

Announcement Summary

Entity name

FORRESTANIA RESOURCES LIMITED

Announcement Type

New announcement

Date of this announcement

29/5/2023

The Proposed issue is:☒ A standard pro rata issue (including non-renounceable or renounceable)**Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)**

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Options - Exercise Price \$0.15, Expiry Date 30 June 2026	27,651,522
FRS	ORDINARY FULLY PAID	27,651,522

Ex date

1/6/2023

+Record date

2/6/2023

Offer closing date

21/6/2023

Issue date

26/6/2023

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

FORRESTANIA RESOURCES LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ACN

Registration Number

647899698

1.3 ASX issuer code

FRS

1.4 The announcement is☒ New announcement**1.5 Date of this announcement**

29/5/2023

1.6 The Proposed issue is:☒ A standard +pro rata issue (non-renounceable or renounceable)**1.6a The proposed standard +pro rata issue is:**☒ + Non-renounceable



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?

☒ No

Part 3B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +security code and description

FRS : ORDINARY FULLY PAID

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ Yes

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

☒ Yes

Details of +securities proposed to be issued

ASX +security code and description

FRS : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities are non CDIs)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

The quantity of additional +securities to be issued

2

For a given quantity of +securities held

5



What will be done with fractional entitlements?

Fractions rounded down to the nearest whole number or fractions disregarded

Maximum number of +securities proposed to be issued (subject to rounding)

27,651,522

Offer price details for retail security holders

In what currency will the offer be made?

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.07000

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?

☒ Yes

Describe the limits on over-subscription

There is no limit other than the maximum number of issued securities under the offer is 27,651,522 ORD Shares, and 27,651,522 attaching Options.

Will a scale back be applied if the offer is over-subscribed?

☒ Yes

Describe the scale back arrangements

The Directors, in consultation with the Underwriter, reserve the right to issue Shortfall Securities at their absolute discretion. Accordingly, there is no guarantee that any applications for Shortfall by Eligible Shareholders will be successful.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Attaching +Security

Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?

☒ New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

**Details of attaching +securities proposed to be issued****ISIN Code (if Issuer is a foreign company and +securities are non CDIs)****ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities are non CDIs)****Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**☒ No**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**☒ Yes**ASX +security code**

New class-code to be confirmed

+Security description

Options - Exercise Price \$0.15, Expiry Date 30 June 2026

+Security type

Options

Offer ratio (ratio of attaching securities at which the new +securities will be issued)**The quantity of attaching +securities to be issued**

1

For a given quantity of the new +securities issued

1

What will be done with fractional entitlements?

Fractions rounded down to the nearest whole number or fractions disregarded

Maximum number of +securities proposed to be issued (subject to rounding)

27,651,522

Offer price details for retail security holders**In what currency will the offer be made?**

AUD - Australian Dollar

What is the offer price per +security for the retail offer?

AUD 0.00000

Oversubscription & Scale back details**Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?**☒ Yes**Describe the limits on over-subscription**

There is no limit other than the maximum number of issued securities under the offer is 27,651,522 ORD Shares, and 27,651,522 attaching Options.

Will a scale back be applied if the offer is over-subscribed?☒



Yes

Describe the scale back arrangements

The Directors, in consultation with the Underwriter, reserve the right to issue Shortfall Securities at their absolute discretion. Accordingly, there is no guarantee that any applications for Shortfall by Eligible Shareholders will be successful.

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Options details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.1500

Expiry date

30/6/2026

Details of the type of +security that will be issued if the option is exercised

FRS : ORDINARY FULLY PAID

Number of securities that will be issued if the option is exercised

1 Ordinary Share

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

Details of company options where holders entitled to participate in the offer

ASX +security code and description

FRSO : OPTION EXPIRING 29-NOV-2024

Date Option must be exercised by

2/6/2023

Part 3C - Timetable

3C.1 +Record date

2/6/2023



3C.2 Ex date

1/6/2023

3C.4 Record date

2/6/2023

3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue

7/6/2023

3C.6 Offer closing date

21/6/2023

3C.7 Last day to extend the offer closing date

16/6/2023

3C.9 Trading in new +securities commences on a deferred settlement basis

22/6/2023

3C.11 +Issue date and last day for entity to announce results of +pro rata issue

26/6/2023

3C.12 Date trading starts on a normal T+2 basis

27/6/2023

3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis

29/6/2023

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

☒ Yes

3E.1a Who is the lead manager/broker?

RM Corporate Finance Pty Ltd

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

In consideration for managing the Entitlement Offer, the Company agreed to pay the Lead Manager a lead manager fee of 1% of the gross proceeds of the Entitlement Offer and a corporate retainer fee of \$10,000 (plus GST) per month for a period of three (3) months following execution of the Mandate.

3E.2 Is the proposed offer to be underwritten?

☒ Yes

3E.2a Who are the underwriter(s)?

RM Corporate Finance Pty Ltd



3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

Fully underwritten

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

- (a) an underwriting fee of 5% of the funds underwritten by the Underwriter; and
- (b) 2,000,000 New Options exercisable at \$0.15 on or before 30 June 2026 (the same terms as the New Options under the Entitlement Offer).

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

- (a) Indices fall: the S&P ASX 300 Index is at any time after the date of this Agreement 10% or more or more below its respective level as at the close of business on the Business Day prior to the date of this Agreement; or
- (b) Share price: the Shares finish trading on the ASX under the ASX code of *¿FRS¿* on any two or more trading days with a closing price that is less than \$0.05;

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

☒ Yes

3E.2e (i) What is the name of that party?

Managing Director Michael Anderson

3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?

Up to a total of \$50,000 (being 714,285 Shares and 714,285 Options)

3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?

No fee, commission or other consideration is payable.

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

☒ No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

None.

Part 3F - Further Information

3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

Exploration on the Company's Western Australian based assets. Payment to ALX Resources Corp per agreement announced 8 May 2023. Working Capital.

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

☒ No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

☒ No

3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed



issue

Offer is not being extended and Securities will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

☒ No

3F.6 URL on the entity's website where investors can download information about the proposed issue

3F.7 Any other information the entity wishes to provide about the proposed issue

3F.8 Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

☒ No

3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☒ The publication of a +disclosure document or +PDS for the +securities proposed to be issued