

# Entitlement Issue Details for Depository Interest Holders

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Future Metals NL ("**Future Metals**" or the "**Company**", **ASX | AIM: FME**) announces, further to its announcement of 15 December 2023, additional details of the Entitlement Issue in respect of the Company's Depository Interest holders ("**DI Holders**"). Unless otherwise defined herein, capitalised terms shall have the same meanings as ascribed to them in the Company's ASX announcement dated 15 December 2023.

In recognition of their continued support to the Company, the Company considers it important that, where reasonably practicable, shareholders have an opportunity to participate in equity fundraisings. Accordingly, Future Metals is providing Eligible Shareholders with the opportunity to participate in the Entitlement Issue to raise approximately A\$3.3 million (approximately £1.7 million) (before expenses), which has been fully underwritten.

Under the Entitlement Issue, eligible DI Holders can subscribe for one New Share for every four existing Ordinary Shares (or Depository Interests) held, at a price of 1.6 pence per Ordinary Share. To be eligible for the Entitlement Issue, DI Holders (including underlying shareholders in nominee accounts) must have a registered address on the share register in Australia, New Zealand or the United Kingdom, as at the record date of 2 January 2024. Eligible DI Holders will also be issued the opportunity to apply for additional New Shares, above their entitlement, from any shortfall that may arise under the Entitlement Issue, however these are subject to scale-back at the Company's discretion.

Under the terms of the Entitlement Issue, one free attaching Entitlement Option will be issued for every two New Shares issued, with each Entitlement Option being exercisable at a price of A\$0.10 per share and having an expiry date of 11 June 2024. Fractional entitlements will be rounded down to the nearest whole number. The Entitlement Options will not be issued in CREST; they will be issued in certificated form by Computershare Investor Services Pty Ltd, Australia.

Based on the number of existing Ordinary Shares in issue as at the date of this announcement, a total of approximately 110,554,930 New Shares and up to 55,277,465 Entitlement Options will be issued under the Entitlement Issue (assuming no new Ordinary Shares are issued following this announcement and prior to the Record Date).

Shareholders in the United Kingdom should note that the Entitlement Issue is akin to an open offer, and it is not a rights issue. Rights to subscribe for New Shares (or Depository Interests) under the Entitlement Issue cannot be traded, and any surplus New Shares (or Depository Interests) not applied for will not be sold in the market or placed for the benefit of shareholders who do not apply under the Entitlement Issue.

If you require any assistance, Depository Interest Holders should contact Computershare Investor Services PLC on +44 (0) 370 707 4040 for further information.

## EXPECTED TIMETABLE OF KEY EVENTS FOR DI HOLDERS

Ex-entitlement Date of the Entitlement Issue	29 December 2023
Record Date for entitlements under the Entitlement Issue	Close of business on 2 January 2024
Entitlement Issue's Basic Entitlements and Excess (Shortfall) Entitlements credited to stock accounts of eligible DI holders in CREST	5 January 2024
<b>Latest time of settlement of relevant CREST instructions for Entitlement Issue</b>	1.00 p.m. on 18 January 2024
Announcement of results of Entitlement Issue	23 January 2024
Admission of the New Shares to trading on AIM	8:00 a.m. on or around 23 January 2024
Crediting of CREST accounts of the new depository interests	23 January 2024

## Entitlement Issue

Each eligible DI Holder is expected to receive a credit to their CREST stock account of their basic entitlements ("Basic Entitlements") equal to the maximum number of New Shares ("Basic Entitlement Shares") for which they are entitled to apply to subscribe under the Entitlement Issue, plus a separate credit of excess (shortfall) entitlements ("Excess (Shortfall) Entitlements") equal to the maximum number Ordinary Shares available, being 110,554,930. Entitlements to New Shares under the Entitlement Issue will be rounded down to the nearest whole number.

Applicants can apply for less or more than their entitlements under the Entitlement Issue but the Company cannot guarantee that any application for Excess (Shortfall) Entitlements will be satisfied as this will depend in part on the extent to which other eligible shareholders apply for less than or more than their own entitlements. The Company may satisfy valid applications for Excess (Shortfall) Entitlements of applicants in whole or in part but reserves the right not to satisfy any excess above any Basic Entitlements.

## Market claims

Each of the Basic Entitlements and Excess (Shortfall) Entitlements will constitute a separate security for the purposes of CREST and will have a separate ISIN. Although Entitlement Issue Entitlements and Excess (Shortfall) Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of Entitlement Issue Entitlements and Excess (Shortfall) Entitlements may only be made by the eligible DI Holder originally entitled or by a person entitled by virtue of a *bona fide* market claim transaction.

Transactions identified by the Euroclear's Claims Processing Unit as "cum" the Basic Entitlements and Excess (Shortfall) Entitlements will generate an appropriate market claim transaction and the relevant Basic Entitlements will thereafter be transferred accordingly. Euroclear's Claims Processing Unit will not generate market claims for the Excess (Shortfall) Entitlements and any eligible DI Holder who requires Excess (Shortfall) Entitlements to be credited to their CREST account should contact Computershare on +44 (0)370 707 4040.

## USE instructions

Eligible DI Holders who are CREST members and who wish to apply for New Shares in respect of all or some of their Basic Entitlements and Excess (Shortfall) Entitlements must send (or, if they are CREST sponsored members, procure that their CREST sponsor sends) a Unmatched Stock Event (USE) instruction to Euroclear which, on its settlement, will have the following effect:

- (i) the crediting of a stock account of the Custodian under the CREST participant ID and CREST member account ID specified below, with a number of Basic Entitlements and Excess (Shortfall) Entitlements corresponding to the number of New Shares applied for; and
- (ii) the creation of a CREST payment, in accordance with the CREST payment arrangements, in favour of the payment bank of the Custodian in respect of the amount specified in the USE instruction which must be the full amount payable on application for the number of New Shares referred to in (i) above.

## Content of USE instructions in respect of Basic Entitlements

The USE instruction must be properly authenticated in accordance with Euroclear's specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- (i) the number of Basic New Shares for which application is being made (and hence the number of the Entitlement Issue Entitlement(s) being delivered to the Custodian);
- (ii) the ISIN of the Basic Entitlement. This is AU0000314205;
- (iii) the CREST participant ID of the CREST member;
- (iv) the CREST member account ID of the CREST member from which the Basic Entitlements are to be debited;
- (v) the participant ID of Computershare in its capacity as a CREST receiving agent. This is 3RA18;
- (vi) the CREST member account ID of Computershare in its capacity as a CREST receiving agent. This is FUTUREOF;
- (vii) the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of New Shares referred to in (i) above;

- (viii) the intended settlement date. This must be on or before 1.00 p.m. on 18 January 2024; and
- (ix) the Corporate Action Number for the Entitlement Issue. This will be available by viewing the relevant corporate action details in CREST.

In order for an application under the Entitlement Issue to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above. In order to assist prompt settlement of the USE instruction, CREST members may consider adding the following non-mandatory fields to the USE instruction:

- (i) a contact name and telephone number (in the free format shared note field); and
- (ii) a priority of at least 80.

#### ***Content of USE instructions in respect of Excess (Shortfall) Entitlements***

The USE instruction must be properly authenticated in accordance with Euroclear's specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- (i) the number of Excess (Shortfall) Shares for which application is being made (and hence the number of the Excess (Shortfall) Entitlement Issue Entitlement(s) being delivered to the Custodian);
- (ii) the ISIN of the Excess (Shortfall) Entitlement. This is AU0000316069;
- (iii) the CREST participant ID of the CREST member;
- (iv) the CREST member account ID of the CREST member from which the Excess (Shortfall) Entitlements are to be debited;
- (v) the participant ID of Computershare in its capacity as a CREST receiving agent. This is 3RA18;
- (vi) the CREST member account ID of Computershare in its capacity as a CREST receiving agent. This is FUTUREOF;
- (vii) the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of Excess (Shortfall) Shares referred to in (i) above;
- (viii) the intended settlement date. This must be on or before 1.00 p.m. on 18 January 2024
- (ix) the Corporate Action Number for the Entitlement Issue. This will be available by viewing the relevant corporate action details in CREST.

In order for an application in respect of an Excess (Shortfall) Entitlement Issue Entitlement under the Entitlement Issue to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above. In order to assist prompt settlement of the USE instruction, CREST members may consider adding the following non-mandatory fields to the USE instruction:

- (i) a contact name and telephone number (in the free format shared note field); and
- (ii) a priority of at least 80.

The Excess (Shortfall) Application Facility enables Qualifying DI Holders, who have taken up their Entitlement Issue Entitlement in full, to apply for Excess (Shortfall) Shares in Excess (Shortfall) of their Entitlement Issue Entitlement as at the Record Date. Any Excess (Shortfall) Shares will be allocated in accordance with the allocation policy in the [Prospectus] and no assurance can be given that Excess (Shortfall) applications by eligible DI Holders will be met in full or in part or at all.

#### ***CREST procedures and timings***

Qualifying DI Holders who are CREST members and CREST sponsors (on behalf of CREST sponsored members) should note that Euroclear does not make available special procedures in CREST for any particular corporate action. Normal system timings and limitations will therefore apply in relation to the input of a USE instruction and its settlement in connection with the Entitlement Issue. It is the responsibility of the Qualifying DI Holder concerned to take (or, if the Qualifying DI Holder is a CREST sponsored member, to procure that their CREST sponsor takes) the action necessary to ensure that a valid acceptance is received as stated above by 1.00 p.m. on 18 January 2024. In this connection, Qualifying DI Holders and (where applicable) CREST sponsors are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

## Admission to trading on AIM

Application will be made for admission of the New Shares to trading on AIM in due course.

**This announcement has been approved for release by the Board of Future Metals NL.**

## For further information, please contact:

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## Further Information

### *Validity of application*

A USE instruction complying with the requirements as to authentication and contents set out above which settles by not later than 1.00 p.m. on 18 January 2024 will constitute a valid application under the Entitlement Issue.

### *Incorrect or incomplete applications*

If a USE instruction includes a CREST payment for an incorrect sum, the Company, through Computershare, reserves the right:

- (i) to reject the application in full and refund the payment to the CREST member in question (without interest);
- (ii) in the case that an insufficient sum is paid, to treat the application as a valid application for such lesser whole number of New Shares as would be able to be applied for with that payment at the Issue Price, refunding any unutilised sum to the CREST member in question (without interest); and
- (iii) in the case that an Excess (Shortfall) sum is paid, to treat the application as a valid application for all the New Shares referred to in the USE instruction, refunding any unutilised sum to the CREST member in question (without interest).

### *Effect of valid application*

A CREST member who makes or is treated as making a valid application in accordance with the above procedures thereby:

- i. represents and warrants to the Company, that they have the right, power and authority, and has taken all action necessary, to make the application under the Issue and to execute, deliver and exercise their Rights, and perform their obligations, under any contracts resulting therefrom and that they are not a person otherwise prevented by legal or regulatory restrictions from applying for New Shares or acting on behalf of any such person on a non-discretionary basis;
- ii. agrees to pay the amount payable on application in accordance with the above procedures by means of a CREST payment in accordance with the CREST payment arrangements (it being acknowledged that the payment to the Depositary's payment bank in accordance with the CREST payment arrangements shall, to the extent of the payment, discharge in full the obligation of the CREST member to pay to the Company the amount payable on application);
- iii. agrees that all applications under the Issue and any contracts or non-contractual obligations resulting therefrom shall be governed by, and construed in accordance with, the laws of England and Wales;

- iv. confirms that in making the application they are not relying on any information or representation in relation to the Group other than those contained in this document or any documents incorporated by reference, and the applicant accordingly agrees that no person responsible solely or jointly for this document including any document incorporated by reference or any part thereof, or involved in the preparation thereof, shall have any liability for any such information or representation not so contained and further agrees that, having had the opportunity to read this document including any documents incorporated by reference, they will be deemed to have had notice of all the information in relation to The Company contained in this document (including information incorporated by reference);
- v. confirms that in making the application they is not relying and has not relied on the Company's advisors or any other person affiliated with the Company in connection with any investigation of the accuracy of any information contained in this document or their investment decision;
- vi. confirms that no person has been authorised to give any information or to make any representation concerning the Company or the New Shares (other than as contained in this document) and, if given or made, any such other information or representation should not be relied upon as having been authorised by the Company;
- vii. represents and warrants to the Company and the Depositary that they are the eligible DI Holder originally entitled to the Basic Entitlements and Excess (Shortfall) Entitlements or that they have received such Basic Entitlements and Excess (Shortfall) Securities by virtue of a *bona fide* market claim;
- viii. represents and warrants to the Company, the Depositary as Receiving Agent and advisors to the Company that if they has received some or all of their Basic Entitlements and Excess (Shortfall) CREST Issue Entitlements from a person other than the Company, they is entitled to apply under the Basic Entitlements and Excess (Shortfall) CREST Issue in relation to such Issue Entitlements by virtue of a *bona fide* market claim;
- ix. requests that the New Shares to which they will become entitled be issued to him on the terms set out in this document and subject to the memorandum and Articles of Association of the Company;
- x. represents and warrants to the Company, the Depositary and advisors to the Company that they is not, nor is they applying on behalf of any DI Holder who is, a citizen or resident, or which is a corporation, partnership or other entity created or organised in or under any laws, of the United States or any jurisdiction in which the application for New Shares is prevented by law and they is not applying with a view to re-issuing, re-selling, transferring or delivering any of the New Shares which are the subject of their application to, or for the benefit of, a DI Holder who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of the United States or any jurisdiction in which the application for New Shares is prevented by law (except where proof satisfactory to the Company has been provided to the Company that they is able to accept the invitation by the Company free of any requirement which it (in its absolute discretion) regards as unduly burdensome), nor acting on behalf of any such person on a non-discretionary basis nor (a) person(s) otherwise prevented by legal or regulatory restrictions from applying for New Shares under the issue; and
- xi. represents and warrants to the Company, the Depositary, and advisors to the Company that they is not, and nor is they applying as Nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in s93 (depository receipts) or s96 (clearance services) of the Finance Act 1986.

***Company's discretion as to the rejection and validity of applications***

- i. treat as valid (and binding on the CREST member concerned) an application which does not comply in all respects with the requirements as to validity set out or referred to in this Part 1 paragraph (b) of this document;
- ii. accept an alternative properly authenticated dematerialised instruction from a CREST member or (where applicable) a CREST sponsor as constituting a valid application in substitution for or in addition to a USE instruction and subject to such further terms and conditions as the Company may determine;

- iii. treat a properly authenticated dematerialised instruction (in this sub-paragraph the “first instruction”) as not constituting a valid application if, at the time at which the Depositary, receives a properly authenticated dematerialised instruction giving details of the first instruction or thereafter, either the Company or the Depositary has received actual notice from Euroclear of any of the matters specified in Regulation 35(5)(a) of the CREST Regulations in relation to the first instruction. These matters include notice that any information contained in the first instruction was incorrect or notice of lack of authority to send the first instruction; and
- iv. accept an alternative instruction or notification from a CREST member or CREST sponsored member or (where applicable) a CREST sponsor, or extend the time for settlement of a USE instruction or any alternative instruction or notification, in the event that, for reasons or due to circumstances outside the control of any CREST member or CREST sponsored member or (where applicable) CREST sponsor, the CREST member or CREST sponsored member is unable validly to apply for New Shares by means of the above procedures. In normal circumstances, this discretion is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST) or on the part of the facilities and/or systems operated by the Depositary in connection with CREST.

## **NOT AN ISSUE**

This announcement is for information purposes only and is not a prospectus, product disclosure statement or any other issuing document under Australian law or the law of any other jurisdiction (and will not be lodged with the Australian Securities and Investments Commission (“ASIC”) or any foreign regulator). The information does not and will not constitute or form part of an issue, invitation, solicitation or recommendation in relation to the subscription, purchase or sale of securities in any jurisdiction and neither this announcement nor anything in it shall form any part of any contract for the acquisition of Future Metals’ securities. The distribution of this announcement in jurisdictions outside Australia may be restricted by law and you should observe any such restrictions.

The total consideration under the Entitlement Issue shall be less than, and therefore cannot exceed, €8 million (or an equivalent pounds sterling amount) in aggregate and so, in accordance with Section 85 and Schedule 11A of the United Kingdom’s Financial Services and Markets Act 2000, as amended (FSMA), the Entitlement Issue does not require the issue of a prospectus in the United Kingdom for the purposes of the United Kingdom’s Prospectus Regulation Rules (PRR). The Entitlement Issue does not constitute an issue to the public requiring an approved prospectus under section 85 of FSMA and accordingly, neither this announcement, nor the Prospectus, shall constitute a prospectus for the purposes of the PRR. This announcement and the Prospectus have not been, and neither it nor the Prospectus will be, reviewed or approved by the United Kingdom’s Financial Conduct Authority pursuant to sections 85 of FSMA, the London Stock Exchange or any other authority or regulatory body in the United Kingdom. Accordingly, neither this announcement nor the Prospectus contain the extent of the information and disclosures that would typically be included in a UK prospectus.

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