expiring on 11 August 2024. 115,000 unlisted options exercisable at \$10.30 and expiring on 30 November 2024. 80,000 unlisted options exercisable at \$5.00 and expiring on 30 September 2024. 17,500 unlisted options exercisable at \$3.00 and expiring on 30 June 2025. 17,500 unlisted options exercisable at \$5.00 and expiring on 30 June 2025. 2,700,000 New Options (exercisable at \$0.25 and expiring on 31 December 2026). Performance Shares convert to Company shares (on the basis of one share per performance share) on the Company announcing: (i) an intersection of at least 10m from drilling, horizontal trenching or channel sampling at no less than 1% Cu or equivalent (where equivalent metals are Au, Pb, Zn, Ag, Co, Ba, V, F, Sr) at the Fairfield Project; or (ii) an intersection of at least 10m from drilling, horizontal trenching or channel sampling at no less than 1% TREO or equivalent (where equivalent metals are Nb, P, Cu, Au, Pt, Pd) at the Fintry Project, by 31 December 2025 as verified by an independent competent person. 		

Restricted Securities

The Company confirms the following securities will be subject to restriction pursuant to the Listing Rules for the period outlined below:

Class	Number	Restriction Period
Shares	1,252,500	Until 15 September 2024.
Shares	999,999	12 months from the date of issue
Shares	1,250,000	24 months from the date of issue.
New Options (exercisable at \$0.25 and expiring on 31 December 2026)	900,000	12 months from the date of issue.
New Options (exercisable at \$0.25 and expiring on 31 December 2026)	1,800,000	24 months from the date of issue.
Performance Shares (which convert into Shares on a 1:1 basis on the achievement of performance milestones relating to exploration at the Fairfield and Fintry Projects in Canada)	999,999	12 months from the date of issue.

Listing Rule 1.3.2(b) confirmation

The Company confirms that there are no legal, regulatory, statutory or contractual impediments to the Company entering the mining claims or rights comprising its Fairfield and Fintry Projects in Canada, and carrying out its exploration activities such that the Company will be able to spend its cash in accordance with its commitments for the purpose of Listing Rule 1.3.2(b).

Waivers and Confirmations

The Company received the following waivers and confirmations from the ASX:

Listing Rule 1.1 condition 12 – Waiver Decision

1. Based solely on the information provided, on receipt of an application for admission to the Official List by grants Applyflow Limited (the 'Company'), ASX Limited ('ASX') would be likely to grant the Company a waiver from listing rule 1.1 condition 12 to the extent necessary to permit the Company to issue the following Performance Shares:

- 1.1 1,000,000 Performance Shares subject ('Performance Shares') to the following conditions:*
- 1.2 the full terms of this waiver and the terms and conditions of the Performance Shares are disclosed to the market and disclosed in the notice of meeting pursuant to which the Company will seek the approval of the Company's shareholders to issue the Performance Shares in conjunction with the approval obtained under Listing Rule 11.1.2 for the proposed acquisition of all the issued shares in CFM (the 'Proposed Acquisition'); and*
- 1.3 The full terms and conditions of the Performance Shares are clearly disclosed in the Company's prospectus to be issued in respect of the proposed capital raising via a public offer at A\$0.20 per fully paid ordinary share to raise up to A\$2,7000,000 ('Prospectus') ('Capital Raising').*

2. ASX has considered Listing Rule 1.1 condition 12 only and makes no statement as to the Company's compliance with other Listing Rules.

Listing Rule 6.1- Confirmation Decision

1. Based solely on the information provided, ASX Limited ('ASX') confirms to the Company that the terms of 1,000,000 performance rights ('Performance Rights') proposed to be issued to the vendors of Canada Future Metals Pty Ltd ('CFM') are appropriate and equitable for the purposes of Listing Rule 6.1 subject to the following conditions:

- 1.1 The prospectus issued in connection with the Company's IPO contains the following details in respect of the Performance Rights:*
 - 1.1.1 The party or parties to whom the Performance Rights are to be issued and the number of Performance Rights to be issued to them or each of them;*
 - 1.1.2 Any relationship the recipient of the Performance Rights or an associate of the recipient has with the entity;*
 - 1.1.3 In respect of those Performance Rights proposed to be issued to the vendors of CFM:*
 - (a) a statement to that effect;*
 - (b) an explanation why the Performance Rights are being issued in connection with the acquisition, including the commercial goals the entity is trying to achieve, and the risks it is trying to manage, by imposing the relevant performance milestone;*

(c) details of the undertaking being acquired;

(d) details of the vendors from whom the entity is acquiring the undertaking and their respective ownership interests in the undertaking;

(e) details of how the entity determined the number of Performance Rights to be issued to the vendors and why it considers that number to be appropriate and equitable; and

(f) if any of the Performance Rights are being issued to someone who does not have an ownership interest in the undertaking being acquired, or if the Performance Rights are being issued disproportionately to the ownership interests of the vendors, an explanation why that is the case and how that is considered appropriate and equitable.

1.1.4 The number of ordinary shares that the Performance Rights will convert into if the applicable performance milestone is met and the impact that will have on the entity's capital structure;

1.1.5 The full terms of the Performance Rights, including that:

(a) the Performance Rights are not quoted;

(b) the Performance Rights are not transferrable;

(c) the Performance Rights do not confer any right to vote, except as otherwise required by law;

(d) the Performance Rights do not permit the holder to participate in new issues of capital such as bonus issues and entitlement issues;

(e) the Performance Rights do not carry an entitlement to a dividend;

(f) the Performance Rights do not permit the holder to participate in a return of capital, whether in a winding up, upon a reduction of capital or otherwise;

(g) the Performance Rights do not carry an entitlement to participate in the surplus profit or asset of the Company upon winding up of the Company;

(h) each of the Performance Rights are converted into one fully paid ordinary share following achievement of the relevant milestone and will lapse if the relevant milestone is not achieved within the period stated in the terms and conditions of the Performance Rights; and

(i) if the relevant class of Performance Rights is not converted into a share by the relevant expiry date then all the Performance Rights of that class lapse.

1.2 The Company makes an announcement immediately upon the satisfaction of any milestones, the conversion of any of the Performance Rights and the expiry of any of the Performance Rights.

1.3 The terms and conditions of the Performance Rights, including without limitation the relevant milestones that have to be satisfied before each Performance Right converts into an ordinary share, are not to be changed without the prior approval of ASX and the Company's shareholders.

1.4 Upon conversion of the Performance Rights into ordinary shares, the Company will apply to the ASX for quotation of the shares within the requisite time period.

1.5 The Company discloses the following in each annual report issued by the Company in respect of any period during which any of the Performance Rights remain on issue or were converted or cancelled:

1.5.1 the number of Performance Rights on issue during the relevant period;

1.5.2 a summary of the terms and conditions of the Performance Rights, including without limitation the number of ordinary shares into which they are convertible and the relevant milestones.

1.5.3 whether any of the Performance Rights were converted or cancelled during that period; and

1.5.4 whether any milestones were met during the period.

2. ASX has considered Listing Rule 6.1 only and makes no statement as to the Company's compliance with other Listing Rules.

Listing Rule 9.1(b) - Waiver Decision

1. Based solely on the information provided, ASX Limited ('ASX') grants Applyflow Limited (the 'Company'), ASX grants the Company a waiver from listing rule 9.1(b) to the extent necessary to permit the Company to apply the restrictions in paragraphs 1 and 2 of Appendix 9B (as applicable) to the ordinary shares (and any attaching option) to be issued to the existing shareholders of Canada Future Metals Pty Ltd ('CFM'), as follows:

1.1 The shares issued to the shareholders of CFM who subscribed with cash for their shares in CFM are treated as being held by a related party or promoter seed capitalists (as appropriate) of the Company, provided ASX is satisfied with the evidence submitted to substantiate the cash amounts paid to CFM.

1.2 Cash formula relief is applicable to those shares that are issued to the persons who subscribed for their shares in CFM for cash consideration, provided ASX is satisfied with the evidence submitted to substantiate the cash amounts paid to CFM.

1.3 For the purposes of determining the length of the escrow period for shares (and any attaching option) issued to unrelated seed capitalists which are subject to 12 month escrow, the 12 month escrow period will begin on the date on which the cash subscription for their shares was made.

1.4 For the purposes of determining the length of the escrow period for shares (and any attaching option) issued to seed capitalists who are related parties or promoters of the Company, which are subject to 24 months escrow, the 24 month escrow period will be deemed to begin on the date of the reinstatement of trading in the Company's securities.

2. ASX has considered Listing Rule 9.1(b) only and makes no statement as to the Company's compliance with other listing rules.

By order of the Board

Contact

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About FMR Resources Limited

FMR Resources is a diversified explorer with a focus on battery and critical minerals exploration and development. Our tenement package, located in Canada, consists of the Fairfield and Fintry Projects, which are prospective for copper and rare earth elements.