

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this document, or the action you should take, you should immediately seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent adviser who is authorised under the Financial Services and Markets Act 2000 (as amended) ("FSMA") if you are in the United Kingdom, or, if outside the United Kingdom, from another appropriately authorised independent adviser.

This document constitutes an AIM admission document, has been drawn up in accordance with the AIM Rules for Companies and has been issued in connection with an application for admission to trading on AIM of the entire issued and to be issued share capital of Future Metals NL. This document does not contain an offer of transferable securities to the public in the United Kingdom within the meaning of section 102B of FSMA and is not required to be issued as, nor is it, a prospectus for the purposes of the Prospectus Regulation Rules. Accordingly, this document has not been drawn up in accordance with the Prospectus Regulation Rules and has not been approved by, or filed with, the Financial Conduct Authority ("FCA") pursuant to section 85 of FSMA or any other authority which would be a competent authority for the purposes of the Prospectus Regulation.

**Application has been made for the Ordinary Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that trading in the Ordinary Shares will commence on AIM on 21 October 2021. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the official list of the FCA.**

**A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Each AIM company is required, pursuant to the AIM Rules for Companies to have a nominated adviser. The nominated adviser is required to make a declaration to the London Stock Exchange on admission in the form set out in Schedule Two to the AIM Rules for Nominated Advisers. The London Stock Exchange has not itself examined or approved the contents of this document.**

The Company and the Directors, whose names appear on page 8 of this document, accept individual and collective responsibility for the information contained in this document including individual and collective responsibility for compliance with the AIM Rules. To the best of the knowledge and belief of the Company and the Directors (each of whom has taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

**The whole of this document should be read. Your attention is drawn in particular to the "Risk Factors" set out in Part II of this document. All statements regarding the Company and its subsidiaries (the "Group") should be read in light of these risk factors.**



## **Future Metals NL**

*(Incorporated in Australia under the Australian Securities & Investments Commission  
with Australian company number 124 734 961)*

### **Application for admission to trading on AIM**

**STRAND  
HANSON**

**Strand Hanson Limited**

***Nominated & Financial Adviser***

Strand Hanson Limited ("**Strand Hanson**"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for the Company as nominated adviser in connection with Admission, and will not be responsible to any other person for providing the protections afforded to customers of Strand Hanson or advising any other person in connection with Admission. Strand Hanson's responsibilities as the Company's nominated adviser under the AIM Rules for Companies and the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and not to the Company, the Directors or to any other person in respect of such person's decision to subscribe for or acquire Ordinary Shares in reliance on any part of this document. Apart from the responsibilities and liabilities, if any, which may be imposed on Strand Hanson by the FSMA or the regulatory regime established under it, Strand Hanson does not accept any responsibility whatsoever for the contents of this document, and no representation or warranty, express or implied, is made by Strand Hanson with respect to the accuracy or completeness of this document or any part of it.

W H Ireland Limited ("**WHIreland**"), which is a member of the London Stock Exchange and authorised and regulated in the United Kingdom by the FCA, is to be appointed as broker to the Company with effect from Admission. WHIreland will advise the Company and no one else and will not be responsible to any person other than the Company for providing the protections afforded to its clients or for advising any other person.

## IMPORTANT INFORMATION

### General

The information below is for general guidance only and it is the responsibility of any person or persons in possession of this document to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction. No person has been authorised by the Company to issue any advertisement or to give any information or to make any representation in connection with the contents of this document and, if issued, given or made, such advertisement, information or representation must not be relied upon as having been authorised by the Company.

Investors should rely only on the information in this document. No person has been authorised to give any information or to make any representations other than those contained in this document and, if given or made, such information or representations must not be relied upon as having been authorised by or on behalf of the Company, the Directors, Strand Hanson or WHIreland. No representation or warranty, express or implied, is made by Strand Hanson or WHIreland as to the accuracy or completeness of such information, and nothing contained in this document is, or shall be relied upon as, a promise or representation by Strand Hanson or WHIreland as to the past, present or future. Neither the delivery of this document nor any sale made under this document shall, under any circumstances, create any implication that there has been no change in the business or affairs of the Group since the date hereof or that the information contained herein is correct as of any time subsequent to the earlier of the date hereof and any earlier specified date with respect to such information.

This document does not constitute an offer to sell, or the solicitation of an offer to buy or subscribe for, securities in any jurisdiction in which such offer or solicitation is unlawful and, in particular, is not for publication or distribution in or into the United States, Canada, New Zealand, South Africa or Japan, nor in any country or territory where to do so may contravene local securities laws or regulations. The distribution of this document in other jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restriction. The Ordinary Shares have not been and will not be registered under the US Securities Act 1933 (as amended) nor under the applicable securities laws of any State of the United States or any province or territory of Canada, New Zealand, South Africa or Japan. Accordingly, the Ordinary Shares may not be offered or sold directly or indirectly in or into the United States, Canada, New Zealand, South Africa, Japan, or to any resident of the United States, Canada, Australia, New Zealand, South Africa or Japan. No public offering of securities is being made in the United States. The Ordinary Shares have not been approved or disapproved by the United States Securities and Exchange Commission, any state securities commission or any other regulatory authority in the United States, nor have any of the foregoing authorities passed upon or endorsed the accuracy or adequacy of this document.

The Ordinary Shares will, upon Admission, rank *pari passu* in all respects and will rank in full for all dividends and other distributions declared, paid or made in respect of the Ordinary Shares after Admission. It is emphasised that no application is being made for the Ordinary Shares to be admitted to the Official List or to any other recognised investment exchange. The Ordinary Shares are already admitted to trading on the ASX.

Holding Ordinary Shares may have implications for overseas shareholders under the laws of the relevant overseas jurisdictions. Overseas investors should inform themselves about and observe any applicable legal requirements. It is the responsibility of each overseas shareholder to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.

As required by the AIM Rules for Companies, the Company will update the information provided in this document by means of a supplement to it if a significant new factor that may affect the evaluation by prospective investors of the Ordinary Shares occurs prior to Admission or if it is noted that this document contains any mistake or substantial inaccuracy. This document and any supplement thereto will be made public in accordance with the AIM Rules for Companies.

The contents of this document, or any subsequent communications from the Company, Strand Hanson, WHIreland or any of their respective affiliates, officers, directors, employees or agents, are not to be construed as legal, financial, business or tax advice. Each prospective investor should consult his or her own lawyer, financial adviser or tax adviser for legal, financial, business or tax advice in relation to any purchase or proposed purchase of Ordinary Shares. Each prospective investor should consult with such advisers as needed to make their investment decision and to determine whether it is legally permitted to hold shares under applicable legal investment or similar laws or regulations. Investors should be aware that they may be required to bear the financial risks of an investment in Ordinary Shares for an indefinite period of time.

This document is not intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Company, the Directors, Strand Hanson or WHIreland or any of their representatives that any recipient of this document should subscribe for or purchase any Ordinary Shares.

**Prior to making any decision as to whether to purchase any Ordinary Shares, prospective investors should read the entirety of this document and, in particular, the section headed “Risk Factors” in Part II of this document.**

Investors should ensure that they read the whole of this document and not just rely on key information or information summarised within it. In making an investment decision, prospective investors must rely upon their own examination (or the examination of the prospective investor’s lawyers, financial advisers or tax advisers) of the Company and the terms of this document, including the risks involved. Any decision to purchase Ordinary Shares should be based solely on this document and the prospective investor’s (or such prospective investor’s lawyers, financial advisers or tax advisers) own examination of the Company.

None of the Company, the Directors, Strand Hanson or WHIreland, or any of their representatives is making any representation to any purchaser of Ordinary Shares regarding the legality of an investment by such purchaser.

Strand Hanson and/or WHIreland and any of their respective affiliates may have engaged in transactions with, and provided various investment banking, financial advisory and other services to the Company, for which they would have received customary fees. Strand Hanson and/or WHIreland and any of their respective affiliates may provide such services to the Company and any of its affiliates in the future.

### **Notice to prospective investors in the United Kingdom**

The Company is not offering any Ordinary Shares or any other securities in connection with Admission. Ordinary Shares will not be generally made available or marketed to the public in the UK or any other jurisdiction in connection with Admission. This document does not constitute, and may not be used for the purposes of, an offer to sell or issue or the solicitation of an offer to buy or subscribe for any Ordinary Shares to or from any person in any jurisdiction.

### **Forward-looking statements**

All statements, other than statements of historical facts, included in this document, including, without limitation, those regarding the Group’s financial position, business strategy, plans and objectives of management for future operations or statements relating to expectations in relation to dividends or any statements preceded by, followed by or that include the words “targets”, “believes”, “expects”, “aims”, “intends”, “plans”, “will”, “may”, “anticipates”, “would”, “could” or similar expressions or the negative thereof, are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company’s control that could cause the actual results, performance, achievements of or dividends paid by the Company to be materially different from actual results, performance or achievements, or dividend payments expressed or implied by such forward-looking statements.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward-looking statements are not guarantees of future performance and the development of the markets and the industry in which the Group operates, may differ materially from those described in, or suggested by, the forward-looking statements contained in this document. In addition, even

if the development of the markets and the industry in which the Group operates are consistent with the forward-looking statements contained in this document, those developments may not be indicative of developments in subsequent periods. A number of factors could cause developments to differ materially from those expressed or implied by the forward-looking statements including, without limitation, general economic and business conditions, industry trends, competition, changes in regulation, currency fluctuations, changes in the Group's business strategy, political and economic uncertainty.

These forward-looking statements speak only as of the date of this document. Except as required by the AIM Rules, the Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto, any new information or any change in events, conditions or circumstances on which any such statements are based, unless required to do so by law or any appropriate regulatory authority.

### **Bases and sources**

Various market data and forecasts used in this document have been obtained from independent industry sources. The Company has not verified the data, statistics, or information obtained from these sources and cannot give any guarantee of the accuracy or completeness of the data. Forecasts and other forward-looking information obtained from these sources are subject to the same qualifications, risks and uncertainties as above. Various figures and percentages in tables in this document have been rounded and accordingly may not total. Certain financial data has also been rounded. As a result of this rounding, the totals of data presented in this document may vary slightly from the actual arithmetical totals of such data.

Market and industry data is inherently predictive and speculative and is not necessarily reflective of actual market conditions. Statistics in such data are based on market research, which itself is based on sampling and subjective judgments by both the researchers and the respondents, including judgments about what types of products and transactions should be included in the relevant market. The value of comparisons of statistics for different markets is limited by many factors, including that: (i) the markets are defined differently; (ii) the underlying information was gathered by different methods; and (iii) different assumptions were applied in compiling the data. Consequently, the industry publications and other reports referred to above generally state that the information contained therein has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed and, in some instances, these reports and publications state expressly that they do not assume liability for such information.

All times referred to in this document are, unless otherwise stated, references to London time.

### **No incorporation of website**

The contents of the Company's website (or any other website) do not form part of this document and investors shall not rely upon them.

### **Governing law**

Unless otherwise stated, statements made in this document are based on the law and practice currently in force in England and Wales and are subject to changes in such law and practice.

### **Availability of this Admission Document**

Copies of this document will be available for collection, free of charge, from Hill Dickinson LLP of The Broadgate Tower, 20 Primrose Street, London EC2A 2EW, United Kingdom for one month from the date of this document. Additionally, an electronic version of this document will be available on the Company's website at: <https://future-metals.com.au>. No person has been authorised to give any information or to make any representation about the Company and about the matters the subject of this document other than those contained in this document. If any such information or representation is given or made then it must not be relied upon as having been so authorised. The delivery of this document shall not imply that no change has occurred in the Company's affairs since the date of issue of this document or that the information in this document is correct as at any time after the date of this document save as shall be required to be updated by law or regulation.

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## ADMISSION STATISTICS AND DEALING CODES

### Admission

Number of Ordinary Shares in issue at Admission	348,541,184
Closing ASX mid-market price on the Latest Practicable Date	A\$0.182
Estimated market capitalisation on Admission	£34.3 million
Percentage of Ordinary Shares not in public hands at Admission	14.5%
Performance Rights at Admission expressed as a percentage of the Issued Share Capital	6.3%
Options at Admission expressed as a percentage of the Issued Share Capital	27.4%

### Dealing Codes

AIM trading symbol	AIM:FME
ASX trading symbol	ASX:FME
ISIN	AU0000157745
LEI	213800WZ1MNQPOAKNU50
SEDOL	BL59CT1

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	14 October 2021
Admission expected to become effective and commencement of dealings in the Ordinary Shares on AIM	21 October 2021

*References to times and dates in this document are to London time, unless otherwise stated. Each of the dates in the above timetable is subject to change at the absolute discretion of the Company and Strand Hanson.*

## EXCHANGE RATE

For reference purposes only the exchange rate used in this document is £0.54069:A\$1 (source: Bloomberg as at 13 October 2021, being the Latest Practicable Date, unless otherwise stated).

## COMPANY OFFICERS, REGISTERED OFFICE AND ADVISERS

<b>Directors and Proposed Director</b>	<p>Gregory John Bandy <i>(Executive Chairman)</i>  Aaron Dean Bertolatti <i>(Finance Director)</i>  Allan Ewald Mulligan <i>(Non-Executive Technical Director)</i>  Justin Albert Tremain <i>(Non-Executive Director)</i>  Robert Walter Mosig <i>(Independent Non-Executive Director)</i>  Elizabeth Caroline Henson <i>(Proposed Independent Non-Executive Director)</i></p>
<b>Company secretary</b>	Aaron Bertolatti
<b>Registered office</b>	<p>First Floor  35 Richardson Street  West Perth WA 6005  Australia</p>
<b>Website</b>	<a href="http://www.future-metals.com.au">www.future-metals.com.au</a>
<b>Nominated and Financial Adviser</b>	<p>Strand Hanson Limited  26 Mount Row  London W1K 3SQ  United Kingdom</p>
<b>Broker (with effect from Admission)</b>	<p>W H Ireland Limited  24 Martin Lane  London EC4R 0DR  United Kingdom</p>
<b>UK Legal Adviser to the Company</b>	<p>Hill Dickinson LLP  The Broadgate Tower  20 Primrose Street  London EC2A 2EW  United Kingdom</p>
<b>Australian Legal Advisers to the Company</b>	<p>Edwards Mac Scovell Pty Ltd  Level 7, 140 St Georges Terrace  Perth WA 6000  Australia</p> <p>Lawton Macmaster Legal  Level 1, Irwin Chambers  16 Irwin Street  Perth WA 6000  Australia</p>
<b>Legal Adviser to the Nominated Adviser</b>	<p>Bird &amp; Bird LLP  12 New Fetter Lane  London EC4A 1JP  United Kingdom</p>
<b>Reporting Accountants and Auditors to the Company</b>	<p>BDO Audit (WA) Pty Ltd  38 Station St  Subiaco WA 6008  Australia</p>
<b>Competent Person</b>	<p>Mining One Pty Ltd  Level 9, 50 Market Street  Melbourne VIC 3000  Australia</p>



**Depository (UK)**

Computershare Investor Services plc  
The Pavilions  
Bridgwater Road  
Bristol BS13 8AE  
United Kingdom

**Registrars (Australia)**

Computershare Investor Services Pty Ltd  
Level 11  
172 St Georges Terrace  
Perth WA 6000  
Australia

## DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

<b>Acquisition</b>	the acquisition by the Company of 100 per cent. of the issued capital of GNP completed on 11 June 2021
<b>Acquisition Agreement</b>	the binding heads of agreement between (1) the Company, (2) GNP and (3) certain of the Vendors to acquire 100 per cent. of the issued share capital of GNP, a summary of which is set out in paragraph 11.9 of Part VI of this document
<b>Admission</b>	the admission of the Ordinary Shares to trading on AIM, becoming effective in accordance with Rule 6 of the AIM Rules for Companies
<b>Adviser Options</b>	the options to subscribe for 7,000,000 Ordinary Shares to be granted to Strand Hanson pursuant to the Introduction Agreement
<b>AIM</b>	the AIM market of the London Stock Exchange
<b>AIM Rules for Companies or AIM Rules</b>	the AIM Rules for Companies published by the London Stock Exchange from time to time (including, without limitation, any guidance notes or statements of practice) and those other rules of the London Stock Exchange which govern the admission of securities to trading on, and the regulation of, AIM
<b>AIM Rules for Nominated Advisers</b>	the AIM Rules for Nominated Advisers published by the London Stock Exchange from time to time
<b>ASIC</b>	the Australian Securities and Investments Commission
<b>ASIC Act</b>	Australian Securities and Investments Commission Act 2001 (Cth)
<b>ASX</b>	ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, where the Company's Ordinary Shares are currently listed
<b>ASX Listing Rules</b>	the listing rules of ASX
<b>ASX Settlement</b>	ASX Settlement Pty Limited (ABN 49 008 504 532)
<b>ASX Settlement Operating Rules</b>	the official settlement and operating rules of ASX Settlement
<b>Australian Corporations Act or Corporations Act</b>	the Corporations Act 2001 (Cth) of Australia
<b>Board</b>	the board of Directors of the Company on Admission
<b>Cancellation</b>	the cancellation of the admission to trading of the Company's Ordinary Shares on AIM, which took effect on 19 May 2021
<b>Certificated or In Certificated Form</b>	the description of a share or other security which is not in uncertificated form (this is, not in CREST)
<b>Commonwealth Heritage Act</b>	Aboriginal and Torres Strait Islander Heritage Protection Act 1984 (Cth)
<b>Competent Person or CP</b>	Mining One Pty Ltd, the competent person responsible for the information contained within the CPR in accordance with the AIM Rules

<b>Competent Person's Report or CPR</b>	the report prepared by the Competent Person, as set out in Part IV of this document
<b>Consideration Securities</b>	the Consideration Shares and Vendor Options
<b>Consideration Shares</b>	the Ordinary Shares issued to the Vendors (or their nominee(s)) pursuant to the Acquisition Agreement
<b>Consolidation</b>	the consolidation of the Company's securities on a 14:100 basis, which was effected on 10 June 2021
<b>COVID-19</b>	an infectious disease caused by acute respiratory syndrome coronavirus 2 (SARS-CoV-2)
<b>Constitution</b>	the Company's constitution which was adopted at the General Meeting
<b>CREST</b>	the computerised settlement system to facilitate the transfer of title of shares in uncertificated form, operated by Euroclear UK & Ireland Limited
<b>CREST Regulations</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended)
<b>CTA</b>	the Corporation Tax Act 2009
<b>Depository or Custodian</b>	Computershare Investor Services plc
<b>Depository Interests or DIs</b>	the interests representing Ordinary Shares issued through the Depository, further information on which is contained in Part I and Part VI of this document
<b>Cube</b>	Cube Consulting Pty Ltd
<b>Directors</b>	the existing directors of the Company as at the date of this document and the Proposed Director, whose names appear on page 8 of this document
<b>DMIRS</b>	the Department of Mines, Industry Regulation and Safety, Western Australia
<b>DTR or Disclosure and Transparency Rules</b>	the Disclosure Guidance and Transparency Rules, administered by the FCA
<b>DTR 5</b>	rule 5 of the DTRs
<b>EBITDA</b>	earnings before interest, tax, depreciation and amortisation
<b>EEA</b>	the European Economic Area
<b>Elemental</b>	Elemental Royalties Australia Pty Ltd
<b>Escrow Agreements</b>	the escrow agreements entered into by the Escrow Persons, as described in paragraph 11.8 of Part VI of this document

<b>Escrow Persons</b>	certain persons that have been issued Ordinary Shares, Vendor Options or Performance Rights which are restricted from trading for between 12 months and 24 months from Reinstatement to the ASX, pursuant to the ASX Listing Rules and/or the Escrow Agreements as detailed in paragraph 12 of Part I and paragraph 11.8 of Part VI of this document
<b>Euroclear</b>	Euroclear UK & Ireland Limited, the operator of CREST
<b>Executive Directors</b>	the executive directors of the Company, being Greg Bandy and Aaron Bertolatti
<b>FCA</b>	the Financial Conduct Authority of the United Kingdom
<b>Federal Government</b>	the Australian Federal Government
<b>FeverTree</b>	Fevertree Resources Pty Ltd
<b>FSMA</b>	the Financial Services and Markets Act 2000, as amended
<b>Future Act Provisions</b>	the provisions of the NTA which provide that an act (such as the grant or renewal of a mining tenement) carried out after 23 December 1996 (referred to as a <b>Future Act</b> ) must comply with certain requirements in order for the Future Act to be valid under the NTA
<b>Future Metals or the Company</b>	Future Metals NL (formerly named Red Emperor Resources NL)
<b>General Meeting</b>	the general meeting of the Company held on 4 June 2021
<b>GNP</b>	Great Northern Palladium Pty Ltd (ACN 645 861 196)
<b>Group</b>	the Company and its subsidiaries and subsidiary undertakings, being GNP, Panton Sill and Vianista Nominees Pty Ltd
<b>Historical Financial Information</b>	the audited consolidated financial information of Future Metals and GNP, as referred to in Part III of this document
<b>HMRC</b>	Her Majesty's Revenue and Customs
<b>Introduction</b>	the admission to trading on AIM of the Company's entire issued share capital, becoming effective as provided in Rule 6 of the AIM Rules
<b>Introduction Agreement</b>	the introduction agreement entered into between the Company, the Directors and Strand Hanson on 14 October 2021, as summarised in paragraph 11.4 of Part VI of this document
<b>IFRS</b>	International Financial Reporting Standards as endorsed by the European Union
<b>ISIN</b>	International Securities Identification Number
<b>Issued Share Capital</b>	the 348,541,184 Ordinary Shares in issue as at the date of this document
<b>JORC 2012</b>	Australasian Code for Reporting of Mineral Resources and Ore Reserves 2012, published by the Joint Ore Reserves Committee
<b>Latest Practicable Date</b>	13 October 2021, being the latest practicable date prior to the publication of this document

<b>LEI</b>	Legal Entity Identifier
<b>London Stock Exchange</b>	London Stock Exchange plc
<b>MAR</b>	the UK version of Regulation (EU) No. 596/2014 of the European Parliament and of the Council on 16 April 2014 on market abuse, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018
<b>Max Capital</b>	Max Capital Pty Ltd (corporate adviser to the Company)
<b>Mining Lease</b>	a mining lease granted pursuant to section 71 of the Mining Act 1978 (Western Australia)
<b>Minister</b>	Minister for Mines and Petroleum in Western Australia
<b>Non-Executive Directors</b>	the non-executive Directors of the Company on Admission, namely Allan Mulligan, Justin Tremain, Robert Mosig and Elizabeth Henson
<b>NTA</b>	Native Title Act 1993 (Cth)
<b>OECD</b>	Organisation for Economic Co-operation and Development
<b>Official List</b>	the official list of the FCA
<b>Official Quotation</b>	the official quotation of the ASX
<b>Option</b>	an option to acquire a Share
<b>Options</b>	the 97,340,001 options to acquire Ordinary Shares outstanding as at Admission, comprising the Vendor Options, the Unlisted Options and the Adviser Options
<b>Ordinary Shares or Shares</b>	the 348,541,184 ordinary shares of no par value in the capital of the Company, post-Consolidation
<b>Panoramic</b>	Panoramic Resources Limited (ASX: PAN)
<b>Panton Option</b>	the option granted by Panoramic to GNP for GNP to acquire the remaining 20 per cent. equity interest in Panton Sill, which was exercised on 16 June 2021
<b>Panton Project or Panton</b>	the Panton PGM project held under three granted Mining Leases (M80/103, M80/104 and M80/105) covering an area of approximately 23km <sup>2</sup>
<b>Panton Sill</b>	Panton Sill Pty Ltd (ACN 157 842 530)
<b>PDMR</b>	persons discharging managerial responsibility
<b>Performance Rights</b>	the 22,000,000 outstanding performance rights in issue and the 2,000,000 new performance rights to be issued pursuant to the Performance Rights Plan on the terms and conditions detailed in paragraph 9 of Part VI of this document
<b>Performance Rights Plan</b>	the Company's performance rights plan as detailed in paragraph 9 of Part VI of this document
<b>Platinum Australia</b>	Platinum Australia Ltd

<b>Pre-Consolidation Shares</b>	fully paid ordinary shares of no par value in the capital of the Company, pre-Consolidation
<b>Proposed Director</b>	the proposed director of the Company, as set out in paragraph 10 of Part I of this document
<b>Prospectus</b>	the ASX prospectus published by the Company on 18 May 2021
<b>Prospectus Regulation</b>	the EU Prospectus Regulation (Regulation (EU) No. 2017/1129)
<b>Prospectus Regulation Rules</b>	the prospectus regulation rules made by the FCA under Part VI of the FSMA, as amended
<b>Public Offer</b>	the offer of 100,000,000 Ordinary Shares at an issue price of A\$0.1 each to raise, in aggregate, \$10,000,000 before costs, completed on 4 June 2021
<b>Reinstatement to the ASX</b>	the reinstatement of the Company's Ordinary Shares to the official list of the ASX, which occurred on 21 June 2021
<b>Reinstatement Date</b>	21 June 2021, being the date upon which the Ordinary Shares were reinstated to trading on the ASX
<b>Recommendations</b>	Corporate Governance Principles and Recommendations (4th Edition) published by ASX Corporate Governance Council
<b>Relevant DTR Provisions</b>	the provisions of the DTR or any successor regime (whether statutory or non-statutory) governing the disclosure of interests in shares in the United Kingdom by issuers who have their registered office in the United Kingdom, which relates to the requirement of shareholders to disclose their total proportion of voting rights (as defined in the DTR)
<b>SDRT</b>	stamp duty reserve tax
<b>Security</b>	an equity security (as that term is defined in the ASX Listing Rules) of the Company, and <b>Securities</b> has a corresponding meaning
<b>Settlement</b>	the settlement of the Acquisition
<b>Shareholder(s)</b>	a person(s) who is/are registered as a holder(s) of Ordinary Shares from time to time
<b>Strand Hanson or Nominated Adviser</b>	Strand Hanson Limited, the financial and nominated adviser to the Company
<b>Supplementary Prospectus</b>	the ASX supplementary prospectus intended to be read with the Prospectus and dated 28 May 2021
<b>Takeover Panel</b>	the UK Panel on Takeovers and Mergers
<b>Tenements</b>	the Company's wholly owned, granted Mining Leases (M80/103, M80/104 and M80/105), via Panton Sill, covering an area of approximately 23km <sup>2</sup> , comprising the Panton Project
<b>UK or United Kingdom</b>	United Kingdom of Great Britain and Northern Ireland
<b>UK City Code or Takeover Code</b>	the UK's City Code on Takeovers and Mergers published by the Takeover Panel

<b>uncertificated or in uncertificated form</b>	Ordinary Shares recorded on the register of members of the Company as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of an instruction issued in accordance with the rules of CREST
<b>Unlisted Options</b>	the 840,001 options to acquire Shares issued by the Company, further details of which are contained in paragraph 10.7 of Part VI of this document
<b>USA or United States</b>	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
<b>VCT</b>	a company which is, or which is seeking to become, approved as a venture capital trust under Section 842AA of the UK Income and Corporation Taxes Act 1988
<b>Vendor Offer</b>	the offer of 175,000,000 Ordinary Shares and 87,500,000 Vendor Options issued to the Vendors (or their nominee(s)), as further detailed in paragraph 11.9 of Part VI of this document
<b>Vendor Options</b>	the Options issued to the Vendors pursuant to the Acquisition as summarised in paragraph 10.2 of Part VI of this document
<b>Vendors</b>	the former holders of shares in the capital of GNP
<b>VWAP</b>	volume weighted average price
<b>WA Heritage Act</b>	Aboriginal Heritage Act 1972 (WA)
<b>WHIreland</b>	W H Ireland Limited, UK broker to the Company, with effect from Admission
<b>£ and p</b>	United Kingdom pounds sterling and pence, respectively
<b>A\$</b>	Australian dollar
<b>EUR or €</b>	Euro
<b>US\$</b>	United States dollar

## GLOSSARY

The following table provides an explanation of certain technical terms and abbreviations used in this document. The terms and their assigned meanings may not correspond to standard industry meanings or usage of these terms:

<b>2D</b>	two-dimensional
<b>3PGM</b>	platinum, palladium and gold
<b>Archaean</b>	earliest geological period in the earth's history until 2,500 million years before present
<b>Assay</b>	chemical determination of metal content in a sample
<b>Au</b>	gold, one of the transition metals elements
<b>BFS</b>	Bankable Feasibility Study
<b>Chromite</b>	an oxide mineral and principal ore of chromium
<b>Co</b>	cobalt, one of the transition metals elements
<b>Cr</b>	chromium, one of the transition metals elements
<b>Craton</b>	continental rock sequence
<b>Cu</b>	copper, one of the transition metals elements
<b>Expenditure Year</b>	each 12 month period from the grant of the relevant mining tenement
<b>Gabbro</b>	a coarse grained mafic intrusive rock
<b>Greenstone Belt</b>	an elongate sequence of metamorphic mafic rocks and sediments that occur within Archaean and Proterozoic cratons between granite and gneiss bodies
<b>g/t</b>	grammes per tonne
<b>ha</b>	hectare
<b>Ir</b>	iridium, one of the platinum group elements
<b>Indicated Resource</b>	that part of a Mineral Resource for which quantity, grade and physical characteristics are estimated with sufficient confidence to allow the application of modifying factors in sufficient detail to support mine planning and evaluation of the economic viability of the deposit
<b>Inferred Resource</b>	that part of a Mineral Resource for which quantity and grade are estimated on the basis of limited geological evidence and sampling
<b>Ma</b>	million years
<b>Mafic</b>	igneous rocks that are low in silicon and high in iron and magnesium
<b>Mass Pull</b>	proportion of ore feed reporting to concentrate



<b>Measured Resource</b>	that part of a Mineral Resource for which quantity, grade, densities, shape and physical characteristics are estimated with confidence sufficient to allow the application of modifying factors to support detailed mine planning and final evaluation of the economic viability of the deposit
<b>Mineral Resource</b>	a concentration or occurrence of solid material of economic interest for which there is a reasonable prospect of eventual economic extraction
<b>Minsaco Resources</b>	Minsaco Resources Pty Ltd
<b>MRE or Mineral Resource Estimate</b>	Mineral Resource Estimate
<b>MS</b>	mass spectrometry
<b>Mt</b>	million tonnes
<b>Ni</b>	nickel, one of the transition metals elements
<b>Ore Reserve</b>	the economically mineable part of a Measured and/or Indicated Mineral Resource. It includes diluting materials and allowances for losses, which may occur when the material is mined or extracted
<b>Orogen</b>	a mountain belt or geological period of time when mountains are formed
<b>Os</b>	osmium, one of the platinum group elements
<b>Paleo-proterozoic</b>	a geological period of time 1,600 to 2,600 million years before present
<b>Panton Complex</b>	a layered mafic-ultramafic intrusion, which is approximately 10km long and approximately 3km wide, situated within the Central Zone of the Halls Creek Orogen of Western Australia
<b>Proterozoic</b>	a geological time period from 540 to 1,600 million years before present
<b>Pd</b>	palladium, one of the platinum group elements
<b>PGE or PGM</b>	platinum Group Elements or Metals. The collective term for platinum, palladium, rhodium, ruthenium, osmium and iridium
<b>Pt</b>	platinum, one of the platinum group elements
<b>RC</b>	reverse circulation
<b>RC Drilling</b>	an exploration drilling method that uses a dual walled drilling rod and compressed air to obtain samples from the drill face
<b>RL</b>	relative level or depth below a reference point either the surface or sea-level
<b>Rh</b>	rhodium, one of the platinum group elements
<b>Ru</b>	ruthenium, one of the platinum group elements
<b>Syncline</b>	a concave flexure of a geological layer

<b>Terra Drilling</b>	Terra Drilling Pty Ltd
<b>Ultramafic</b>	relating to igneous rocks composed of mafic mineral rich in magnesium and iron
<b>UCL</b>	Unallocated Crown Land
<b>um</b>	a micron equivalent to one millionth of a metre
<b>Variogram</b>	a statistical analysis of special continuity of data

## PART I

### INFORMATION ON THE COMPANY

#### 1. INTRODUCTION

Future Metals is a platinum group metals exploration and development company that holds a 100 per cent. interest in the Panton Project in Western Australia.

The Panton Project is held under three granted Mining Leases, which cover an area of approximately 23km<sup>2</sup> and are located 60km north of Halls Creek and 1km from the Great Northern Highway, in the East Kimberly region of Western Australia. The Panton Project has a JORC 2012 Mineral Resource Estimate of 14.32Mt at 2.19g/t platinum, 2.39g/t palladium, 0.31g/t gold, 0.27 per cent. nickel and 0.08 per cent. copper.

Future Metals was previously listed on the ASX and quoted on AIM under the trading symbols ASX/AIM:RMP. On 7 August 2020, the Company announced that further to the relinquishment of its then oil and gas exploration assets, it had become an AIM Rule 15 cash shell. On 20 January 2021, the Company's Ordinary Shares were suspended from trading on both the ASX and AIM, pending the release of an announcement in relation to a potential reverse takeover and, on 25 March 2021, the Company announced its intention to acquire GNP. On 20 April 2021, the Company provided the requisite notice of the cancellation of its admission to trading on AIM, which became effective on 19 May 2021, in order to facilitate the timely implementation of the Acquisition and associated Public Offer in Australia, in accordance with the commercial terms agreed with GNP's major shareholders, due to the differing processes and requirements of the ASX and AIM, with the stated intention for the enlarged Group to seek re-admission to AIM at the earliest opportunity following completion of the Acquisition, Public Offer and Reinstatement to the ASX.

On 11 June 2021, Future Metals acquired GNP, which, at that time, indirectly owned 80 per cent. of the Panton Project and held the Panton Option over the remaining 20 per cent. held by Panoramic, concurrent with completing the Public Offer raising gross proceeds of A\$10 million. The Acquisition consideration was satisfied through the issue of 175,000,000 Consideration Shares and 87,500,000 Vendor Options to the Vendors. The Company subsequently procured that GNP exercise the Panton Option to acquire the remaining 20 per cent. of the Panton Project for cash consideration of A\$3 million, funded from the net proceeds of the Public Offer. On 21 June 2021, the Company's Ordinary Shares were re-admitted to the official list of the ASX under the trading code 'FME', the Company having obtained shareholder approval for, *inter alia*, a share consolidation and change in its name to Future Metals.

The Company intends to use the balance of the net funds raised under the Public Offer and its pre-existing cash reserves to, *inter alia*, implement its exploration and development programme for the Panton Project by undertaking further drilling, metallurgical test work, process design, mining, development and other technical studies.

#### 2. INVESTMENT HIGHLIGHTS

The Company's objective is to deliver long term value growth for its stakeholders through exploration and development of the Panton Project. The Directors believe that an investment in the Company should be attractive to prospective investors for the following reasons:

- Future Metals holds a 100 per cent. interest in the Panton Project, which has a pre-existing JORC 2012 Mineral Resource Estimate of 14.32Mt at 2.19g/t Pt, 2.39g/t Pd, 0.31g/t Au, 0.27 per cent. Ni and 0.08 per cent. Cu. The Panton Project is located on three granted Mining Leases;
- Metallurgical test work undertaken in 2015 and recently reviewed by the Company's metallurgical consultant, as announced by the Company on 7 July 2021, indicated the potential for metallurgical recoveries from Panton ore of over 80 per cent. platinum, palladium and gold flotation recovery to low mass pull of 2.5 per cent. concentrate of over 250g/t platinum, palladium and gold;
- PGMs, particularly palladium, are experiencing high global demand, which is set to continue increasing over the medium term, with crucial applications in, *inter alia*, catalytic converters, hydrogen fuel cells and renewable energy conversion processes;

- Following the successful completion of the Public Offer in June 2021, the Company is well funded for further exploration activities, including additional drilling to test for extensions to the abovementioned JORC 2012 Mineral Resource Estimate;
- The Panton Project is located in a stable and developed mining jurisdiction, proximate to suitable infrastructure; and
- The Company has an experienced Board with expertise in PGM projects.

### 3. GROUP STRUCTURE AND HISTORY OF THE GROUP

#### **Group Structure**

The Company changed its name from Red Emperor Resources NL to Future Metals NL in June 2021, in connection with its acquisition of GNP, and subsequently the remaining 20 per cent. of the Panton Project from Panoramic. Figure 1 below shows a simplified group structure diagram.

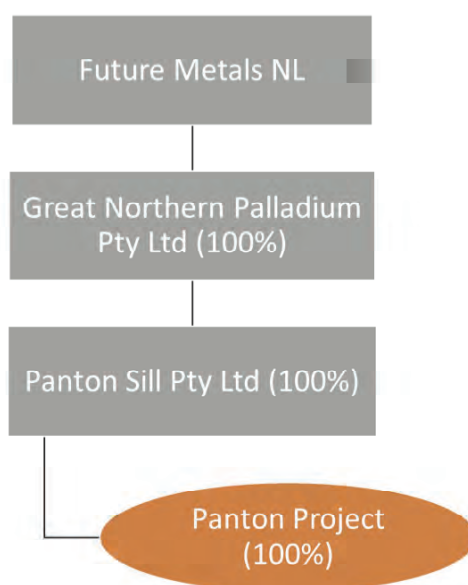


Figure 1: Diagram of the Group's structure (source: the Company)

The Company also has a dormant wholly owned subsidiary, Vianista Nominees Pty Ltd, incorporated in Australia.

#### **History of the Group**

The Company listed on the ASX in 2007 as a mineral exploration company with copper and gold exploration projects in Western Australia. In 2011, the Company changed its focus to oil and gas exploration and completed a re-compliance listing on the ASX and was admitted to trading on AIM. Since then, the Company has typically held non-operated, minority interests as a joint venture partner in various onshore and offshore oil and gas exploration projects in Somalia, Georgia, the Philippines, and the USA.

On 7 August 2020, the Company announced that as a result of relinquishing its remaining oil and gas exploration assets in Alaska, it had become an AIM Rule 15 cash shell and, on 20 January 2021, the Company's Ordinary Shares were suspended from trading on both the ASX and AIM, pending the release of an announcement in relation to a potential reverse takeover.

#### **Acquisition of GNP and Cancellation**

On 25 March 2021, the Company announced that it had entered into an Acquisition Agreement with the major shareholders of GNP to conditionally acquire 100 per cent. of the issued share capital of GNP, which held 80 per cent. of the issued share capital of Panton Sill, the owner of the granted Mining Leases that cover the Panton Project. The remaining 20 per cent. equity interest in Panton Sill was held by Panoramic,

which had granted the Panton Option to GNP to acquire such remaining interest for an exercise price of A\$3 million.

The Acquisition was deemed to constitute a significant change to the nature and scale of the Company's activities for the purposes of the ASX Listing Rules and thereby required the Company to seek Shareholder approval for the proposed transaction. The Acquisition was also deemed to constitute a reverse takeover transaction under the AIM Rules. In light of certain differences between the requirements of the ASX Listing Rules and the AIM Rules and the general chronology, processes and requirements of the two stock exchanges, the then Board considered it to be in the best interests of the Company and its Shareholders to seek cancellation of the admission to trading of its Ordinary Shares on AIM in order to facilitate and ensure the timely implementation of the Acquisition and associated Public Offer in Australia on the ASX on the commercial terms and timeframe agreed with the major shareholders of GNP.

Accordingly, the Cancellation was effected on 19 May 2021, and in accordance with the guidance notes to AIM Rule 41, shareholder consent in a general meeting of the Company was not required, as the Company maintained its listing on the ASX, being an AIM Designated Market as defined in the AIM Rules.

### **General Meeting**

On 18 May 2021, the Company published its Prospectus and, on 28 May 2021, its Supplementary Prospectus in relation to, *inter alia*, the Acquisition and Public Offer. On 4 June 2021, the Company held a general meeting, at which all tabled resolutions as set out in the Notice of General Meeting dated 4 May 2021 were duly approved, including, *inter alia*:

- (i) the significant change to the nature and scale of the Company's activities as a result of the Acquisition;
- (ii) the consolidation of the Company's issued share capital on a 14:100 basis;
- (iii) the issue of 100,000,000 Post-Consolidation Shares under the Public Offer;
- (iv) the issue of the Consideration Securities for the Acquisition;
- (v) the change of name of the Company to Future Metals; and
- (vi) the replacement of the Constitution.

### **Acquisition, Completion of the Public Offer and Reinstatement to the ASX**

On 18 June 2021, the Company announced that the conditions of the Public Offer had been satisfied and 100,000,000 Ordinary Shares were issued at a price of A\$0.10 each to the subscribers. In addition, the 175,000,000 Consideration Shares and 87,500,000 Vendor Options were issued. The Company confirmed the satisfaction of the conditions precedent to, and completion of, the Acquisition Agreement, and accordingly, GNP proceeded to exercise the Panton Option, such that Future Metals became the ultimate 100 per cent. owner of the Panton Project. Completion of the Acquisition occurred on 11 June 2021 and completion of the exercise of the Panton Option occurred on 16 June 2021. A summary of the Acquisition Agreement is set out in paragraph 11.9 of Part VI of this document and a summary of the Panton Sill Acquisition Agreement (including the Panton Option) is set out in paragraph 11.10 of Part VI of this document.

On 22 June 2021, the suspension of trading in the securities of Future Metals in Australia was lifted and, as such, the Company was reinstated to trading on the official list of the ASX under the trading code 'FME'.

## **4. INFORMATION ON THE PANTON PROJECT**

### **Location**

The Panton Project is located in the Rose Bore locality, approximately 60 kilometres north of Halls Creek and 1km from the Great Northern Highway, which provides direct access to the Port of Wyndham, in the East Kimberley Region of Western Australia (see Figure 2 below).

The Panton Project is held under three granted Mining Leases (M80/103, M80/104 and M80/105) covering an area of approximately 23km<sup>2</sup>.

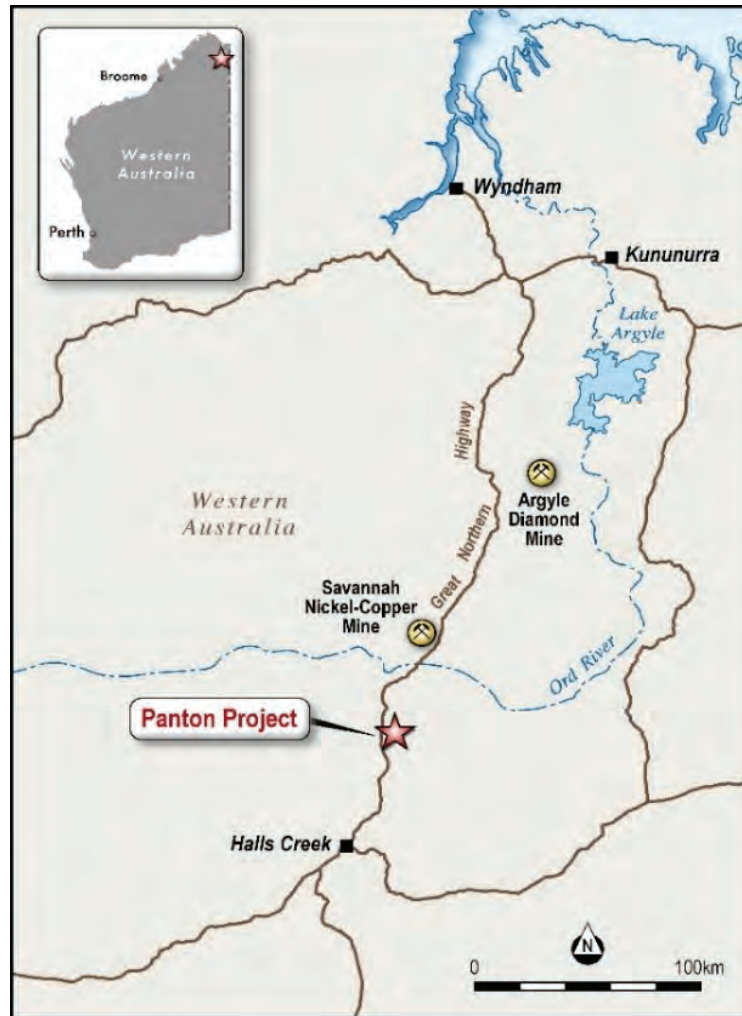


Figure 2: Map showing the location of the Panton Project (source: Company materials)

### **Project's History**

The Panton deposit was discovered by the Geological Survey of Western Australia from surface mapping conducted in the mid-1960s. Drilling by various companies in the 1970's and 1980's defined a non-JORC compliant resource. Platinum Australia acquired the project from Swiftel (formerly Roebuck Resources) in 2000 and conducted the majority of the drilling to date, comprising 166 holes for 34,410 metres, leading to the delineation of a maiden JORC Mineral Resource Estimate. In January 2003, Cube prepared a resource report on the Panton Project and, in September 2003, Platinum Australia commissioned a BFS, which included an environmental assessment. In late 2006, Sally Malay Mining Limited (now named Panoramic) entered into a joint venture arrangement with Platinum Australia seeking to develop the Panton Project. Panoramic subsequently purchased the Panton Project from Platinum Australia in May 2012 and conducted a wide range of metallurgical test work programmes on the Panton ore. In 2015, flotation test work to raise recovery including ore sorting, PGM flotation and chromite concentration was undertaken and Cube restated the Mineral Resource Estimate.





Figure 3: Exploration portal and decline access (source: Company materials)

### JORC 2012 Mineral Resource Estimate

Past exploration and drilling, predominantly undertaken by Platinum Australia in the early 2000s, resulted in the delineation of a Mineral Resource Estimate for the deposit undertaken by Cube in April 2003. In August 2015, Cube reviewed and re-reported its 2003 Mineral Resource Estimate model to report the Mineral Resource Estimate in accordance with JORC 2012. The focus of the JORC 2012 Mineral Resource Estimate was on two of the chromite layers known as the Top (101) and Middle (201) Reefs, domained into the A, B, C and D blocks (see Figure 4 below).

Resource	Tonnage	Grade					Metal (oz)	
		Pt (g/t)	Pd (g/t)	Au (g/t)	Ni (%)	Cu (%)	Pt (oz 000s)	Pd (oz 000s)
<b>Top Reef</b>								
Measured	4,400,000	2.46	2.83	0.42	0.28	0.08	348	400
Indicated	4,130,000	2.73	3.21	0.38	0.31	0.09	363	426
Inferred	1,560,000	2.10	2.35	0.38	0.36	0.13	105	118
<b>Middle Reef</b>								
Measured	2,130,000	1.36	1.09	0.10	0.18	0.03	93	75
Indicated	1,500,000	1.56	1.28	0.10	0.19	0.04	75	62
Inferred	600,000	1.22	1.07	0.10	0.19	0.05	24	21
<b>Total</b>	<b>14,320,000</b>	<b>2.19</b>	<b>2.39</b>	<b>0.31</b>	<b>0.27</b>	<b>0.08</b>	<b>984</b>	<b>1,081</b>

Table 1: JORC 2012 Mineral Resource Estimate for the Panton Project (source: CPR, Table 8-10)

**Note:** The Company announced the Mineral Resource Estimate above in its announcement entitled “Proposed acquisition of +2Moz Panton PGM Project” on 25 March 2021, which included the Competent Person’s statements and consents required by Rule 5.22 of the ASX Listing Rules. The Company is not aware of any new information that materially affects the information included in that announcement, and all material assumptions and technical parameters underpinning the estimate in that announcement continue to apply and have not materially changed.

The JORC Mineral Resource Estimate was based on historical drilling at Panton by various companies prior to Platinum Australia, comprising diamond drilling (30 holes for 9,524 metres completed prior to 2001) and reverse circulation (29 holes for 2,366 metres) and more recent diamond drilling (166 holes for 34,410 metres) completed by Platinum Australia. The JORC 2012 Mineral Resource Estimate also included surface trenching and underground channel samples (1,391 metres) conducted by Platinum Australia between 2001 and 2003 in an exploration decline which accessed the upper chromite reef. Since 2003, no significant exploration has been conducted on the Panton Project.

The modelled chromite reefs have an unfolded strike length of approximately 3.5 kilometres. Historical drilling has been focused on the A, B, C and D chromite reefs and an approximate 8.5 kilometres of mapped PGM-bearing chromite reefs remain largely untested by drilling.

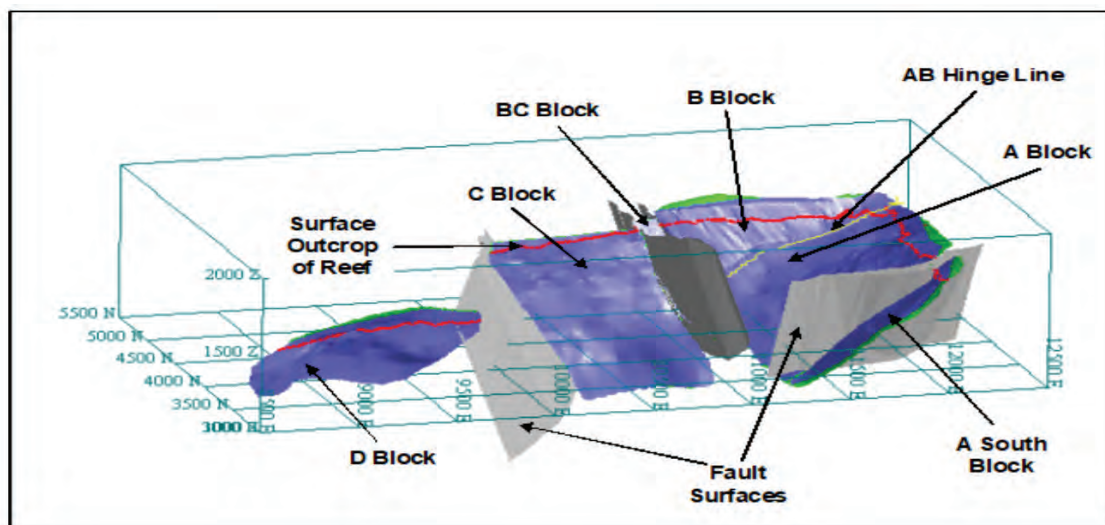


Figure 4: Resource Wireframes showing Pantom 101 and 201 reef system (source: CPR, Figure 6-3)

### Mineralisation

The Pantom mineralisation occurs within a layered, differentiated mafic-ultramafic intrusion referred to as the Pantom Complex. High-grade PGM mineralisation is hosted within two stratiform chromite reefs, the Top (101) and Middle (201) reefs, within the ultramafic sequence. The Pantom deposit is analogous to the chromite reefs in the Bushveld Complex of South Africa which are the world's largest source of PGMs.

### Geology

The Pantom Project is in the Central Zone of the Lamboo Province, a part of the paleo-proterozoic Hall's Creek Orogen shown in Figure 5 below. The Halls Creek Orogen is a NE-SW trending greenstone belt of high-temperature, low-pressure metamorphism. The orogen is sub-divided into three distinct metamorphic domains: The Western, Central and Eastern zones. The Western and Central zones are interpreted as sections of the Kimberley Craton margin and the Eastern zone as the passive margin of the North Australian Craton.



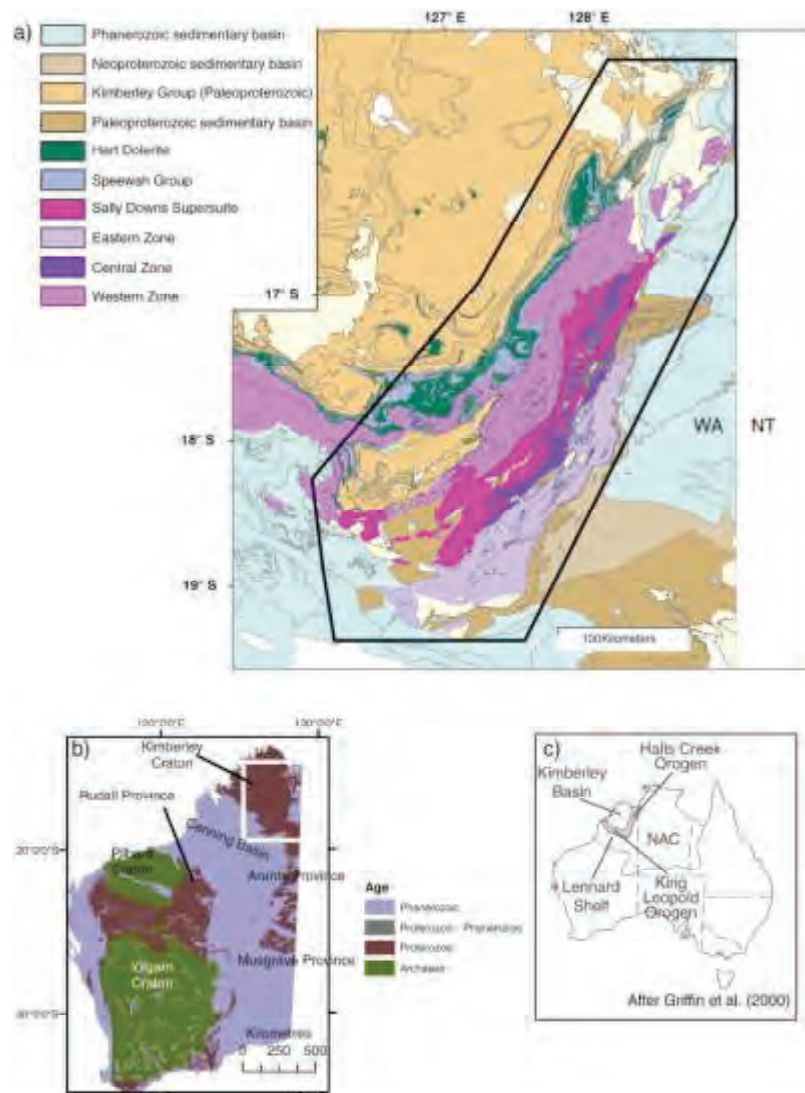


Figure 5: regional geology of the Panton Project (source: CPR, Figure 6-1)

The Panton Complex is a layered mafic-ultramafic intrusion which is a 10km long and 3km wide, south-west plunging synclinal layered intrusion situated within the Central Zone of the Halls Creek Orogen of Western Australia (see Figures 5 and 6). The Panton Complex displays many geological similarities to the Bushveld Complex in South Africa on a smaller scale.

The lower zone of the Panton intrusion comprises a massive variable olivine orthocumulate ultramafic intrusive phase, primarily dunite, with various other phases recognised including wehrlite, lherzolite and harzburgite. Various stratiform reefs of PGM-bearing cumulate chromitite-magnetite occur in the lower ultramafic phase at Panton. Horizons vary in thickness from 0.2 metres to 8 metres in thickness and multiple stacked reefs are common. The majority of historic drilling has been focused on the ultramafic-hosted chromite reefs of the A, B and C zones in the northern part of the Panton Complex (see Figures 4 and 6). These reefs are interpreted to be very similar to the 'Plat-reef style' mineralisation that occurs at the ultramafic base of the Bushveld Complex.

The top zone of the Panton intrusion comprises mainly layered mafic phases that vary from gabbro, gabbro-norite and norite and then transitions upward to anorthosite and leucogabbro through to a ferrogabbro or magnetite-bearing gabbro at the top of the sequence. PGM-bearing stratiform reefs are known to occur within the upper layered mafic sequences however these reefs have received much less exploration attention.

The Panton Complex has been folded into a syncline such that the shallowest chromite reefs occur around the outer edges and become deeper towards the centre of the complex. The syncline axis is interpreted to plunge toward the southwest. In addition to folding, the Panton Complex has been subject to several stages of faulting, many of which offset the chromite reefs including a major north-south oriented fault that offsets the C zone to the south which is now known as the D zone (see Figure 6).

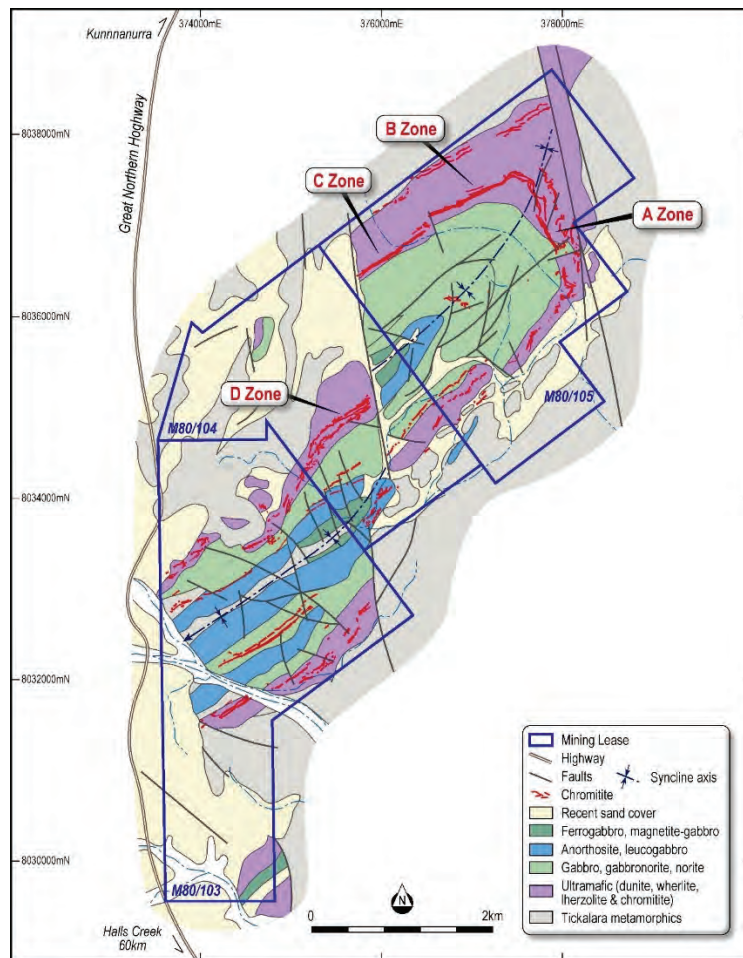


Figure 6: Panton Project's geology and mapped outcropping PGM-bearing chromite reefs (source: CPR, Figure 6-4)

### Resource Classification

Resource blocks have been classified as Measured, Indicated or Inferred Resources on the basis of a range of criteria. The key criteria considered were geological continuity and confidence in reef volume; data spacing and distribution; appropriateness of the modelling technique; and estimation quality parameters such as search strategy, number of informing composite data, average distance from informing composites and kriging variance.

Data spacing within the most densely drilled area of the project ranges from 25 metres by 25 metres to 50 metres by 100 metres.

Measured Resources are defined where geological continuity risk is considered low, confidence in metal continuity is considered high due to the data spacing; and where the estimation quality is high as indicated by a low estimation block variance (within the first 30th percentile). Generally, the Measured part of the Mineral Resource blocks has been estimated using 10 or more composite data at an average distance of less than 200 metres (within the modelled range of most variograms).

Indicated Resources are defined where geological and metal continuity risk is considered moderate to low. Generally, the Indicated part of the Mineral Resource blocks has been estimated using 6 or more composite data at an average distance of less than 300 metres (within the modelled range of some of the variograms).

Inferred Resources are defined by that area of the Mineral Resource where there is moderate confidence in the continuity of the geological model and metal where drill spacing is wider than 200 metres by 200 metres.

### ***Cut-off Grade***

Cube did not employ a low-grade cut-off for its reporting. The mineralisation was defined using a combination of geological information and grade criteria and the reported estimated grades represent a total metal content of mineralised material, all of which was expected to be mined without selectivity, due to the thin vein nature and high value of the mineralisation.

### ***Mining and Other Material Modifying Factors***

Future mining of the deposit is envisaged to be by open pit and underground methods. An assumption of non-selective total vein width mining was made in the estimation and no other mining factors were considered during the interpretation and 2D modelling of the mineralisation. However, mining dilution and mining loss are likely to be material factors in a combination of small open pit and underground exploitation. Minimum mining widths were not considered during the interpretation and 2D modelling of the mineralisation. No assumptions were made regarding environmental restrictions.

### ***Metallurgy***

Platinum Australia's feasibility study was based on a proposed processing plant incorporating standard crushing-grinding-flotation to produce a low grade concentrate which was then to be treated onsite through a patented Calcine-Leach-Metals Recovery process developed by Platinum Australia and Lonmin plc.

Following its acquisition of the Panton Project in 2012, Panoramic conducted a variety of metallurgical test work on Panton ore in order to establish the best processing strategies for the deposit. The test work comprised the following work programmes:

- various laboratory flotation test work programmes at various grind sizes;
- ore sorting test work to selectively remove waste rock;
- magnetic separation processes; and
- QEMScan analysis for the identification of ore minerals.

### ***Environmental Considerations***

Platinum Australia undertook a substantial amount of work understanding the baseline conditions for flora, fauna, hydrology and waste characterisation. The assessment highlighted a low probability of environmental factors limiting the feasibility of the Panton Project after considering its nature, the surrounding environment, potential environmental impacts, industry standard environmental mitigation measures and the obligation to develop and implement requisite management plans.

The Company will need to undertake future environmental surveys and studies before seeking any requisite approvals, which will be required from both State and Federal government agencies.

## 5. TENEMENTS, TENURE AND OBLIGATIONS

The Panton Project comprises three granted Mining Leases. Panton Sill, the Company's wholly owned subsidiary, is the registered holder of a 100 per cent. interest in each of the Tenements set out in Table 2. Further information on the Tenements is set out in paragraphs 11.14, 11.15 and 11.16 of Part VI of this document.

<i>Mining Lease</i>	<i>Date of Grant</i>	<i>Expiry Date</i>	<i>Area</i>
ML80/103	17 March 1986	16 March 2028	8.6km <sup>2</sup>
ML80/104	17 March 1986	16 March 2028	5.7km <sup>2</sup>
ML80/105	17 March 1986	16 March 2028	8.3km <sup>2</sup>

*Table 2: the Company's 100 per cent. owned Mining Leases*

A renewal of each Mining Lease will be granted as of right where the application for extension of term is lodged with DMIRS using the prescribed form (Form 9) during the final year of the term of the tenements. The tenements will continue in force pending the renewal being determined.

The minimum combined expenditure requirements for the Tenements is A\$226,000 per annum, with combined rental payments of approximately A\$45,200 per annum.

There are two historical royalties extant in respect of the Tenements, pursuant to agreements entered into by former owners of the Panton Project unrelated to Future Metals or GNP. These comprise a 0.5 per cent. net smelter return royalty payable to Elemental in respect of any future production of chrome, cobalt, copper, gold, iridium, palladium, platinum, nickel, rhodium and ruthenium and a 2 per cent. net smelter return royalty payable to Maverix Metals (Australia) Pty Ltd on any PGMs produced from the Tenements.

The Tenements were granted prior to the commencement of the Native Title Act 1993 (Cth) (NTA) in Australia and have been retrospectively validated by the NTA as "past acts", notwithstanding that the grant was not in accordance with the requirements of the NTA. The Tenements are all located on land which is subject to the Malarngowern Native Title Claim (WAD43/2019 WC1999/044). The Malarngowern Native Title Claim was registered on 4 February 2000. On 23 May 2019, the Federal Court made a determination that native title exists over parts of the Malarngowern Native Title claim area. Two areas were excluded from the determination area (being UCL 19 and UCL 20) which will be the subject of later determinations. The native title rights held by the Malarngowern claimants were found by the Federal Court to be exclusive in relation to some parts of the claim area.

## 6. AUSTRALIA AND ITS MINING AND REGULATORY ENVIRONMENT

### ***Australia***

Australia has a surface area of approximately 7.7 million km<sup>2</sup>, making it the sixth largest country in the world. In 2021, it has a population of approximately 25.7 million, growing at an annual rate of 0.5 per cent. and recorded US\$1.61 trillion gross domestic product, with an unemployment rate of 4.5 per cent. In 2021, Australia achieved a current account surplus of A\$18.3 billion, in part due to it being a large exporter of iron and other ores, gold and other precious metals. Key drivers of the Australian economy include the health and education sector, which accounts for 12.8 per cent. of output, mining (11.1 per cent.) and finance (8.9 per cent.). In 2021, Western Australia was estimated to account for 15.9 per cent. of Australia's output.

Australia is a stable jurisdiction and was ranked 5th in the world by the 2020 Human Freedom Index. Australia has approximately 1 in 8 of its population under the poverty line, which is above the OECD average level, and a Gini coefficient (a measure of equality) of 0.33, ranking it 15th out of 36 OECD countries.

### ***Australia's mining and regulatory environment***

Mining is an established industry in Australia, which employs approximately 240,000 people, with significant historical sector experience. Western Australia is the epicentre of Australian mining and was ranked as the fourth most attractive region for mining investment in the world by the Fraser Institute in 2020.

The regulatory framework for the mineral extraction process is divided throughout the three levels of government, Australian Federal Government, State and Territory governments and local governments.

The Panton Project is covered by valid Western Australia Mining Leases. The Mining Act and Mining Regulations provide the legislative framework for acquiring and holding mining tenements in Western Australia. In addition, mining tenements are subject to the WA Heritage Act and the Commonwealth Heritage Act, which preserve and protect areas and objects that are of particular significance to Aboriginals per Aboriginal tradition from injury or desecration.

The holder of a Mining Lease is entitled to enter the area of the Mining Lease and undertake operations for the purpose of mining and extracting minerals. The holder has exclusive rights to the land for the purpose of mining. As the Australian State holds the rights to all minerals in Western Australia, holders of Mining Leases must pay a royalty, which for non-industrial minerals is an ad valorem royalty, being 2.5 per cent. of the royalty value for metals to the Australian State on the minerals extracted from the tenement. The holder of a Mining Lease is also required to pay an immaterial levy each year to the Mining Rehabilitation Fund depending on the type of ground disturbance that has occurred on the tenement.

A Mining Lease has a term of 21 years and may be renewed for successive periods of 21 years on such terms and conditions as the Minister for Mines and Petroleum (the "Minister") sees fit. A renewal will be granted as of right where the application for extension of term is lodged with DMIRS using the prescribed form (Form 9) during the final year of the term of the tenement concerned. The tenement will continue in force pending the renewal being determined. The consent of the Minister is required to transfer a Mining Lease.

Mining Leases are granted subject to various standard conditions relating to minimum annual expenditure of A\$100 per hectare, a minimum A\$5,000 for 5ha or less, otherwise A\$10,000, the payment of rent of A\$22 per hectare or part thereof and observance of environmental protection and reporting requirements. Non-compliance with these conditions may lead to the Mining Lease being forfeited. A holder of a prospecting licence, exploration licence and Mining Lease may apply for the grant of a certificate of exemption from the expenditure obligation for an Expenditure Year on various prescribed grounds. The Mining Warden and/or Minister may grant a certificate of exemption for any one Expenditure Year and up to five Expenditure Years for Mining Leases.

### ***Aboriginal and Heritage Sites***

A mining tenement may contain sites or objects of Aboriginal significance. To ensure compliance with the applicable legislation and industry standards, it is usual course for a company to conduct heritage surveys to determine if any sites or objects of Aboriginal significance exist within the area of the tenements. It may be necessary for the Company to enter into heritage-centric agreements with the traditional owners of the sites or objects of Aboriginal significance to facilitate a heritage survey prior to undertaking any ground disturbing work on areas which have not previously been heritage cleared.

Mining tenements are granted subject to conditions requiring compliance with the WA Heritage Act. It is an offence to alter or damage a sacred ritual or ceremonial Aboriginal site or object and any area of significance to an Aboriginal site or any objects on or under that site. The DPLH Aboriginal Heritage register indicates that there are no registered sites located on the Company's Mining Leases.

Under the Commonwealth Heritage Act, the Minister for Aboriginal Affairs may make declarations of preservation regarding areas and objects that are of particular significance to Aboriginals per Aboriginal tradition. Declarations can potentially halt exploration and mining activities. However, compensation is payable by the Minister for Aboriginal Affairs to a person who is, or is likely to be, affected by a permanent declaration of preservation. There are currently three declarations in effect under the Commonwealth Heritage Act, none of which relate to areas or objects in Western Australia.

Mining tenements granted before 23 December 1996 are not required to comply with the Future Act Provisions in order to be valid under the Native Title Act 1993 (Cth). The Company's tenements were granted on 17 March 1986. The Company's Tenements will be due for renewal again in March 2028. At this time, it is expected that the renewal of the mining tenements will need to comply with the Future Act Provisions, however, it is not clear whether the DMIRS will require that the renewal go through the native title notification process under section 29 of the Native Title Act 1993 (Cth) and subsequently the Right to Negotiate a formal negotiation between the State of Western Australia, the applicant for a mining tenement and any registered native title claimants and holders.



## **Environmental**

The DMIRS assesses environmental proposals for prospecting, mining exploration and development activities in accordance with the Mining Act 1978 for onshore mining activities in Western Australia. Environmental approvals for mining activities in Western Australia are granted in accordance with the Mining Act 1978, which are required for, *inter alia*, work programmes, mining proposals and mine closure plans.

Under the Mining Act 1978 (WA), environmental compliance for Mining Leases is monitored by way of the submission of annual environmental reports and mine closure plans. It is a statutory condition of every Mining Lease that a mining proposal must be lodged and approved by DMIRS before any mining operations can be carried out on the Mining Lease. The mining proposal must contain a mine closure plan, which is a document in the prescribed form which contains information regarding the decommissioning of the mine and rehabilitation of the land, which is reviewed every three years and lodged with DMIRS.

The last mine closure plan for the Tenements was due to be submitted in 2017 but was submitted late, and is still awaiting assessment. The late submission of the mine closure plan could affect the good standing of the Tenements. It is a statutory condition of the licences that the mine closure plan must be submitted every three years. Under section 82(1)(g) of the Mining Act, where there has been a breach of a licence condition, DMIRS may take forfeiture action against the Tenements in respect of the breach. If DMIRS is to take any action in respect of the breach, DMIRS will need to notify Panton Sill in writing and provide the opportunity to respond. No such notice has been issued. Given the lapse of time, it is expected that DMIRS considers the breach to be remedied by the submission of the plan by Panton Sill, albeit late. The Company has been advised that forfeiture action is usually only taken where there has been a flagrant disregard to requests by DMIRS to remedy the breach.

In addition to the requirement for mine closure planning, it is a condition of each of the Tenements that the leaseholder submit to the Environmental Division of DMIRS an annual environmental report that outlines the project's operations, minesite environmental management and rehabilitation work undertaken in the previous 12 months and the proposed operations, environmental management plans and rehabilitation programmes for the next 12 months.

The annual environmental report for the year ending 30 September 2020 was submitted by Panton Sill in August 2020. The 2020 annual environmental report indicates that future rehabilitation work was planned for 2021, which included cutting of drill collars and plugging exploration holes below the surface. This work was originally planned for 2020 but was delayed due to the ongoing COVID-19 pandemic and travel restrictions in place across Western Australia and is expected to be carried out in the coming months. The annual report for the year ended 30 June 2021 was submitted on 29 September 2021.

## **7. OVERVIEW OF PGM USES AND MARKET**

### **Uses of PGMs**

PGMs comprise six elements, platinum (Pt), palladium (Pd), rhodium (Rh), iridium (Ir), ruthenium (Ru) and osmium (Os). These versatile metals are recognised for their high melting points, high corrosion resistances and unique catalytic properties. Due to these physical and chemical attributes, PGMs have numerous applications, as raw materials and as ingredients in manufacturing processes.

Platinum, with its wear and tarnish resistance qualities, is commonly used in high-value jewellery, however its primary application is in the production of catalytic converters, which are used in most internal combustion engines to transform harmful products, such as carbon monoxide and hydrocarbons, into less harmful substances, such as carbon dioxide and water vapour. Palladium is similarly used in jewellery and catalytic converters, however it is less prevalent than platinum. Palladium also has high hydrogen-absorption properties and, as such, is used in chemical processes that necessitate hydrogen exchange between two reactants, like those that generate the raw materials for synthetic nylon and rubber.

Rhodium and iridium are used in alloys as well as being valuable when sold in their elementary form. Rhodium is also used to treat vehicle exhaust emissions within catalytic converters, whilst also commonly being used within the production of glass due to its temperature stability and high melting point. Iridium, the rarest and most corrosion resistant PGM, is used in many medical applications, due to its biological compatibility.

Ruthenium and osmium do not have the same level of oxidation resistance as the other PGMs, but when added to other elements are valuable, such as Ruthenium dioxide which is used in the production of chlorine and caustic. Osmium is highly conductive and an effective oxidation catalyst. Through combining osmium with elements such as oxygen and hydrogen, it is used in fuel cells and electric power generation.

### **The PGM Market**

The market for PGMs is largely influenced by the automotive, industrial and jewellery industries. In 2020, there was a decrease in both supply and demand of PGMs as the COVID-19 pandemic impacted the global economy. The automotive industry, being the principal consumer of PGMs, driven by their use in catalytic converters, saw demand for platinum, palladium and rhodium fall by 13 per cent. due to both global lockdowns leading to shutdowns at car plants and consumers deferral of vehicle purchases.

Reduced consumer spending brought about by the effects of the COVID-19 pandemic also impacted platinum jewellery fabrication. The industrial sector demand remained strong however, as investment in new plant construction by glass companies linked to China's 13th Five-Year Plan, was largely unaffected by the pandemic.

Despite certain reductions in demand, it was the supply side, principally accounted for through South African, Zimbabwean, and Russian mines which account for 85-90 per cent. of PGM production, which saw pandemic induced disruption thereby driving price increases across the PGM market in the year to April 2021 (see Figure 7 below). Rhodium mines, which require labour intensive methods, were most significantly impacted by such supply disruptions, which resulted in a significant price rise within the first few months of 2021.



*Figure 7: Historical platinum and palladium prices from January 2019 to the Latest Practicable Date (source: Bloomberg)*

### **PGM Market Outlook**

In the short to medium term, the Directors believe that demand for catalytic converters will increase due to tighter emission standards in Europe and China and that such increased demand will affect platinum significantly, as some vehicle makers substitute palladium with platinum to reduce costs. This, combined with increasing infrastructure investment in China, which is expected to drive demand for PGMs for industrial purposes, should result in strong demand, whilst the Directors further believe that supply will return to pre-COVID-19 pandemic levels.

In addition, the Directors believe that demand for rhodium will rise due to increasing vehicle volumes and stricter emissions legislation, as well as from the glass fibre industry's continuing need for the metal as

construction levels recover from the effects of the COVID-19 pandemic. Supply, which suffered more significantly than other PGMs throughout the COVID-19 pandemic, is also likely to increase, in the Board's opinion.

Whilst the automotive industry is undergoing a transition from internal combustion engines to electric vehicles, which do not have catalytic converters, electric vehicles currently account for a small proportion of the new vehicles being manufactured. The International Energy Agency reported that in 2019, electric cars accounted for 2.6 per cent. of global car sales and approximately 1 per cent. of global car stock. Deloitte forecasts that by 2030, electric vehicles (EV) will represent approximately 30 per cent. of global passenger-car and light-duty vehicle sales. Therefore, as catalytic converters are used in vehicles that have internal combustion engines, including plug-in hybrid electric vehicles (PHEV), demand is not forecast to deteriorate materially in the medium term.

Furthermore, the Directors believe that PGMs are set to play an important role in the expanding hydrogen economy as governments and industries across the world look to decarbonise. The major PGM metals, being platinum, rhodium and palladium are essential components within catalytic converters as well as in hydrogen fuel cell technologies. With hydrogen's abundance and growing importance to the global drive for decarbonisation, the Directors believe that PGM demand will increase over the long term within the automotive sector and energy sectors, in particular platinum, due to its role in the production of hydrogen as a clean energy source.

## 8. SUMMARY OF FINANCIAL INFORMATION

### ***Historical Financial Information on the Group***

Part III of this document contains:

- (i) the historical consolidated financial information of Future Metals, which is incorporated by reference; and
- (ii) the historical financial information of GNP, comprising the audited consolidated financial statements of GNP for the period from its incorporation on 12 November 2020 to 31 December 2020.

## 9. INTENDED WORK PROGRAMME AND CURRENT TRADING

### ***Intended Work Programme***

On Admission, taking into account the costs of Admission to trading on AIM and operational work undertaken since the Company's Reinstatement to the ASX, the Company will have approximately A\$8.2 million of cash and cash equivalents, which is expected to be primarily utilised for the development of the Panton Project as set out below (noting that such expenditure is principally discretionary, and accordingly the allocation of funds may change over time on the basis of, *inter alia*, actual costs incurred, exploration results obtained and as operations develop).

	A\$	£
Further drilling and assaying	1,400,000	756,966
Metallurgical testwork	500,000	270,345
Process design, mining and technical studies	650,000	351,449
Technical consultants and employees	400,000	216,276

### ***Current Trading***

Since Reinstatement to the ASX and completion of the Acquisition, the Company commissioned an independent metallurgical review of historical flotation test work on the Panton Project, which confirmed metallurgical recoveries of 81.4 per cent. 3PGM to a low mass pull (2.5 per cent. concentrate grading 271g/t 3PGM). The Company has also commenced a 10,000m diamond core drilling programme at the Panton Project, with approximately 3,000 metres having been completed to date across thirteen holes. The drill programme is designed to test for continuity and depth extensions to the existing 2.4Moz JORC 2012 Mineral Resource Estimate, along with testing of strike extensions and parallel zones, and to provide samples for use in conducting further metallurgical test work. Initial assay results are expected to be received in Q4 2021 with samples submitted from the initial ten holes for assaying.



## 10. DIRECTORS AND SENIOR MANAGEMENT

On Admission, the Board will consist of four Non-Executive Directors and two Executive Directors, details of whom are set out below along with details of the Group's senior management:

### **Directors**

#### **Gregory (Greg) John Bandy**, 46, *Executive Chairman*

Mr Bandy has over 20 years' experience in retail, corporate and capital markets, both in Australia and overseas. Mr Bandy worked as a Senior Client Advisor at Montagu Stockbrokers and Patersons Securities for over ten years before moving to the corporate sector. As a former director of Empire Beer Group Limited, Mr Bandy oversaw the acquisition of Car Parking Technologies (now Smart Parking Limited) (ASX:SPZ) before stepping down as Executive Director. Mr Bandy is also the former Managing Director of Fin Resources Limited (ASX:FIN). Mr Bandy served as Managing Director of the Company from 2010 until adopting his current position on completion of the Acquisition.

It is currently expected that Mr Bandy's role with Future Metals will transition to that of Non-Executive Chairman within six months of Admission.

#### **Aaron Dean Bertolatti**, 39, *Finance Director*

Mr Bertolatti is a qualified Chartered Accountant and Company Secretary with over 15 years' experience in the mining industry and accounting profession. He has significant experience in the administration of ASX listed companies, corporate governance and corporate finance. He was previously Australian Chief Financial Officer of Highfield Resources Limited (ASX:HFR) and acts as Company Secretary for listed ASX companies: Fin Resources Limited (ASX:FIN), American Pacific Borates Limited (ASX:ABR), and Odin Metals Limited (ASX:ODM). Mr Bertolatti is also a Director and Company Secretary of Megado Gold Ltd (ASX:MEG).

#### **Allan Ewald Mulligan**, 61, *Non-Executive Technical Director*

Mr Mulligan is a mining engineer with over 35 years' management and production experience in mining operations, mine start-up and construction that culminated in management roles in large scale platinum and gold mines.

Mr Mulligan has specialised in technical assessment and production economics, feasibility studies, project design and costing of underground mines and prospects. He has worked extensively in exploration, mine development and operations across Africa and Australia. Allan's experience includes 14 years with Lonmin Plc in a variety of senior and technical mine management roles. He previously served as a representative of Lonmin Plc on the Board of Platinum Australia Limited.

#### **Justin Albert Tremain**, 45, *Non-Executive Director*

Mr Tremain is an experienced company director with extensive expertise across the mineral resources sector. His experience covers equity capital markets and promotion, resource project acquisition, exploration and resource delineation, feasibility studies and project development financing. He is currently Managing Director of West African gold explorer Turaco Gold Limited where he was appointed in December 2020. He is also Non-Executive Director of Caspin Resources Limited, which listed on the ASX in November 2020. Prior to becoming involved in the management of ASX listed resource companies from early 2010, Justin had over 10 years investment banking experience in the metals and mining sector with NM Rothschild & Sons, Investec and Macquarie Bank.

Mr Tremain was previously the Managing Director of Exore Resources Ltd, having joined in January 2018 as a 'shell company' and identified and led the acquisition of a gold exploration portfolio in Cote d'Ivoire for A\$3.5 million. Exore was acquired by Perseus Mining Ltd in September 2020 for a value of A\$80 million. Mr Tremain also founded Berkut Minerals Ltd (now Carnaby Resources Limited) which was listed on the ASX in 2018 and he served as its Chairman and Non-Executive Director until March 2020. He has also previously served as Non-Executive Director of Fin Resources Ltd and Odin Metals Limited, both until July 2020.

#### **Robert (Rob) Walter Mosig**, 71, *Independent Non-Executive Director*

Mr Mosig is a geologist with over 30 years' experience in platinum group metals, gold and diamond exploration. His experience includes exploration using geology, geochemistry, geophysics and drilling; ore resource drilling and calculation; metallurgical and engineering evaluation and environmental and economic

evaluations; mining and processing. He was the founding Director of both ASX listed Helix Resources Limited and Platina Resources Limited and is currently the CEO of Caeneus Minerals Limited.

**Elizabeth (Liz) Caroline Henson, 62, *Proposed Independent Non-Executive Director***

Ms Henson is a retired PricewaterhouseCoopers senior international private tax partner and director based in London, where she founded and lead PwC's International Wealth business. She is an experienced company director and is currently a Non-Executive Director of AIM-quoted Alba Mineral Resources plc.

Ms Henson has a Master of Laws (LLM), Tax, from Queen Mary, University of London, a Bachelor of Laws (LLB) from Rhodes University, South Africa and a Bachelor of Art (BA), also from Rhodes University, South Africa

***Senior Management***

***Shane Hibbird, 55, Consulting Geologist/Exploration Manager***

Mr Hibbird is a geologist with 30 years' exploration experience from grass roots exploration through to advanced resource definition. His experience covers PGMs, gold, base metals, coal, oil and gas, mineral sands and other industrial minerals throughout Australia and Asia.

Mr Hibbird has a strong understanding of the Panton Project, having previously worked with Platinum Australia Limited where he oversaw and managed its drilling of the Panton deposit.

## **11. CORPORATE GOVERNANCE**

***Board Composition***

On Admission, the Board will comprise six Directors, two of whom are Executive Directors and four of whom are Non-Executive Directors, reflecting a blend of different experiences and backgrounds as described in paragraph 10 of this Part I. The Board believes that the size and composition of the Board is appropriate given the size and stage of development of the Group and that the Directors bring a desirable range of skills and experience in light of the Group's challenges and opportunities following Admission, while at the same time ensuring that no individual (or small group of individuals) can dominate the Board's decision making.

The Board is cognisant of best corporate governance practices, and in this regard, in line with the guidance within the Corporate Governance Principles and Recommendations (4th Edition) published by the ASX Corporate Governance Council (the "Recommendations"), intends for the Executive Chairman role to transition to a Non-Executive Chairman role within six months of Admission.

The Board considers an independent Director to be a Non-Executive Director who is not a significant Shareholder or a member of management and who is free of any business or other relationship that could materially interfere with or could reasonably be perceived to materially interfere with the independent exercise of that Director's judgment. As at the date of this document, the Company considers that it has two independent Directors, being Rob Mosig and Liz Henson.

***Corporate Governance***

The Board is responsible for the corporate governance of the Company and guides and monitors the Company's business on behalf of its shareholders. The Company and its Board are fully committed to achieving and demonstrating the highest standards of accountability and transparency in their reporting and see the continued development of the Company's corporate governance policies and practices as fundamental to the Company's successful growth.

In accordance with the AIM Rules, the Company is required to follow a recognised corporate governance code. The Company has adopted the Corporate Governance Principles and Recommendations (4th Edition) published by the ASX Corporate Governance Council, to the extent deemed relevant and practical. Future Metals, in accordance with AIM Rule 26, has included on its website a statement setting out the Company's compliance with the Recommendations, which is reviewed on an annual basis, and as an entity listed on the ASX, the Company is required to report any departures from the Recommendations in its annual report and financial statements. As at the date of this document, the Company intends to comply with the Recommendations other than as set out below in Departures from Recommendations of this paragraph 11 of this Part I.

Future Metals is not required to comply with the provisions of the UK Corporate Governance Code, issued from time to time by the Financial Reporting Council.

The Board has instead adopted the following suite of corporate governance policies which are available on the Company's website at <https://future-metals.com.au>:

- Board Charter
- Continuous Disclosure Policy
- Remuneration and Nomination Committee Charter
- Diversity Policy
- Shareholder Communications Policy
- Whistleblower Protection Policy
- Code of Conduct
- Risk Management Policy
- Audit and Risk Management Committee Charter
- Securities Trading Policy
- Anti-Bribery and Corruption Policy

The Board is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs. As the Company's activities develop in size, nature and scope the implementation of additional corporate governance structures will be given further consideration.

#### ***Departures from Recommendations***

To the extent applicable, in light of the Company's size and nature, the Board has adopted the Recommendations. However, the Board also recognises that full adoption of the Recommendations may not be practical or provide the optimal result given the particular circumstances of the Company. The Company intends to comply with the Recommendations other than to the extent set out below.

The Company's full Corporate Governance Plan and Corporate Governance Statement is available on the Company's website.

#### *Recommendation*

#### **Recommendation 1.5**

A listed entity should:

- (a) have and disclose a diversity policy;
- (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and
- (c) disclose in relation to each reporting period:
  - a. the measurable objectives set for that period to achieve gender diversity;
  - b. the entity's progress towards achieving those objectives; and
  - c. either:
    - i. the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or
    - ii. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.

#### *Explanation for Non-Compliance*

The Company has adopted a Diversity Policy which provides a framework for the Company to establish and achieve measurable diversity objectives, including in respect of gender diversity. The Diversity Policy allows the Board to set measurable gender diversity objectives, if considered appropriate, and to assess annually both the objectives, if any have been set, and the Company's progress in achieving them. The Diversity Policy is available on the Company's website.

The Company's Diversity Policy provides that the Board is responsible for developing appropriate and meaningful strategies to meet gender diversity objectives in the composition of the Company's senior executive team and workforce generally, as well as in the composition of the Board. The Diversity Policy requires the Board to consider setting measurable gender diversity objectives in the composition of its board, senior executives and workforce generally.

The Company's Diversity Policy provides that the Board will include in the Annual Report each year the measurable objectives, if any, set by the Board, progress against these objectives, and the proportions of men and women employees in the whole organisation, at senior executive level and at Board level.

The Board has not set measurable objectives for achieving gender diversity.

At this stage in the Company's development, the Board does not consider it practicable to set measurable gender diversity objectives. In the event that the Company's employee numbers grow to a level where it becomes practical, the Board will reconsider setting measurable objectives as required by the Diversity Policy.

The total proportion of men and women on the board, in senior executive positions, and across the whole workforce is as follows.

<i>Category</i>	<i>Men</i>	<i>Women</i>	<i>% of women</i>
Board	5	1	16.7%
Senior Management	1	0	0
Whole Organisation	6	1	14.3%

### *Recommendation*

#### **Recommendation 2.4**

A majority of the board of a listed entity should be independent directors.

### *Explanation for Non-Compliance*

The Board Charter requires that, where practical, the majority of the Board should be independent. Two of the six Directors are independent directors.

The Board considers that it is in the best interests of the Company that the Non-Executive Directors Mr Tremain and Mr Mulligan provide further services under their consulting agreements to the Company as this will assist the Company to achieve its technical and strategic objectives in relation to the Panton Project.

The Board will consider whether it will be appropriate to appoint further Non-Executive Directors who would be regarded as independent directors as the Company develops.

Details of each Director's independence will be provided in the Annual Reports and on the Company's website.

#### **Recommendation 2.5**

The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.

The Board Charter provides that, where practical, the Chair of the Board should be an independent Director and should not be the CEO/Managing Director. The Company currently does not have an independent chairman. Mr Greg Bandy as the Executive Chairman, assumes the role of chairing the Company's Board and shareholder meetings. The Executive Chairman has fulfilled this function for a number of years and the Board considers that it is appropriate and in the best interests of the Company that he continue in this role during and following Admission. The Board intends for the Executive Chairman role to transition to a Non-Executive Chairman role within six months of Admission. The Board will continue to assess the Company's needs as it grows in size and if appropriate appoint an independent chairman.

### **Board Committees**

#### *Audit and Risk Management Committee Charter*

The Company does not currently have an Audit and Risk Committee, but has adopted an Audit and Risk Management Committee Charter that provides for the creation of an Audit and Risk Committee (if it is considered that it would benefit the Company). Due to the size and nature of the existing Board and the magnitude of the Company's operations, the full Board currently assumes the role of the Audit and Risk Committee.

#### *AIM Rules and MAR Compliance Committee*

The AIM Rules and MAR Compliance Committee will monitor the Company's compliance with the AIM Rules and MAR and seek to ensure that the Company's Nominated Adviser is maintaining contact with the Company on a regular basis and vice versa. The committee will ensure that procedures, resources and controls are in place with a view to ensuring the Company's compliance with the AIM Rules and MAR. The committee will also ensure that each meeting of the Board includes a discussion of AIM matters and assesses (with the assistance of the Company's Nominated Adviser and other advisers as appropriate) whether the Directors are aware of their AIM responsibilities from time to time and, if not, will ensure that they are appropriately updated on their AIM responsibilities and obligations. From Admission, the AIM Rules

and MAR Compliance Committee will comprise Greg Bandy, Justin Tremain and Aaron Bertolatti. Greg Bandy will take the position as Chairman of the Committee and Aaron Bertolatti shall act as secretary to the Committee.

#### *Remuneration and Nomination Committee Charter*

A separate remuneration and nominations committee has not been formed but the Company has adopted a Remuneration and Nomination Committee Charter. The Board considers that the Company is not currently of a size to justify the formation of a remuneration and nominations committee. The Board as a whole undertakes the process of reviewing the skill base and experience of existing Directors to enable the identification of attributes required in new Directors. Where appropriate, independent consultants are engaged to identify possible new candidates for the Board.

#### *Anti-bribery and corruption policy*

The Company has adopted a Group-wide anti-bribery and corruption policy which applies to the Board, employees of all its subsidiaries and associated persons of the Group and forms part of the Company's risk management and control framework, which includes the Risk Management Policy and other associated risk and compliance policies. It sets out their responsibility to observe and uphold a zero tolerance position on bribery and corruption in the jurisdictions in which the Group operates, as well as providing guidance to those working for the Group on how to recognise and deal with bribery and corruption issues and the potential consequences. The Company expects all employees, agency workers, suppliers, contractors, agents, sponsors and consultants to conduct their day-to-day business activities in a fair, honest and ethical manner, be aware of and refer to this policy in all of their business activities worldwide and to conduct business on the Company's behalf in compliance with it. Management at all levels are responsible for ensuring that those reporting to them, internally and externally, are made aware of and understand this policy.

## **12. ESCROW, LOCK-IN AND ORDERLY MARKET ARRANGEMENTS**

Pursuant to Rule 7 of the AIM Rules, each of the Directors, who together will hold approximately 0.13 per cent. of the Issued Share Capital on Admission, has undertaken to the Company and Strand Hanson, that they will not dispose of any interest in the Ordinary Shares held by them for a period of 12 months from the date of Admission. These undertakings are provided in the Introduction Agreement, which is summarised in paragraph 11.4 of Part VI of this document.

In addition to the above, 49,996,000 Ordinary Shares and 39,625,000 Vendor Options issued under the Vendor Offer are restricted from trading for 24 months from the Reinstatement Date and a further 47,875,000 Vendor Options will be restricted from trading for 12 months from their date of issue in accordance with the ASX Listing Rules. Furthermore, 22,000,000 Performance Rights issued under the Performance Rights Offer to the Directors (or their nominees) are also restricted from trading for 24 months from the Reinstatement Date in accordance with the ASX Listing Rules and an additional 2,000,000 Performance Rights to be issued on Admission shall also be subject to a voluntary escrow period in line with the existing Performance Rights. Further details of the Escrow Agreements are set out in paragraph 11.8 of Part VI of this document.

## **13. SECURITIES TRADING POLICY**

The Company has adopted a securities trading policy regulating trading and confidentiality of inside information for PDMRs and persons closely associated with them which contains provisions appropriate for a company whose shares are admitted to trading on AIM. The Company takes all reasonable steps to ensure compliance by PDMRs and any relevant employees with the terms of that securities trading policy.

## **14. DISCLOSURE AND TRANSPARENCY RULES**

The provisions of DTR 5 of the Disclosure and Transparency Rules have been incorporated into the Company's constitution and shall be effective for so long as the Company's Ordinary Shares are admitted to trading on AIM or any other stock exchange the rules of which would require the relevant DTR provisions to apply. Such provisions in the Constitution shall bind the Company and its members (save that any provision exempting any person from complying with any Relevant DTR Provisions by reason of the location of an issuer's registered office shall not be deemed incorporated into the Constitution) and references to an



“issuer” (or similar expression) in such Relevant DTR Provisions shall be deemed to be references to the Company, as if the Company were subject to the laws of the United Kingdom (and, for the avoidance of doubt, the Company shall not be deemed to be a “non-UK issuer” as defined in the Relevant DTR Provisions).

Accordingly, Shareholders are required to notify the Company when they acquire or dispose of a major proportion of their voting rights of the Company (either as Shareholder or through their direct or indirect holding or certain financial instruments, or a combination of such holdings) equal to or in excess of three per cent. of the nominal value of such share capital (and every one per cent. thereafter).

## **15. DIVIDEND POLICY**

The Ordinary Shares rank equally for all dividends and other distributions declared, paid or made in respect of the ordinary share capital of the Company. The Company has not paid any dividends since incorporation. The Company is engaged in the exploration and development of platinum group minerals in Australia, which is a capital-intensive business by nature and does not initially generate earnings. Accordingly, the Company does not expect to pay dividends in the near future as its focus will primarily be on using its cash reserves to grow and develop the Company’s assets. The declaration and payment by the Company of any future dividends and the amount of them will be dependent upon the Company’s financial condition, future prospects, profits legally available for distribution and other factors deemed by the Board to be relevant at that time.

## **16. TAXATION**

Your attention is drawn to the information on taxation relating to the Company and Shareholders in the UK and Australia contained in Part V of this document. If you are in any doubt as to your tax position, you should consult your own independent financial adviser immediately if you are resident in the UK or, if you are not resident in the UK, from an appropriately authorised independent financial adviser in your own jurisdiction.

## **17. ADMISSION, SETTLEMENT, CREST AND DEALINGS**

Application has been made for the Ordinary Shares to be admitted to trading on AIM. It is expected that Admission will become effective and dealings in the Ordinary Shares will commence on AIM on 21 October 2021. The Company’s ISIN is AU0000157745 and its SEDOL code is BL59CT1.

The shares of Australian companies cannot be held and transferred directly into the CREST system. CREST is a paperless settlement system allowing securities to be transferred from one person’s CREST account to another without the need to use share certificates or written instruments of transfer. Shareholders who wish to hold and transfer Ordinary Shares in uncertificated form may do so pursuant to a Depositary Interest arrangement established by the Company. Depositary Interests facilitate the trading and settlement of shares in non-UK companies into CREST. The Ordinary Shares will not themselves be admitted to CREST. Instead, the Depositary will issue Depositary Interests in respect of the Ordinary Shares. The Depositary Interests are independent securities constituted under English law that may be held and transferred through CREST.

Depositary Interests have the same ISIN and TIDM Code as the underlying Ordinary Shares. The Depositary Interests are created and issued pursuant to a deed poll with the Depositary, which governs the relationship between the Depositary and the holders of the Depositary Interests.

Shares represented by Depositary Interests are held on bare trust for the holders of the Depositary Interests. Each Depositary Interest is treated as one Ordinary Share for the purposes of determining eligibility for dividends, issues of bonus shares and voting entitlements. In respect of any cash dividends, the Company will put the Depositary in funds for the payment and the Depositary will then transfer the money to the holders of the Depositary Interests. In respect of any bonus stock, the Company will allot any bonus stock to the Depositary who will issue such bonus stock to the holder of the Depositary Interest (or as such holder may have directed) in registered form.

In respect of voting, the Depositary will cast votes in respect of the Ordinary Shares as directed by the holders of the Depositary Interests which the relevant Ordinary Shares represent.

Settlement of transactions in Ordinary Shares following Admission may take place within the CREST system if any individual Shareholder so wishes. CREST is a voluntary system and holders of Ordinary Shares who wish to receive and retain share certificates will be able to do so.

Further details of the depositary arrangements are set out in paragraph 12 of Part VI of this document. Information regarding the depositary arrangements and the holding of Ordinary Shares in the form of Depositary Interests is also available from the Depositary. The Depositary may be contacted at Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS13 8AE.

## **18. THE TAKEOVER CODE**

As the Company is incorporated in Australia, the UK City Code does not apply and, accordingly, Shareholders are not entitled to the protections afforded by the UK City Code. However, the Company is subject to the Australian Corporations Act and Shareholders will have the benefit of the protections afforded by Chapter 6 of the Australian Corporations Act, which are similar or analogous to certain provisions of the UK City Code.

The Australian Corporations Act prohibits the acquisition of a “relevant interest” (the power to vote or dispose of a share) in issued voting shares in a listed company, such as Future Metals, where, as a result of the acquisition, that person’s or someone else’s voting power in the company increases from 20 per cent. or below to more than 20 per cent., or from a starting point that is above 20 per cent. and below 90 per cent. Generally, such acquisitions cannot be made unless the person does not acquire more than 3 per cent. of the voting shares in the company in any six month period, the acquisition is made with shareholder approval or the acquisition is made under a takeover bid (or pursuant to a scheme of arrangement) made in accordance with Australian law. Takeover bids must treat all shareholders alike and must not involve any collateral benefits. Various restrictions about conditional offers exist and there are also substantial restrictions concerning the withdrawal and suspension of offers.

## **19. OPTIONS AND PERFORMANCE RIGHTS**

On Admission, the Company will have 95,340,001 options outstanding. Further details of the terms of the Options are set out in paragraph 10 of Part VI of this document.

The Board believes that it is important to appropriately incentivise its Directors and Senior management and accordingly has established the Performance Rights Plan which was approved by Shareholders on 4 June 2021. On Admission, the Company will have 22,000,000 Performance Rights outstanding pursuant to the implementation of the Performance Rights Plan, however it is proposed that a further 2,000,000 Performance Rights will be issued to the Proposed Director following receipt of shareholder approval. Further details of the Company’s Performance Rights Plan are set out in paragraph 9 of Part VI of this document.

## **20. SHARE ISSUANCE AUTHORITIES**

Under the Company’s Constitution, without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, unissued shares shall be under the control of the directors of the Company and, subject to the Corporations Act, the ASX Listing Rules and the Constitution, the directors of the Company may at any time issue such number of shares either as ordinary shares or shares of a named class or classes (being either an existing class or a new class) at the issue price that the directors of the Company determine and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital or otherwise, as the directors of the Company shall, in their absolute discretion, determine. However, in the following circumstances, the Company will be required to obtain Shareholder approval to share issuances:

- (a) for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must obtain the approval of the public company’s members in the manner set out in sections 217 to 227 of the Corporations Act; and give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act. Exceptions to shareholder approval include:



- i. where the financial benefit to be provided to the related party is provided on terms that would be reasonable in the circumstances if the company and the related party were dealing at arm's length, or are less favourable than those terms (section 210 of the Corporations Act); or
  - ii. where the financial benefit to be provided to the related party is remuneration as an officer or employee of the company and to give remuneration would be reasonable given the circumstances of the company giving the remuneration and the related party's circumstances including responsibilities involved in the office or employment (section 211 of the Corporations Act); or
  - iii. where the financial benefit is given to the related party in their capacity as a shareholder of the company and giving the benefit does not discriminate unfairly against the other members of the company (section 215 of the Corporations Act).
- (b) issues of equity securities to related parties requires shareholder approval under the ASX Listing Rules but does not have the same exceptions as applying under the Corporations Act (i.e. although an exception to shareholder approval under the Corporations Act may apply, approval under the ASX Listing Rules may still be required).
- (c) save for limited circumstances, where the issue (or agreement to issue) would result in the Company issuing more equity securities during any 12-month period than that amount which represents 15 per cent. of the number of fully paid ordinary securities on issue at the commencement of that 12-month period, unless covered by an exception to ASX Listing Rule 7.1. Under ASX Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15 per cent. limit by an extra 10 per cent. to 25 per cent. This approval lasts for a maximum of 12 months (i.e. it would need to be reapproved at each AGM to continue for the next 12 months). An "eligible entity" means an entity which is not included in the S&P/ASX300 Index and which has a market capitalisation of \$300 million or less at the date of the meeting. The Company is currently an eligible entity but does not currently have the additional 10 per cent. placement capacity and may therefore seek shareholder approval for such additional capacity at its upcoming AGM due by 30 November 2021; and
- (d) where the issue would result in a person increasing its voting power in the company either from below 20 per cent. to greater than 20 per cent. or from a starting point above 20 per cent. and below 90 per cent., in the absence of any exception to shareholder approval (Item 7 of section 611 of the Corporations Act). Exceptions to shareholder approval include where the person does not increase by more than 3 per cent. to its position 6 months earlier (subject to having a minimum 19 per cent. voting power for that period), as a result of participation in a *pro-rata* issue or underwriting of a fundraising made pursuant to a prospectus containing prescribed disclosures on the effect on change of control.

## 21. EMPLOYEES

As at the date of this document, the Group does not, other than the Directors, have any employees. As at the date of this document the Group engages Mr Shane Hibbird as a consultant geologist/exploration manager in relation to its exploration and development activities

## 22. FURTHER INFORMATION

You should read the whole of this document, which provides additional information on the Group, and not just rely on the information contained in this Part I. In particular, your attention is drawn to the "Risk Factors" in Part II of this document.

## **PART II**

### **RISK FACTORS**

**An investment in the Ordinary Shares may be subject to a number of risks. Accordingly, prospective investors should consider carefully all of the information set out in this document and the risks attaching to such an investment, including in particular the risks described below, before making any investment decision in relation to any Ordinary Shares. The risk factors which are considered to be most material, in the assessment of the Company, are set out first.**

**The information below does not purport to be an exhaustive list of relevant risks, since the Group's performance might be affected by other factors including, in particular, changes in market and/or economic conditions or in legal, regulatory or tax requirements. Prospective investors should consider carefully whether an investment in the Ordinary Shares is suitable for them in light of the information contained in this document and their individual circumstances. An investment in the Ordinary Shares should only be made by those with the necessary expertise to evaluate fully such an investment.**

**Prospective investors are advised to consult an independent adviser authorised under FSMA. If any of the following risks relating to the Group were to materialise, the Group's business, financial condition and results of future operations could be materially and adversely affected. In such cases, the market price of the Ordinary Shares could decline and an investor may lose part or all of his, her or its investment. Additional risks and uncertainties not presently known to the Directors, or which the Directors currently deem immaterial, may also have an adverse effect upon the Group.**

#### **GENERAL RISKS**

An investment in the Company is only suitable for investors capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss that may result from the investment. A prospective investor should consider with care whether an investment in the Company is suitable for him or her in light of his or her personal circumstances and the financial resources available to him or her. The investment opportunity offered in this document may not be suitable for all recipients of this document. Investors are therefore strongly recommended to consult an investment adviser authorised under FSMA, or such other similar body in their jurisdiction, who specialises in advising on investments of this nature before making any decision to invest.

Investment in the Company should not be regarded as short-term in nature. There can be no guarantee that any appreciation in the value of the Company will occur, or that the commercial objectives of the Company will be achieved. Investors may not get back the full amount initially invested.

The prices of shares and the income derived from them can go down as well as up. Past performance is not necessarily a guide to future performance.

Any economic downturn either globally or locally in any area in which the Group operates may have an adverse effect on demand for the Group's products. A more prolonged downturn may lead to an overall decline in sales. Economic uncertainty might have an adverse impact on the Group's operations and business results.

#### **RISKS RELATING TO THE GROUP'S BUSINESS**

##### **Exploration and operating risk**

The Panton Project is still at an exploration stage. Mineral exploration and development are high-risk activities and there can be no assurance that future exploration of the Tenements, or any other mineral licences that may be acquired in the future will result in the discovery of an economic resource. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited.

Success in defining Mineral Resources is the result of a number of factors, including the level of geological and technical expertise, the quality of land available for exploration and other factors. Once mineralisation

is discovered, it may take several years of drilling and development until production is possible during which time the economic feasibility of production may change.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, native title process, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will depend, *inter alia*, upon:

- the Company's ability to maintain title to the Tenements;
- the Company being able to delineate economically mineable resources and reserves;
- positive movements in the price of PGMs and exchange rate fluctuations;
- the Company obtaining and retaining all consents and approvals (including environmental approvals) necessary to conduct its exploration activities; and
- the successful management of development operations.

In the event that the Company's exploration programmes prove to be unsuccessful, this could lead to a diminution in the value of the Pantom Project, a reduction in the Company's cash reserves and possible relinquishment of the Tenements.

Until the Company is able to realise value from the Pantom Project, it is likely to incur ongoing operating losses.

### **Metallurgy risk**

Whilst historical test work has been undertaken, further metallurgical test work is required to determine if a saleable product can be produced from the Pantom ore. There is no guarantee such a product can be produced in an economically viable way.

### **COVID-19**

Since the start of January 2020, the outbreak of COVID-19, which is a rapidly evolving situation, has adversely impacted global commercial activities. The rapid development and fluidity of this situation precludes any prediction as to its ultimate impact, which may have a continued adverse impact on economic and market conditions and trigger a period of global economic slowdown. The Directors do not believe there is any material financial impact on the consolidated historical financial information set out in Part III to this document. The Board is monitoring developments relating to COVID-19 and is coordinating its operational response based on existing business continuity plans and on guidance from global health organisations, relevant governments, and general pandemic response best practices.

### **Exchange rate and commodity price risk**

If the Company achieves success leading to future mineral production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations, technological advancements, forward selling activities and other macroeconomic factors (such as inflation, interest rates, currency exchange rates and the overall global and regional demand for and supply of platinum group metals).

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the potential future income and expenditure of the Company are and will be taken into account in the Australian currency, thereby exposing the Company to fluctuations and volatility in the rate of exchange between the United States dollar and the Australian dollar as determined in international markets, as well as possible inflation or deflation fluctuations in the value of the United States dollar.

## **Estimates of Mineral Resources**

Estimates of JORC 2012 Mineral Resources for exploration and development projects are, to a large extent, based on the interpretation of geological data obtained from drill holes and other sampling techniques and feasibility studies which derive estimates of costs based upon anticipated tonnage and mineralisation grades to be mined, extracted and processed, the configuration of the areas of mineralisation, expected recovery rates, estimated operating costs, anticipated climatic conditions and other factors.

JORC 2012 Mineral Resource Estimates are estimates only and no assurance can be given that any particular grade, stripping ratio or grade of minerals will in fact be realised or that an identified reserve or resource will ever qualify as a commercially mineable (or viable) deposit which can be legally and economically exploited. As a result of these uncertainties, there can be no assurance that any JORC 2012 Mineral Resources defined by the Group's exploration programmes will result in profitable commercial mining operations.

## **Environmental Risks**

The operations and proposed activities of the Company in Australia are subject to State and Federal laws and regulation concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

## **Environmental Regulation**

There is also a risk that environmental laws and regulations may become more onerous, making the Company's operations more expensive. Environmental and safety legislation (e.g. in relation to reclamation, disposal of waste products, protection of wildlife and otherwise relating to environmental protection) may change in a manner that may require stricter or additional standards than those now in effect, a heightened degree of responsibility for companies and their directors and/or employees and more stringent enforcement of existing laws and regulations. There may also be unforeseen environmental liabilities resulting from past or future exploration or mining activities, which may be costly to remedy. If the Group is unable to fully remedy an environmental problem, it may be required to stop or suspend operations or enter into interim compliance measures pending completion of the required remedy. The potential exposure may be significant and could have a material adverse effect on the Group.

## **Environmental approvals and permits**

Environmental approvals and permits may be required in connection with the Group's operations. In order to obtain and/or renew such permits and approvals the Group may need to produce risk assessments and impact assessments which account for the local wildlife, natural habitat and archaeological issues. These assessments take time and cost to produce and if they are more expensive or extensive than the Board expects they could impact the Company's work programme and the speed at which it develops its project(s). Failure to comply with applicable approvals and permits may result in enforcement actions, including orders being issued by regulatory or judicial authorities against the Company, causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions.

## **Title Risks and Native Title**

Interests in tenements in Australia are governed by the respective State legislation and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments. Additionally, tenements are subject to periodic renewal. There can be no guarantee that current or future tenements and/or applications for additional tenements or renewal of tenements will be approved.

It is also possible that, in relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of

Aboriginal Australians exist. The existing Tenements constituting the Panton Project were granted prior to the enactment of the Native Title Act 1993 (Cth) and were therefore not subject to any native title rights or interests when granted. However, the Tenements are all subject to the Malarngowern Native Title Claim (WAD43/2019 WC1999/044). The Malarngowern Native Title Claim was registered on 4 February 2000. On 23 May 2019, the Federal Court made a determination that native title exists over parts of the application area. Two areas were excluded from the determination area (being UCL 19 and UCL 20) and will be the subject of later determinations. These native title rights are exclusive. Therefore, in respect of the Tenements and any other tenements that the Company may acquire, if native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

### **Renewal of existing Tenements and grant of new Tenements will be subject to Future Act Provisions**

The Future Act Provisions were introduced in order to afford protection to holders of native lands. A “future act” is a proposal to deal with land in a way that affects native title rights and interests. Examples of future acts include the grant of a mining tenement or the compulsory acquisition of land. A future act will be invalid to the extent it affects native title unless it complies with the procedures set out in the Native Title Act 1993 (Cth). Mining tenements granted before 23 December 1996 are not required to comply with the Future Act Provisions in order to be valid under the NTA. All the Tenements were granted on 17 March 1986.

The grant of a mining tenement between 31 October 1975 (the commencement date of the Racial Discrimination Act 1975 (Cth) and 1 January 1994 (the commencement date of the NTA) are considered “Category C Past Acts” for the purposes of the NTA. Category C Past Acts were validated under Division 2 of Part 2 of the NTA with the effect that those acts are valid notwithstanding the potential existence of native title and that the future act provisions of the NTA may not have been complied with. As a result, mining tenements granted prior to 1 January 1994 are generally not subject to any native title compensation agreements. Mining tenements renewed after 23 December 1996 must comply with the Future Act Provisions in order to be valid under the NTA. The exception to this requirement is where the renewal is the first renewal of a mining tenement that was validly granted before 23 December 1996 and:

- (a) the area to which the mining tenement applies is not extended;
- (b) the term of the renewed mining tenement is no longer than the term of the old mining tenement; and
- (c) the rights to be created are not greater than the rights conferred by the old mining tenement.

The Tenements were all validly granted before 23 December 1996 and renewed after 23 December 1996. The first renewal of the Tenements was valid by virtue of the exception listed above. The Tenements are due for renewal again in March 2028. At this time, it is expected that the renewal of the Tenements will need to comply with the Future Act Provisions, however, it is not clear whether the DMIRS will require that the renewal go through the native title notification process under section 29 of the NTA and in particular, the right to negotiate (RTN) process. RTN refers to a formal negotiation between the State of Western Australia (State), the applicant for a mining tenement and any registered native title claimants and holders. During the RTN procedure, all parties must negotiate in good faith with a view to agreeing to the terms and conditions on which the tenement can be granted. During this process the applicant for a mining tenement and any registered native title claimants and holders negotiate an ancillary agreement (for Tenements, a mining and production agreement, and for prospecting licences or exploration licences, a heritage agreement). The applicant for the mining tenement is liable for any compensation that the parties agree will be paid to the registered native title claimants and holders. If agreement has not been, or is likely not to be, reached after six months of negotiations (starting from when the native title party is notified of the mining tenement application), the matter may be referred to the National Native Title Tribunal for determination.

Accordingly, there can be no guarantee that the Company will be able to reach an agreement with native title claimants and holders to procure that the existing Tenements are renewed, or that any new tenements are granted. Any agreement reached with native title claimants or holders could require the payment of significant amounts to them by the Company and as such this could impact upon the Company’s financial position and performance.

### **Failure by the Group to submit mine closure plans and annual environmental reports on time could lead to the forfeiture of the Tenements**

Under the Mining Act 1978 (WA), environmental compliance for Mining Leases is monitored by way of the submission of annual environmental reports and mine closure plans. It is a statutory condition of every Mining Lease that a mining proposal must be lodged and approved by DMIRS before any mining operations can be carried out on the Mining Lease. The mining proposal must contain a mine closure plan, which is a document in a prescribed form which contains information regarding the decommissioning of the mine and rehabilitation of the land, is reviewed every three years and lodged with DMIRS.

The last mine closure plan for the Tenements was due to be submitted in 2017 however, it was submitted late in November 2019, and is still awaiting assessment. The late submission of the mine closure plan could affect the good standing of the Tenements. It is a statutory condition of the licences that the mine closure plan must be submitted every three years. Under section 82(1)(g) of the Mining Act 1978 (WA), where there has been a breach of a licence condition, DMIRS may take forfeiture action against the Tenements in respect of the breach. If DMIRS is to take any action in respect of the breach, DMIRS will need to notify Panton Sill in writing and provide the opportunity to respond. No such notice has been issued and given the lapse of time, it is expected that DMIRS considers the breach to be remedied by the submission of the plan by Panton Sill, albeit late. The Company has been advised that forfeiture action is usually only taken where there has been a flagrant disregard to requests by DMIRS to remedy the breach. Notwithstanding this, there is a technical risk that the Tenements could be forfeited by DMIRS as a result of this breach.

Otherwise, the Group has submitted its annual environmental reports and mine closure plans on time, and intends to do so moving forward. In the event that any such filings are not made on time, this could also lead to DMIRS forfeiting the Tenements. Any forfeiture of the Tenements would adversely impact the Company, its business, operating results and prospects.

### **The Group will be required to compensate pastoral leaseholders as a result of its operations**

The Tenements are all located within the Alice Downs pastoral lease (N050018). Mining leases 80/103 and 80/104 are not wholly overlapped (99.8 per cent. and 99.98 per cent. respectively). A pastoral lease is an agreement under which an area of crown land is held on condition that it is used for the breeding of livestock. The Tenements are not subject to any pastoralist specific conditions. However, the Mining Act 1978 (WA):

- (a) prohibits the carrying out of mining activities on land which is the subject of a pastoral lease which is the site of, or is situated within 400 metres of the outer edge of, any water works, race, dam, well or bore, not being used for mining purposes by a person other than a lessee of that pastoral lease;
- (b) imposes certain restrictions on a mining tenement holder passing through crown land, including requiring that all necessary steps are taken to notify the occupier of any intention to pass over the crown land and that all necessary steps are taken to prevent damage to improvements and livestock; and
- (c) provides that the holder of a mining tenement must pay compensation to an occupier of crown land, for example a pastoral lease, in certain circumstances, in particular to make good any damage to improvements, and for any loss suffered by the occupier from that damage or for any substantial loss of earnings suffered by the occupier as a result of, or arising from, any exploration or mining activities,

without the consent of the lessee, unless ordered by the Mining Warden or if the mining is carried out not less than 30 metres below the lowest point of the natural surface.

Although not required under the Mining Act or the conditions of the Tenements, having signed access and compensation agreements with pastoral lessees can be useful to ensure the requirements of the Mining Act 1978 (WA) are satisfied and to avoid any future disputes arising in relation to amounts of compensation which may be applicable. The Group has not yet agreed the terms of any such access and compensation agreements with pastoral lessees and there can be no guarantee that a commercial agreement can be achieved with the Alice Downs pastoral lessee.

In the absence of an agreement, the Mining Warden's Court will determine the compensation payable by the Group to the pastoral lessee. There can be no certainty as to what compensation would be payable to this pastoral lessee, whether under commercial agreement or as otherwise determined by the Mining Warden's Court by reference to the loss and damage actually incurred as a result of the Group's operations.



Accordingly, the Company is not yet able to budget for these costs. If the compensation due to the pastoral lessee is excessive, this could impact upon the financial position of the Group and it may be required to stop or suspend operations pending the raising of additional capital. If such, additional capital can not be raised, this could make the project commercially untenable.

### **Exploration Costs**

The Company's anticipated exploration costs for its intended work programme, as set out in section 9 of Part I of this document (*Intended work programme and current trading*) are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainty, and accordingly, the actual costs may materially differ from the estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

### **Mine Development**

Possible future development of mining operations at the Panton Project is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

If the Company commences future production on the Panton Project, its operations may be disrupted by a number of risks and hazards which are beyond the control of the Company. No assurance can be given that the Company will achieve commercial viability through the development of the Panton Project.

The risks associated with the development of a mine will be considered in full, should the Panton Project reach that stage.

### **Incorrect mining information**

The Company has acquired exploration information from the Vendors which has been compiled by previous explorers on the Panton Project. Any inaccuracies in that information could adversely affect the Company's ability to implement its planned work programme.

### **Operations**

The Company's project(s) involve or will likely involve a number of risks and hazards, including industrial accidents, labour disputes, unusual or unexpected geological conditions, equipment failure, changes in the regulatory environment, environmental hazards and weather and other natural phenomena. The Group's activities may be delayed or reduced as a result of any of the above factors. Such occurrences could result in human exposure to pollution, personal injury or death, environmental and natural resource damage, monetary losses and possible legal liability, any of which could materially adversely affect the Company's results of operations.

### **Reliance on third parties and key business relationships**

The Company may rely on products and services provided by independent third parties, such as undertaking due diligence and technical reviews, carrying out activities related to mineral exploration, and providing general financial and strategic advice. If there is any interruption to the products or services provided, or failure to perform those services with due care and skill, by such third parties, the Company's business could be adversely affected and the Company may be unable to find adequate replacement services on a timely basis, if at all, and/or on acceptable commercial terms. This may have a material adverse effect on the business, financial condition, results of operations and prospects of the Company.

In addition, the Company will rely significantly on strategic relationships with other entities and on maintaining good relationships with regulatory and governmental departments. There can be no assurance that its



existing relationships will continue to be maintained or that new ones will be successfully formed and the Company could be adversely affected by changes to such relationships or difficulties in forming new ones. Any circumstance which causes the early termination or non-renewal of one or more of these key business alliances or contracts or the failure to successfully form new ones, could adversely impact the Company, its business, operating results and prospects.

### **Climate**

There are a number of climate related factors that may affect the operations and proposed activities of the Company, including, the emergence of new or expanded regulations associated with transitioning to a lower-carbon economy and market challenges related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences.

Climate change may also cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

### **Additional requirements for capital**

At present, the Company has sufficient funds to meet the immediate objectives of the Company and implementation of the Company's near term strategy. Additional funding may be required in the event costs exceed the Company's estimates and to effectively implement its business and operational plans in the future to take advantage of opportunities for potential acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur. If such events occur, additional funding will be required.

As the Company progresses, it may seek to raise further funds through equity or debt financing, joint ventures, or other means. Failure to obtain sufficient financing for the Company's activities may result in delay and indefinite postponement of its activities and strategy. There can be no assurance that additional finance will be available when needed and, even if available, the terms of any such additional financing may be unfavourable to the Company and might involve substantial dilution to shareholders.

### **Reliance on key personnel**

The Company's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain such personnel at compensation levels consistent with its existing compensation and salary structure. Its future also depends on the continued contributions of its executive management team and other key management and technical personnel, the loss of whose services would be difficult to replace. In addition, the inability to continue to attract appropriately qualified personnel could have a material adverse effect on the Company's business.

### **Economic, financial market risks and market perception**

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's activities, as well as on its ability to fund those activities.

Further, share market conditions may affect the value of the Company's securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- general economic outlook;
- interest rates and inflation rates;
- currency fluctuations;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital; and

- terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

Market perception of junior exploration and extraction companies may change which could impact on the value of investors' holdings and the ability of the Company to raise further funds through the issue of further Ordinary Shares or otherwise.

### **Competition**

The mining industry is competitive in all of its phases. The Group faces competition from other companies in connection with the acquisition of mineral properties producing, or capable of producing, as well as for the recruitment and retention of qualified employees. Larger companies, in particular, may have access to greater financial resources, operational experience and technical capabilities than the Group which may give them a competitive advantage.

### **Force majeure**

The Company, now or in the future, may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, extreme weather conditions, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

### **Legal and Litigation Risk**

Legal risks include the inability to enforce security arrangements, an absence of adequate protection for intellectual property rights, an inability to enforce foreign judgments relating to contracts entered into by the Group that are governed by law outside Australia, absence of a choice of law, and an inability to refer disputes to arbitration or to have a choice with regard to arbitration rules, venue and language. Mitigation measures for these risks may be limited.

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. The Company may also be involved in disputes with third parties in the future which may result in litigation. Should any such claim or dispute not be determined in the Company's favour, this may impact adversely on the Company's operations, financial performance and financial position.

### **Taxation risk**

The acquisition and disposal of securities will have tax consequences which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring securities in the Company from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of acquiring or disposing of securities in the Company.

### **Counterparty credit risk**

There is a risk that parties with whom the Group trades or has other business relationships (including partners, customers, suppliers, subcontractors and other parties) may become insolvent. This may be as a result of general economic conditions or factors specific to that company. In the event that a party with whom the Group trades becomes insolvent, this could have an adverse impact on the revenues and profitability of the Group.

### **Insurance risk**

There can be no certainty that the Group's insurance cover is adequate to protect against every eventuality. The occurrence of an event for which the Group did not have adequate insurance cover could have a materially adverse effect on the Group's business, revenue, financial condition, profitability, results, prospects and/or future operations.

The Company intends to obtain insurance for its operations in accordance with industry practice. However, the Company's insurance may not be of a nature or level to provide adequate insurance against all possible risks to the Company. The occurrence of an event that is not fully covered by insurance could have a material adverse effect on the Company.

Insurance of all risks associated with mineral exploration or production is not always available, and where available, the costs of such insurance may be prohibitive.

### **Project Development Risk**

There can be no assurance that the Company will be able to manage effectively the expansion of its operations or that the Company's current personnel, systems, procedures and controls will be adequate to support the Company's operations. This includes among other things, the Company managing the acquisition of required land tenure, infrastructure development and other related issues. Any failure of the Board to manage effectively the Company's growth and development could have a material adverse effect on the Company's business, financial condition and results of operations. There is no certainty that all, or indeed, any of the elements of the Company's current strategy will develop as anticipated and that the Company will ultimately be profitable.

### **Fluctuations of revenues, expenses and operating results**

Future revenues, expenses and operating results of the Company could vary significantly from period to period as a result of a variety of factors, some of which are outside its control. These factors include general economic conditions, adverse movements in interest rates, capital expenditure and other costs and the introduction of new products or services to the market. In response to a changing competitive environment, the Company may elect from time to time to make certain pricing, service or marketing decisions or investments that could have a material adverse effect on the Company's revenues, results of operations and financial condition and prospects.

### **Third-party credit risk**

The Company may in the future be exposed to third-party credit risk through its contractual arrangements with future partners. Significant changes in the mineral exploration industry, including fluctuations in commodity prices and economic conditions, environmental regulations, government policy and other geopolitical factors, could adversely affect the Company's ability to realise the full value of its accounts receivable.

## **RISKS RELATED TO AUSTRALIA**

### **Regulatory risk**

The Group conducts its activities in Australia and may be reliant on the cooperation and support for its operations from officials in that region, which cannot be guaranteed.

There can be no assurance that future political and economic conditions will not result in its Government adopting different policies in relation to the exploitation of Mineral Reserves. Any such changes in policy may result in changes in the laws affecting ownership of assets, taxation, rates of exchange, environmental protection, labour relations, repatriation of income, return of capital and other areas, each of which may affect both the Group's ability to undertake operations and development activities in respect of the manner currently contemplated, as well as its ability to continue to explore in, and produce from, those properties in respect of which it has obtained exploration and production rights to date.

## **Government regulation and political risk**

The Group primarily operates in a 'first world' jurisdiction and its operating activities are subject to laws and regulations governing expropriation of property, health and worker safety, employment standards, waste disposal, protection of the environment, mine development, land and water use, prospecting, mineral production, exports, taxes, labour standards, occupational health standards, toxic wastes, the protection of endangered and protected species and other matters. While the Group believes that it is in substantial compliance with all material current laws and regulations affecting its activities, future changes in applicable laws, regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the Group or its properties, which could have a material adverse impact on the Group's current operations or planned development projects. This may increase the cost of future production at the Group's current projects in Australia. Where required, obtaining necessary permits and licences can be a complex, time consuming process and the Group cannot assure whether any necessary permits will be obtained on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining the necessary permits and complying with such permits and applicable laws and regulations could stop or materially delay or restrict the Group from proceeding with any future exploration or development of its properties.

## **Sovereign risks**

The Group may be adversely affected by changes in economic, political, judicial, administrative, taxation or other regulatory factors in Australia or elsewhere. These risks and uncertainties include, but are not limited to: inflation; labour unrest; risk of war or civil unrest; expropriation and nationalisation; renegotiations or nullification of existing concessions, permits and contracts; illegal mining; changes in the mining law and/or environmental regulation or taxation policy; restrictions on foreign exchange and repatriation; terrorist activities; extreme fluctuations in currency exchange rates and changing political conditions, currency controls and government regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

## **RISKS RELATING TO AN INVESTMENT IN THE ORDINARY SHARES**

### **Risk attaching to the market in Ordinary Shares**

There can be no assurance following Admission that the market value of the Ordinary Shares will remain at or above the price per share as at Admission.

Following Admission, the market price of the Ordinary Shares may be volatile and may go down as well as up and investors may therefore be unable to recover their original investment. The Company's operating results and prospects from time to time may be below the expectations of market analysts and investors. At the same time, stock market conditions may affect the Ordinary Shares regardless of the operating performance of the Company. Stock market conditions are affected by many factors, such as the general economic outlook or interest rates, currency fluctuations, commodity prices, changes in investor sentiment towards particular market sectors and the demand and supply of capital. Accordingly, the market price of the Ordinary Shares may not reflect the underlying value of the Company's net assets, and the price at which investors may dispose of their Ordinary Shares at any point in time may be influenced by a number of factors, only some of which pertain to the Company while others of which may be outside the Company's control.

### **Fluctuations in the price of Ordinary Shares**

The market price of Ordinary Shares may be subject to fluctuations in response to many factors, including variations in the operating results of the Company, divergence of financial results from analysts' expectations, changes in earnings estimates by stock market analysts and factors outside the Company's control including, but not limited to, general economic conditions, the performance of the overall stock market, other Shareholders buying or selling large numbers of Ordinary Shares and changes in legislation or regulations.

In addition, stock markets have from time to time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for Ordinary Shares.

The value of Ordinary Shares may go down as well as up. Investors may therefore realise less than, or lose all of, their original investment.

### **Realisation of investment**

The market price of the Ordinary Shares may not reflect the underlying value of the Company's net assets. Potential investors should be aware that the value of Ordinary Shares can rise or fall and that there may not be proper information available for determining the market value of an investment in the Company at all times. Admission should not be taken as implying that there will be a liquid market in the Ordinary Shares. An investment in the Ordinary Shares may thus be difficult to realise.

In the event of a winding-up of the Company, the Ordinary Shares will rank behind any liabilities of the Company and therefore any return for Shareholders will depend on the Company's assets being sufficient to meet prior entitlements of creditors.

### **Liquidity of Ordinary Shares**

Admission to trading on AIM should not be taken as implying that there will be a liquid market for the Ordinary Shares. It may be more difficult for an investor to realise their investment in the Company than in a company whose shares are quoted on the Official List.

### **Suitability of Ordinary Shares as an investment**

Ordinary Shares may not be suitable for all the recipients of this document. Before making any investment, prospective investors are advised to consult with an organisation or firm authorised or exempted pursuant to the FSMA and in the case of a resident in any other jurisdiction an appropriately authorised or exempted adviser for that jurisdiction, before making any investment decision. As the Directors believe the Company is unlikely to pay dividends in the foreseeable future, if ever, the Ordinary Shares are not suitable for investors requiring income. An investment in the Company is highly speculative, involves a considerable degree of risk and is suitable only for persons or entities which have substantial financial means and who can afford to hold their ownership interests for an indefinite amount of time.

### **Future sales of Ordinary Shares by Shareholders may depress the price of the Ordinary Shares**

Future sales or the availability for sale of substantial amounts of the Ordinary Shares in the public markets could adversely affect the prevailing market price of the Ordinary Shares and could also impair the Company's ability to raise capital through future issues of additional Ordinary Shares.

### **Dividend payments on the Ordinary Shares are not guaranteed**

Payment of any dividends by the Company to its Shareholders will depend on a number of factors, including its financial condition and results of operations, contractual restrictions, and other factors considered relevant by the Board. The Directors believe the Company is unlikely to pay dividends in the foreseeable future, if ever, such that the Ordinary Shares are not suitable for investors requiring income.

### **Dilution of Shareholders' interests as a result of additional equity fundraising**

The Company will likely need to raise additional funds in the future to finance, amongst other things, working capital, expansion of the business, new developments relating to existing operations or acquisitions. If additional funds are raised through the issuance of new equity or equity-linked securities of the Company other than on a pre-emptive basis to existing shareholders, the percentage ownership of the existing shareholders may be reduced. Shareholders may also experience subsequent dilution and/or such securities may have preferred rights, options and pre-emption rights senior to the Ordinary Shares.

The Company is currently subject to the ASX Listing Rules, and in particular Listing Rule 7.1, which includes restrictions on the Directors' powers to issue securities. However, were the Company to delist from the ASX in the future, such restrictions would no longer apply. Accordingly, pursuant to the terms of the Introduction Agreement, the Company has agreed that if its Ordinary Shares continue to be traded on AIM but are no longer listed on the ASX, it will not, without the prior written consent of Strand Hanson (or any replacement

nominated adviser from time to time), issue wholly for cash any shares or securities exchangeable or convertible into shares (the “Relevant Securities”) (“Securities Issuance”) such that the Securities Issuance would, when taken together with any issues of other Relevant Securities for cash during the 12 month period prior to the Securities Issuance, exceed 20 per cent., of the Company’s issued share capital on the date of the Securities Issuance, other than where:

- (a) the new shares have first been offered to existing Shareholders who are given a right to acquire Relevant Securities being offered pursuant to the Securities Issuance in proportion to their holdings of existing shares, at the same price and on the same terms as those Relevant Securities are to be offered to any other person(s); or
- (b) the Company has obtained prior shareholder approval in respect of the proposed Securities Issuance.

If the Company were to offer additional equity securities for sale in the future, Shareholders not participating in such equity offerings may become further diluted. The Company may also in the future issue Ordinary Shares, warrants and/or options to subscribe for new Ordinary Shares, including (without limitation) to certain advisers, employees, and directors. The exercise of such warrants and/or options may also result in dilution of the shareholdings of other investors.

### **Foreign investment regulation in Australia**

In Australia, foreign investment in, and ownership of, companies and property is regulated by the Foreign Acquisitions and Takeovers Act 1975 (Cth) (“FATA”), which is administered by the Foreign Investment Review Board (“FIRB”), a division of the Treasury department of the Australian federal government. FIRB’s functions are advisory only, and responsibility for making decisions on proposals rests with the Treasurer of the Australian federal government (“Treasurer”).

FATA provides a notification and approval process for proposed investments in Australia by “foreign persons” (individuals, corporations or trusts), which may result in foreign control or ownership of Australian businesses or companies. Generally, small proposals are exempt from notification, and larger proposals are approved unless judged contrary to the national interest. The threshold requirements for approval or notification or both vary according to the nature of the business to be acquired and the aggregate land holding of that business.

Unless an exemption applies, foreign persons must obtain approval for all acquisitions of securities in “land-rich” entities (entities whose interests in Australian land (being agricultural land, commercial land, residential land and mining or production tenements) account for more than 50 per cent. of the total assets by value) where the value of the consideration for the interest to be acquired exceeds the applicable monetary threshold.

Acquisitions by foreign persons of interests in an Australian land-rich corporation where 10 per cent. or more of the value of its total assets comprise residential land, vacant commercial land or mining or production tenements, require approval regardless of the value except acquisitions of less than 10 per cent. for listed entities and where there is no influence over management or policy.

Acquisitions by foreign persons of interests in an Australian land-rich corporation where less than 10 per cent. of the value of its total assets comprise residential land, vacant commercial land or mining or production tenements require approval where the value of the interest to be acquired exceeds A\$281 million except acquisitions of less than 10 per cent. for listed entities and where there is no influence over management or policy.

Acquisitions by foreign persons of interests in Australian corporations require approval where the acquisition is of a substantial interest in the target’s securities, being:

- alone (and any Associates), directly or indirectly, acquiring 20 per cent. or more of the shares or voting power in the Australian corporation or business; or
- together with other foreign persons (and any Associates) directly or indirectly acquiring 40 per cent. of the shares or voting power in an Australian corporation or business,



and the value of the interest acquired exceeds A\$281 million (or A\$1,216 million for a foreign person that is a national of a FTA Country, being Canada, Chile, China, Hong Kong, Japan, Mexico, New Zealand, Peru, Singapore, South Korea, USA or Vietnam).

The monetary thresholds are indexed annually.

If a foreign person must give notice to FIRB under FATA it must await the decision of the Treasurer before entering into a binding agreement to acquire shares.

Accordingly, an acquisition of Ordinary Shares could require the approval of FIRB pursuant to FATA and there can be no guarantee that such approval would be granted.

### **Forward-looking statements**

This document contains forward-looking statements that involve risks and uncertainties. The Company's results could differ materially from those anticipated in the forward-looking statements as a result of many factors, including the risks faced by the Company, which are described above and elsewhere in this document. Additional risks and uncertainties not currently known to the Directors may also have an adverse effect on the Company's business.

The risks noted above do not necessarily comprise all of the risks potentially faced by the Company and are not intended to be presented in any assumed order of priority. In common with other companies operating in the oil and gas industry sector, the Company's activities involve a high degree of risk. An investment in the Company is only suitable for investors capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss which may result. A prospective investor should consider with care whether an investment in the Company is suitable for him in the light of his personal circumstances and the financial resources available to him. Investment in the Company should not be regarded as short-term in nature. There can be no guarantee that any appreciation in the value of the Company's investments will occur or that the investment objectives of the Company will be achieved. Investors may not get back the full or any amount initially invested.

**Although the Directors will seek to minimise the impact of the foregoing risk factors, investment in the Company should only be made by investors able to sustain a total loss of their investment**

### **Investment risk**

The AIM Rules are less demanding than those of the Premium Segment of the Official List and an investment in a company whose shares are traded on AIM is likely to carry a higher risk than an investment in a company whose shares are admitted to the Premium Segment of the Official List. It may be more difficult for investors to realise their investment in a company whose shares are traded on AIM than to realise an investment in a company whose shares are admitted to the Premium Segment of the Official List. The share price of publicly traded, early stage companies can be highly volatile. The price at which the Ordinary Shares will be traded and the price at which investors may realise their investments will be influenced by a large number of factors, some specific to the Group and its operations and some which may affect quoted companies generally. The value of the Ordinary Shares will be dependent upon the success of the operational activities undertaken by the Group and prospective investors should be aware that the value of the Ordinary Shares can go down as well as up. Furthermore, there is no guarantee that the market price of an Ordinary Share will accurately reflect its underlying value.

### **Share price volatility and liquidity**

AIM is an exchange designed principally for growth companies, and as such, tends to experience lower levels of trading liquidity than larger companies quoted on the Official List or some other stock exchanges. Following Admission, there can be no assurance that an active or liquid trading market for the Ordinary Shares will develop or, if developed, that it will be maintained. The Ordinary Shares may therefore be subject to large fluctuations on small volumes of shares traded. As a result, an investment in shares traded on AIM carries a higher risk than those listed on the Official List of the London Stock Exchange. Prospective investors should be aware that the value of an investment in the Company may go down as well as up and that the market price of the Ordinary Shares may not reflect the underlying value of the Company. There can be no



guarantee that the value of an investment in the Company will increase. Investors may therefore realise less than, or lose all of, their original investment. The share prices of publicly quoted companies can be highly volatile and shareholdings illiquid. The price at which the Ordinary Shares are quoted and the price which investors may realise for their Ordinary Shares may be influenced by a large number of factors, some of which are general or market specific, others which are sector specific and others which are specific to the Company and its operations. These factors include, without limitation: (a) the performance of the overall stock market; (b) large purchases or sales of Ordinary Shares by other investors; (c) financial and operational results of the Group; (d) changes in analysts' recommendations and any failure by the Group to meet the expectations of any research analysts; (e) changes in legislation or regulations and changes in general economic, political or regulatory conditions; and (f) other factors which are outside of the control of the Group. Shareholders may sell their Ordinary Shares in the future to realise their investment. Sales of substantial amounts of Ordinary Shares following Admission and/or termination of the lock-in restrictions (the terms of which are contained in the Introduction Agreement, as summarised in paragraph 11.4 of Part VI of this document), or the perception that such sales could occur, could materially adversely affect the market price of the Ordinary Shares available for sale compared to the demand to buy Ordinary Shares. There can be no guarantee that the price of the Ordinary Shares will reflect their actual or potential market value or the underlying value of the Company's net assets. Shareholders may be unable to realise their Ordinary Shares at the quoted market price or at all.

**It should be noted that the risk factors listed above are not intended to be exhaustive and do not necessarily comprise all of the risks to which the Group is or may be exposed or all those associated with an investment in the Company. In particular, the Group's performance is likely to be affected by changes in market and/or economic conditions, political, judicial, and administrative factors and in legal, accounting, regulatory and tax requirements in the areas in which it operates. There may be additional risks and uncertainties that the Directors do not currently consider to be material or of which they are currently unaware which may also have an adverse effect upon the Group.**

**If any of the risks referred to in this Part II crystallise, the Group's business, financial condition, results or future operations could be materially adversely affected. In such case, the price of its Ordinary Shares could decline and investors may lose all or part of their investment.**

## **PART III**

### **FINANCIAL INFORMATION ON THE GROUP**

#### **SECTION A: HISTORICAL FINANCIAL INFORMATION ON FUTURE METALS**

In accordance with Rule 28 of the AIM Rules for Companies, this document does not contain historical financial information on the Company that would otherwise be required by Section 18 of Annex I of the Prospectus Regulation Rules.

The following documents are instead incorporated by reference into this document:

- the consolidated financial statements of Future Metals set out in the annual report and accounts of the Company for the financial year ended 30 June 2021, together with the audit report thereon (the “2021 Annual Report”);
- the consolidated financial statements of Future Metals set out in the annual report and accounts of the Company for the financial year ended 30 June 2020, together with the audit report thereon (the “2020 Annual Report”); and
- the consolidated financial statements of Future Metals set out in the annual report and accounts of the Company for the financial year ended 30 June 2019, together with the audit report thereon (the “2019 Annual Report”).

BDO Audit (WA) Pty Ltd, 38 Station Street, Subiaco WA 6008, Australia has issued an unqualified audit opinion on the consolidated financial statements of Future Metals for each of the years ended 30 June 2021, 2020 and 2019.

The 2021 Annual Report, the 2020 Annual Report and the 2019 Annual Report are available at: <https://future-metals.com.au> and contain information which is relevant to this document.

**SECTION B: HISTORICAL FINANCIAL INFORMATION ON GNP**

**Great Northern Palladium Pty Ltd**

**ACN 645 861 196**

**Financial Report for the period:**

**12 November 2020 to 31 December 2020**

**Great Northern Palladium Pty Ltd**  
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**For the period ended 31 December 2020**

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**General information**

These financial statements present the financial information for Great Northern Palladium Pty Ltd as a consolidated entity consisting of Great Northern Palladium Pty Ltd (the "Company") and the entity it controlled throughout the period (Group or consolidated entity). The financial statements are presented in Australian dollars, which is Great Northern Palladium Pty Ltd's functional and presentation currency.

Great Northern Palladium Pty Ltd is a proprietary company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business are:

**Registered office**

Suite 2  
 11 Ventnor Avenue  
 West Perth WA 6005

**Principal place of business**

Suite 2  
 11 Ventnor Avenue  
 West Perth WA 6005

The financial statements were authorised for issue, in accordance with a resolution of Directors, 22 April 2021. The Directors have the power to amend and reissue the financial statements.

**Great Northern Palladium Pty Ltd**  
**Consolidated statement of profit or loss and other comprehensive income**  
**For the period ended 31 December 2020**

		<b>12 November 2020 – 31 December 2020 \$</b>
	<b>Note</b>	
<b>Interest income</b>		261
<b>Expenses</b>		
Audit fee		(7,500)
Company secretarial and accounting fees		(2,531)
Consulting fees		(4,675)
Director fees		(2,129)
Legal fees		(67,356)
Subscription		<u>(11)</u>
<b>Loss before income tax expense</b>		(83,941)
Income tax expense	2	<u>-</u>
<b>Loss after income tax for the period attributable to the owners of Great Northern Palladium Pty Ltd</b>		<u>(83,941)</u>
Other comprehensive income for the period, net of tax		<u>-</u>
<b>Total comprehensive loss for the period attributable to the owners of Great Northern Palladium Pty Ltd</b>		<u>(83,941)</u>

*The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes*

**Great Northern Palladium Pty Ltd**  
**Consolidated statement of financial position**  
**As at 31 December 2020**

	<b>Note</b>	<b>2020</b> <b>\$</b>
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	3	700,659
GST receivable		<u>1</u>
Total current assets		<u>700,660</u>
<b>Non-current assets</b>		
Exploration and evaluation expenditure	4	<u>15,610,000</u>
Total non-current assets		<u>15,610,000</u>
<b>Total assets</b>		<u>16,310,660</u>
<b>Liabilities</b>		
<b>Current liabilities</b>		
Trade and other payables	5	<u>894,191</u>
Total current liabilities		<u>894,191</u>
<b>Net assets</b>		<u>15,416,469</u>
<b>Equity</b>		
Issued capital	6	12,500,410
Accumulated losses		<u>(83,941)</u>
Owners of Great Northern Palladium Pty Ltd		12,416,469
Non-controlling interest	7	<u>3,000,000</u>
<b>Total equity</b>		<u>15,416,469</u>

*The above statement of financial position should be read in conjunction with the accompanying notes*

**Great Northern Palladium Pty Ltd**  
**Consolidated statement of changes in equity**  
**For the period ended 31 December 2020**

	<b>Issued capital \$</b>	<b>Accumulated losses \$</b>	<b>Total \$</b>	<b>Non- controlling interest \$</b>	<b>Total equity \$</b>
Balance at 12 November 2020	-	-	-	-	-
Loss after income tax expense for the period	-	(83,941)	(83,941)	-	(83,941)
Other comprehensive income for the period	-	-	-	-	-
Total comprehensive income for the period	-	(83,941)	(83,941)	-	(83,941)
<i>Transactions with owners in their capacity as owners:</i>					
Contributions of equity, net of transaction costs	12,500,410	-	12,500,410	-	12,500,410
Non-controlling interest on acquisition of a subsidiary	-	-	-	3,000,000	3,000,000
Balance at 31 December 2020	12,500,410	(83,941)	12,416,469	3,000,000	15,416,469

*The above statement of changes in equity should be read in conjunction with the accompanying notes*



**Great Northern Palladium Pty Ltd**  
**Consolidated statement of cash flows**  
**For the period ended 31 December 2020**

	<b>Note</b>	<b>12 November 2020 – 31 December 2020 \$</b>
<b>Cash flows from operating activities</b>		
Payments to suppliers and employees (inclusive of GST)		(12)
Interest received		<u>261</u>
Net cash provided by operating activities		<u>249</u>
<b>Cash flows from investing activities</b>		
Payment to acquire tenements	7	<u>(11,800,000)</u>
Net cash used in investing activities		<u>(11,800,000)</u>
<b>Cash flows from financing activities</b>		
Proceeds from issue of shares	6	<u>12,500,410</u>
Net cash provided by financing activities		<u>12,500,410</u>
Net increase in cash and cash equivalents		700,659
Cash and cash equivalents at the beginning of the financial period		<u>-</u>
Cash and cash equivalents at the end of the financial period	3	<u><u>700,659</u></u>

*The above statement of cash flows should be read in conjunction with the accompanying notes*

**Great Northern Palladium Pty Ltd**  
**Notes to the financial statements**  
**For the period ended 31 December 2020**

**Note 1. Significant accounting policies**

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to the period presented, unless otherwise stated.

**New or amended Accounting Standards and Interpretations adopted**

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

**Basis of preparation**

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

The Company was incorporated on 12 November 2020 and hence the reporting period is from incorporation to 31 December 2020. As this is the Company's first financial report, no comparatives have been included.

*Historical cost convention*

The financial statements have been prepared under the historical cost convention.

*Going concern*

The financial statements have been prepared on a going concern basis, which assumes the continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business.

The Group had net current liabilities of \$193,531 at 31 December 2020 and incurred a loss for the period of \$83,941.

Pursuant to an Option Agreement, the major shareholders of the Company agreed to irrevocably grant to Red Emperor Resources NL (ASX: RMP) an exclusive and binding option exercisable until 30 June 2021 to acquire 100% of the issued capital of the Company. The major shareholders of the Company also agreed to procure that the remaining shareholders of the Company enter into sale agreements with Red Emperor Resources NL in respect of their respective shares in the Company. It is expected this transaction will complete on or before 30 June 2021. Included in trade and other payables is estimated stamp duty owing of \$610,000 relating to the asset acquisition as disclosed in Note 7.

Based on the Group's future cashflow forecast, the Group will require additional funding in the next 12 months to enable it to continue its normal business activities and to ensure the realisation of assets and extinguishment of liabilities as and when they fall due.

The ability of the Group to continue as a going concern is dependent upon the Option Agreement with Red Emperor Resources NL or, if this does not proceed, by such other means as deemed necessary, for example undertaking an issue of equity to private equity funds or similar.

On 31 January 2020, the COVID-19 pandemic was announced by the World Health Organisation and is continuing to have a negative impact on world stock markets, currencies and general business activity. The Group has developed a policy and is evolving procedures to address the health and wellbeing of employees, consultants and contractors in relation to COVID-19. The timing and extent of the impact and recovery from COVID-19 is unknown but it may have an impact on activities and potentially impact the ability for the Company to raise capital in the current prevailing market conditions.

These conditions indicate a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

The financial report does not include any adjustments relating to the recoverability or classification of recorded asset amounts, nor the amounts or classification of liabilities that might be necessary should the Group not be able to continue as a going concern.

**Note 1. Significant accounting policies (continued)**

**Basis of consolidation**

The consolidated financial statements incorporate the assets and liabilities of a subsidiary of Great Northern Palladium Pty Ltd as at 31 December 2020 and the results of the subsidiary for the period then ended. Great Northern Palladium Pty Ltd and its subsidiary together are referred to in this financial report as the Group or the consolidated entity.

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Non-controlling interests, being that portion of the profit or loss and net assets of subsidiaries attributable to equity interests held by persons outside the consolidated entity, are shown separately within the equity section of the consolidated statement of financial position and in the consolidated statement of profit or loss and other comprehensive income.

**Share-based payment transactions for the acquisition of goods and services**

Share-based payment arrangements in which the Group receives goods or services in exchange for its own equity instruments are accounted for as equity-settled share-based payment transactions. The Group measures the value of equity instruments granted at the fair value of the goods and services received, unless that fair value cannot be measured reliably. If the fair value of the goods or services received cannot be reliably measured, the transaction is measured by the by reference to the fair value of the instruments granted.

**Income tax**

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

**Note 1. Significant accounting policies (continued)**

**Exploration and evaluation expenditure**

Exploration, evaluation and development expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are carried forward only if they relate to an area of interest for which rights of tenure are current and in respect of which:

- Such costs are expected to be recouped through successful development and exploitation or from sale of the area: or
- Exploration and evaluation activities in the area have not, at reporting date, reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active operations in, or relating to, the area are continuing.

Accumulated costs in respect of areas of interest which are abandoned are written off in full against profit in the year in which the decision to abandon the area is made. A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

**Impairment of assets**

At each reporting date the Group assesses whether there is any indication that an asset may be impaired. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

Any excess of the asset's carrying value over its recoverable amount is expensed to profit and loss.

**Current and non-current classification**

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

**Cash and cash equivalents**

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the statement of cash flows presentation purposes, cash and cash equivalents also includes bank overdrafts, which are shown within borrowings in current liabilities on the statement of financial position.

**Trade and other receivables**

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The consolidated entity has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue. Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

**Note 1. Significant accounting policies (continued)**

**Trade and other payables**

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial period and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

**Issued capital**

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**Asset acquisition**

Where an acquisition does not meet the definition of a business combination the transaction is accounted for as an asset acquisition. The consideration transferred for the acquisition of an asset comprises the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs with regards to the acquisition are capitalised. Identifiable assets acquired and liabilities assumed in the acquisition are measured at their fair value at the acquisition date.

**Goods and Services Tax ('GST') and other similar taxes**

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

**New Accounting Standards and Interpretations not yet mandatory or early adopted**

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 31 December 2020. The Group's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the Group, are set out below.

**Conceptual Framework for Financial Reporting (Conceptual Framework)**

The revised Conceptual Framework is applicable to annual reporting periods beginning on or after 1 July 2021 and early adoption is permitted. The Conceptual Framework contains new definition and recognition criteria as well as new guidance on measurement that affects several Accounting Standards. Where the Group has relied on the existing framework in determining its accounting policies for transactions, events or conditions that are not otherwise dealt with under the Australian Accounting Standards, the Group may need to review such policies under the revised framework. At this time, the application of the Conceptual Framework is not expected to have a material impact on the Group's financial statements.

**Great Northern Palladium Pty Ltd**  
**Notes to the financial statements**  
**For the period ended 31 December 2020**

**Note 1. Significant accounting policies (continued)**

**Critical accounting estimates**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. Information about estimates and judgments made in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are:

- 1) The acquisition of Panton Sill Pty Ltd is treated as an asset acquisition in accordance with AASB 3 *Business Combination*. Refer note 7 for further details.
- 2) Accrual of stamp duty payable on asset acquisition of \$610,000 as discussed in note 4 (Exploration and evaluation expenditure) and note 5 (Trade and other payables). The accrual is deemed to reflect the likely outflow required for the stamp duty.

**Note 2. Income tax expense**

	<b>12 November 2020 – 31 December 2020 \$</b>
Current tax expense	-
Deferred tax expense	-
	<hr/> -
Loss before income tax expense	(83,941)
Tax at statutory tax rate of 30%	(25,182)
Effect of changes in unrecognised temporary differences and unused tax losses	<hr/> 25,182
Income tax expense	<hr/> -

**Note 3. Cash and cash equivalents**

	<b>2020 \$</b>
Cash at bank	700,274
Petty cash	<hr/> 385
	<hr/> 700,659

**Great Northern Palladium Pty Ltd**  
**Notes to the financial statements**  
**For the period ended 31 December 2020**

**Note 4. Exploration and evaluation expenditure**

	<b>2020</b>
	<b>\$</b>
Opening balance	-
Acquisition during the period (i)	15,000,000
Estimated stamp duty payable (i)	<u>610,000</u>
Closing balance	<u>15,610,000</u>

(i) On 6 December 2020, the Company executed a Share Sale and Purchase Agreement ("Agreement") with Panaromic Resources Limited to acquire 80% of legal and beneficial interest in the issued capital of Panton Sill Pty Ltd ("Panton"). Panton is the sole legal and beneficial owner of Tenements M80/103, M80/104 and M80/105 in Western Australia. Refer note 7 for further details. The estimated stamp duty payable on this transaction is \$610,000.

**Note 5. Trade and other payables**

	<b>2020</b>
	<b>\$</b>
Consideration payable (note 7)	200,000
Accruals	84,191
Estimated stamp duty payable (note 4)	<u>610,000</u>
	<u>894,191</u>

**Note 6. Equity - issued capital**

	<b>2020</b>	<b>2020</b>
	<b>Number</b>	<b>\$</b>
Ordinary shares - fully paid	<u>17,500,000</u>	<u>12,500,410</u>

*Movements in ordinary share capital*

<b>Details</b>	<b>Date</b>	<b>Shares</b>	<b>Issue price</b>	<b>\$</b>
Balance	12 November 2020	-	-	-
Issue of shares	12 November 2020	2,500,000	\$0.0001	250
Issue of shares	4 December 2020	11,700,000	\$1	11,700,000
Issue of shares	7 December 2020	500,000	\$1	500,000
Issue of shares	8 December 2020	300,000	\$1	300,000
Issue of shares	8 December 2020	1,000,000	\$1.00001	1,000,010
Issue of shares	8 December 2020	1,500,000	\$0.0001	150
Less: Capital raising costs				<u>(1,000,000)</u>
Balance	31 December 2020	<u>17,500,000</u>		<u>12,500,410</u>



**Great Northern Palladium Pty Ltd**  
**Notes to the financial statements**  
**For the period ended 31 December 2020**

**Note 6. Equity - issued capital (continued)**

*Ordinary shares*

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

*Capital risk management*

The Group's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it may continue to provide returns for shareholders and benefits for other stakeholders. The capital structure of the Group consists of equity comprising issued capital and accumulated losses.

Due to the nature of the Group's activities, being mineral exploration, the Group does not have ready access to credit facilities, with the primary source of funding being equity raisings. Therefore, the focus of the Group's capital risk management is to maintain sufficient current working capital position to meet the requirements of the Group to meet exploration programs and corporate overheads. The Group's strategy is to ensure appropriate liquidity is maintained to meet anticipated operating requirements, with a view to initiating appropriate capital raisings as required.

**Note 7. Asset Acquisition**

On 6 December 2020, the Company executed a Share Sale and Purchase Agreement ("Agreement") with Panaromic Resources Limited to acquire 80% of legal and beneficial interest in the issued capital of Panton Sill Pty Ltd ("Panton") for a cash consideration of \$12,000,000. The Agreement also grants an option to the Company to acquire a further 20% legal and beneficial interest in the capital of Panton for a cash consideration of \$3,000,000.

The acquisition was completed through the following:

<b>Purchase consideration</b>	<b>\$</b>
Cash payment	11,800,000
Consideration payable (i)	<u>200,000</u>
	<u>12,000,000</u>
 <b>Net assets acquired</b>	 <b>\$</b>
Exploration and evaluation assets	15,000,000
Less: Non-controlling interest	<u>(3,000,000)</u>
	<u><u>12,000,000</u></u>

(i) Paid on 11 February 2021.

Estimated stamp duty on the asset acquisition is \$610,000.

<b>Non-controlling interest</b>	<b>\$</b>
Exploration and evaluation assets	<u>3,000,000</u>
	<u><u>3,000,000</u></u>

The non-controlling interest has a 20% interest in the Exploration and evaluation assets of Panton Sill Pty Ltd.

**Great Northern Palladium Pty Ltd**  
**Notes to the financial statements**  
**For the period ended 31 December 2020**

**Note 8. Financial instruments**

**Financial risk management objectives**

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.

**Market risk**

*Foreign currency risk*

The Group is not exposed to any significant foreign exchange risk.

*Price risk*

The Group is not exposed to any significant price risk.

*Interest rate risk*

The Group is not exposed to any significant interest rate risk.

**Credit risk**

Exposure to credit risk relating to financial assets arises from the potential non-performance by counterparties of contract obligations that could lead to a financial loss to the Group.

The Group does not have any material credit risk exposure to any single receivable or group of receivables under financial instruments entered into by the Group.

**Liquidity risk**

Vigilant liquidity risk management requires the Group to maintain sufficient liquid assets (mainly cash and cash equivalents) to be able to pay debts as and when they become due and payable.

The following tables detail the Group's contractual maturity for its financial assets and liabilities:

	Carrying amount \$	Contractual cash flows \$	Less than 1 year \$
<i>Financial assets</i>			
Cash and cash equivalents	700,659	700,659	700,659
GST receivable	1	1	1
	<u>700,660</u>	<u>700,660</u>	<u>700,660</u>
<i>Financial liabilities</i>			
Trade and other payables	894,191	894,191	894,191
	<u>894,191</u>	<u>894,191</u>	<u>894,191</u>

**Fair value**

Due to their short-term nature, the carrying amount of the financial assets and financial liabilities is assumed to approximate their fair value.

**Note 9. Contingent liabilities**

The Group did not have any contingent assets or liabilities as at 31 December 2020.

**Note 10. Commitments**

In order to maintain current rights of tenure to exploration tenements, the Group will be required to outlay amounts totaling \$226,000 per annum to meet minimum expenditure requirements.

**Great Northern Palladium Pty Ltd**  
**Notes to the financial statements**  
**For the period ended 31 December 2020**

**Note 11. Related party transactions**

*Subsidiary*

The consolidated financial statements include the financial statements of Great Northern Palladium Pty Ltd and its 80% subsidiary, Panton Sill Pty Ltd, an Australian private company limited by shares.

*Transactions with related parties*

On 10 December 2020, the Company signed a Consultancy Agreement with Director, Eddie King for corporate services provided by King Corporate Pty Ltd of \$3,000 plus GST per month. The amount owing to King Corporate Pty Ltd as at 31 December 2020 was \$2,129.

*Loans to/from related parties*

None.

**Note 12. Reconciliation of loss after income tax to net cash from operating activities**

	<b>2020</b>
	<b>\$</b>
Loss after income tax expense for the period	(83,941)
Adjustments for:	
GST receivable	(1)
Increase in trade and other payables	<u>84,191</u>
Net cash provided by operating activities	<u>249</u>

There are no movements in non-cash investing and financing activities.

**Note 13. Remuneration of auditors**

	<b>2020</b>
	<b>\$</b>
<i>Payable to BDO Perth:</i>	
Audit services	7,500
Tax services	<u>2,500</u>
Total remuneration	<u>10,000</u>

**Great Northern Palladium Pty Ltd**  
**Notes to the financial statements**  
**For the period ended 31 December 2020**

**Note 14. Parent entity**

	<b>2020</b>
	<b>\$</b>
<b>Statement of Financial Position</b>	
Current assets	700,659
Non-current assets	<u>12,610,000</u>
<b>Total Assets</b>	<u>13,310,275</u>
Current liabilities	<u>894,191</u>
<b>Net Assets</b>	<u>15,416,469</u>
Issued capital	12,500,410
Accumulated losses	<u>(83,941)</u>
<b>Total equity</b>	<u>12,416,469</u>
<b>Statement of Profit or Loss and Other Comprehensive Income</b>	
Loss for the year	<u>(83,941)</u>
<b>Total comprehensive loss</b>	<u>(83,941)</u>

**Note 15. Events after the reporting period**

Pursuant to an Option Agreement, the major shareholders of the Company agreed to irrevocably grant to Red Emperor Resources NL (ASX: RMP) an exclusive and binding option exercisable until 30 June 2021 to acquire 100% of the issued capital of the Company. The major shareholders of the Company also agreed to procure that the remaining shareholders of the Company enter into sale agreements with Red Emperor Resources NL in respect of their respective shares in the Company. It is expected this transaction will complete on or before 30 June 2021.

The impact of the Coronavirus (COVID-19) pandemic is ongoing and while it has been financially positive for the Group up to 31 December 2020, it is not practicable to estimate the potential impact, positive or negative, after the reporting date. The situation is rapidly developing and is dependent on measures imposed by the Australian Government and other countries, such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided.

On 29 March 2021, the Company received a \$50,000 interest-free loan from Director, Eddie King. The loan is repayable on demand.

No other matter or circumstance has arisen since 31 December 2020 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

**Great Northern Palladium Pty Ltd**  
**Directors' declaration**  
**For the period ended 31 December 2020**

In the Directors' opinion:

- the attached financial statements and notes comply with Accounting Standards;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 31 December 2020 and of its performance for the period ended on that date; and
- there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of Directors.

On behalf of the Directors



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Eddie King  
Director  
22 April 2021



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## INDEPENDENT AUDITOR'S REPORT

To the members of Great Northern Palladium Pty Ltd

### Report on the Audit of the Financial Report

#### Opinion

We have audited the financial report of Great Northern Palladium Pty Ltd (the Entity) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 31 December 2020, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the period then ended, and notes to the financial report, including a summary of significant accounting policies and the declaration by those charged with governance.

In our opinion the accompanying financial report presents fairly, in all material respects, the financial position of the Group as at 31 December 2020, and its financial performance and its cash flows for the period then ended in accordance with Australian Accounting Standards.

#### Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report. We are independent of the Group in accordance with the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Material uncertainty related to going concern

We draw attention to Note 1 in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the group's ability to continue as a going concern and therefore the group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in respect of this matter.



### **Responsibilities of management and those charged with governance for the Financial Report**

Management is responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards and for such internal control as management determines is necessary to enable the preparation and fair presentation of a financial report that is free from material misstatement, whether due to fraud or error.

In preparing the financial report, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

### **Auditor's responsibilities for the audit of the Financial Report**

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (<http://www.auasb.gov.au/Home.aspx>) at:

[http://www.auasb.gov.au/auditors\\_responsibilities/ar3.pdf](http://www.auasb.gov.au/auditors_responsibilities/ar3.pdf)

This description forms part of our auditor's report.

**BDO Audit (WA) Pty Ltd**

A handwritten signature in black ink, appearing to read 'Dean Just', is written over a faint, light blue BDO logo.

**Dean Just**

**Director**

Perth, 22 April 2021



PART IV  
COMPETENT PERSON'S REPORT



# COMPETENT PERSON'S REPORT

on the

## PANTON PGM PROJECT

for

## FUTURE METALS NL

*(formerly named Red Emperor Resources NL)*

Job No.  
Doc No.  
Date:  
Prepared by:

2867\_G  
6860\_Final Panton 2021 CPR.docx  
October 2021  
M. Conan-Davies  
Stuart Hutchin

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REPORT



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## EXECUTIVE SUMMARY

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To:

The Directors  
Future Metals NL  
First Floor  
35 Richardson Street  
West Perth WA 6005

and

The Directors  
Strand Hanson Limited  
26 Mount Row  
London W1K 3SQ

14 October 2021

Dear Sirs

### **Competent Person's Report on the Panton PGM Project, East Kimberley, Western Australia**

Mining One Pty Ltd ("Mining One") was commissioned by Future Metals NL (formerly named Red Emperor Resources NL) ("Future Metals" or the "Company") to prepare a Competent Person's Report in accordance with the detailed content and other requirements (as applicable) of the "AIM Note for Mining, Oil and Gas Companies - June 2009" (the "Note") which forms part of the AIM Rules for Companies published by London Stock Exchange plc, in relation to the Panton Platinum Group Metals (PGM) Project located in East Kimberley, Western Australia (the "Panton Project", "Project" or "Panton").

The report has also been prepared in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code, 2012) which is binding upon members of The Australasian Institute of Mining and Metallurgy ("AusIMM") and the Australasian Institute of Geoscientists. JORC is defined as being one of the acceptable internationally recognised standards in the Note. Mining One has not been requested to provide an independent valuation.

### Summary Table of Assets

Asset/Mining Lease	Holder	Interest (%)	Status	Licence Expiry Date	Licence Area (Ha)
M80/103	Panton Sill Pty Ltd	100%	Active/Exploration	16/03/2028	859.4
M80/104	Panton Sill Pty Ltd	100%	Active/Exploration	16/03/2028	570.3
M80/105	Panton Sill Pty Ltd	100%	Active/Exploration	16/03/2028	828.3

This report has been prepared pursuant to the Company's application for admission to trading on the AIM market operated by London Stock Exchange plc and will be included in the requisite Admission Document to be published in connection with such admission on, or about, 14 October 2021 (the "Admission Document").

It should be noted that Mining One prepared and published a similar Independent Technical Report for the Company with an effective date of 19 April 2021 in connection with its acquisition of Great Northern Palladium Pty Ltd ("GNP") which at that time owned 80%, and held an option over the remaining 20%, of Panton Sill Pty Ltd ("Panton Sill"), the holder of the Panton Project, and the associated prospectus for the Company's re-compliance with Chapters 1 and 2 of the ASX Listing Rules. Such report has been updated to reflect the recent completion of the acquisition on the ASX and exercise of GNP's option, such that the Company now owns 100% of Panton Sill via GNP, and certain other minor consequential amendments. This report otherwise remains materially the same including the conclusions set out herein.

This report has been prepared and signed by Mr Michael Conan-Davies, a professional geologist with more than 30 years' exploration, mining, and resource development experience and reviewed by Mr Stuart Hutchin a professional geologist with 23 years' relevant experience. Mr Conan-Davies and Mr Hutchin meet the criteria set by the JORC Code (2012) to qualify as Competent Persons.

### Licences/Leases

The Panton Project comprises three granted Mining Leases (M80/103, M80/104 and M80/105) totalling an area of approximately 2,260ha. The leases are registered to Panton Sill, which is a wholly owned subsidiary of GNP. Future Metals has recently acquired GNP. The leases were initially granted in 1986, and further to subsequent extensions are currently valid until 16 March 2028.

### Location

The Panton Project is located approximately 60km north of Halls Creek, on the Alice Downs Pastoral Lease, adjacent to the Great Northern Highway in the East Kimberley region of Western Australia.

### Geology

The Panton intrusive is a layered, differentiated mafic to ultramafic body that has been intruded into the sediments of the Proterozoic Lamboo Complex in the Kimberley Region of Western Australia. The Panton intrusive has undergone several folding and faulting events that have resulted in a south westerly plunging synclinal structure some 10km long and 3km wide.

PGM mineralisation is associated with several cumulate Chromitite reefs within the ultramafic sequence. In all there are three chromite horizons, the Upper "Reef A", the Middle "Reef B" and the Lower "Reef C". The top reef mineralised zone is exposed at surface over a strike length of approximately 12km.

### **Exploration**

Exploration activities have been undertaken by a number of companies since its discovery by government geologists in 1962.

The current exploration database consists of remote sensing results, geological mapping, soil and stream sediment sampling results, ground and airborne geophysical surveys, percussion and diamond drilling results, laboratory assays, process mineralogy and metallurgical ore characterisation.

### **Resource Modelling Methodology**

Mining One has reviewed the source data and methodologies used to estimate the Panton Deposit Mineral Resources. The mineralisation has been modelled based on the Chromitite horizons defined within the project area. These zones are visually distinctive. Data has been composited using the metal accumulation method for mineralisation intervals within the modelled domains. Ordinary Kriging has been used to estimate Pt, Pd, Au, Ni, Cr, Cu and Co grades into the model. The estimation parameters were based on variogram results run for the key mineralisation domains. Densities were assigned to the model using ordinary kriging of a measurement dataset consisting of 117 data points. The modelling methodology has been reviewed and assessed as being in line with accepted industry practices and the JORC 2012 guidelines.

### **Resource Classification**

The Panton mineralisation zones are classified as Measured, Indicated and Inferred Mineral Resources based on the assessment of the input data, geological interpretation and quality of grade estimation and are based on the JORC Code (2012).

### **Process Metallurgy**

Mining One has also reviewed the metallurgical test work and process flowsheet. A very extensive array of tests and design work has been undertaken previously by a number of reputable companies and consultants.

The mineral assemblage at Panton is complex and the PGM minerals are fine grained, in the 1µm to 20µm range. Target minerals are found at crystal boundaries or as inclusions within silicates, carbonates, and chromite. Consequently, ore processing is the most challenging component of project development, particularly in the crushing, grinding and concentrate production stages.

Extensive metallurgical testing of ore has taken place historically. Based on the results of such test work, a bankable feasibility study ("BFS") was completed by Lycopodium using a conventional mill-float-mill-float (MF2) circuit with maximum PGM recoveries in the order of up to 94% but with mass pull of over 20% and low-grade concentrate.

Further studies subsequently proposed a conventional two stage milling (MMF) circuit followed by conventional rougher and scavenger flotation on fine grind material, incorporating magnetic



separation of the chromite from the flotation tails to produce a marketable chromite by-product concentrate.

Test work on this circuit has yielded 81% recovery from a 2.5% mass pull and 212ppm PGM grade concentrate. The chromite concentrate from concentrate tails yields 75% recovery of Chromite at a 41%Cr<sub>2</sub>O<sub>3</sub> grade.

## Resource Reporting

The most current JORC (2012) Mineral Resource Estimate for Pantón, prepared by Cube Consulting for Panoramic Resources Ltd ("PAN" or "Panoramic") and dated 10 August 2015 is as follows:

Panton Resource	Tonnage	Grade											
		Pt (g/t)	Pd (g/t)	Au (g/t)	Ni ppm	Cu ppm	Co ppm	Cr ppm	Os (g/t)	Ir (g/t)	Rh (g/t)	Ru (g/t)	2PGE +Au (g/t)
<b>Top Reef (101)</b>													
Measured	4,400,000	2.46	2.83	0.42	2,776	761	209	86,674	0.07	0.05	0.06	0.12	5.71
Indicated	4,130,000	2.73	3.21	0.38	3,086	934	232	96,462	0.08	0.06	0.06	0.13	6.32
Inferred	1,560,000	2.10	2.35	0.38	3,602	1,262	233	71,673	0.07	0.05	0.05	0.11	4.83
<b>Middle Reef (201)</b>													
Measured	2,130,000	1.36	1.09	0.10	1,776	264	186	51,717	0.05	0.06	0.08	0.12	2.55
Indicated	1,500,000	1.56	1.28	0.10	1,905	423	199	59,650	0.06	0.07	0.08	0.13	2.94
Inferred	600,000	1.22	1.07	0.10	1,935	532	195	59,572	0.05	0.06	0.07	0.11	2.39
<b>Total</b>	<b>14,320,000</b>	<b>2.19</b>	<b>2.39</b>	<b>0.31</b>	<b>2,680</b>	<b>747</b>	<b>213</b>	<b>78,697</b>	<b>0.07</b>	<b>0.06</b>	<b>0.06</b>	<b>0.12</b>	<b>4.89</b>

Source: Panoramic's ASX announcement of 30 September 2015, entitled "Mineral Resources and Ore Reserves at 30 June 2015"

## Conclusions

In preparing this report, Mining One has reviewed geological reports and maps, miscellaneous technical papers, Company letters and memoranda, and public and private information as listed at the end of this report. We have reached the following conclusions from our work and the preparation of this report:

- The Pantón Project shows significant and continuous PGM mineralisation.
- The geological genetic model and mineralisation style is well defined and understood.
- The Pantón Project has sufficient quality geological data to model and estimate mineral resources compliant with the JORC Code (2012). This includes data relating to drilling quality, quantity and spacing, data capturing and sampling methods, quality control and density data. Such data has been reviewed and found to be in good standing.
- The Pantón Project contains a JORC (2012) compliant resource estimate of 14.3Mt at 2.19g/t Pt and 2.39g/t Pd containing 2,253,000oz of platinum + palladium + gold, classified in Measured, Indicated and Inferred Resources.
- There is a reasonable expectation of eventual economic extraction. Mining One has considered current and similar project operating costs in Australia and the expected process metallurgy recoveries from historic test results conducted on the Pantón ore; and
- In the context of all information reviewed, no environmental issues have been identified at the Pantón Project.

We conclude therefore, that there are no material resource issues preventing the Company from advancing the Pantón Project towards the intended goal of future economic extraction.



## Recommendations

Based on the Project's exploration results to date, Mining One recommends:

- Database samples validation, including drill hole locations and assays for Rh, Ru, Os.
- In future drilling and exploration programmes, Future Metals should maintain the procedures and methodology, including QA/QC definitions, used by Panoramic.
- Carrying out a field campaign to test other geophysical and geochemical anomalies defined by previous exploration programmes.

To progress towards its goal of future production, the following path is recommended in terms of required work:

- Completion of additional resource drilling with a view to expanding and upgrading the existing resource and obtaining additional rhodium assays;
- A bulk metallurgy test study; and
- Completion of process design, mining and development studies to determine operational parameters and likely financial performance. This work stream will be essential in order to secure the required permitting to progress to commercial pilot production.

To complete the above exploration programme, Future Metals has proposed a budget of A\$4M broken down as follows:

Drilling	A\$2.0 million
Metallurgy	A\$0.5 million
Technical studies	A\$1.0 million
<u>Other studies</u>	<u>A\$0.5 million</u>
<b>TOTAL:</b>	<b>A\$4.0 million</b>

Mining One considers this to be an appropriate allocation of funds to take the Panton Project to its next stage of development.

This report has been prepared with information available up to and including 14 October 2021.

Mining One has given and not withdrawn its written consent to the inclusion in the Admission Document of its report and to the inclusion in Part I of the Admission Document of statements made by Mining One, in the form and context in which the report and those statements appear. Neither Mining One, nor any of its directors, employees (including the authors of this report) or associates, have or have previously had any material interest either direct, indirect or contingent in Future Metals or any of the mineral properties in which Future Metals has an interest. Their relationship with Future Metals is solely one of a professional association between a client and independent consultant. This report has been prepared in return for professional fees based upon agreed commercial rates and the payment of these fees is in no way contingent on the results or findings of this report.



Yours faithfully

A handwritten signature in blue ink, appearing to read "Michael", with a long, sweeping horizontal stroke extending to the right.

**Michael Conan-Davies**  
***Consulting Geologist***

A handwritten signature in black ink, appearing to read "Stuart", with a long, sweeping horizontal stroke extending to the right.

**Stuart Hutchin**  
***Geology Manager***

for and on behalf of  
Mining One Pty Ltd  
Level 9, 50 Market Street  
Melbourne VIC 3000



## **1 INTRODUCTION**

---

### **1.1 TERMS OF REFERENCE**

Mining One was commissioned by Future Metals NL (formerly named Red Emperor Resources NL) ("Future Metals" or the "Company") to review and evaluate certain technical data and information in order to prepare a Competent Person's Report in accordance with the requirements of the "AIM Note for Mining, Oil and Gas Companies - June 2009" which forms part of the AIM Rules for Companies published by London Stock Exchange plc, in relation to the Panton PGM Project located in East Kimberley, Western Australia (the "Panton Project", the "Project" or "Panton").

This report has been prepared pursuant to the Company's application for admission to trading on the AIM market operated by London Stock Exchange plc.

This report has also been prepared in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code, 2012).

It should be noted that Mining One prepared and published a similar Independent Technical Report for the Company with an effective date of 19 April 2021 in connection with its acquisition of Great Northern Palladium Pty Ltd ("GNP") which at that time owned 80%, and held an option over the remaining 20%, of Panton Sill Pty Ltd ("Panton Sill"), the holder of the Panton Project, and the associated prospectus for the Company's re-compliance with Chapters 1 and 2 of the ASX Listing Rules. Such report has been updated to reflect the recent completion of the acquisition on the ASX and exercise of GNP's option, such that the Company now owns 100% of Panton Sill via GNP, and certain other minor consequential amendments. This report otherwise remains materially the same including the conclusions set out herein

This report is based on information available up to and including the date of this report. Mining One has endeavoured, by making all reasonable enquiries, to confirm the authenticity, accuracy, and completeness of the technical information upon which this report is based. No warranty or guarantee, whether expressed or implied, is made by Mining One with respect to the completeness or accuracy of this information. Consent has been given by Mining One for the distribution of this report in the form and context in which it appears in the Admission Document.

Neither Mining One, nor any of its directors, employees (including the authors of this report) or associates, have or have previously had any material interest either direct, indirect or contingent in Future Metals or any of the mineral properties in which Future Metals has an interest. Their relationship with Future Metals is solely one of a professional association between a client and independent consultant. This report has been prepared in return for professional fees based upon agreed commercial rates and the payment of these fees is in no way contingent on the results or findings of this report.

### **1.2 RELEVANT ASSETS AND LOCATION**

The Panton Project is situated in the Halls Creek Shire of Western Australia, locality of Rose Bore on three granted Mining Leases set out below.



Table 1-1 Panton Project Tenement Schedule

Mining Lease	Beneficial Ownership	Area (Ha)	Expiry
M80/103	100%	859.4	16/3/2028
M80/104	100%	570.3	16/3/2028
M80/105	100%	828.3	16/3/2028

### 1.3 CAPABILITY AND INDEPENDENCE

This report was prepared and signed by Mr Michael Conan-Davies, a geologist with more than 30 years' exploration, mining, and resource development experience and reviewed by Mr Stuart Hutchin a Geologist with 23 years' relevant experience. Mr Conan-Davies and Mr Hutchin meet the criteria set by the JORC Code (2012) to qualify as Competent Persons.

Mr Conan-Davies, BSc (hons) Geology, MSc (Mineral Economics), has exploration, mining, and resource development experience in a variety of commodities including Au, Cu, Ni, PGE and Fe in Australia, the Pacific, SE Asia, Africa and Europe. He is a member of the Australasian Institute of Mining and Metallurgy, with endorsements in Geology and Management. Mr Conan-Davies is independent of Future Metals, its directors, senior management and advisers.

Mr Hutchin, BSc (App Geol) has exploration, mining and resource development experience in a variety of commodities including Au, Cu, Ni, PGE, Fe, Pb, Zn, Ag and rare earths. Mr Hutchin is a member of the Australasian Institute of Geoscientists. Mr Hutchin is independent of Future Metals, its directors, senior management and advisers.

### 1.4 SITE VISIT

Due to COVID-19 travel restrictions imposed by the authorities in Western Australia at the time of reporting, Mr Conan-Davies and Mr Hutchin were unable to conduct a site visit. However, in their opinion, the Project's history, development stage and the extensive use by successive owners of the Project of independent technical consultants means that a site visit would not materially change the opinions in this report.

### 1.5 SOURCES OF DATA AND VERIFICATION

In preparing this report, Mining One has reviewed certain historic geological reports and maps, miscellaneous technical papers, Company letters and memoranda, and public and private information as listed at the end of this report which were provided by Future Metals. Mining One has carefully reviewed all the information, however Mining One has not conducted any independent investigation to verify its accuracy and completeness. Mining One has only reviewed the land tenure in a preliminary fashion and has not independently verified the legal status or ownership of the property or the underlying agreements. Mining One has reviewed documentation relating to the current and historic Mineral Resource Estimates and run validation checks on the resource modelling process used. Mining One has not prepared its own estimate.

### 1.6 FORWARD LOOKING STATEMENTS

The Panton PGM Project is currently in the exploration and pre-development stage. Although a Mineral Resource for the Project has been estimated, there is no Ore Reserve. There is good



exploration potential at the Project as well as a number of potential targets within the mining leases held.

Future Metals' immediate intention is to continue to complete resource extension drilling and study work. There is no guarantee that either of these objectives will be satisfied in the near term, or at all.

Any forward-looking statements speak only as at the date of issue of this report. Subject to any continuing obligations under applicable law or relevant stock exchange listing rules, neither Future Metals nor Mining One undertake any obligation to publicly update or revise any of the forward-looking statements, changes in events, conditions or circumstances on which any statement is based.

## **1.7 OTHER MATTERS**

### Units

All units of measurement used in this report are SI metric unless otherwise stated. Where third party reports use other than SI metric units, then the original units have been preserved throughout.

### Map Grid

All Project data were used in Universal Transverse Mercator coordinate system ("UTM") - Zone 52K.

### Currency

Currency is expressed in Australian Dollars "A\$" unless otherwise stated.

## 2 COUNTRY BACKGROUND

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The Panton Project is located in Western Australia, a global tier 1 mining jurisdiction with minimal sovereign risk. Key features and risks of the mining and mineral processing industry in Australia are outlined below.

### 2.1 AUSTRALIA

According to the Australian Bureau of Statistics, in 2019-20, the Australian minerals sector was worth A\$202 billion and accounted for 10.4% of gross domestic product (GDP).

The industry directly employs 240,000 Australians and is a cornerstone to the relative stability of the Australian economy and standard of living.

Australia is among the top five producers of most of the world's key mineral commodities, being:

- the world's leading producer of bauxite, alumina, rutile and tantalum;
- the second largest producer of uranium, lead, ilmenite, zircon and lithium;
- the third largest producer of iron ore and zinc;
- the fourth largest producer of black coal, gold, manganese and nickel; and
- the fifth largest producer of aluminium, brown coal, diamonds, silver and copper.

Additionally, Australia is the world's largest exporter of black coal, iron ore, alumina, lead and zinc and the second largest exporter of uranium.

To support this industry, Australia is home to a highly skilled mining and mineral processing workforce of operators, researchers and developers.

Federal involvement in mining regulation is not extensive. It involves indirect policy involvement, such as: taxation, foreign investment law, competition policy, trade and customs, native title and national environmental laws.

A key interaction with the Australian Federal Government is in relation to foreign investment approval (through the Foreign Investment Review Board).

### 2.2 WESTERN AUSTRALIA

State and territory governments including Western Australia are constitutionally vested with the primary responsibility for:

- land administration;
- granting of mineral exploration and mining titles;
- regulating mine operations (including environmental and occupational health and safety); and
- collecting of royalties on minerals produced.



### **3 MINERAL LEGISLATION**

---

Mining in Australia is legislated and managed at a State Government level. Mineral rights do not vest in the landowner. Only the State/Territory government can grant rights to explore or mine. The rights to explore/mine are regulated by extensive and objectively administered State/Territory legislation. Holders of mining leases gain ownership of minerals extracted when processed.

The Western Australian Department of Mines, Industry Regulation and Safety ("DMIRS") is the government entity responsible for the granting and administration of exploration and mining rights including the grant of tenure in Western Australia.

The particulars of mining lease regulation in Western Australia ("WA") are summarised below.

#### **3.1 MINING LEASES**

The Panton Project is covered by valid WA Mining Leases. The maximum area for a Mining Lease applied for before 10 February 2006 was 1,000 hectares. Since then, the area applied for relates to an identified orebody as well as an area for infrastructure requirements.

The boundaries of every mining tenement (except an exploration licence) shall be defined from an existing survey mark or other well-defined feature, a prominent ground feature shown on the department's tenement maps, an observed latitude and longitude or Geodetic Datum of Australia grid (GDA), coordinate (Mining Regulation 66).

There is no limit to the number of mining leases a person or company may hold. The term of a mining lease is 21 years and may be renewed for further terms. The lessee of a mining lease may work and mine the land, take and remove minerals, and do all things necessary to effectually carry out mining operations in, on or under the land, subject to conditions of title which include approvals to carry out mining from other regulators such as, but not limited to, the Environment and Aboriginal Heritage.

Prescribed minimum annual expenditure commitments and reporting requirements apply. The mining lease holder must submit an expenditure report each year.

#### **3.2 ENVIRONMENTAL LEGISLATION**

Western Australia has environmental legislation, which requires the granting of an Environmental Approval or authority (EA) for mining activities and regulates all phases of mineral projects, including exploration, development, construction, operation and closure and rehabilitation. The EA process involves identifying environmental impacts and determining how to manage those impacts.

An Environmental Impact Study (EIS) is required before an EA is approved for a major resource project. This process can take 18 months or more. Depending on the circumstances, an EIS may be required by legislation or it may be done voluntarily to ensure approval. The EIS process involves public notification, on which anyone can make submissions. An EA cannot be granted until the EIS process is complete.

Progressive rehabilitation is required during the course of the mining operation.

The Federal Government also regulates mining activities if mining activities are likely to impact on matters of "National Environmental Significance".

## 4 PROPERTY DESCRIPTION

The Panton PGM Project is situated in the Rose Bore locality approximately 60km north of Halls Creek, adjacent to the Great Northern Highway in the East Kimberley region of Western Australia. Access to the site is very good from Wyndham 300km to the north via the sealed Great Northern Highway, then via the graded Alice Downs rural road and station tracks.

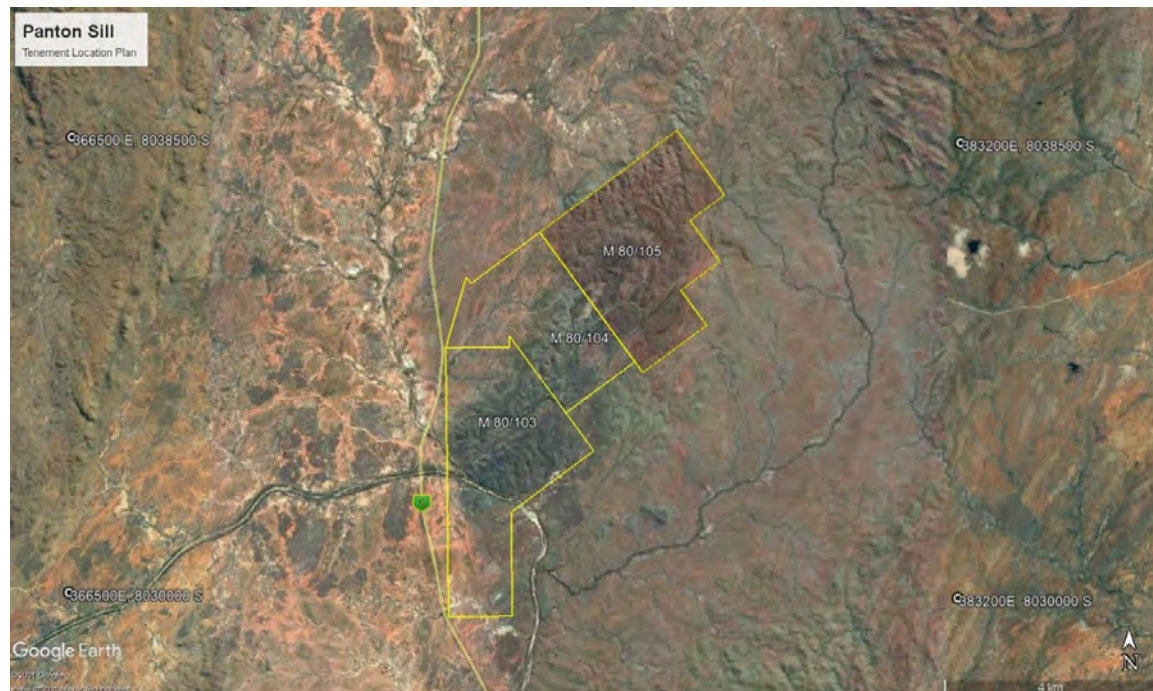


Figure 4-1 Tenement Location Plan - Satellite View

### 4.1 TENURE

Tabled below is the status of the Panton Project's tenements as accessed on the DMIRS website at the time of writing. Beyond this review, Mining One has made no further enquiries concerning Future Metals' title and any encumbrances to the Panton Project.

There are three tenements which make up the Panton Project covering a total area of approximately 2,258 hectares. The tenements are all owned 100% by Panton Sill Pty Ltd.

The tenement package is consolidated by the DMIRS for reporting purposes and has a combined 2021 rental outgoing of A\$45,200 and exploration expenditure commitment of A\$226,000.

Table 4-1 Panton Project's Tenure Details

Mining Lease	Ownership	Area (Ha)	Expiry	Rent A\$ p.a.	Exploration Commitment 2021 A\$ p.a.
M80/103	100%	859.4	16/3/2028	17,200	86,000
M80/104	100%	570.3	16/3/2028	11,420	57,100
M80/105	100%	828.3	16/3/2028	16,580	82,900
<b>TOTAL:</b>		<b>2,258</b>		<b>45,200</b>	<b>226,000</b>

Based on prior year costs the estimated 2020/2021 annual holding costs for Panton are as follows:

DMIRS Rental	\$45,200
Shire of Hall Creek rates	\$85,816
Commitment	\$226,000
Tenement Management	\$775

#### 4.1.1 Native Title

According to DMIRS records, the Project area forms part of the Malarngowem Native Title land claim. A determination has not been made by the courts. The mining leases were issued prior to enactment of the Native Title Act in 1993.

Requirements of the Aboriginal Heritage Act (1972) and Regulations (1974) still apply. The DMIRS records do not show any Aboriginal Heritage sites on the Panton tenements.

#### 4.1.2 Pastoral Lease

The Project lies on the Alice Downs Pastoral Lease that is currently running cattle. The property covers 138km<sup>2</sup>. The pastoral lease is held by third parties unrelated to Future Metals.

#### 4.1.3 Neighbouring Mining Tenure

The land surrounding the Panton tenements is fully covered by live or pending Exploration Licences which are listed in Table 4-2 and shown in Figure 4-2 below. Pending licences encroach on the Panton Project's tenements and become eligible for grant in the event that the Panton mining leases lapse.

Table 4-2 Neighbouring Mining Tenure

Tenement ID	Status	Holder
E 80/5036	Live	Kimberley Granite Holdings Ltd
E 80/4734	Live	Hexagon Energy Materials Ltd
E 80/5115	Live	Kaili Iron Pty Ltd

E 80/5455	Appl	Attgold Pty Ltd
E 80/5449	Appl	Uramin Pty Ltd
E 80/5451	Appl	Halls Creek Mining Pty Ltd
E 80/5461	Appl	IGO Newsearch Pty Ltd

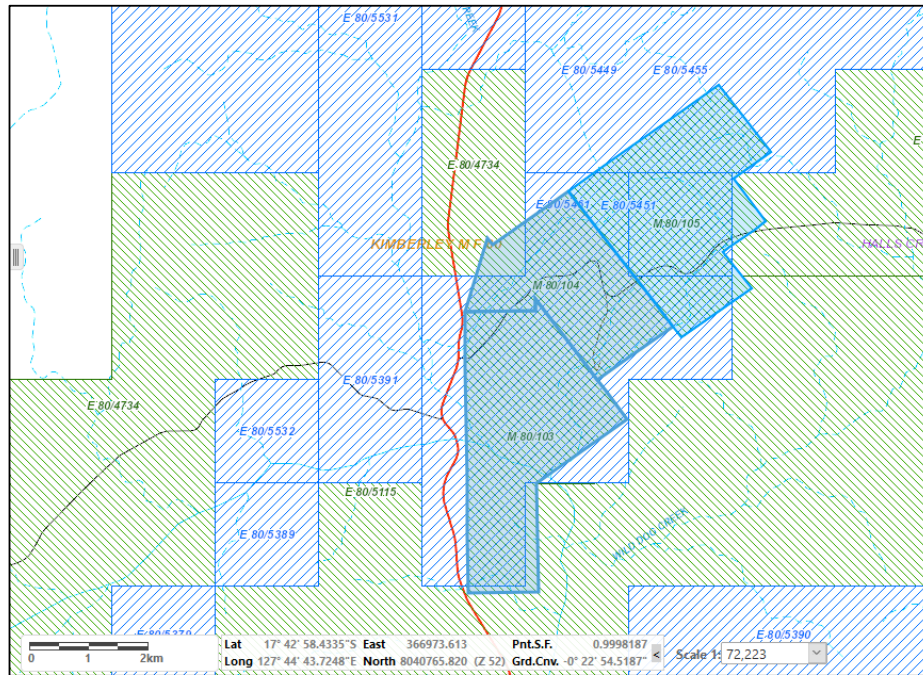


Figure 4-2 Tenement Boundaries Including Neighbours

## 4.2 ROYALTIES

In addition to the WA State Royalty, the Project is impacted by 2 private treaty royalties:

1. **“Minsaco Royalty”** - a 2% Net Smelter Return (NSR) Royalty which applies to PGM production after the first 100,000oz of production. Allowable deductions from the royalty include: third party smelting, refining, treatment costs, penalties and transport costs to a processing plant.
2. **“Elemental Royalties”** - a 0.5% NSR Royalty is payable. The royalty was acquired by Elemental Royalties from Fever Tree Resources, who in turn acquired it from Platinum Australia (in liquidation).

## 5 LOCATION

The Panton Project is located approximately 60km north of the town of Halls Creek in the Kimberley mineral field of Western Australia in the Shire of Halls Creek.

The relevant map sheets are:

- 1:100,000 McIntosh 4462
- 1:250,000 Dixon Range SE52-06
- 1:1,000,000 Halls Creek SE52

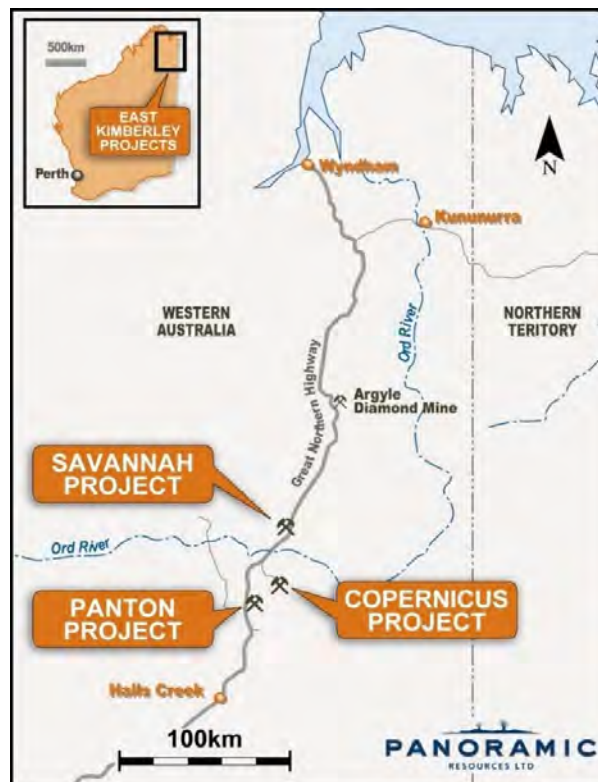


Figure 5-1 Panton Location and Infrastructure Plan



## 5.1 CLIMATE & VEGETATION

The climate at the Panton Project location is monsoonal, characterised by a hot wet season from December to February and a cooler dry season from May to September. Climate statistics from Halls Creek 60km further south are shown below:

Table 5-1 Climate Statistics - Halls Creek

HALLS CREEK METEOROLOGICAL OFFICE													
Climate Data 1944 - 2018													
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Annual
Mean Max:	36.7	35.6	35.4	33.9	30	27.3	27.3	30	34.2	37.2	38.3	37.8	33.6
Mean Min:	24.3	23.7	22.8	20.4	16.7	13.7	12.7	14.8	19	22.7	24.5	24.8	20
Rainfall (mm):	59.8	143.5	82.9	21.4	12.7	5.1	6	2.1	4.3	17.7	39.5	83	571.5
Rain Days	10.9	10.3	6.3	1.8	1.3	0.5	0.6	0.3	0.6	2.4	4.5	7.9	47.4

Vegetation in the area consists of open downs covered with Mitchell, Flinders and Bundle grasses.

## 5.2 ACCESS

The Panton Project is accessible by road via the Great Northern Highway which also provides direct access to the Port of Wyndham 300km to the north.



### 5.3 PROJECT'S HISTORY

The Panton Project has a long exploration and development history since its discovery in the 1960's.

1960's	Discovery by geologists of the WA Geological Survey.
1970's	First drilling by Pickland Mather Group.
1976 - 1987	Owned by the Gencor Ltd subsidiary, Minsaco Resources who drilled 30 drill holes.
1989	Pancontinental Mining and Degussa Exploration Ltd drilled a further 32 holes and declared a non-JORC resource of 2.2Mt @ 5.6g/t PGM & Au containing 387,000oz PGMs. A Preliminary Economic Assessment declared the Project to be uneconomic at that time.
2000	Platinum Australia Ltd (PLA) acquired the Project from Swiftel (formerly Roebuck Resources).
2001	AMC Production Potential Study.
2002	First stage of trial mining and bulk sampling. Metallurgical testwork.
2002	AMC Panton Feasibility Study.
2003 Jan	Cube Consulting prepare a resource report.
2003 Feb	AMC reviews Cube Consulting's resource report and finds minor issues with geological interpretations and ore density estimations. Issues flagged for later drilling, sampling and resource estimation programmes.
2003 Sep	Platinum Australia commissioned BFS to be completed by Lycopodium. Includes Environmental Assessment.
2005 Dec	AMC Underground Mining Scoping Study.
2006	Sally Malay Mining Limited (now named Panoramic) Heads of Agreement (HoA) for a joint venture with PLA. Second stage of trial mining and bulk metallurgical testing at Sally Malay (now Panoramic). Poor recoveries at Panoramic's plant. HoA terminated.
2011	Tetra Tech review of BFS (2003) update. A further reduction in grind size in an inert atmosphere yielded +80% recoveries and 2.5% mass pull to PGM concentrate.
2012 May	Panoramic acquires the Project for A\$5.25M plus a royalty. Resource reported at 14.3Mt @ 2.2g/t Pt, 2.4g/t Pd.
2014 Oct	GR Engineering Process Review. Design and construction of Savannah processing plant.





2015	Flotation testwork to raise recovery including ore sorting, PGM flotation and Chromite concentration.  ALS Metallurgy's automated mineralogy study and chromite separation study. Successful separation of chromite from waste rock.
2015 Aug	Mineral Resource Report by Cube Consulting. Restating the 2003 MRE.
2015 Sep	Metallurgy study of Kell Process for PGE concentrate processing.  Smelter study for PGE concentrate smelting to matte.
2016 - 2019	Curtin University Leach study MRIWA 458.

## 6 GEOLOGY & MINERALISATION

The geology of the Panton Project has been documented in the Snowden (2001) report and a summary is presented below.

### 6.1 REGIONAL GEOLOGY

The Panton Project is in the Central Zone of the Lamboo Province, a part of the paleo-proterozoic Halls Creek Orogen shown in Figure 6-1 below. The Halls Creek Orogen is a NE-SW trending greenstone belt of high-temperature, low-pressure metamorphism. It is sandwiched between the Kimberley Craton to the West and the North Australian Craton to the East and is the result of a cratonic collisional event ca. 1860-1800Ma ago.

The orogen is sub-divided into three distinct metamorphic domains: The Western, Central and Eastern zones. The Western and Central zones are interpreted as sections of the Kimberley Craton margin and the Eastern zone as the passive margin of the North Australian Craton. The orogen is characterised by high geothermal gradients resulting in the emplacement of large volumes of mafic and ultramafic intrusions of mantle affinity (Bodorkos et al., 2002).

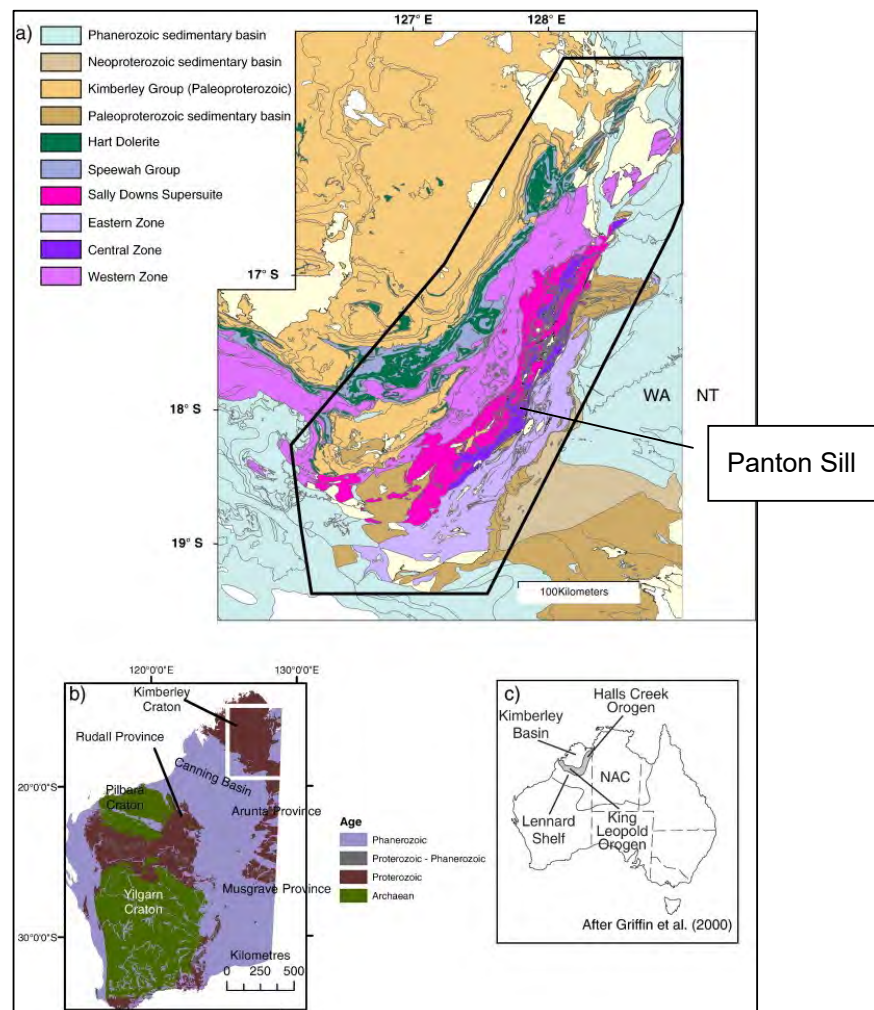


Figure 6-1 Regional Geology Plan (Occipinti *et al*, 2016)

## 6.2 LOCAL & PROPERTY GEOLOGY

Figure 6-2 shows the geology of the Panton Project. Shown in olive green are the Tickellarra Metamorphics, a mafic extrusive and intrusive meta-igneous rock with interlayered meta-sedimentary and meta-granites. At its core is the Panton Suite, a metamorphosed layered mafic-ultramafic intrusion which hosts the Panton Chromitite PGM mineralisation.

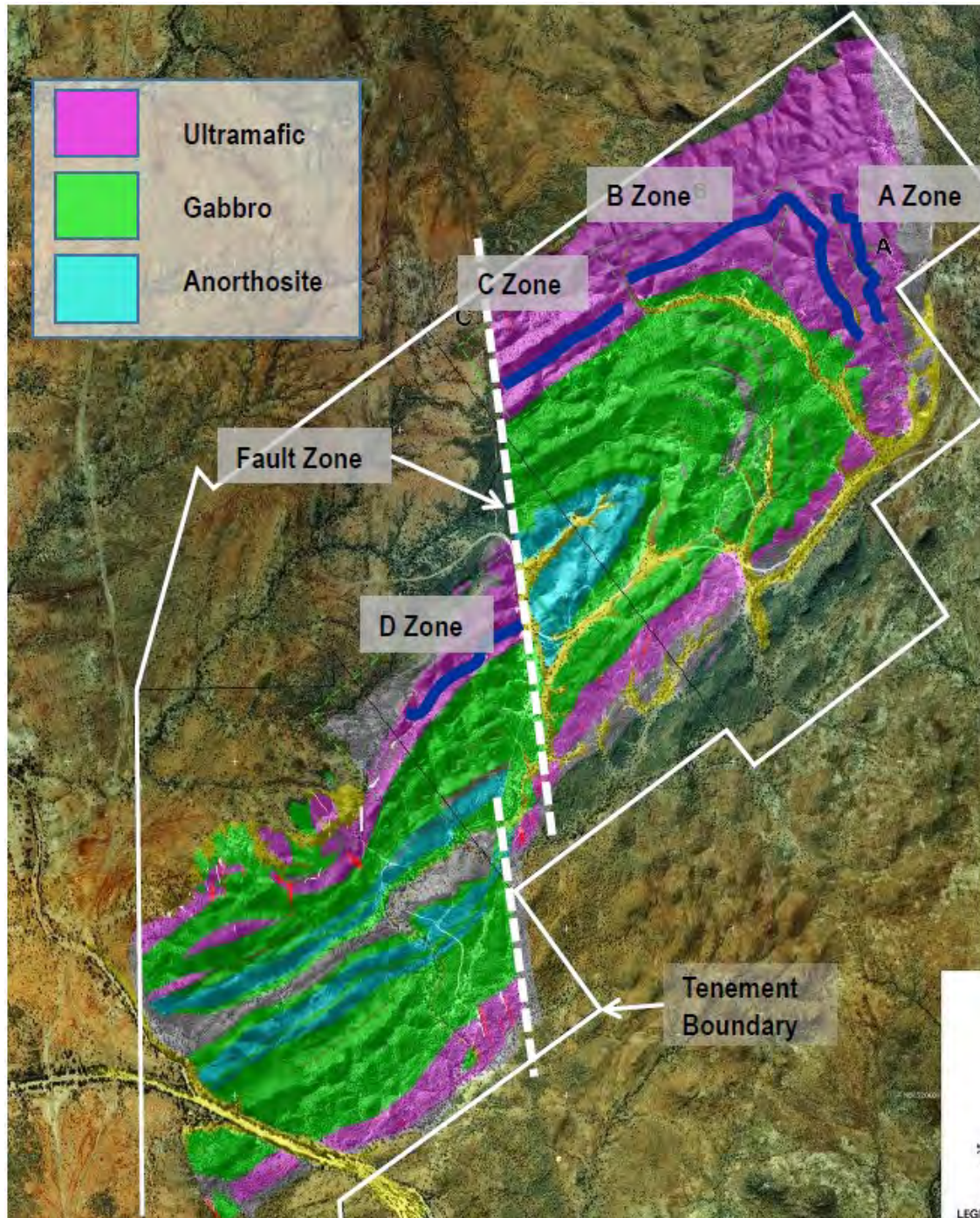


Figure 6-2 Tenement Scale Geology of Panton Intrusion (Panoramic 2019)



There are five Chromitite layers, referred to as “reefs” of which the upper “A” and “B” are the most significant and contain the bulk of the resource. The “A” reef is approximately 1.5m thick and separated from the usually 0.5m thick “B” reef by 15 metres of barren dunite, an ultramafic igneous rock. A minor “C” reef occurs further below but is sub-economic.

The sequence has been synclinally folded and is steeply dipping to overturned on the east-west striking limb. The “A” and “B” reefs are traceable in outcrop over most of the defined resource.

The mineralised body with reefs A to C is further divided according to structural position into “Blocks”: A Block, AB Hinge Line, B Block, BC Block, C Block and D Block. The relative position of each block is shown in the isometric wireframe of the orebody below in Figure 6-3.

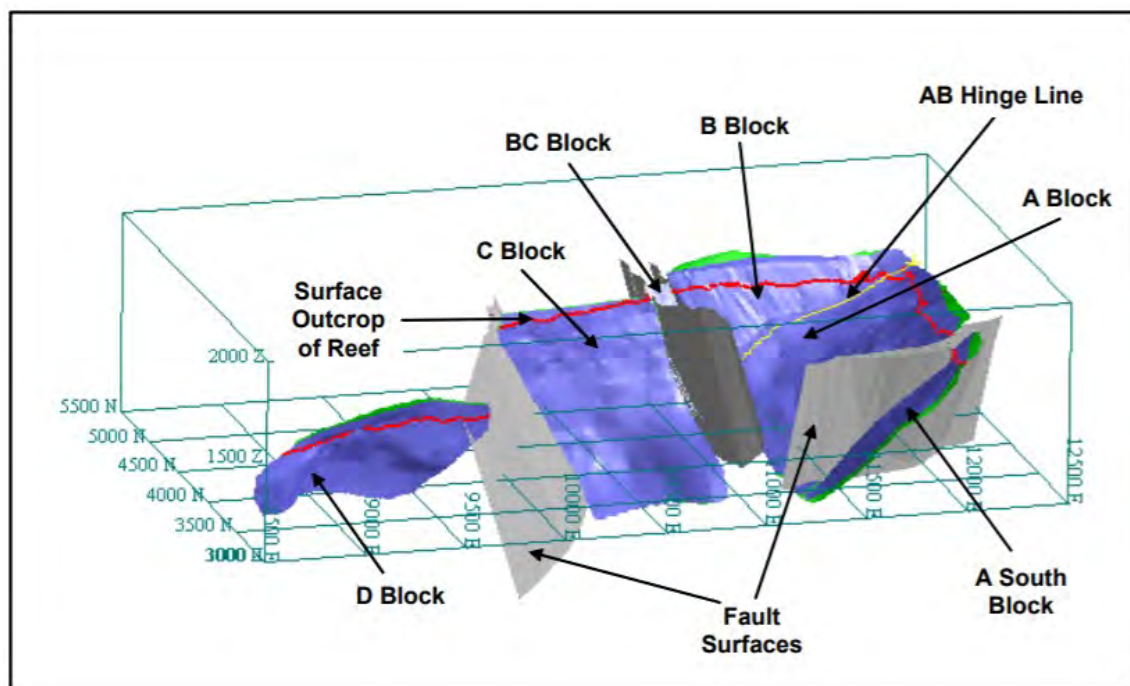


Figure 6-3 Isometric Wireframe, showing the Pantan 101 and 201 Reef System (Cube 2003)

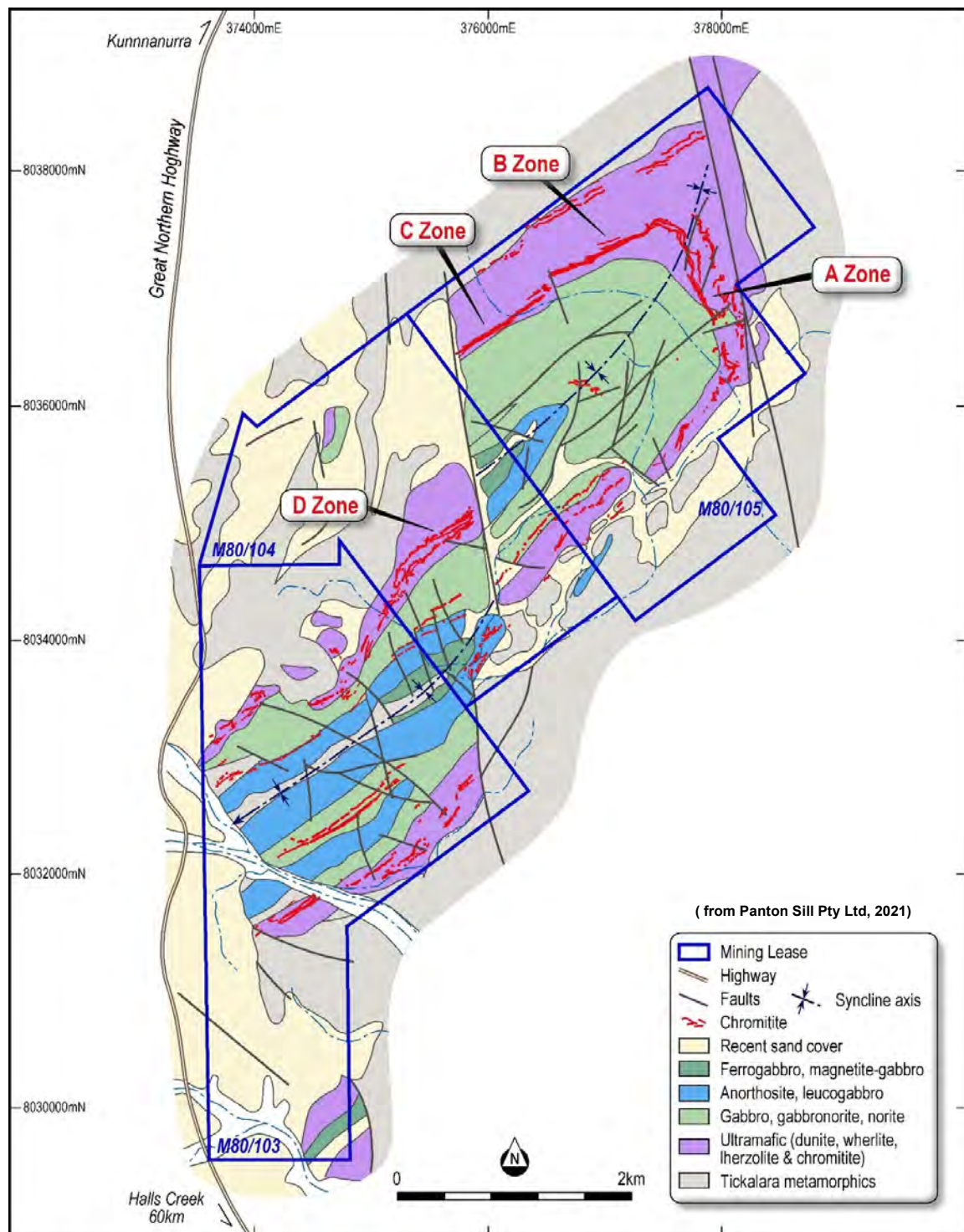


Figure 6-4 Property Geology

Panton is interpreted as a differentiated layered intrusion that has been folded into a south plunging syncline. A series of late-stage shears offset and disrupt the layered sequence through the model area.

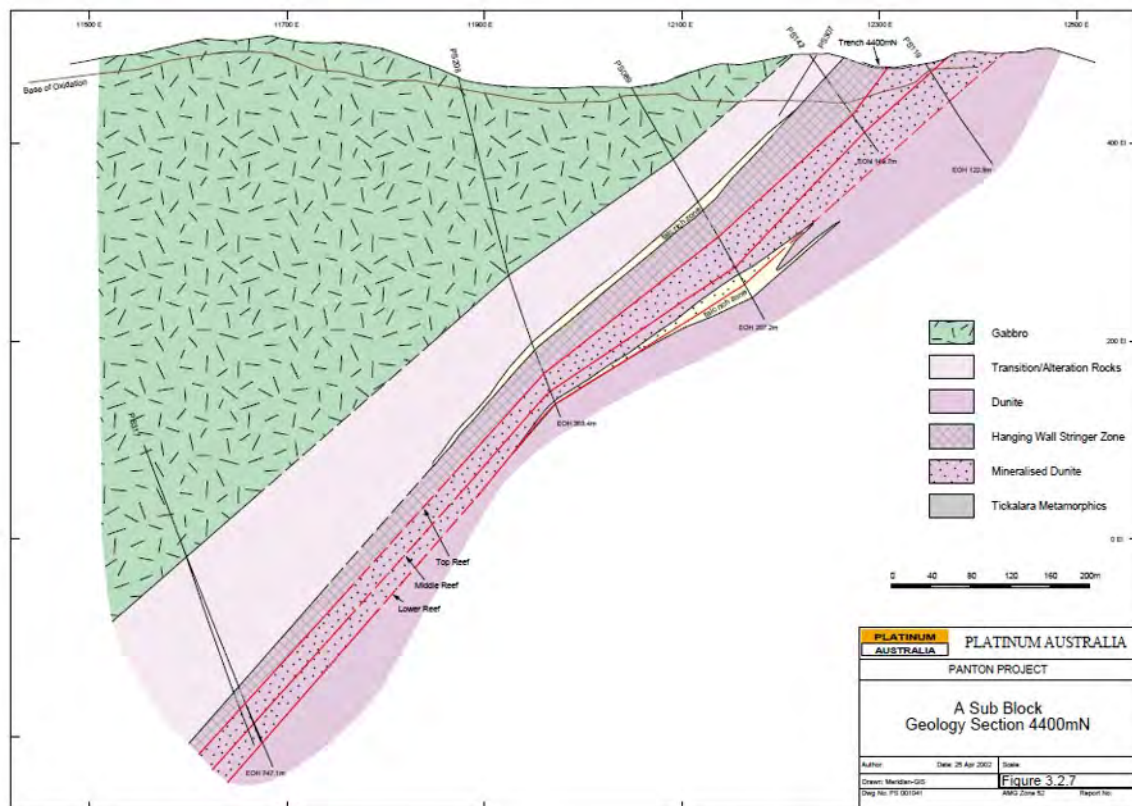


Figure 6-5 Cross-Section of Panton A-Sub-Block

### 6.3 MINERALISATION

The differentiated stratigraphy comprises a series of narrow chromite seams within dunite units. The focus of the resource estimate has been two of the chromite layers known as the Top (101) and Middle (201) reefs. PGM mineralisation is associated with the chromite seams. Both the grade and thickness of the reefs decrease down the stratigraphic order.

The reef mineralisation is defined by a 2ppm Pt+Pd+Au threshold within zones of elevated chromite grade. At this cut-off, most of the upper reef comprises a seam of one to two metres thickness.

Shown below is a typical example of outcropping chromitite reef showing distinct dark bands of chromitite interlayered with lighted bands of dunite.





Figure 6-6 Outcropping "C" Chromitite Reef

#### 6.4 ORE MINERALOGY

Several mineralogical studies of ore materials have been conducted by the CSIRO and ALS in 2001 and 2015. The key findings of such studies include:

- PGM minerals are fine grained, in the 1 to 20µm range, with most being in the 3 to 11µm range. Minerals found at crystal boundaries or as inclusions within silicates, carbonates and chromite.
- Platinum is predominantly in an arsenide form: Sperryllite ( $\text{PtAs}_2$ ), but also found in ferro-platinum, platinum-iron-palladium-copper and elemental platinum forms.
- Palladium is present as Pd-Sb (palladium-antimony), palladium-antimony-bismuth and palladium telluride. Palladium was also found in trace, but detectable, amounts in a nickel-arsenic phase.
- Platinum and palladium grades are correlated as shown in the scatter chart of A reef composite samples and averages around 1.2 Pt/Pd.
- Assays of the minor PGM elements: ruthenium, rhodium, iridium or osmium are incomplete. Cube (2015) have used a regression formula to assign grades for the rare PGE's Os, Ir, Rh and Ru. Details of the regression are not disclosed by Cube and show modest levels of correlation in two distinct trends as illustrated in Figure 6-7 below. The assigned values for Os, Ir, Rh and Ru are an indication of the expected grades only and should not be used in any economic evaluation.



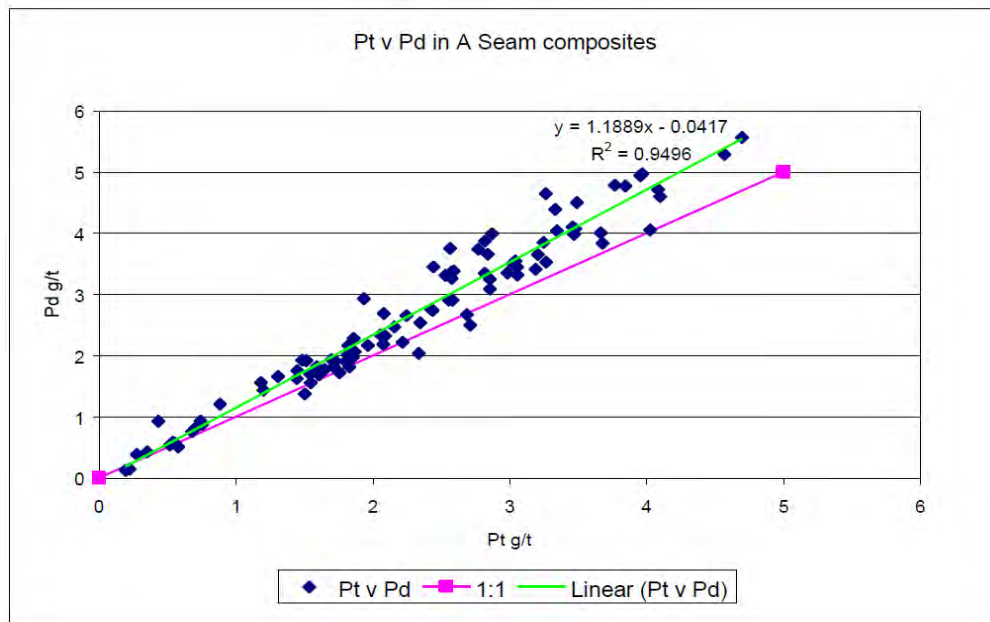


Figure 6-7 Platinum Palladium Correlation in Seam A Composites

- Other precious metal phases present include gold, electrum and silver which does not appear to be correlated to the PGMs as tabled in the correlation matrix below.
- Gold, Nickel, and copper are poorly correlated to the PGEs as shown in the correlation matrix in Table 6-1 below.

Table 6-1 Elemental Correlation Matrix A Reef

Correlation matrix – drillhole data							
A Reef							
458 samples	3E	Au	Pd	Pt	Cr	Ni	Cu
3E	1.00						
Au	0.44	1.00					
Pd	0.98	0.28	1.00				
Pt	0.97	0.25	0.96	1.00			
Cr	0.77	0.15	0.78	0.79	1.00		
Ni	0.50	0.35	0.44	0.48	0.34	1.00	
Cu	0.24	0.67	0.12	0.12	-0.06	0.41	1.00

- Sulphide phases present are pyrite ( $\text{FeS}_2$ ), chalcopyrite ( $\text{CuFeS}_2$ ) and pentlandite ( $(\text{Fe,Ni})_9\text{S}_8$ ).



## **7 EXPLORATION**

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The Panton Sill is a 20km<sup>2</sup> layered mafic intrusive and shares geological features with world class Cr - PGM - Ni mafic intrusive hosted deposits of the Bushveld Igneous Complex (67,300km<sup>2</sup>) in South Africa and the Sudbury Complex (1,342km<sup>2</sup>) in Canada, albeit at a much smaller scale.

Since discovery of outcropping Chromitite bands at Panton Sill in 1962 by GSWA geologists, exploration of the Panton Sill has predominantly been conducted via drilling following chromite seams and the layered mafic intrusive geological model.

### **7.1 MAPPING**

Outcrop at Panton Sill is good and has been field mapped and sampled in several campaigns by Platinum Australia Limited. Several other PGM-bearing chromite bands have been mapped at surface and followed-up with drilling. When combined with aeromagnetic interpretations discussed below, a strike length of approximately 12km of prospective gabbro-ultramafic contact has been identified, of which the currently defined mineral resource occupies approximately 3.5km of strike length and the balance has only been lightly explored and warrants further work.

### **7.2 SOIL SAMPLING**

A comprehensive soil survey was carried out over a large part of the Panton Sill with moderate to good outcrop and sub-crop. The magnetic residual component of the soil was sampled. As expected, the best results were obtained from areas of known outcropping chromite bands.

The survey also highlighted other areas of anomalous PGM geochemistry that have not been drill tested. Four targets have been identified in this way and are shown as T1 to T4 in the geochemistry results plot of Figure 7-1.

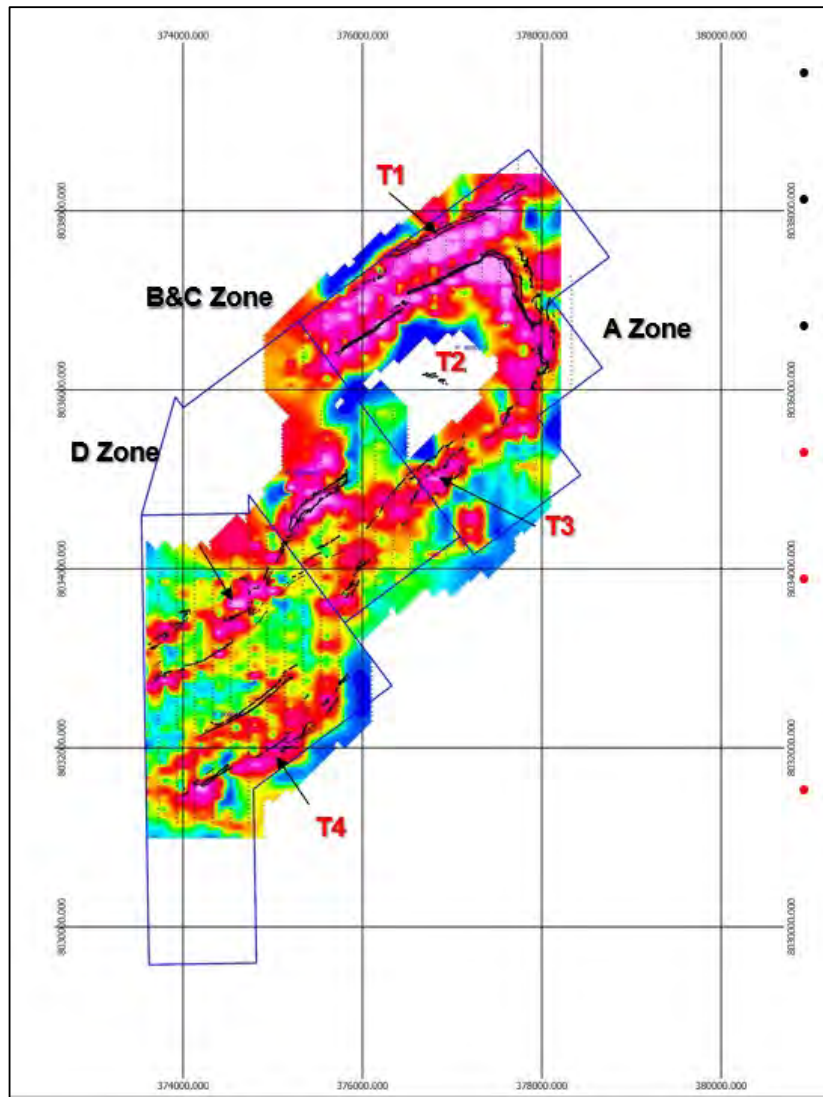


Figure 7-1 Soil (mag lag) Results

### 7.3 AEROMAGNETICS

The geology of the Panton Sill is well defined by aeromagnetics as shown in the imagery of Figure 7-2 below where the Chromitite reefs, highlighted in red, are coincident with linear magnetic highs.

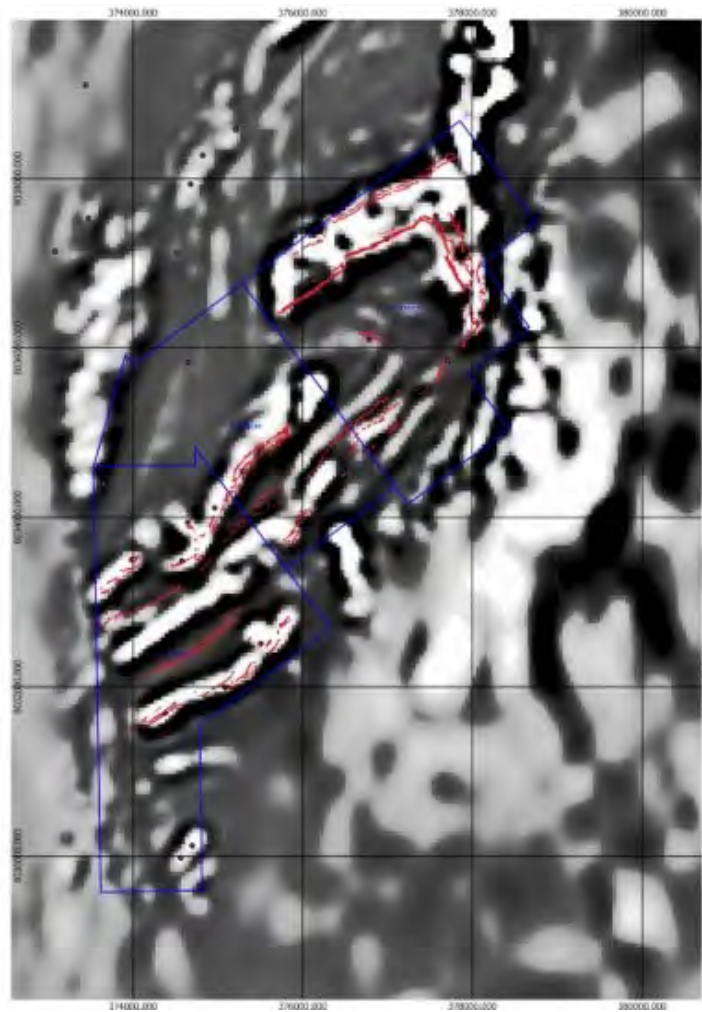


Figure 7-2 Aeromagnetic Imagery (TMI +1VD) Panton Sill

Processing of geophysical data has progressed since the collection of the historic data. Reprocessing of the magnetic data to produce new imagery and 3D interpretation of the Panton complex would generate new insights into the geology and distribution of the target Chromitite reefs.

#### 7.4 GROUND GEOPHYSICS

Additional resolution of the aeromagnetic survey discussed above, and more accurate drill hole targeting would be obtained with ground based magnetic surveys.

As discussed in section 6.4 above, the PGMs are not associated with sulphides such that electrical geophysical surveys such as EM and IP are unlikely to be effective for exploration and have not been used.

## 8 MINERAL RESOURCE ESTIMATION

Mineral resource estimates (MRE) have been determined at Panton on several occasions reflecting progress in exploration and changes in reporting standards, notably from JORC(1999) to JORC(2012). Each report refers to and builds from the previous one and provides a review and audit of the previous data validation and resources estimation. A summary of the Panton Project MRE has been derived from the following documents:

1.	Snowden (May 2001)	JORC(1999)
2.	Snowden (November 2001)	JORC(1999) - additional drill holes & new geology interpretation
3.	Snowden (June 2002)	JORC(1999)
4.	Cube Consulting (2003)	JORC(1999)
5.	Cube (August 2015)	JORC(2012)

Snowden Mining Industry Consultants prepared an MRE in June 2002.

In 2003, Cube Consulting reported an MRE under the JORC (1999) Code on behalf of the Project's then operator, Platinum Australia Ltd (PLA). The 2003 estimate contained an updated sampling database containing seven additional surface diamond drill holes and underground sampling (61 channel samples) and mapping undertaken by PLA in an exploration decline which accessed the upper reef chromite lode (designated reef 101).

In 2015, Cube Consulting reviewed their previous work and that of earlier studies and declared that drilling and resource calculations were sufficiently compliant to declare an MRE under the JORC (2012) Code.

### 8.1 DRILLING AND SAMPLE DATABASE

#### 8.1.1 Drilling

The database of sampling for the Project resource definition was comprised of the following discrete datasets:

- Diamond drilling pre-PLA (30 holes for 9,524.4m);
- Reverse Circulation (RC) drilling undertaken by PLA between 2001 and 2003 (29 holes for 2,366.3m);
- Diamond drilling (including RC pre-collar holes) by PLA between 2001 and 2003 (166 holes for 34,410.2m); and
- Channel sampling of surface and underground trenches and faces (1,391m).

Drill holes have been oriented with the intention of intersecting the mineralisation as close to orthogonal as possible and test the true width of mineralisation.

Mining One is satisfied that drilling methods and spacing as documented are to industry standard.

### 8.1.2 Logging & Sampling

Diamond core and RC chips have been geologically logged. 74% of all drilling metres have been logged. Sampling occurred after logging and took lithological breaks into account. Diamond core was half core and quarter core sampled depending on the core size. A minimum sample size of 0.25m and a maximum size of 1.0m.

RC drillholes are typically sampled on 1.0m intervals. Pre-collar samples were typically sampled at either 2m or 4m intervals. The drill cuttings are riffle or cone split to produce a final sample of approximately 2-3 kg. Sampling of decline wall and face took place and was composited across the full interval.

Mining One is satisfied that drill sampling methods as documented are to industry standard.

### 8.1.3 Assays

Samples prepared for the Genalysis Lab were whole sampled dried at 140°, whole sample crushed (LM2/LM5) to 90% passing 75micron, 150g collected for pulp split and reject stored.

A fire assay nickel sulphide collection technique was the preferred method for samples containing chromite.

Low grade dunite analysed using fire assay, multi-spectral analysis with detection limits of Au(1ppb); Pt(5ppb) and Pd(10ppb). Additional elements analysed using ICP - OES method with detection limits of As(0.01%), Co(20ppm), Cr(50ppm), Cu(20ppm), Ni(20ppm) and S(0.01%).

QA/QC consisted of systematic submission of field duplicates. Snowden, PLA and Cube have all reviewed the QA/QC of the drilling and assay data and agreed that there are no significant concerns over the laboratory procedures based on the assay results of standards and blanks.

Mining One considers the reported assay procedure including QA/QC to be industry standard and shows acceptable levels of accuracy and precision.

### 8.1.4 Surveys

Drilling by PLA was conducted on local grid. Most holes were surveyed with differential GPS. According to Snowden all holes have been surveyed using differential GPS to  $\pm 1.5$ m with elevations confirmed against the digital terrain model.

Downhole surveys conducted on approximately 90% of holes using single shot camera or gyroscopic instrumentation.

Mining One considers that the drilling has been adequately surveyed for the purposes of resource estimation.

### 8.1.5 Density

Bulk density measurements were collected by PLA on a selection of 112 samples of diamond drill core from a variety of lithologies and weathering environments of the B and C sub-blocks.

Densities were derived by measuring core diameter and length to derive core volume then weighing the core to calculate density. The density of lithologies at the Panton Project varies widely as tabled below:



Table 8-1 Panton Sill - Densities

PLA Summary of average bulk densities					
Weathering	Dunite	Talc-carb. rock	Talc-carb. rock with disseminated chromite	Massive chromitite and carb. veining	Massive chromitite
Highly	2.43	N/A	N/A	2.40	N/A
Moderately	2.49	N/A	N/A	2.80	3.22
Slightly	2.76	2.52	3.00	3.00	3.24
Fresh	2.83	2.70	2.96	3.05	3.66

Densities are impacted by the degree of weathering and carbonate veining. Snowden identified a strong correlation between Chromium assays and density in the "A" and "B" reefs.

## 8.2 GEOLOGICAL MODELLING & DOMAINING

The Panton reef zones are laterally and vertically extensive undulating narrow (1-2m thick) deposits defined by relatively wide spaced drilling often greater than 100m x 100m. The drilling grid is very wide relative to reef thickness and often clustered.

The orebodies are interpreted to be a series of separate sheets that make up a plunging synclinal feature that is in parts faulted.

Confidence in the geological interpretation is high because of:

- Outcropping of the main "A" and "B" Reefs at surface.
- Predominance of core logging and underground mapping information from surface sampling, drilling and exploration mining activity.
- Underground exploration development and wall and face mapping of the mineralisation confirm earlier drill hole logging and surface mapping.
- Confirmation of geological logging and interpretation with assayed chromite content within the host dunite sequence.
- Significant sulphide percentage was also used in the criteria to identify reef mineralisation defined by a 2PGE + Au cut-off of 2ppm.

For resource calculation purposes the orebody was divided into discrete domains against which the MRE is reported. The domains separately represent the mineralised reefs and the materials in the hanging wall, between the reefs and the footwall. A table of the domains and their relationship to the reefs is shown below. The domain models are also shown in Figure 8-1 below.



Table 8-2 Mineral Resource Domains

Domain coding	
Domain	Description
100	A reef high grade chromatite
200	B reef high grade chromatite
300	AB Dunite disseminated zone
400	B Footwall disseminated zone and C reef
500	A Hanging wall disseminated zone

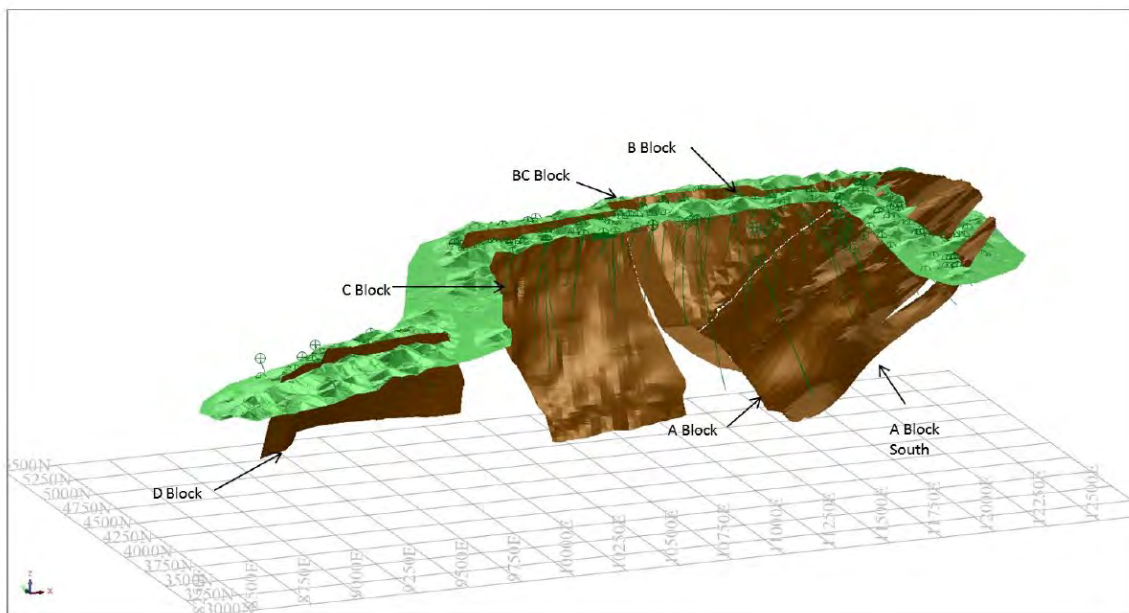


Figure 8-1 Isometric View of Domain Models - Panton Deposit

### 8.3 BLOCK MODELLING

Due to the narrow width of the mineralisation, interval composites were generated for the two mineralised lodes, using an intercept table in the database to control compositing.

The interval composites were then weighted by their respective horizontal width lengths and density to result in an 'accumulation variable'. The accumulation variable for all attributes estimated was then used for variogram analysis and 2D interpolation of grades.

Each of six estimation domains (for each of two lodes upper - 101 and middle - 201) has been analysed and interpolated separately.

Block modelling was completed in Surpac Version 4.1. The block model parameters for each block model are shown in Table 8.3 and Table 8-4 below.

Table 8-3 Block Model Definition A South and A Block

	Minimum	Maximum	Model Extent
Easting	0	0	1
Northing	3737.5	5437.5.5	1700
RL	0	2000	2000
Parent Cell X	1 m	Number Blocks X	1
Parent Cell Y	50m	Number Blocks Y	34
Parent Cell Z	50m	Number Blocks Z	40

Table 8-4 Block Model Definition B, BC, C and D Block

	Minimum	Maximum	Model Extent
Easting	8017	12667	4650
Northing	0	0	1
RL	0	2000	2000
Parent Cell X	50 m	Number Blocks X	93
Parent Cell Y	1m	Number Blocks Y	1
Parent Cell Z	50m	Number Blocks Z	40

## 8.4 COMPOSITING

Composites were created on the grade accumulation method rather than assigning a standard downhole length for composites. The method used was based on the following:

Three main criteria have been considered when determining the most appropriate compositing and modelling technique to be applied to each zone, including:

1. Additivity of variables
2. Homogeneity of zones
3. Suitability of technique to Resource and Reserve requirements

Cube Consulting explained the calculation of the accumulation variable as follows:

*“Each composite intercept was assigned the horizontal thickness of the reef at the mid-point elevation of the intercept orthogonal to the relevant plane of projection. Horizontal width was assigned to each intercept mid-point as the orthogonal horizontal distance between the hangingwall and footwall ore zone DTM surfaces irrespective of whether the intercept is located precisely between the DTM surfaces. An advantage of this approach is that it ensures that horizontal widths are based on the geological interpretation which may in some cases depart from the precise location of drilling intercepts introduced due to survey inaccuracies. The assignment of horizontal width was accomplished using a Surpac process (Strings Over DTMs) that allows values from the DTM triangles to be read into the composite string file description fields.*

*“Cube considers that the reef horizontal width relative to the plane of projection at the mid-point of the intercept is an appropriate thickness to be applied in calculating the accumulation variable rather than true width because the reef dip and azimuth is not constant. The horizontal width will increase with increasing deviation of the reef dip and azimuth relative to the projection plane for*

*any given true width. This increase in horizontal width accounts for volume variations introduced by variations in dip and/or azimuth."*

## 8.5 STATISTICAL ANALYSIS

The Panton deposit is separated into multiple statistical sample populations, namely the 101,102 A, B, C and D domains. A summary of the statistical distribution of the composite data within each domain is shown in

Table 8-5, Table 8-6, Table 8-7 and Table 8-8 below.

Table 8-5 Zones A, B and C 101 Element Statistical Summary

	Pt_ppb	Pd_ppb	Au_ppb	Ni_ppm	Cu_ppm	Co_ppm	Cr_ppm	Density	HW
Number	201	201	201	201	201	173	201	201	201
Minimum	7	8	26.041	963	40	82	229	2.667	0.185
Maximum	4900.306	5799.668	23043	5929.355	3087.58	344	201000	3.922	13.404
Mean	2596.91	2967.342	549.872	2749.098	736.839	208.686	96263.43	3.179	1.903
Median	2657.843	3023.745	391.054	2769.279	590.275	207.972	96661.07	3.159	1.364
Std Dev	1003.194	1206.743	1623.26	660.25	560.467	41.608	39733.08	0.205	1.498
Variance	1006399	1456228	2634972	435930.2	314123.3	1731.23	1.58E+09	0.042	2.244
Std Error	4.991	6.004	8.076	3.285	2.788	0.241	197.677	0.001	0.007
Coeff Var	0.386	0.407	2.952	0.24	0.761	0.199	0.413	0.064	0.787
Log Num	201	201	201	201	201	173	201	201	201
Geom Mean	2279.694	2588.898	336.972	2669.436	549.416	204.466	83124.61	3.173	1.521
Log Min	1.946	2.079	3.26	6.87	3.689	4.407	5.434	0.981	-1.687
Log Max	8.497	8.666	10.045	8.688	8.035	5.841	12.211	1.367	2.596
Log Mean	7.732	7.859	5.82	7.89	6.309	5.32	11.328	1.155	0.419
Log S Dev	0.673	0.684	0.875	0.249	0.82	0.206	0.725	0.064	0.668
Log Var	0.453	0.469	0.766	0.062	0.672	0.042	0.526	0.004	0.446
Percentile									
10	1245.7	1398.792	101.251	2028.045	175.27	156.098	42490.13	2.921	0.702
20	1718.537	1875.095	162.362	2262.924	280.2	172.348	64290.68	3.009	0.988
30	1991.793	2259.959	230.491	2468.672	369.751	186.577	74596.59	3.067	1.128
40	2408.091	2641.884	288.43	2596.53	474.541	198.966	86622.05	3.117	1.181
50	2657.843	3023.745	391.054	2769.279	590.275	207.972	96661.07	3.159	1.364
60	2978.074	3404.992	483.983	2880.368	758.209	216.756	106254.8	3.208	1.747
70	3218.556	3676.898	549.491	2995.521	927.886	226.754	116976	3.265	2.044
80	3414.029	4019.924	656.739	3173.535	1106.939	240	126479.8	3.338	2.689
90	3786.317	4479.928	819.045	3396.2	1418.27	257.973	151026.4	3.428	3.361
95	4084.669	4772.121	1049.746	3573.683	1822.717	287.382	165225.8	3.559	4.773
97.5	4277.061	5212.842	1111.306	4330.875	2415.348	297.14	170066.5	3.617	5.788
99	4682.639	5432.809	1602.865	4993.69	2652.118	312.271	178106.2	3.663	6.41



Table 8-6 Zones A, B and C 201 Element Statistical Summary

	Pt_ppb	Pd_ppb	Au_ppb	Ni_ppm	Cu_ppm	Co_ppm	Cr_ppm	Density	HW
<b>Number</b>	161	161	161	161	161	139	161	161	161
<b>Minimum</b>	27	26	12.504	790	5	101	4739	2.596	0.102
<b>Maximum</b>	5235.716	4357.985	2964.471	3812.534	4647	438	204945	4.294	5.579
<b>Mean</b>	1697.808	1298.743	134.636	1798.19	353.391	197.621	67810.42	3.169	0.915
<b>Median</b>	1576.5	1241.8	90	1719.61	175	183	61969.5	3.112	0.64
<b>Std Dev</b>	1045.939	637.344	249.011	442.766	590.129	58.745	46583.66	0.288	0.817
<b>Variance</b>	1093988	406207	62006.66	196041.6	348252.4	3450.925	2.17E+09	0.083	0.668
<b>Std Error</b>	6.497	3.959	1.547	2.75	3.665	0.423	289.339	0.002	0.005
<b>Coeff Var</b>	0.616	0.491	1.85	0.246	1.67	0.297	0.687	0.091	0.893
<b>Log Num</b>	161	161	161	161	161	139	161	161	161
<b>Geom Mean</b>	1314.207	1123.088	89.47	1750.854	178.701	189.689	47312.7	3.157	0.683
<b>Log Min</b>	3.296	3.258	2.526	6.672	1.609	4.615	8.464	0.954	-2.283
<b>Log Max</b>	8.563	8.38	7.994	8.246	8.444	6.082	12.23	1.457	1.719
<b>Log Mean</b>	7.181	7.024	4.494	7.468	5.186	5.245	10.765	1.15	-0.381
<b>Log S Dev</b>	0.817	0.612	0.807	0.228	1.155	0.285	0.981	0.089	0.75
<b>Log Var</b>	0.667	0.375	0.651	0.052	1.334	0.081	0.962	0.008	0.562
<b>Percentile</b>									
10	425.7	524.538	32.2	1404.8	35.2	139.783	9691.28	2.86	0.28
20	545.384	688.864	51.793	1483.774	63	148.916	14437.14	2.885	0.361
30	973.3	903.8	64.35	1580.241	107.3	157.902	35893.1	2.956	0.43
40	1361.2	1065.753	74.436	1680.56	134.299	170.865	49325.42	3.029	0.508
50	1576.5	1241.8	90	1719.61	175	183	61969.5	3.112	0.64
60	1887.377	1435.4	101.597	1793.8	234.6	198.317	78605.6	3.185	0.827
70	2183.358	1634	121.653	1918	287.7	217.736	94230.6	3.325	1.029
80	2659.2	1793	158.653	2044	436.071	242.116	111947	3.419	1.316
90	3076.8	2055.413	233.761	2230.6	823.745	285.218	128206.7	3.557	1.758
95	3545.671	2321.059	305.616	2574.8	1282.3	311.3	144158.6	3.684	2.366
97.5	3655.925	2570.237	421.853	2909.173	1385.552	320	158760.2	3.783	3.215
99	4148.72	2786.846	686.442	3568.691	3057.005	332.88	173751.2	3.849	3.936

Table 8-7 Zone 101 D Element Statistical Summary

	Pt_ppb	Pd_ppb	Au_ppb	Ni_ppm	Cu_ppm	Co_ppm	Cr_ppm	Density	HW
Number	22	22	22	22	22	22	22	22	22
Minimum	536.602	667.988	14.516	1774	46.313	151.505	12465.21	2.865	0.347
Maximum	3626	3306.176	954.258	4107.629	1952.759	270	172855	3.604	3.463
Mean	1848.333	1972.412	203.1	2702.242	833.521	205.342	74295.65	3.109	1.571
Median	1802.75	2061.592	100.13	2668.748	709.273	206.635	63977.45	3.118	1.102
Std Dev	778.37	733.945	255.147	582.306	582.618	33.233	37961.01	0.174	0.996
Variance	605859.6	538675	65100.12	339080.2	339444.1	1104.414	1.44E+09	0.03	0.991
Std Error	35.38	33.361	11.598	26.468	26.483	1.511	1725.501	0.008	0.045
Coeff Var	0.421	0.372	1.256	0.215	0.699	0.162	0.511	0.056	0.634
Log Num	22	22	22	22	22	22	22	22	22
Geom Mean	1687.699	1828.245	98.066	2642.921	566.849	202.754	64509.44	3.105	1.278
Log Min	6.285	6.504	2.675	7.481	3.835	5.021	9.431	1.053	-1.058
Log Max	8.196	8.104	6.861	8.321	7.577	5.598	12.06	1.282	1.242
Log Mean	7.431	7.511	4.586	7.88	6.34	5.312	11.075	1.133	0.245
Log S Dev	0.417	1.287	0.216	1.065	0.164	0.584	0.055	0.677	0.687
Log Var	0.174	1.657	0.047	1.134	0.027	0.341	0.003	0.458	0.472
Percentile									
10	962.602	1105.407	15.204	1929.513	75.969	162.151	32543.77	2.891	0.503
20	1075.816	1191.829	24.445	2075.867	232.859	169.129	38488.7	2.964	0.618
30	1327.444	1285.226	43.433	2270.495	359.32	177.228	47291.81	2.982	0.891
40	1623.811	1669.633	45.823	2485.313	436.13	186.905	62831.01	3.063	0.991
50	1802.75	2061.592	100.13	2668.748	709.273	206.635	63977.45	3.118	1.102
60	1854.73	2184.832	137.42	2860.467	1034.188	216.49	78942.72	3.127	1.272
70	2008.855	2373.941	192.366	2942.867	1170.54	221.211	86962.93	3.153	2.259
80	2396.386	2567.86	311.739	3184.386	1441.511	237.083	97702.52	3.176	2.62
90	2915.129	2728.434	471.763	3338.31	1517.316	243.334	119368.3	3.221	2.751
95	3168.337	3182.349	757.459	3383.095	1586.566	246.642	130355.3	3.437	3.363
97.5	3385.1	3264.398	862.32	3711.018	1754.639	257.35	150125.7	3.525	3.445
99	3529.64	3289.465	917.483	3948.985	1873.511	264.94	163763.3	3.572	3.456

Table 8-8 Zone 201 D Element Statistical Summary

	Pt_ppb	Pd_ppb	Au_ppb	Ni_ppm	Cu_ppm	Co_ppm	Cr_ppm	Density	HW
Number	19	19	19	19	19	19	19	19	19
Minimum	405	568.638	14.487	1399	10	140	10498.26	2.863	0.247
Maximum	2549	1591	211	4543	1913	294	141828	3.708	2.768
Mean	1127.402	1064.75	50.737	1923.149	427.472	187.527	50838.87	3.079	0.739
Median	1068.5	1002	34	1714.5	178.731	174.802	49137.05	3.008	0.451
Std Dev	591.293	345.306	46.948	682.178	568.34	40.451	33285.76	0.208	0.713
Variance	349627.7	119236.3	2204.112	465367.2	323010.9	1636.27	1.11E+09	0.043	0.509
Std Error	31.121	18.174	2.471	35.904	29.913	2.129	1751.882	0.011	0.038
Coeff Var	0.524	0.324	0.925	0.355	1.33	0.216	0.655	0.067	0.965
Log Num	19	19	19	19	19	19	19	19	19
Geom Mean	986.976	1011.543	37.665	1850.759	187.095	183.729	40793.17	3.072	0.549
Log Min	6.004	6.343	2.673	7.244	2.303	4.942	9.259	1.052	-1.398
Log Max	7.843	7.372	5.352	8.421	7.556	5.684	11.862	1.31	1.018
Log Mean	6.895	6.919	3.629	7.523	5.232	5.213	10.616	1.122	-0.6
Log S Dev	0.332	0.761	0.257	1.426	0.205	0.728	0.064	0.727	0.687
Log Var	0.11	0.58	0.066	2.033	0.042	0.529	0.004	0.528	0.472
Percentile									
10	448.2	626.564	14.557	1446.7	23.5	140	12001.03	2.873	0.248
20	572.561	717.407	17.6	1565.736	43.701	148.716	16816.85	2.897	0.283
30	610.639	806.475	20.923	1648.4	93.7	159.1	34874	2.942	0.324
40	742.4	904	22	1683.235	116.8	168.084	41490.71	2.989	0.368
50	1068.5	1002	34	1714.5	178.731	174.802	49137.05	3.008	0.451
60	1281	1057.2	44.4	1755.4	283.2	187.574	54483.2	3.043	0.531
70	1327.8	1179.6	56.8	1861.5	335.565	200.6	57034.6	3.132	0.657
80	1438.651	1448.2	69.2	2065.06	462	223.8	59715.8	3.184	0.904
90	1837.2	1544.605	94.22	2177.949	1295.6	228	72361	3.266	1.37
95	2105.35	1586.293	101.939	2466.763	1707.8	239.85	117036.8	3.395	2.451
97.5	2327.175	1588.647	156.469	3504.882	1810.4	266.925	129432.4	3.551	2.609
99	2460.27	1590.059	189.188	4127.753	1871.96	283.17	136869.8	3.645	2.705



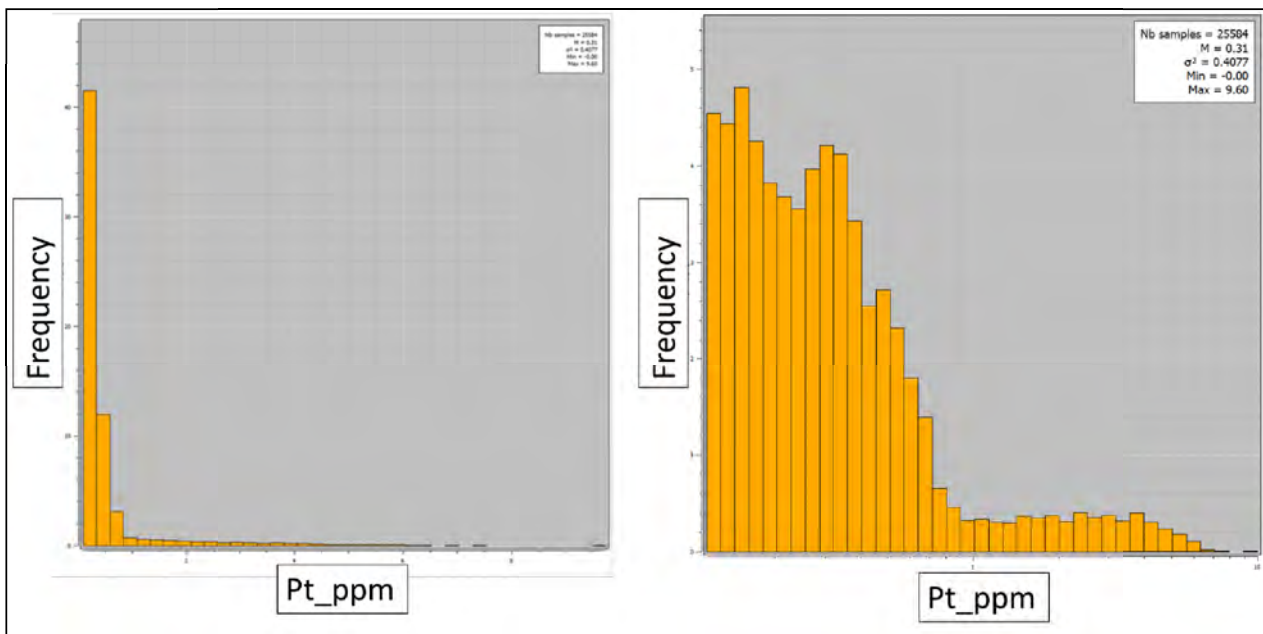


Figure 8-2 Panton Deposit All Samples Histogram (Pt\_ppm) - Normal (left) and Log 10 (Right)

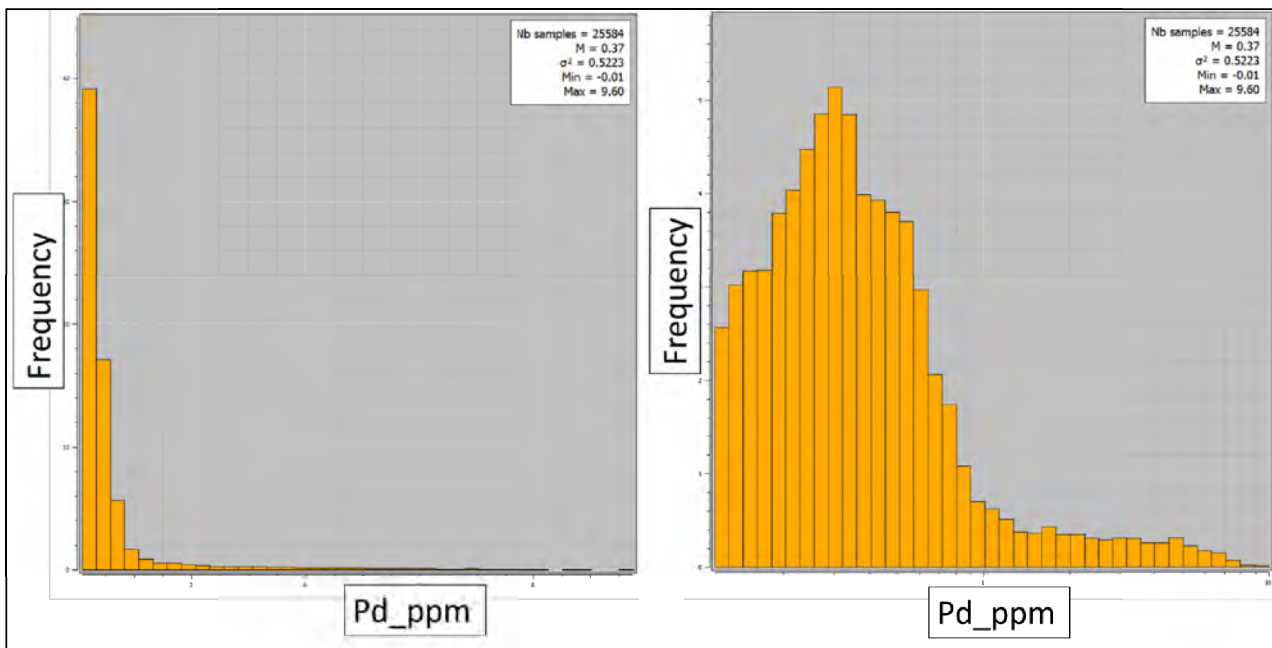


Figure 8-3 Panton Deposit All Samples Histogram (Pd\_ppm) - Normal (left) and Log 10 (Right)



## 8.6 VARIOGRAPHY

Variography is used to describe the spatial variability or correlation of an attribute recognised as a regionalised variable. The spatial variability is traditionally measured by means of a variogram, which is generated by determining the averaged squared difference of data points at a nominated distance or lag ( $h$ ). The averaged squared difference (Variogram or  $\gamma(h)$ ) for each lag distance is plotted on a bivariate plot where the X-axis is the lag distance and Y-axis represent the average squared differences  $\gamma(h)$  for the nominated lag distance. In this report, the term “variogram” is used as a generic word to designate the function characterising the variability of variables versus the distance between two samples. The traditional measures have been applied for the estimation studies completed for mineralised intervals of the Panton Project.

Variography for the 101 A domain produced resolved variograms showing best directional continuity at  $150^\circ$  in the longitudinal plane and 101 B, BC and C produced valid variograms with the major direction of continuity being  $075^\circ$  in the longitudinal plane. No strong trends were defined within the 201 domain datasets. The images showing the continuity seen in the 101 domains are shown in Figure 8-4 and Figure 8-5.

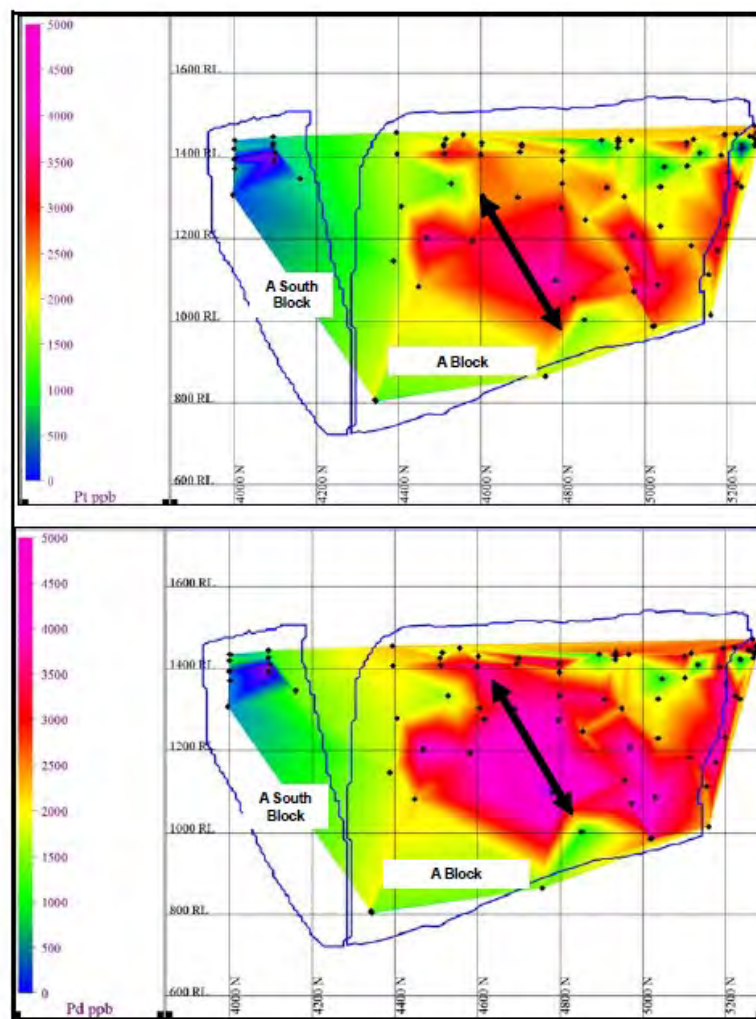


Figure 8-4 101 A and A South Direction of Major Continuity

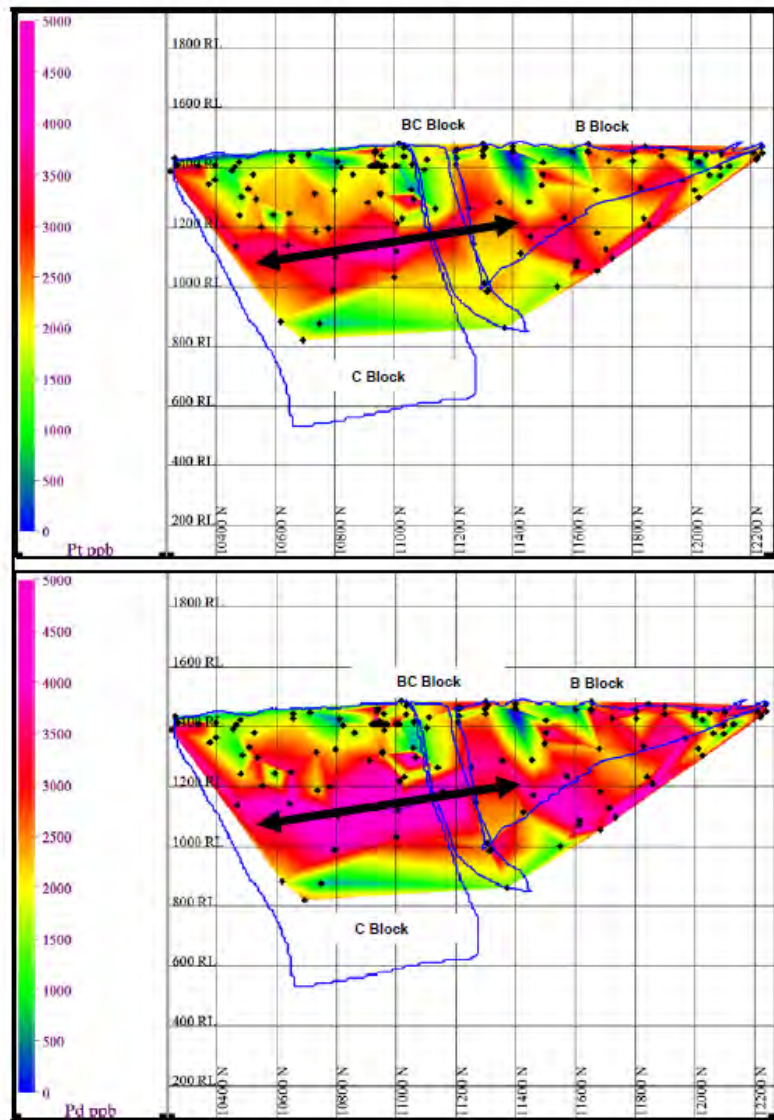


Figure 8-5 101 B, BC and C Direction of Major Continuity

Examples of the variograms produced for these domains are shown in Figure 8-6 and Figure 8-7 below.

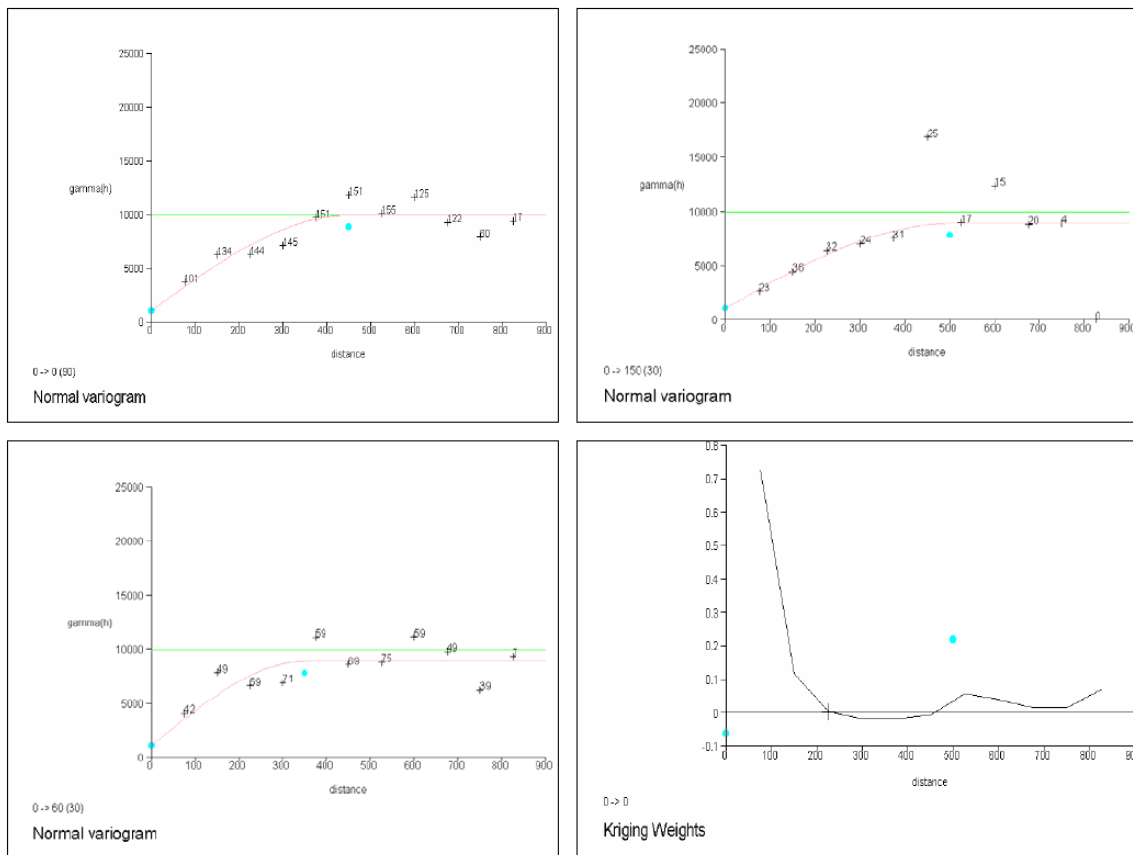


Figure 8-6 101 A Domain Pt Variogram Analysis

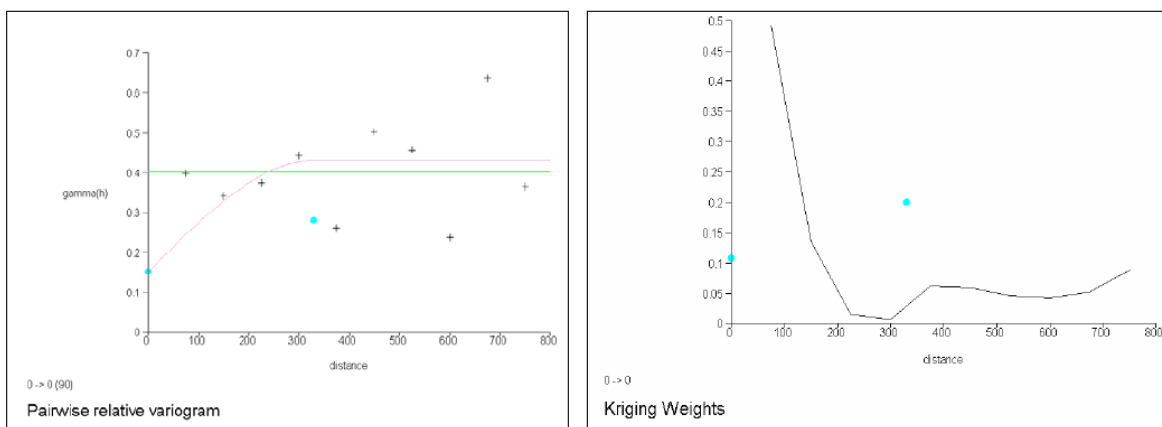


Figure 8-7 101 D Domain Pt Variogram Analysis

### 8.6.1 High Grade Outliers

High grade cuts were applied to the raw grade composites prior to calculation of the accumulation variable. Composites that were identified on histograms as possible outliers were inspected spatially to confirm the need to limit their influence. No data points were excluded from the estimate for Pt and Pd. High grade cuts were only applied if the surrounding composites confirmed that they were outliers at risk of generating overestimated block grades. All cuts that were applied were above the 98<sup>th</sup> percentile of the distribution. High grade cuts were only applied to Au values in the 101 ABC and 201 ABC domains and for Cu in the 201 ABC domain. These are summarised in Table 8-9 below.

Table 8-9 Panton Deposit Top Cut Summary

Block	Pt ppb	Pd ppb	Au ppb	Ni ppm	Cu ppm	Co ppm	Cr ppm
101 ABC	-	-	1,200	-	-	-	-
101D	-	-	-	-	-	-	-
201 ABC	-	-	600	-	1750	-	-
201 D	-	-	-	-	-	-	-

### 8.6.2 Density Measurement Assignment to Block Model

Cube described the density measurements and treatment in the model as follows:

*"A total of 117 density determinations were undertaken in the top reef (101) across all chromite domains, within the middle (201) and lower reef (301) a lesser number (56) of determinations were undertaken and within non-chromite material 516 determinations were made.*

*A database of bulk density data for every assayed chromite reef interval was calculated based on a regression formula (derived from measurements by PLA's consultants Geostokos Ltd, Budge, 2002) and using actual bulk density measurements where they were undertaken by PLA on HQ and NQ core.*

*Density measurements were undertaken using a core cylinder measurement technique, with 10% being determined by water emersion methods. Given the shallow weathering profile of the Project area these density measurements on competent core are considered representative of the mineralised material.*

*The dry bulk density has been estimated into blocks by back calculation of ordinary kriged horizontal width x density accumulation composite data."*

The spatial distribution and quantity of density measurements is adequate in relation to estimation of the tonnages within the Mineral Resource estimate. The method of estimating density values into the block model is assessed as being suitable.

## 8.7 GRADE ESTIMATION

### 8.7.1 Methodology

A 2D accumulation method was used to estimate grades into the model with these results then imported in a 3D block model.

Grade attributes, Pt, Pd, Au, Ni, Cr, Cu and Co were estimated for each domain in both lodes. At the completion of the estimate a regression formula was used to assign grades for the rare PGE's Os, Ir, Rh and Ru. These assigned values are an indication of the expected grades and should not be used in any economic evaluation.

The estimation methodology used was Ordinary Kriging as implemented in Surpac Mining Software (Ver 4.1H).

Variogram ranges and search distances were defined in the vertical plane, ranges for all attributes estimated significantly exceeded the data spacing in all domains.

A search radius was optimised for each domain based on the special statistics of the variogram model. The initial search radius was 300m for all domains with a second pass search of either 750m or 900m applied if required to fill un-estimated volumes. The estimations generally used a minimum of 4 and maximum of 16 samples; in domain 101A and 201A the maximum was set to 6; and to 8 in domains 101D and 201D.

## 8.8 MINERAL RESOURCE REPORTING

### 8.8.1 Mineral Resource Classification

Resource blocks have been classified as Measured, Indicated or Inferred on the basis of a range of criteria.

The key criteria considered were geological continuity and confidence in reef volume; data spacing and distribution; appropriateness of the modelling technique; and estimation quality parameters such as search strategy, number of informing composite data, average distance from informing composites and kriging variance.

Within the reef domains the key estimated items Pt, Pd and Au exhibit relatively low nugget (10 to 30%) variogram models with ranges of 100 to 500m. Except for Au, the estimated items are shown to be statistically of low variability with coefficient of variance of less than 1. These factors combined with the geological nature of the reef estimation domains establish a moderate to high confidence in the metal continuity within the reefs.

Data spacing within the most densely drilled area of the project range from 25x25 to 50x100 metres; this area extends from surface at approximately 1,450m RL to approximately 1,200m RL. Below this zone drilling density widens to between 50x100m and 100x200m spaced intersections to a depth of 1,000m RL, while from 1,000m to 800mRL data spacing is in excess of 200m and clustered.

- Measured Resources are defined where blocks are informed using 10 or more composites at an average distance of less than 200 metres (within the modelled range of most variograms).
- Indicated Resources are defined where blocks are informed using 6 or more composite data at an average distance of less than 300 metres (within the modelled range of some of the variograms).
- Inferred Resources are defined where drill spacing is wider than 200m by 200m.

The Mineral Resource classification has been completed based on the drilling data spacing and the results of the variogram analysis. The classification has therefore been assigned in line with accepted industry standards and is assessed as being reasonable.

### 8.8.2 Cut-off Grade Analysis

Cube states that no low-grade cut-off has been used for reporting. The mineralisation has been defined using a combination of geological information and grade criteria and the reported estimated grades represent a total metal content of mineralised material - all of which is expected to be mined, without selectivity due to the thin vein nature and high value of the mineralisation.

Mining One concludes that due to the strong visual nature of the mineralisation that this approach is reasonable however, if future infill drilling defines discrete areas of lower grade mineralisation then the use of a lower cut-off for reporting resources may need to be re-considered.

### 8.8.3 Mineral Resource Totals

The most current JORC (2012) Mineral Resource Estimate at Panton, prepared by Cube Consulting for Panoramic Resources and dated 10 August 2015 is summarised in Table 8-10 below. The resources are reported inclusive of all mineralised material with the current strategy being to mine the mineralised zones without selectivity.

Table 8-10 Panton Deposit - JORC Resources at 10 August 2015

Panton Resource	Tonnage	Grade											
		Pt (g/t)	Pd (g/t)	Au (g/t)	Ni ppm	Cu ppm	Co ppm	Cr ppm	Os (g/t)	Ir (g/t)	Rh (g/t)	Ru (g/t)	2PGE +Au (g/t)
<b>Top Reef (101)</b>													
Measured	4,400,000	2.46	2.83	0.42	2,776	761	209	86,674	0.07	0.05	0.06	0.12	5.71
Indicated	4,130,000	2.73	3.21	0.38	3,086	934	232	96,462	0.08	0.06	0.06	0.13	6.32
Inferred	1,560,000	2.10	2.35	0.38	3,602	1,262	233	71,673	0.07	0.05	0.05	0.11	4.83
<b>Middle Reef (201)</b>													
Measured	2,130,000	1.36	1.09	0.10	1,776	264	186	51,717	0.05	0.06	0.08	0.12	2.55
Indicated	1,500,000	1.56	1.28	0.10	1,905	423	199	59,650	0.06	0.07	0.08	0.13	2.94
Inferred	600,000	1.22	1.07	0.10	1,935	532	195	59,572	0.05	0.06	0.07	0.11	2.39
<b>Total</b>	<b>14,320,000</b>	<b>2.19</b>	<b>2.39</b>	<b>0.31</b>	<b>2,680</b>	<b>747</b>	<b>213</b>	<b>78,697</b>	<b>0.07</b>	<b>0.06</b>	<b>0.06</b>	<b>0.12</b>	<b>4.89</b>

## 9 MINERAL PROCESSING

The mineral assemblage at Panton is complex and the PGM minerals are fine grained, in the 1 to 20µm range. Target minerals are found at crystal boundaries or as inclusions within silicates, carbonates and chromite. Consequently, ore processing is the most challenging component of project development, particularly in the crushing, grinding and concentrate production stages.

The PGMs are present as both discrete but very fine particles and as extra fine particles locked within gangue minerals, particularly the chromite, silicates, carbonates and Ni-As particles. The particles locked in gangue minerals are the main source of PGM losses.

Test	Mass Pull	PGM Grade	Recovery
Secondary 53µm, Tertiary 38µm, 85 minutes, deslimed, reagent optimised, sulphidised -175mV NaSH, 50 g/t CuSO <sub>4</sub> , Anionic Flocc	+20%	22.3ppm	87%
Primary Grind 80µm, polish to 30µm, dithionite reduction, with a nitrogen sparge to prevent oxidation	2.5%	212ppm	81%

### 9.1 TEST WORK RESULTS

#### 9.1.1 Mineralogical Analysis

Several mineralogical studies have been undertaken by CSIRO (2001) and ALS Metallurgy (2015) on ore, flotation concentrates and flotation tails which consistently show that the PGMs are present as both discrete but very fine particles (between 1µm and 20µm) and as extra fine particles locked within gangue minerals. It is the fine PGMs locked within the chromite, silicates, carbonates and Ni-As particles that are the main contributors to PGM losses to tailings and the limiting factor to PGM recoveries. The liberation size of the PGMs is a controlling factor in determining the maximum PGM recoveries from flotation.

Finer grinding should improve recoveries, but there will be an upper limit to recoveries.

#### 9.1.2 Comminution Testing

The hardness and abrasiveness of the Panton dunite and chromite ore types have been tested in a series of comminution tests to provide the following summarised results:

Sample	Dunite	Chromite Ore	Classification
Bond Work Index	18.2	16.8	Hard
Abrasion Index	0.04	0.06	

#### 9.1.3 Pre-Concentration

##### Ore Sorting

Preliminary ore sorting trials appeared successful in separating the chromite from the bulk of the ore. The chromite was present in two forms, massive chromite barren of PGMs and as other chromite with fine PGMs locked within. The loss of these locked PGMs made ore sorting unacceptable.



### Heavy Liquid Separation

Heavy liquid separation was trialled on various size fractions down to P<sub>80</sub> -38microns. Results showed some enrichment of both PGMs and chromite into the denser fractions. The extent of PGM concentration was low, indicating that, at the size investigated (<6mm), recovery would be low.

### Gravity Concentration

The recovery of PGMs by the gravity separators evaluated was in all cases very low. Even multiple passes through the Knelson concentrator proved incapable of providing adequate concentration.

#### **9.1.4 Flotation Tests**

A significant amount of flotation test work was performed by AMMTEC in 2001 and 2002 and Mintek on a variety of ore types and presentations including: surface and underground ores, range of grind sizes after primary, secondary and tertiary grinding, "reagent optimised" tests and reagent additives such as sulphate.

#### Results

A representative selection of results for the rougher floats under different scenarios for open cut ore are presented in the table below. Flotation occurs after each round of comminution.

<b>Open-cut ore tests</b>	<b>Conc. Grade g/t</b>	<b>PGM Recovery</b>
Preliminary Tests 53µm, 50 minutes	21.0	49%
Preliminary Tests 53µm, 75 minutes	20.5	51%
Primary Grind 150µm, 50 minutes	18.2	51%
Primary Grind 53µm, 50 minutes	17.5	57%
Primary Grind 25µm, 50 minutes	11.7	69%
Primary 212µm, Secondary 75µm, 50 minutes, deslimed	23.6	57%
Primary 212µm, Secondary 38µm, 50 minutes, deslimed	21.8	66%
Primary 212µm, Secondary 38µm, 50 minutes, no deslime	15.5	68%
Secondary 75µm, Tertiary 38µm, 95 minutes, deslimed	15.1	74%
Secondary 53µm, Tertiary 38µm, 85 minutes, deslimed, reagent optimised with nitrogen purge	13.8	76%
Secondary 53µm, Tertiary 38µm, 85 minutes, deslimed, reagent optimised, sulphidised -50mV NaSH, 150 g/t CuSO <sub>4</sub>	15.2	71%
Secondary 53µm, Tertiary 38µm, 85 minutes, deslimed, reagent optimised, sulphidised -200mV NaSH, 150 g/t CuSO <sub>4</sub>	11.7	79%
Secondary 53µm, Tertiary 38µm, 85 minutes, deslimed, reagent optimised, sulphidised -175mV NaSH, 50 g/t CuSO <sub>4</sub> , 250g/t KU9	12.8	83%
Secondary 53µm, Tertiary 38µm, 85 minutes, deslimed, reagent optimised, sulphidised -175mV NaSH, 50 g/t CuSO <sub>4</sub> , Anionic Flocc	22.3	87%

Recoveries on underground ore are higher.

Underground Ore Tests	Conc. Grade g/t	PGM Recovery
Primary 212µm, Secondary 38 µm, deslimed	17.6	87%
Primary 212µm, Secondary 53µm, Tertiary 38 µm, 55 minutes, no-deslime	14.6	91%
Primary 212µm, Secondary 53µm, Tertiary 25µm, 55 minutes, no-deslime	13.8	94%
Primary 212µm, Secondary 53µm, Tertiary 38 µm, sulphidised 300eV	23.2	87.9%

#### 9.1.5 PGM Concentrate Production

The flotation tests documented above yielded good recoveries but with very high mass pull (low concentration factor) of 20% to 30% and, consequently, a low-grade concentrate of 15 to 25ppm PGM.

A commercial PGM concentrate requires >100ppm PGM concentration.

The best result was obtained utilising a finer primary grind P80 of 38µm plus two polishing grinds of 2 minutes duration in a nitrogen atmosphere to prevent oxidation, reducing agent dithionite.

Test	Mass Pull	PGM Grade	Recovery
Primary Grind 80µm, polish to 30µm, dithionite, nitrogen	2.5%	212ppm	81%

#### 9.1.6 Chromite Concentration

In 2018, consideration was given to making a chromite concentrate from the flotation scavenger tails.

The following four methods were investigated:

- Up-Current classification.
- Gravity Separation via Wilfley tabling.
- Removal of acid digestible gangue by dissolution in sulphuric acid.
- Magnetic separation via WHIMS (Wet High Intensity Magnetic Separation).

Only magnetic separation produced a saleable chromite concentrate.

Product	Mass to Conc.	Grade	Recovery
2 Stage WHIMS @10,000 G with regrind	50.6%	41%Cr <sub>2</sub> O <sub>3</sub>	74.5%

#### 9.1.7 Flotation Testwork Conclusions

To achieve sufficient liberation a fine grind will be required.

- Single stage grinding achieved a total PGMs recovery of 68.13% with mass pull of 26.77%.

- Two stage grinding achieved a total PGMs recovery of 68.46% with mass pull of 20.00%.
- Three stage grinding achieved a total PGMs recovery of 75.78% with mass pull of 28.16%.

Accordingly, the three-stage grinding reported the highest PGM recoveries, with an extra circa 7% achieved, however the improved results are largely due to the increased mass pull, rather than through higher liberation.

Total PGMs recovery increased with increased mass pull. To achieve total PGM recoveries greater than 70%, a mass pull greater than 20% was required. The adverse impact of this high mass pull reduced the total PGMs grade of the concentrate to less than 20 g/t.

Longer flotation times increased the total PGMs recovery. To achieve total PGMs recovery greater than 70%, flotation times longer than 60 minutes were required.

Based on these results, Lycopodium prepared its 2003 Bankable Feasibility Study ("BFS").

Chromite recovery is possible from flotation scavenger tails via magnetic separation.

#### 9.1.8 Downstream Processing

Since 2014, studies have been conducted looking to add value to the Pantan concentrates. Collaborative studies with Curtin University and the Mineral Research Institute of WA (MRIWA) have looked at the extraction of PGMs from the Pantan chromite ore and flotation PGM concentrate. The processes included conventional roasting followed by direct leaching and precipitation of the combined PGMs into a precipitate ready for filtering.

- Initial roasting of Pantan ore was undertaken via a mixture of HCl with two salts, namely  $\text{CaCl}_2$  and  $\text{MgCl}_2$  blended with the ore followed by roasting at 650°C in a muffle furnace.
- The roasted product was leached via 6M HCl/NaCl and 1M Hydrogen Peroxide. High levels of Pt, Pd and Au (95 to 97%) were recovered into the pregnant liquid.
- Resin ion exchange recovered the PGMs with minimum base metal entrainment.

While the above process was proved to be successful in treating Pantan ore, it was not economic due to the large capital requirement.

## 9.2 FLOWSHEET

The 2003 BFS process flowsheet was based on a conventional mill-float-mill-float (MF2) circuit.

Since the completion of both the ALS Metallurgy and Curtin University test programmes, commenced in 2015, the proposed process flowsheet has been reviewed and revised. It is now based on a conventional two stage milling (MMF) circuit followed by conventional rougher and scavenger flotation on fine grind material. The circuit incorporates magnetic separation of the chromite from the scavenger flotation tails to produce a marketable chromite by-product concentrate.

The flowsheet incorporates the following key stages of operation:

- Primary crushing via jaw crusher. This would be conducted at the Pantan site with the remainder of the treatment plant to be located at the nearby Savannah mine site.
- Two stage grinding/classification to produce a flotation feed with P80 grind of 30µm:
  - Primary grind is via SAG mill to produce a P80 of approximately 50 to 170µm; and
  - Secondary grinding to a P80 of 30µm is carried out in a tower mill.

- [illegible]

Figure 9-1 Proposed Flow Sheet for PGMs & Chromite By-Product Recovery

## **10 ENVIRONMENTAL STUDIES**

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PLA undertook a comprehensive environmental assessment of the Project as part of the 2001 PFS and 2003 BFS. The assessment highlighted a low probability of environmental factors limiting the feasibility of the Project after considering the nature of the Project, surrounding environment, potential environmental impacts, industry standard environmental mitigation measures and the obligation to develop and implement requisite management plans. It has been some time since the relevant studies were undertaken and Mining One recommends that the studies be updated.

The key specific findings of the assessments are summarised below.

### **10.1 FLORA**

The Panton Project is in the Fitzgerald and Hall Botanical Districts of the East Kimberley.

No declared or priority listed flora were recorded from the Project area.

### **10.2 FAUNA**

No listed threatened species observed or based on habitat, likely to occur in the Project area.

### **10.3 GROUNDWATER**

Hydrogeological assessment indicates that the available aquifer is capable of sustaining a stand-alone operation with minimal long-term impact on the water table.

### **10.4 SURFACE WATER**

Drainage from the site is part of the Upper Panton catchment area and ultimately forms part of the Ord River Catchment. Erosion control and capture of contaminated surface water is therefore an issue requiring attention.

### **10.5 HERITAGE SITES**

Although the three granted mining leases pre-date the Native Title Act, two native title claims have been lodged which incorporate the lease areas.

An aboriginal heritage survey was conducted in March 2002 and determined that an operation would not impact on the aboriginal heritage value of the area.

No aboriginal sites of significance have been recorded on any of the mining leases.

An aboriginal artefact site is located on the southernmost M80/103 lease but is away from the orebody and anticipated potential future operations.

### **10.6 TAILINGS DISPOSAL**

Geochemical tests indicate that that tailings material will not result in acid mine drainage.

### **10.7 SOCIAL FACTORS**

The potential mine and anticipated plant site are in excess of 10km from the nearest resident and as such the off-site risks posed by the Project are limited.



## 11 CONCLUSIONS

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The findings of this technical review completed by Mining One are summarised as follows:

- The Panton Project shows significant and continuous PGM mineralisation.
- The geological genetic model and mineralisation style is well defined and understood.
- The Panton Project has sufficient quality geological data to model and estimate mineral resources compliant with the JORC Code (2012). This includes data relating to drilling quality, quantity and spacing, data capturing and sampling methods, quality control, and density data. Such data has been reviewed and found to be in good standing.
- The Panton Project contains a JORC (2012) compliant resource estimate of 14.3Mt at 2.19 g/t Pt and 2.39g/t Pd containing 2,253,000oz of platinum + palladium + gold, classified in Measured, Indicated and Inferred Resources.
- There is a reasonable expectation of eventual economic extraction. Mining One has considered current and similar project operating costs in Australia and the expected process metallurgy recoveries from historic test results conducted on the Panton ore.
- In the context of all information reviewed, no environmental issues have been identified at the Panton Project.

We conclude therefore, that there are no material resource issues preventing the Company from advancing the Panton Project towards the intended goal of future economic extraction.



## 12 RECOMMENDATIONS

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Based on the Project's exploration results to date, Mining One recommends:

- Database samples validation, including drill hole locations and assays for Rh, Ru, Os.
- In future drilling and exploration programmes, Future Metals should maintain the procedures and methodology, including QA/QC definitions, used by Panoramic.
- Carrying out a field campaign to test other geophysical and geochemical anomalies defined by previous exploration programmes, particularly along the strike length of the gabbro-ultramafic contact as defined by aeromagnetic and field mapping surveys.

To progress towards its goal of future production, the following path is recommended in terms of required work:

- Completion of minor additional resource drilling and a bulk metallurgy test study; and
- Completion of process design, mining and development studies to determine operational parameters and likely financial performance. This work stream will be essential in order to secure the required permitting to progress to commercial pilot production.

To complete the above exploration programme, Future Metals has proposed a budget of A\$4M broken down as follows:

• Drilling	A\$2.0M	Resource expansion and definition
• Metallurgy	A\$0.5M	2015 flowsheet optimisation
• Technical studies	A\$1.0M	Mine & process design
• Other studies	A\$0.5M	Marketing, Environmental
• <b>TOTAL BUDGET</b>	<b>A\$4.0M</b>	

Mining One considers this to be an appropriate allocation of funds to take the Panton Project to its next stage of development.

## 13 REFERENCES

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- Baker & McKenzie Lawyers (2020) *Mining in Australia - an overview*.
- Cube Consulting (2003) *Panton Sill Resource Update Summary Technical Report. 2002\_121*.
- Occhipinti S, Metelka V, Lindsay M (2016) *Multicommodity mineral systems analysis highlighting mineral prospectivity in the Halls Creek Orogen* - Ore Geology Reviews 72, pp.86-113.
- Cube Consulting (2015) *Panton Sill Resource Statement - 19 Aug 2015*.
- Lycopodium (2001) *Pre-Feasibility Study - Ch 8 Environmental Aug 2001*.
- Lycopodium (2003) *Bankable Feasibility Study - Ch 10 Environmental*.
- Snowden Mining Industry Consultants (2001) *Panton Sill Mineral Resource Estimate May 2001*.
- Snowden Mining Industry Consultants (2001) *Panton Sill Resource Update Nov 2001*.
- Panoramic Resources *Panton Project Overview (2019)*.

## 14 GLOSSARY

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<b>aeromagnetic survey</b>	solid airborne survey of the earth's magnetic field.
<b>archaeon</b>	earliest geological period in the earth's history until 2,500 million years before present.
<b>assay</b>	chemical determination of metal content in a sample.
<b>AusIMM</b>	The Australasian Institute of Mining and Metallurgy.
<b>BFS</b>	Bankable Feasibility Study.
<b>block modelling</b>	the estimation of grade within a volume of rock based on assay results and their statistical characteristics.
<b>carbonate</b>	a mineral containing carbon.
<b>chromite</b>	an oxide mineral and principal ore of chromium.
<b>compositing</b>	combining of drill hole sample data to form a representative sample of the rock unit being tested.
<b>craton</b>	continental rock sequence.
<b>DTM</b>	Digital Terrain Model - the shape of a geological feature in MREs.
<b>EM</b>	a geophysical survey technique which records the electrical conductivity characteristics of rocks.
<b>exploration target</b>	a statement or estimate of the exploration potential of a mineral deposit in a defined geological setting where the statement or estimate, quoted as a range of tonnes and a range of grade (or quality), relates to mineralisation for which there has been insufficient exploration to estimate a Mineral Resource.
<b>felsic</b>	rocks that are high in silicon, sodium and potassium but low in iron.
<b>flowsheet</b>	the mineral processing pathway by which the economic minerals are liberated from the ore.
<b>footwall / hanging wall</b>	the mass of rock below / above an ore body.
<b>gabbro</b>	a coarse grained mafic intrusive rock.
<b>greenstone belt</b>	an elongate sequence of metamorphic mafic rocks and sediments that occur within Archaean and Proterozoic cratons between granite and gneiss bodies.
<b>IP</b>	Induced Polarisation geophysical survey which records the capacitance and resistivity characteristics of rocks.
<b>Ir</b>	Iridium - one of the platinum group elements.
<b>Indicated Resource</b>	that part of a Mineral Resource for which quantity, grade and physical characteristics are estimated with sufficient confidence to allow the application of modifying factors in sufficient detail to support mine planning and evaluation of the economic viability of the deposit.
<b>Inferred Resource</b>	that part of a Mineral Resource for which quantity and grade are estimated on the basis of limited geological evidence and sampling.
<b>lode</b>	a volume of rock with elevated concentrations of a target commodity.

<b>JORC (2012)</b>	Joint Ore Reserves Committee - Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. The 2012 (most current) edition.
<b>Ma</b>	million years.
<b>mafic</b>	igneous rocks that are low in silicon and high in iron and magnesium.
<b>mass pull</b>	proportion of ore feed reporting to concentrate.
<b>Measured Resource</b>	that part of a Mineral Resource for which quantity, grade, densities, shape and physical characteristics are estimated with confidence sufficient to allow the application of modifying factors to support detailed mine planning and final evaluation of the economic viability of the deposit.
<b>metamorphic rock</b>	a rock that since original emplacement has undergone change due to heat and pressure.
<b>Mineral Resource</b>	a concentration or occurrence of solid material of economic interest for which there is a reasonable prospect of eventual economic extraction.
<b>mineralogy</b>	pertaining to the mineral composition of a rock or ore.
<b>MRE</b>	Mineral Resource Estimate.
<b>Os</b>	Osmium - one of the platinum group elements.
<b>Ore Reserve</b>	the economically mineable part of a Measured and/or Indicated Mineral Resource. It includes diluting materials and allowances for losses, which may occur when the material is mined or extracted.
<b>orogen</b>	a mountain belt or geological period of time when mountains are formed.
<b>Paleo-proterozoic</b>	a geological period of time 1,600 to 2,600 million years before present.
<b>Proterozoic</b>	a geological time period from 540 to 1,600 million years before present.
<b>Pd</b>	Palladium - one of the platinum group elements.
<b>PGE or PGM</b>	Platinum Group Elements or Metals. The collective term for Platinum, Palladium, Rhodium, Ruthenium, Osmium and Iridium.
<b>Pt</b>	Platinum - one of the platinum group elements.
<b>RC drilling</b>	an exploration drilling method that uses a dual walled drilling rod and compressed air to obtain samples from the drill face.
<b>RL</b>	relative level or depth below a reference point either the surface or sea-level.
<b>Rh</b>	Rhodium - one of the platinum group elements.
<b>Ru</b>	Ruthenium - one of the platinum group elements.
<b>shear</b>	an elongate geological feature indicating horizontal displacement of rock relative to each other.
<b>silicate</b>	a mineral containing silicon.
<b>syncline</b>	a concave flexure of a geological layer.
<b>ultramafic</b>	relating to igneous rocks composed of mafic minerals rich in magnesium and iron.
<b>µm</b>	a micron equivalent to one millionth of a metre.
<b>variogram</b>	a statistical analysis of spatial continuity of data.

## **PART V**

### **TAXATION**

The following paragraphs, which are intended as a general guide only and not a substitute for detailed tax advice, are based on current UK law and HMRC practice (which may not be binding on HMRC) as at the date of this document. UK tax legislation and published practice of HMRC are both subject to change, possibly with retrospective effect. The following paragraphs summarise certain limited aspects of the tax position of holders of the Ordinary Shares who (unless the position of non-resident holders of the Ordinary Shares is expressly referred to) are resident (and for individuals, resident and domiciled) in (and only in) the United Kingdom for tax purposes, who are the absolute beneficial owners of their Ordinary Shares and any dividends paid on them and who hold their Ordinary Shares as an investment (other than in an Individual Savings Account or a self-invested pension). Certain holders of Ordinary Shares, such as dealers in securities, insurance companies, shareholders who are exempt from tax, shareholders who have acquired their Ordinary Shares by virtue of an office or employment including employees and directors of the Company, persons holding Ordinary Shares as part of hedging or conversion transactions, Shareholders who are not domiciled or not resident in the UK, trusts, those who hold 5 per cent., or more of the Ordinary Shares and collective investment schemes, may be taxed differently and are not considered. The following statements do not consider the tax position of any person holding investments in any HMRC approved arrangements or schemes, including the enterprise investment scheme, the seed enterprise investment scheme or the venture capital scheme, those able to claim any inheritance tax relief or holding Ordinary Shares in connection with a trade, profession or vocation carried on in the UK (whether through a branch or agency or, in the case of a corporate Shareholder, a permanent establishment or otherwise).

Furthermore, the following statements do not include a consideration of the potential UK inheritance tax consequences of holding Ordinary Shares. Prospective purchasers of Ordinary Shares should consult their own professional advisers in relation to the potential UK inheritance tax consequences of holding them.

If you are in any doubt as to your tax position or you are subject to tax in a jurisdiction outside the United Kingdom, you should consult an appropriate professional adviser before taking any action.

#### **1. Chargeable gains of UK resident individuals**

A disposal of Ordinary Shares by a holder of Ordinary Shares who is resident for tax purposes in the UK, may, depending on the Shareholder's circumstances and subject to any available exemption or relief, give rise to a chargeable gain or an allowable loss for the purposes of UK taxation of chargeable gains. An individual Shareholder who has ceased to be resident in the UK for tax purposes, or who is treated as resident outside the UK for the purposes of a double tax treaty for a period of five complete years or fewer and who disposes of Ordinary Shares during that period may also be liable to UK taxation on any capital gain realised (subject to any available exemptions or reliefs) on their return to the UK. Relief may be available under certain double taxation treaties to prevent such an individual from being subject to UK capital gains tax in those circumstances. Special rules also apply to individual Shareholders who are subject to UK tax on a "split-year" basis and such individual Shareholders should seek specific professional advice if they are in any doubt as to their position.

For individual Shareholders, the principal factors that will determine the UK capital gains tax charge on a disposal or a deemed disposal of Ordinary Shares are: the extent to which the Shareholder realises any other capital gains in the UK tax year in which the disposal of Ordinary Shares is made; the extent to which the individual Shareholder has incurred allowable and unused capital losses in that or earlier UK tax years; the marginal income tax band to which the individual Shareholder belongs; and the level of the annual allowance of tax-free gains in that UK tax year (the "Annual Exemption").

An individual Shareholder is entitled to an Annual Exemption without being liable to capital gains tax. For the year ended 5 April 2022 it is £12,300. Thereafter, the rate of capital gains tax is 10 per cent., for individual

Shareholders within the basic rate tax band, and 20 per cent., for individual Shareholders within the higher or additional rate tax bands.

## **2. UK resident companies**

A disposal or deemed disposal of Ordinary Shares by a company within the charge to UK corporation tax will give rise to a chargeable gain or an allowable loss for the purposes of corporation tax, depending upon the Shareholder's circumstances and subject to any available exemption or relief. UK corporation tax is charged on chargeable gains at the rate applicable to that company (currently 19 per cent., with the main rate of UK corporation tax increasing to 25 per cent. from 1 April 2023).

It should be noted that non-UK residents may also be subject to UK corporation tax on capital gains arising from the disposal of Ordinary Shares. This is subject to the non-residents own particular circumstances and may be overridden by tax treaties or exemptions.

### **a. Stamp duty and stamp duty reserve tax**

No stamp duty or stamp duty reserve tax ("SDRT") should be payable on the issue of new Ordinary Shares, whether the issue is of definitive share certificates or in uncertificated form.

### **b. Transfer of Ordinary Shares prior to AIM admission**

Dealings in the Ordinary Shares after issue may be subject to stamp duty and/or SDRT. As the Company is incorporated in Australia, it may be possible to prevent a UK stamp duty and/or SDRT charge from arising. Otherwise, a written transfer on sale of the Ordinary Shares will generally be liable to stamp duty at the rate of 0.5 per cent., of the amount or value of the consideration given in the form of cash, shares or debt (rounded up to the nearest £5.00). An exemption from stamp duty will be available on an instrument transferring the shares where the amount or value of the consideration is £1,000 or less, and it is certified on the instrument that the transaction effected by the instrument does not form part of a larger transaction or series of transactions for which the aggregate consideration exceeds £1,000. Stamp duty is normally the liability of the purchaser or the transferee of the Ordinary Shares. An unconditional agreement to transfer the Ordinary Shares (if they fall within the definition of 'chargeable securities' for SDRT purposes, e.g. where the share register of the Company is kept in the UK) will also generally give rise to SDRT at the rate of 0.5 per cent., of the amount or value of the consideration given in the form of money or money's worth. However, this SDRT liability will be cancelled, and any SDRT already paid will be refunded, if the agreement is completed by a duly stamped (or exempt) transfer within six years of the date on which the agreement to transfer the Ordinary Shares was made or became unconditional. Like stamp duty, SDRT is normally the liability of the purchaser or the transferee of the Ordinary Shares.

For completeness, where Ordinary Shares have originally been issued in certificated form, no stamp duty or SDRT should arise on the subsequent transfer of those shares into CREST, provided the transfer is not for consideration.

Transfers of uncertificated shares within CREST are generally liable to SDRT, rather than stamp duty, at the rate of 0.5 per cent., of the amount or value of the consideration payable. CREST is obliged to collect SDRT on relevant transactions settled within the system.

### **c. Transfer of Ordinary Shares following AIM admission**

AIM qualifies as a recognised growth market for the purpose of stamp duty and SDRT legislation. Therefore, for so long as the Ordinary Shares are admitted to trading on AIM and are not listed on any market (and being admitted to trading on AIM will not constitute a listing for these purposes) no charge to stamp duty or SDRT will arise on their subsequent transfer. The ASX is a 'recognised stock exchange' for these purposes, so if the Ordinary Shares are also listed on ASX (such that they are listed on a market), this exemption would not apply. If the shares do not qualify for this exemption their transfer on sale will be subject to stamp duty or SDRT as described above.

The above statements are intended as a general guide. Certain categories of persons are not liable to stamp duty or SDRT, and others may be liable at a higher rate or may, although not primarily liable for the tax, be required to notify and account for it.



### 3. Taxation of dividends

Under current UK tax law, no UK tax will be required to be withheld at source by the Company when it pays a dividend.

#### a. **UK resident individuals**

A UK tax resident individual Shareholder who receives a dividend from the Company will pay no tax on the first £2,000 (for the tax year to 5 April 2022) of dividend income received in a tax year (the “Dividend Allowance”), to the extent the Dividend Allowance has not already been utilised against other dividend income of the individual Shareholder in the year. For these purposes “dividend income” includes UK and non UK source dividends and certain other distributions in respect of shares. The current rates of tax (for the tax year to 5 April 2022) on dividend income above the Dividend Allowance are 7.5 per cent., on dividend income received by individual Shareholders within the basic rate tax band, 32.5 per cent., on dividend income received by individual Shareholders within the higher rate tax band, and 38.1 per cent., on dividend income received by individual Shareholders within the additional rate tax band. Dividend income that is within the Dividend Allowance counts towards determining an individual Shareholder’s basic, higher or additional rate limits, and will therefore affect the level of savings allowance to which they are entitled and the rate of tax which is due on dividend income in excess of the Dividend Allowance. In calculating which tax band any dividend income over the Dividend Allowance is to be attributed, dividend income is treated as the top slice of an individual Shareholder’s income.

#### b. **UK resident companies**

Subject to certain exceptions for traders in securities and insurance companies, a corporate Shareholder resident in the UK for tax purposes will not be subject to UK corporation tax on dividends received from the Company so long as the dividends fall within an exempt class and certain conditions are met.

For example, (i) dividends paid on Ordinary Shares that are “ordinary shares” and are not “redeemable” (as those terms are used in Chapter 3 of Part 9A CTA 2009) and which do not carry any present or future preferential rights to dividends or to the Company’s assets on its winding-up, and (ii) dividends paid to a person holding less than a 10 per cent., interest in the Company, should generally fall within an exempt class. However, the exemptions are not comprehensive and are subject to anti-avoidance rules. If the conditions for exemption are not met or cease to be satisfied, or such a shareholder elects for an otherwise exempt dividend to be taxable, the Shareholder will be subject to UK corporation tax on dividends received from the Company, at the rate of UK corporation tax applicable to that Shareholder (currently 19 per cent., with the main rate of UK corporation tax increasing to 25 per cent. from 1 April 2023).

### **Australian taxation implications for Australian and UK Residents Investing in the Company**

This paragraph contains a summary of the potential Australian taxation implications of the future disposals of Shares by, and payment of any future dividends to, Shareholders.

The tax implications for Shareholders will vary depending on a Shareholder’s particular circumstances.

The following information is provided as a general guide only and should not be viewed as tax advice in relation to the specific circumstances of Shareholders. The information provided does not represent a complete analysis of all potential tax implications associated with the disposal of Shares or the payment of dividends. Shareholders should consult their own tax advisers as to the potential tax consequences in respect of their own particular circumstances, including advice regarding tax return reporting requirements, applicable tax laws and the effect of any proposed changes in tax laws.

This tax summary only addresses the position of Shareholders who hold their shares in the Company on a capital account, and does not address the Australian income tax consequences for Shareholders who:

- Hold their shares in the Company on a revenue account or as trading stock;
- Acquired their shares in the Company under an employee incentive equity plan;
- Have a functional currency for Australian tax purposes other than an Australian functional currency; and/or

- Have elected for the Taxation of Financial Arrangement provisions Division 230 of the Income Tax Assessment Act 1997 (“ITAA 1997”) to apply in respect of their Shares in the Company.

Such Shareholders should seek their own advice on Australian taxation law.

The taxation consequences of any investment in the Shares will depend on your particular circumstances. It is your responsibility to make your own enquiries concerning the taxation consequences of an investment in the Company.

### **Income tax consequences of Admission to the AIM market**

The Admission of tradable securities of the Company to AIM, of itself, will not have any tax consequences. In particular, the act of Admission itself will not alter the residency of the Company for tax purposes. Shareholders will continue to hold Shares in a company which is resident in Australia for tax purposes and there will not be any tax event for Shareholders as a result of Admission.

### **Income tax consequences of future share disposals**

#### **a) *Australian resident Shareholders***

The disposal of a Share by an Australian tax resident Shareholder should constitute a CGT event. A capital gain should arise to the extent that the capital proceeds on disposal exceed the cost base of the Share (broadly, the amount paid to acquire the Share plus certain non-deductible transaction costs).

In the case of an arm’s length on-market sale, the capital proceeds should generally equal the cash proceeds from the sale.

Where the shareholder is a partnership, the partners of that partnership (and not the partnership itself) should ordinarily be treated as realising any capital gain arising from the disposal.

A CGT discount may be applied against any capital gain (after the reduction of the capital gain by applicable capital losses) where the entity which realises the capital gain is an individual, complying superannuation entity or trustee.

The CGT discount may be applied in these circumstances, provided that the Shares have been held for at least 12 months (not including the date of acquisition or disposal for CGT purposes) and certain other requirements have been met. Where the CGT discount applies, any capital gain arising to individuals and entities acting as trustees (other than trustees of a complying superannuation entity) may be reduced by 50 per cent., after offsetting current year or prior year capital losses.

For a complying superannuation entity, any capital gain may be reduced by 33.33 per cent. after offsetting current year or prior year capital losses.

If the Shareholder who realises the capital gain and is entitled to the CGT discount is the trustee of a trust (other than the trustee of a complying superannuation entity), the CGT discount may flow through to the beneficiaries of the trust, provided those beneficiaries are not companies.

A capital loss should be realised to the extent that the reduced cost base of a Share exceeds the capital proceeds from its disposal. Capital losses cannot be used to offset other assessable income, but may be carried forward to offset capital gains derived by the shareholder in the same and future income years. Shareholders who are companies are only able to carry forward capital losses where they satisfy certain loss recoupment tests.

As with capital gains, where the Shareholder realising the capital loss is a partnership, the partners of that partnership (and not the partnership itself) should ordinarily be treated as realising the capital loss.

#### **b) *Non-resident Shareholders***

Non-Australian tax resident Shareholders who (together with their associates) hold less than 10 per cent. of the interests in the Company are not liable to pay Australian tax on any capital gain made on the disposal of their shares.

Non-Australian tax resident shareholders who (together with their associates) own a 10 per cent. or more interest in the Company throughout a 12 month period which began no more than 24 months prior to the disposal, would be subject to Australian CGT if, at the time of the disposal, more than 50 per cent. of the Company's direct or indirect assets determined by reference to market value, consists of taxable Australian real property.

The Australian government has introduced a withholding regime that applied from 1 July 2016. This regime may require a purchaser of Shares to withhold 12.5 per cent. of the purchase price of the Shares if the company holds, directly or indirectly, valuable Australian real property assets.

Non-Australian tax resident Shareholders are not entitled to a CGT discount. Net capital gains are calculated after offsetting capital losses, which may only be offset against capital gains.

## **Income tax consequences of payment of dividends**

### **a) *Australian resident Shareholders***

Dividends may be paid to Shareholders from the accounting profits of the Company as declared by the Directors. Australian resident Shareholders may receive credits for any corporate tax that has been paid on these profits. These credits are known as 'franking credits' and they represent the extent to which a dividend is "franked". It is possible for a dividend to be either fully or partly franked. Where a dividend is partly franked, the franked portion is treated as fully franked and the remainder as being unfranked.

In order for individual Shareholders to be entitled to claim the 'tax offset' in relation to franked dividends, the recipient of the dividend must be a 'qualified person'. To be a qualified person, the two tests that need to be satisfied are the 'holding period rule' (generally referred to as the '45 day rule') and the 'related payments rule'.

Broadly, if individual Shareholders have held Shares at risk for at least 45 days (excluding the dates of acquisition and disposal), they are able to claim the tax offset for the amount of any franking credits attaching to the dividend. It should be noted that the definition of dividend for Australian tax purposes is broad and can include certain capital returns and off-market share buy-backs.

Dividends payable to Australian resident corporate Shareholders will be included in their assessable income in the year the dividend is paid. The corporate Shareholder will be entitled to a franking credit to the extent that the dividend is franked. This would result in the dividend being free of further company tax to the extent that it is franked. A fully franked dividend should effectively be free of tax to an Australian resident corporate Shareholder.

Australian resident corporate Shareholders cannot claim a refund for excess franking credits. However, they may convert excess franking credits into tax losses.

### **b) *Non-resident Shareholders***

Fully franked dividends paid to non-Australian tax resident Shareholders will not be subject to dividend withholding tax.

Where the dividend paid is not fully franked, the Company will be required to withhold and remit an amount of dividend withholding tax to the Australian Taxation Office to the extent the dividend is not declared to be conduit foreign income. The rate at which dividend withholding tax must be withheld and remitted, is dependent on the jurisdiction to which the non-Australian shareholder is tax resident.

The general comments made above are subject to whether the Company is an exempting or former exempting entity.

Where the Company is an exempting entity it will frank a distribution by applying franking credits to frankable distributions in the same way ordinary companies do.

Franked distributions made by exempting entities are generally treated as unfranked distributions in the hands of the recipient. They only provide benefits to recipients in the form of:

- an exemption from dividend withholding tax for non-resident members
- a tax offset entitlement for franked distributions arising to members holding eligible employee shares and corporate tax entities in certain cases. This is generally when the receiving entity is itself subject to the exempting entity rules
- a franking credit arising in the franking account of a recipient exempting entity in certain cases.

Where the Company is a former exempting entity its franking account is converted into an exempting account and it will be required to establish a new franking account. The exempting account is then quarantined so that distributions franked with exempting credits only confer a franking benefit for eligible continuing substantial shareholders or members holding eligible employee shares.

### **Goods and services tax (“GST”) and Stamp Duty**

No Australian GST or stamp duty is payable on the acquisition or disposal of Shares

### **Tax File Number (“TFN”)**

Australian tax resident shareholders who are individuals may, if they choose, notify the Company of their tax file number (TFN). In the event that the Company is not so notified, pursuant to the TFN withholding rules, tax should be automatically deducted at the highest marginal rate, including where relevant, the Medicare levy, from any dividend paid to the Shareholder. Where a Shareholder invests in the Company in the course of carrying on an enterprise then they may quote their Australian Business Number instead.

An Australian tax resident Shareholder who has been subjected to TFN withholding may be able to claim a tax credit/rebate/refund (as applicable) in respect of the tax withheld in their income tax return.

Shareholders who are non-Australian tax residents are generally entitled to an exemption from the TFN withholding rules (refer above to comments on dividends paid to non-Australian tax resident shareholders).

## **PART VI**

### **ADDITIONAL INFORMATION**

#### **1. RESPONSIBILITY**

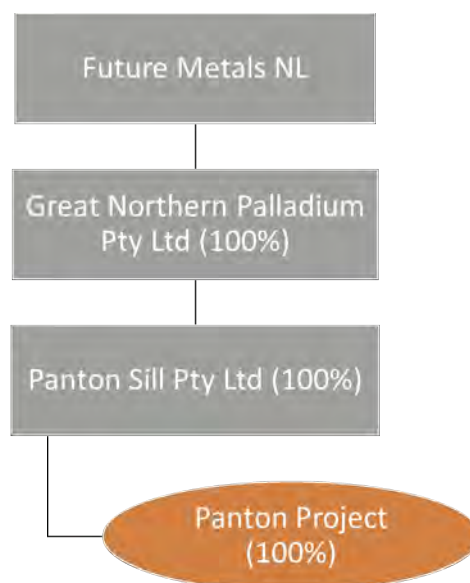
- 1.1 The Directors and the Company accept responsibility both individually and collectively for the information contained in this document and for the Company's compliance with the AIM Rules for Companies. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) and the Company, the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information. Under no circumstances should the information contained in this document be relied upon as being accurate at any time after Admission.

#### **2. THE COMPANY**

- 2.1 The Company was incorporated and registered in the state of Western Australia as an Australian no liability company, limited by shares, on 2 April 2007 with Australian Business Number 99 124 734 961 and the name Red Emperor Resources NL.
- 2.2 On 11 June 2021, the Company changed its name from Red Emperor Resources NL to Future Metals NL which remains its legal and commercial name.
- 2.3 The Company is domiciled in Australia. The Company is a "no-liability" company meaning that its members shall have no liability to pay calls on any unpaid shares. The principal legislation under which the Company operates and under which the Ordinary Shares are issued is the Australian Corporations Act and the regulations made under such legislation.
- 2.4 The Company's registered office is at Level 1, 35 Richardson Street, West Perth, WA 6005. The Company's telephone number is +61 8 9480 0414.
- 2.5 The Company's auditors are BDO Audit (WA) Pty Ltd, a firm of chartered accountants registered with the Institute of Chartered Accountants in Australia and New Zealand.
- 2.6 The Company's accounting reference date is 30 June.
- 2.7 The address of the Company's website is [www.future-metals.com.au](http://www.future-metals.com.au) and the contents of such website do not form part of this document.
- 2.8 The ISIN (International Security Identification Number) of the Company is AU0000157745.
- 2.9 The LEI (Legal Entity Identifier) of the Company is 213800WZ1MNQPOAKNU50.

### 3. THE GROUP

3.1 As at Admission, the Group structure will be as set out below:



3.2 Further details on the subsidiaries of the Company are set out below:

<i>Name</i>	<i>Incorporation Date</i>	<i>Country of incorporation and residence</i>	<i>Issued shares</i>	<i>% of shares held by the Group on Admission</i>
Great Northern Palladium Pty Ltd	12 November 2020	Australia	17,500,000	100%
Panton Sill Pty Ltd	17 April 2012	Australia	17,500,000	100%
Vianista Nominees Pty Ltd	19 August 2014	Australia	100	100%

3.3 The Company previously had two other wholly-owned subsidiaries, Puntland Oil Pty Ltd and Red Emperor Alaska Limited, but both of these companies have now been deregistered with no loss to creditors.

### 4. SHARE CAPITAL OF THE COMPANY

- 4.1 On incorporation, the issued share capital of the Company was 1 ordinary share of no par value.
- 4.2 Between the date of incorporation and 14 January 2019, the Company increased its share capital to 425,292,776 Pre-Consolidation Shares of no par value each.
- 4.3 On 15 January 2019, the Company issued 100,000,000 Pre-Consolidation Shares at an issue price of A\$0.05 per share to raise A\$5,000,000 before expenses from certain new and existing institutional and sophisticated investors in the UK and Australia. Following this placing, the issued share capital of the Company was 525,292,776 Pre-Consolidation Shares.
- 4.4 On 10 June 2021, the Company completed a share consolidation pursuant to which every 100 Pre-Consolidation Shares were consolidated into 14 Ordinary Shares. Following the Consolidation, the Company had an issued share capital of 73,541,184 Ordinary Shares.
- 4.5 On 11 June 2021, the Company issued 100,000,000 Ordinary Shares at an issue price of A\$0.10 per Ordinary Share pursuant to a placement.



- 4.6 On 11 June 2021, the Company issued 175,000,000 Ordinary Shares at an issue price of A\$0.10 per Ordinary Share (such Ordinary Shares being the Consideration Shares) to the Vendors as consideration for the Acquisition.
- 4.7 As at the date of this document, the Company has a total of 348,541,184 issued Ordinary Shares all of which have been fully-paid up.
- 4.8 Save as specified in paragraphs 4.2 – 4.6, the Company has not issued any Shares or otherwise altered its issued share capital in the period since the commencement of the period covered by the Historical Financial Information and the date of this document.
- 4.9 Under the Company's Constitution, without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, unissued shares shall be under the control of the directors of the Company and, subject to the Corporations Act, the ASX Listing Rules and the Constitution, the directors of the Company may at any time issue such number of shares either as ordinary shares or shares of a named class or classes (being either an existing class or a new class) at the issue price that the directors of the Company determine and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital or otherwise, as the directors of the Company shall, in their absolute discretion, determine. However, in the following circumstances, the Company will be required to obtain Shareholder approval for share issuances:
- 4.9.1 for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act. Exceptions to shareholder approval include:
- 4.9.1.1 where the financial benefit to be provided to the related party is provided on terms that would be reasonable in the circumstances if the company and the related party were dealing at arm's length, or are less favourable than those terms (section 210 of the Corporations Act); or
- 4.9.1.2 where the financial benefit to be provided to the related party is remuneration as an officer or employee of the company and to give remuneration would be reasonable given the circumstances of the company giving the remuneration and the related party's circumstances including responsibilities involved in the office or employment (section 211 of the Corporations Act); or
- 4.9.1.3 where the financial benefit is given to the related party in their capacity as a shareholder of the company and giving the benefit does not discriminate unfairly against the other members of the company (section 215 of the Corporations Act).
- 4.9.2 issues of equity securities to related parties requires shareholder approval under the ASX Listing Rules but does not have the same exceptions as applying under the Corporations Act (i.e. although an exception to shareholder approval under the Corporations Act may apply, approval under the ASX Listing Rules may still be required).
- 4.9.3 save for limited circumstances, where the issue (or agreement to issue) would result in the Company issuing more equity securities during any 12-month period than that amount which represents 15 per cent. of the number of fully paid ordinary securities on issue at the commencement of that 12-month period, unless covered by an exception to ASX Listing Rule 7.1. Under ASX Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15 per cent. limit by an extra 10 per cent. to 25 per cent. This approval lasts for a maximum of 12 months (i.e. it would need to be reapproved at each AGM to continue for the next 12 months). An "eligible entity" means an entity which is not included in the S&P/ASX300 Index and which has a market capitalisation of \$300 million or less at the date of the meeting. The Company is currently an eligible entity but does not currently have the additional 10 per cent. placement capacity but it may seek shareholder approval for such capacity at its forthcoming AGM due to be held by 30 November 2021; and

- 4.9.4 where the issue would result in a person increasing its voting power in the Company either from below 20 per cent. to greater than 20 per cent. or from a starting point above 20 per cent. and below 90 per cent., in the absence of any exception to shareholder approval (Item 7 of section 611 of the Corporations Act). Exceptions to shareholder approval include where the person does not increase by more than 3 per cent. to its position 6 months earlier (subject to having a minimum 19 per cent. voting power for that period), as a result of participation in a *pro-rata* issue or underwriting of a fundraising made pursuant to a prospectus containing prescribed disclosures on the effect on change of control.
- 4.10 The Company has granted 22,000,000 Performance Rights to certain Directors of the Company, and will grant a further 2,000,000 Performance Rights to the Proposed Director on Admission, further details of which are set out in paragraphs 6.2, 6.3 and 9 of this Part VI below.
- 4.11 The Company has granted the following Options:
- 4.11.1.1 87,500,000 Vendor Options;
  - 4.11.1.2 840,001 Unlisted Options; and
  - 4.11.1.3 7,000,000 Adviser Options, subject to Admission.
- Further details of which are set out in paragraph 10 of this Part VI below.
- 4.12 Save as disclosed in this paragraph 4, no share or loan capital of the Company is proposed to be issued or is under option or is agreed conditionally or unconditionally to be under option or subject to warrants granted by the Company.
- 4.13 The Shares are in registered form and may be held either in certificated form or in uncertificated form as described in paragraph 12 of this Part VI.
- 4.14 As further described in Part I of this document, the CREST Regulations do not provide for the direct holding and settlement of foreign securities in CREST and the Company has therefore appointed Computershare Investor Services plc to act as the Depositary and it will constitute and issue Depositary Interests in respect of Ordinary Shares to those who wish to hold their Ordinary Shares in uncertificated form. The Ordinary Shares will be held by the Custodian and the Depositary shall pass on and ensure that the Custodian forwards on to the holders of Depositary Interests all rights and entitlements which it or the Custodian receives in or in respect of the Ordinary Shares evidenced by the Depositary Interests. A summary of CREST and the arrangements with the Depositary are set out in paragraph 12 of this Part VI of this document.

## **5. CONSTITUTION AND AUSTRALIAN COMPANY LAW**

### **5.1 Constitution**

This summary is neither exhaustive nor does it constitute a definitive statement of the rights and liabilities of Shareholders as the case may be. A full copy of the Constitution is available on the Company's website.

#### **5.1.1 Reports and notices**

- 5.1.1.1 Members are entitled to receive all notices, reports, accounts and other documents required to be sent to members under the Constitution, the Australian Corporations Act and the ASX Listing Rules.

#### **5.1.2 General meetings**

- 5.1.2.1 Each member is entitled to receive notice of, and to attend and vote at, general meetings of the Company.
- 5.1.2.2 Members are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

- 5.1.2.3 Members may requisition meetings in accordance with the Australian Corporations Act and the Constitution.
- 5.1.3 **Voting**
- 5.1.3.1 Subject to any rights or restrictions for the time being attached to any class or classes of shares at general meetings of members or classes of members:
- 5.1.3.2 each member entitled to vote may vote in person or by proxy, attorney or representative;
- 5.1.3.3 on a show of hands, every person present who is a member or a proxy, attorney or representative of a member has one vote; and
- 5.1.3.4 on a poll, every person present who is a member or a proxy, attorney or representative of a member shall, in respect of each fully paid share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the share, but in respect of partly paid shares, shall have such number of votes being equivalent to the proportion which the amount paid (not credited) is of the total amounts paid and payable in respect of those shares (excluding amounts credited).
- 5.1.4 **Dividends**
- 5.1.4.1 Subject to and in accordance with the Australian Corporations Act, the ASX Listing Rules, the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time decide to pay a dividend to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion held (irrespective of the amount paid). The Directors may rescind a decision to pay a dividend if they decide, before the payment date, that the Company's financial position no longer justifies the payment.
- 5.1.4.2 No dividend shall carry interest as against the Company.
- 5.1.4.3 Subject to the ASX Listing Rules and the Australian Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.
- 5.1.4.4 No Shares with special dividend rights are currently on issue.
- 5.1.5 **Winding up**
- 5.1.5.1 In a winding up, the liquidator may, with the sanction of a special resolution of the Company, divide among the members in kind the whole or any part of the property of the Company and may for that purpose set such value as the liquidator considers fair on any property to be so divided and may determine how the division is to be carried out as between the members or different classes of members.
- 5.1.5.2 The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

#### 5.1.6 **Transfer of Shares**

- 5.1.6.1 Generally, Shares are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Australian Corporations Act or the ASX Listing Rules.

#### 5.1.7 **Future increases in capital**

- 5.1.7.1 Subject to the Australian Corporations Act, the ASX Listing Rules and the Constitution, the Directors may at any time issue such number of shares (either as ordinary shares or shares of a named existing or new class or classes) or options over shares at the issue price that the Directors determine and with such rights or such restrictions as the Directors shall, in their absolute discretion, determine.
- 5.1.7.2 A Director or any person associated with a Director must not participate in an issue by the Company of an equity security unless the participation of the Director or the person associated with a Director in the issue is permitted under the ASX Listing Rules and the Australian Corporations Act.

#### 5.1.8 **Variation of rights**

- 5.1.8.1 Pursuant to section 246B of the Australian Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders, vary or abrogate the rights attaching to Shares.
- 5.1.8.2 If at any time the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

#### 5.1.9 **Shareholder liability**

- 5.1.9.1 As the Shares issued under the Prospectus were fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

#### 5.1.10 **Alteration of capital**

- 5.1.10.1 Subject to, and in accordance with, the Australian Corporations Act and the ASX Listing Rules, the Company may alter its share capital by ordinary resolution, including reducing its share capital by distributing to shareholders securities of any other body corporate.
- 5.1.10.2 The Company may buy back Shares subject to, and in accordance with, the Australian Corporations Act and the ASX Listing Rules.

#### 5.1.11 **ASX Listing Rules**

- 5.1.11.1 The Constitution contains certain provisions required under the ASX Listing Rules to ensure consistency with the ASX Listing Rules, including that if there is any inconsistency between the provisions of the Constitution and the ASX Listing Rules then the Constitution is deemed not to contain that provision to the extent of the inconsistency.

#### 5.1.12 **Alteration of the Constitution**

- 5.1.12.1 The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at a general meeting.

## 5.2 **Corporate laws, regulations and policy in Australia**

Below is a general description of relevant corporate laws and policies in Australia. This should not be relied upon by Shareholders or any other person. The law, policies and practice are subject to change from time to time. It does not purport to be a comprehensive analysis of all the consequences resulting from holding, acquiring or disposing of Ordinary Shares and interests in Ordinary Shares. If you are in any doubt as to your own legal position, you should seek independent advice without delay. The Company is obliged to comply with the Australian Corporations Act and also with specific obligations arising from other laws that relate to its activities.

### 5.2.1 **Takeovers**

As the Company is incorporated in Australia, the UK City Code does not apply and, accordingly, Shareholders are not entitled to the protections afforded by the UK City Code. However, the Company is subject to the Australian Corporations Act and Shareholders will have the benefit of the protections afforded by Chapter 6 of the Australian Corporations Act, which are similar or analogous to certain provisions of the UK City Code.

The Australian Corporations Act prohibits the acquisition of a “relevant interest” (becoming a registered holder of a share or having the power to vote or dispose of a share) in issued voting shares in a listed company, such as Future Metals, where, as a result of the acquisition, that person’s or someone else’s voting power in the company increases from 20 per cent. or below to more than 20 per cent., or from a starting point that is above 20 per cent. and below 90 per cent. Generally, such acquisitions cannot be made unless the person does not acquire more than 3 per cent. of the voting shares in the company than they had six months before the acquisition (subject to holding at least 19 per cent. throughout that six month period), the acquisition is made with shareholder approval or the acquisition is made under a takeover bid (or pursuant to a scheme of arrangement) made in accordance with Australian law. Takeover bids must treat all shareholders alike and must not involve any collateral benefits. Various restrictions about conditional offers exist and there are also substantial restrictions concerning the withdrawal and suspension of offers.

### 5.2.2 **Compulsory acquisition**

A person who holds more than 90 per cent. of the shares in a company may conduct a compulsory acquisition of all remaining shares under the Australian Corporations Act.

### 5.2.3 **Substantial shareholdings**

Under the Australian Corporations Act, a person has a “substantial holding” if that person and his/her associates have a relevant interest in 5 per cent. or more of voting shares in a company.

A person who:

- begins to or ceases to have a substantial holding in a company; or
- has a substantial holding in a company and there is movement by at least one per cent. in their holding,

must give notice to the company and to the ASX. The contents of the notice are prescribed in the Australian Corporations Act, section 671B(3)/(4).

### 5.2.4 **Foreign investment**

In Australia, foreign investment in, and ownership of, companies and property is regulated by the Foreign Acquisitions and Takeovers Act 1975 (Cth) (“FATA”), which is administered by the Foreign Investment Review Board (“FIRB”), a division of the Treasury department of the Australian federal government. FIRB’s functions are advisory only, and responsibility for making decisions on proposals rests with the Treasurer of the Australian federal government (“Treasurer”).

FATA provides a notification and approval process for proposed investments in Australia by “foreign persons” (individuals, corporations or trusts), which may result in foreign control or

ownership of Australian businesses or companies. Generally, small proposals are exempt from notification, and larger proposals are approved unless judged contrary to the national interest. The threshold requirements for approval or notification or both vary according to the nature of the business to be acquired and the aggregate land holding of that business.

Unless an exemption applies, foreign persons must obtain approval for all acquisitions of securities in “land-rich” entities (entities whose interests in Australian land (being agricultural land, commercial land, residential land and mining or production tenements) account for more than 50 per cent. of the total assets by value) where the value of the consideration for the interest to be acquired exceeds the applicable monetary threshold.

Acquisitions by foreign persons of interests in an Australian land-rich corporation where 10 per cent. or more of the value of its total assets comprises residential land, vacant commercial land or mining or production tenements require approval regardless of the value except acquisitions of less than 10 per cent. for listed entities and where there is no influence over management or policy.

Acquisitions by foreign persons of interests in an Australian land-rich corporation where less than 10 per cent. of the value of its total assets comprises residential land, vacant commercial land or mining or production tenements require approval where the value of the interest to be acquired exceeds A\$281 million except acquisitions of less than 10 per cent. for listed entities and where there is no influence over management or policy.

Acquisitions by foreign persons of interests in Australian corporations require approval where the acquisition is of a substantial interest in the target’s securities, being:

- alone (and any associates), directly or indirectly, acquiring 20 per cent. or more of the shares or voting power in the Australian corporation or business; or
- together with other foreign persons (and any associates) directly or indirectly acquiring 40 per cent. of the shares or voting power in an Australian corporation or business,

and the value of the interest acquired exceeds A\$281 million (or A\$1,216 million for a foreign person that is a national of an FTA Country, being Canada, Chile, China, Hong Kong, Japan, Mexico, New Zealand, Peru, Singapore, South Korea, USA or Vietnam).

The monetary thresholds are indexed annually.

If a foreign person must give notice to FIRB under FATA it must await the decision of the Treasurer before entering into a binding agreement to acquire shares.

#### 5.2.5 **ASX Listing Rules**

As a company admitted to the official list of the ASX, the Company is bound to comply with the ASX Listing Rules, as they exist from time to time. The ASX Listing Rules address such matters as admission to listing, quotation of securities, continuous disclosure, periodic disclosure, certain requirements for the terms of securities, issues of new capital, transfers of securities, escrow (lock-in) arrangements, transactions with related/controlling parties, significant transactions, shareholder meetings, trading halts and suspensions and fees payable. ASX also publishes guidance notes regarding the interpretation of parts of the ASX Listing Rules.



## 6. INTERESTS OF THE DIRECTORS

- 6.1 As at the date of this document and on Admission, the interests (all of which are beneficial unless otherwise stated) of the Directors, and their immediate families in the issued share capital of the Company, and any connected person that would be disclosed pursuant to this paragraph if the connected person was a Director, are and will be as follows:

<i>Name</i>	<i>Number of Shares currently held and to be held at Admission</i>	<i>% of entire issued Ordinary Shares</i>
Greg Bandy	140,000	0.04
Aaron Bertolatti	302,500	0.09
Justin Tremain	—	—
Allan Mulligan	—	—
Robert Mosig	—	—
Elizabeth Henson	—	—

- 6.2 As at the date of this document, the Directors and their respective connected persons hold the following Performance Rights:

<i>Name</i>	<i>Date of Grant</i>	<i>Shares subject to Performance Rights</i>	<i>Exercise Price</i>	<i>Vesting stages</i>	<i>Exercise Period</i>
Greg Bandy	11 June 2021	8,000,000	Nil	See paragraph 9.4 below.	Between the Vesting Date and the Performance Right Expiry Date.
Aaron Bertolatti	11 June 2021	1,000,000	Nil	See paragraph 9.4 below.	Between the Vesting Date and the Performance Right Expiry Date.
Justin Tremain	11 June 2021	8,000,000	Nil	See paragraph 9.4 below.	Between the Vesting Date and the Performance Right Expiry Date.
Allan Mulligan	11 June 2021	3,000,000	Nil	See paragraph 9.4 below.	Between the Vesting Date and the Performance Right Expiry Date.
Robert Mosig	11 June 2021	2,000,000	Nil	See paragraph 9.4 below.	Between the Vesting Date and the Performance Right Expiry Date.

- 6.3 Subject to Admission and the Company obtaining Shareholder approval at its next general meeting, Elizabeth Henson will be issued with 2,000,000 Performance Rights with an exercise price of nil. These Performance Rights will be subject to the vesting terms and performance criteria set out in paragraph 9.6 below.
- 6.4 Save as disclosed in this document, none of the Directors, nor any of their respective connected persons, has any interest, whether beneficial or non-beneficial, in any share capital of the Company.
- 6.5 None of the Directors, nor any of their respective connected persons, is interested in any related financial product (as defined in the AIM Rules for Companies) whose value in whole or in part is determined directly or indirectly by reference to the price of the Shares, including a contract for difference or a fixed odds bet.

- 6.6 There are no outstanding loans or guarantees provided by the Company for the benefit of any of the Directors nor are there any outstanding loans or guarantees provided by any of the Directors for the benefit of the Group.
- 6.7 Save as otherwise disclosed in this document, no Director has any interest, whether direct or indirect, in any transaction which is or was unusual in its nature or conditions or significant to the business of the Group.
- 6.8 Save as disclosed in this document, there are no contracts, existing or proposed, between any Director or parties in which they are interested and the Group.
- 6.9 In addition to their directorships in the Company, the Directors hold, and have during the five years preceding the date of this document held, the following directorships and partnerships.

<i>Name</i>	<i>Current directorships and partnerships</i>	<i>Past directorships and partnerships</i>
Greg Bandy	Great Northern Palladium Pty Ltd Jugsan Pty Ltd Panton Sill Pty Ltd Raffles Wealth Pty Ltd Stemyn Investments Pty Ltd Vianista Nominees Pty Ltd	Century Red Pte Ltd Crestwood Pty Ltd Fin Resources Limited (formerly Orca Energy Limited) Georgian Oil Pty Ltd Komodo Energy Pty Ltd Puntland Oil Pty Ltd Red Emperor Alaska Limited Sugarbay Investments Pty Ltd
Aaron Bertolatti	1918 Consulting Pty Ltd Albosaggia Super Pty Ltd Megado Gold Limited Profusion Discovery Fund Limited Punch Resources Pty Ltd Nordic Nickel Pty Ltd	American Pacific Borate & Lithium Ltd BOTTY Limited Fin Resources Limited (formerly Orca Energy Limited) Fort Cady California Corporation KCL Resources Ltd Odin Metals Limited Riverside Corporate Pty Ltd Sentinel Minerals Limited
Justin Tremain	Caspin Resources Limited Great Northern Palladium Pty Ltd Many Peaks Gold Pty Ltd Opis Resources Pty Ltd Panton Sill Pty Ltd Renaissance WA Pty Ltd Salvado Resources Pty Ltd Search Resources Pty Ltd Sentinel Minerals Limited Turaco Gold Limited	Carnaby Resources Limited Carnaby Resources (Holdings) Pty Ltd Emerald Resources NL Evandale Minerals Pty Ltd Exore Resources Ltd Fin Resources Ltd Kobald Mineral Holdings Pty Ltd Odin Metals Limited Perseus ERX Holdings Pty Ltd Perseus CDI No 1 Pty Ltd Perseus CDI No 2 Pty Ltd Perseus DS JV Pty Ltd Punch Resources Pty Ltd Renaissance Minerals Ltd Renaissance Alaska Pty Ltd Renaissance Minerals (Cambodia) Limited

<i>Name</i>	<i>Current directorships and partnerships</i>	<i>Past directorships and partnerships</i>
Allan Mulligan	Aardvark Minerals Pty Ltd Duma Resources Pty Ltd Elev8 Resources Pty Ltd Epic Exploration Pty Ltd Indigo Buffalo Investments Pty Ltd Inverse Activity Pty Ltd JDH Exploration Ltd Lindi Jumbo Limited Reveal Resources Pty Ltd Shakleton Resources Ltd Triprop Energy (Pty) Ltd Walkabout Australia Pty Ltd Walkabout Resources Ltd (Tanzania) Walkabout Resources (Pty) Ltd (Botswana) Wizard Investments (Pty) Ltd (Botswana)	Antrim Metals Limited Galene Investments Resource Africa Pty Ltd Walkabout Resources Ltd
Robert Mosig	Caeneus Minerals Ltd Colter Investment Holdings Pty Ltd Rodinia Resources Pty Ltd	Platina Resources Limited Platina (South America) Pty Ltd Skaergaard Holdings Pty Ltd Volcanic Metals Ltd
Elizabeth Henson	71 Chetwynd Road Management Company Limited Alba Mineral Resources plc Alchimie GmbH Interlock Ltd	55 Shepherds Hill Limited Pricewaterhousecoopers LLP

6.10 No Director has:

- 6.10.1 any unspent convictions in relation to indictable offences;
- 6.10.2 had any bankruptcy order made against him/her or entered into any individual voluntary arrangements or has had a receiver appointed to any asset of such director;
- 6.10.3 been a director of a company which has been placed in receivership, compulsory liquidation, creditors' voluntary liquidation, administration, been subject to a company voluntary arrangement or any composition or arrangement with its creditors generally or any class of its creditors whilst he or she was a director of that company or within the 12 months after he or she ceased to be a director of that company;
- 6.10.4 been a partner of any partnership which has been placed into compulsory liquidation, administration or been the subject of a partnership voluntary arrangement whilst he or she was a partner in that partnership or within the 12 months after he or she ceased to be a partner in that partnership;
- 6.10.5 been the owner of any assets which have been the subject of a receivership;
- 6.10.6 been a partner in any partnership which has been placed in receivership whilst he or she was a partner in that partnership or within 12 months after he or she ceased to be a partner in that partnership;
- 6.10.7 been publicly criticised by a statutory or regulatory authority (including recognised professional bodies); or
- 6.10.8 been disqualified by a court from acting as a director of any company or from acting in the management or conduct of affairs of any company.

## 7. ENGAGEMENT TERMS OF DIRECTORS AND MANAGEMENT

7.1 The Directors have held office with the Company as follows:

<i>Name</i>	<i>Appointment Date</i>
Greg Bandy	1 August 2010
Aaron Bertolatti	4 June 2018
Justin Tremain	11 June 2021
Allan Mulligan	11 June 2021
Robert Mosig	11 June 2021
Elizabeth Henson	On Admission

### 7.2 **Greg Bandy, Executive Chairman**

On 28 November 2013, Mr Bandy entered into an executive services agreement with the Company. Mr Bandy's appointment will continue until terminated upon either 12 months' notice by the Company, or 6 months' notice by Mr Bandy. Mr Bandy shall be required to devote such time as may be reasonably required to enable him to carry out his duties to the Company under the service agreement but in any event devote his whole time and attention to the Company during working hours. Mr Bandy is paid a salary of A\$180,000 plus statutory superannuation per annum. He is also entitled to receive discretionary option awards and bonus payments. Mr Bandy is subject to a number of restrictions commensurate with his position governing the extent to which he can be involved in any outside interests during the term of his appointment. Mr Bandy is entitled to be reimbursed for reasonable expenses incurred in performing his duties, including the costs of attending Board meetings, travel, accommodation and entertainment expenses where agreed by the Board.

### 7.3 **Aaron Bertolatti, Finance Director**

#### 7.3.1 *Appointment Letter*

Mr Bertolatti has executed a letter of appointment with the Company dated 18 May 2021 pursuant to which he has agreed to act as Finance Director of the Company and his appointment will continue until terminated immediately by either party giving written notice to the other. Mr Bertolatti shall be required to devote sufficient time to meet the expectations of the role and agrees to seek the Board's approval prior to accepting any new role that could impact upon the time commitment expected. Mr Bertolatti is paid annual director fees of A\$36,000 (plus statutory superannuation).

#### 7.3.2 *Consultancy Services Agreement*

The Company has entered into a consultancy services agreement with 1918 Consulting Pty Ltd ("**1918**"), an entity controlled by Mr Bertolatti pursuant to which 1918 provides CFO and company secretarial services to the Company. 1918 is paid fees of A\$2,000 per calendar month. The consultancy services agreement may be terminated on 3 month's notice by either party.

### 7.4 **Justin Tremain, Non-Executive Director**

#### 7.4.1 *Appointment Letter*

Mr Tremain has executed a letter of appointment with the Company dated 18 May 2021 pursuant to which he has agreed to act as Non-Executive Director of the Company and his appointment will continue until terminated immediately by either party giving written notice to the other. Mr Tremain shall be required to devote sufficient time to meet the expectations of the role and agrees to seek the Board's approval prior to accepting any new role that could impact upon the time commitment expected. Mr Tremain is paid annual director fees of A\$36,000 (plus statutory superannuation).

#### 7.4.2 *Consulting Services Agreement*

On 16 June 2021, Mr Tremain entered into a consultancy services agreement with the Company pursuant to which Mr Tremain will provide services relating to managing the implementation of the Company's exploration and development programmes and budgets

and strategic and tactical plans. Mr Tremain is paid fees of A\$1,000 per day with express approval of the Board required to exceed 7 days per calendar month. The consultancy services agreement may be terminated on 1 month's notice by either party.

## **7.5 *Allan Mulligan, Non-Executive Technical Director***

### **7.5.1 *Appointment Letter***

Mr Mulligan has executed a letter of appointment with the Company dated 18 May 2021 pursuant to which he has agreed to act as Technical Director of the Company and his appointment will continue until terminated immediately by either party giving written notice to the other. Mr Mulligan shall be required to devote sufficient time to meet the expectations of the role and agrees to seek the Board's approval prior to accepting any new role that could impact upon the time commitment expected. Mr Mulligan is paid annual director fees of A\$36,000 (plus statutory superannuation).

### **7.5.2 *Consulting Services Agreement***

On 16 June 2021, Mr Mulligan entered into a consultancy services agreement with the Company pursuant to which Mr Mulligan will provide services relating to the management and oversight of the technical aspects of the Company's project(s), including leading the feasibility study team to optimise the economic potential of the Company's current project and providing input into exploration programmes that meet the strategic goals of the Company. Mr Mulligan is paid fees of A\$7,000 per month based on an average of 2 days per week. The consultancy services agreement may be terminated on 1 month's notice by either party.

## **7.6 *Robert Mosig, Independent Non-Executive Director***

Mr Mosig has executed a letter of appointment with the Company dated 18 May 2021 pursuant to which he has agreed to act as a Non-Executive Director of the Company and his appointment will continue until terminated immediately by either party giving written notice to the other. Mr Mosig shall be required to devote sufficient time to meet the expectations of the role and agrees to seek the Board's approval prior to accepting any new role that could impact upon the time commitment expected. Mr Mosig is paid annual director fees of A\$36,000 (plus statutory superannuation).

## **7.7 *Elizabeth Henson, Independent Non-Executive Director***

Ms Henson has executed a letter of appointment with the Company dated 19 August 2021 pursuant to which she has agreed to act as a Non-Executive Director of the Company and her appointment will continue until terminated immediately by either party giving written notice to the other. Ms Henson shall be required to devote sufficient time to meet the expectations of the role and agrees to seek the Board's approval prior to accepting any new role that could impact upon the time commitment expected. Ms Henson is paid annual director fees of £36,000.

## **7.8 *Shane Hibbird, Consultant Geologist/Exploration Manager (non-board position)***

Mr Hibbird has executed a consultancy agreement with the Company dated 23 June 2021 pursuant to which he has agreed to advise the Company as a Consultant Geologist. Mr Hibbird's appointment will continue until terminated upon 1 month's notice by either party. Mr Hibbird provides services on an ad hoc basis, but it is expected that he will devote approximately 5 days per week to providing services to the Company. He is paid fees of A\$1,200 per day.

## **7.9 *Deeds of access, indemnity and insurance***

The Company has entered into deeds of access, indemnity and insurance with each Director which confirm each Director's right of access to certain books and records of the Company for a period of 7 years after the Director ceases to hold office. This 7-year period can be extended where certain proceedings or investigations commence before the 7-year period expires. The deeds also require the Company to provide an indemnity for liability incurred as an officer of the Company, to the maximum extent permitted by law.

Under the deeds, the Company must arrange and maintain Directors' and Officers' insurance during each Director's period of office and for a period of 7 years after a Director ceases to hold office. This 7-year period can be extended where certain proceedings or investigations commence before the 7-year period expires.

The deeds are otherwise on terms and conditions considered standard for deeds of this nature in Australia.

## 8. SIGNIFICANT SHAREHOLDERS

- 8.1 As at the date of this document and on Admission, save for the interests of the Directors, which are set out in paragraph 6 above, the Company is aware of the following persons who are or will hold, directly or indirectly, voting rights representing three per cent. or more of the issued share capital of the Company to which voting rights are attached.

<i>Name</i>	<i>Number of Shares held at the date of this document and on Admission</i>	<i>% of issued Ordinary Share capital</i>
Dubai 2020 Limited	15,000,000	4.30%
Surf Coast Capital Pty Ltd	13,740,000	3.94%

- 8.2 All Shareholders have the same voting rights.
- 8.3 To the best of the Directors' knowledge, the Company is not directly or indirectly owned or controlled by any Shareholder or any other person.
- 8.4 To the best of the Directors' knowledge, there are no arrangements in place which may at a subsequent date result in a change in control of the Company.

## 9. PERFORMANCE RIGHTS

### **Existing Performance Rights**

- 9.1 As at the date of this document, the Company has 22,000,000 Performance Rights in issue to its Directors in the proportions set out in paragraph 6.2 of this Part VI above.
- 9.2 Each Performance Right entitles the holder to subscribe for one Share upon exercise of the Performance Right. Shares issued on exercise of the Performance Rights will rank equally with the then issued Shares of the Company.
- 9.3 22,000,000 Performance Rights are currently held by Directors and are restricted from trading for a period of 24 months from the date of reinstatement of the Company to official quotation on ASX.
- 9.4 The existing Performance Rights are divided into three equal tranches (subject to rounding) that each vest upon achievement of the performance milestones, as follows:
- 9.4.1 **Class A:** one third of the Performance Rights vest when the volume weighted average price over a period of at least 20 consecutive trading days on which trades in the Company's shares are recorded on ASX (20 day VWAP) is at least A\$0.15. These Performance Rights have already vested;
- 9.4.2 **Class B:** one third of the Performance Rights vest when the 20 day VWAP is at least A\$0.20. These Performance Rights have already vested; and
- 9.4.3 **Class C:** one third of the Performance Rights will vest when the 20 day VWAP is at least A\$0.25. These Performance Rights have not yet vested,
- each a "**Vesting Condition**".



- 9.5 Each Performance Right is exercisable at any time on and from the date upon which the relevant Vesting Condition has been satisfied (the “**Vesting Date**”), until 17:00 (WST) on or before the date that is three (3) years after the date of issue (the “**Performance Right Expiry Date**”). A Performance Right not exercised before the Performance Right Expiry Date will automatically lapse on the Performance Right Expiry Date.

### ***New Performance Rights***

- 9.6 Subject to Admission and the Company obtaining Shareholder approval at its next general meeting, the Company will issue to the Proposed Director 2,000,000 new Performance Rights. The new Performance Rights will vest when the 20 day VWAP is at least A\$0.30 and may be exercisable at any time following the date upon which such vesting condition is satisfied until 11 June 2024 in line with the existing Performance Rights. In the event that the Proposed Director ceases to be a Director at any time within 12 months of Admission, the new Performance Rights shall lapse. The new Performance Rights shall be subject to a voluntary escrow period until 22 June 2023 in line with the existing Performance Rights.

### ***General***

- 9.7 The exercise of a Performance Right entitles the holder of the right to subscribe for one Ordinary Share. No cash consideration is payable on the issue of or exercise of a Performance Right.
- 9.8 Shares issued on exercise of the Performance Rights will rank equally with the then issued Shares of the Company. There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the duration of the Performance Rights without exercising such Performance Rights. A Performance Right does not carry any voting rights or entitle the holder to any dividends. A Performance Right is not transferrable.

## **10. OPTIONS**

- 10.1 As at the date of this document, the Company currently has 88,340,001 options in issue, those being the Vendor Options and the Unlisted Options (together, the “**Issued Options**”). On Admission, the Company will issue the Adviser Options, such that there will then be, in aggregate, 95,340,001 options outstanding.

## Vendor Options

10.2 As at the date of this document, the Company currently has 87,500,000 options issued to the Vendors (the “Vendor Options”) as follows:

<i>Name of Vendor Option Holder</i>	<i>Number of Options</i>	<i>Date of Grant</i>	<i>Expiry of Option Period</i>	<i>Exercise Price</i>
A22 Pty Ltd	1,000,000	11 June 2021	11 June 2024	A\$0.10
ACN 627 852 797 Pty Ltd	1,750,000	11 June 2021	11 June 2024	A\$0.10
Advantage Ventures Pty Ltd	500,000	11 June 2021	11 June 2024	A\$0.10
Alitime Nominees Pty Ltd	3,857,000	11 June 2021	11 June 2024	A\$0.10
Alpha Capital Anstalt	1,500,000	11 June 2021	11 June 2024	A\$0.10
Altor Capital Management Pty Ltd	1,250,000	11 June 2021	11 June 2024	A\$0.10
Autumn Origin Capital Pty Ltd	500,000	11 June 2021	11 June 2024	A\$0.10
Barclay Wells Ltd	500,000	11 June 2021	11 June 2024	A\$0.10
Bath Resources Pty Ltd	3,125,000	11 June 2021	11 June 2024	A\$0.10
Bellsun Pty Ltd	500,000	11 June 2021	11 June 2024	A\$0.10
Bennelong Resource Capital Pty Ltd	3,750,000	11 June 2021	11 June 2024	A\$0.10
Blue Olive Capital Pty Ltd	650,000	11 June 2021	11 June 2024	A\$0.10
Cavendish Capital Management Pty Ltd	250,000	11 June 2021	11 June 2024	A\$0.10
Celtic Capital Pty Ltd	4,553,000	11 June 2021	11 June 2024	A\$0.10
Corridor Nominees Pty Ltd	1,000,000	11 June 2021	11 June 2024	A\$0.10
CS Third Nominees Pty Ltd	6,000,000	11 June 2021	11 June 2024	A\$0.10
Cygnus 1 Nominees Pty Ltd	3,750,000	11 June 2021	11 June 2024	A\$0.10
David Brian Argyle	2,250,000	11 June 2021	11 June 2024	A\$0.10
Delphis Unternehmensberatung Aktiengesellschaft	750,000	11 June 2021	11 June 2024	A\$0.10
Deltaflex Pty Ltd	3,250,000	11 June 2021	11 June 2024	A\$0.10
Dr Salim Cassim	2,000,000	11 June 2021	11 June 2024	A\$0.10
Dubai 2020 Limited	7,500,000	11 June 2021	11 June 2024	A\$0.10
Elite Sky Investment Limited	750,000	11 June 2021	11 June 2024	A\$0.10
Empire Capital Partners Pty Ltd	562,500	11 June 2021	11 June 2024	A\$0.10
First Oak Capital Pty Ltd	750,000	11 June 2021	11 June 2024	A\$0.10
GABS Superannuation Fund Pty Ltd	2,250,000	11 June 2021	11 June 2024	A\$0.10
Gabriel Govinda	625,000	11 June 2021	11 June 2024	A\$0.10
Goldfire Enterprises Pty Ltd	2,500,000	11 June 2021	11 June 2024	A\$0.10
Grant Pestell	125,000	11 June 2021	11 June 2024	A\$0.10
Harlin Pty Ltd	2,500,000	11 June 2021	11 June 2024	A\$0.10
Keith Stuart Liddell & Selagh Jane Liddell	500,000	11 June 2021	11 June 2024	A\$0.10
KNRRJR Pty Ltd	625,000	11 June 2021	11 June 2024	A\$0.10
La Paz Resources Pty Ltd	1,875,000	11 June 2021	11 June 2024	A\$0.10
Metech Super Pty Ltd	1,000,000	11 June 2021	11 June 2024	A\$0.10
MGL Corp Pty Ltd	910,000	11 June 2021	11 June 2024	A\$0.10
Mintaka Nominees Pty Ltd	175,000	11 June 2021	11 June 2024	A\$0.10
Mondal Investments Pty Ltd	1,000,000	11 June 2021	11 June 2024	A\$0.10
Monticone Investments Pty Ltd	750,000	11 June 2021	11 June 2024	A\$0.10
Mr Colin Leigh Ceresa & Mrs Mandy Elizabeth Ceresa	500,000	11 June 2021	11 June 2024	A\$0.10
Mr Richard Tucker	375,000	11 June 2021	11 June 2024	A\$0.10
Mr Stephen John Dobson	1,000,000	11 June 2021	11 June 2024	A\$0.10
Nicole Gallin & Kyle Hayne	1,250,000	11 June 2021	11 June 2024	A\$0.10
Pamplona Corporate Pty Ltd	1,080,000	11 June 2021	11 June 2024	A\$0.10
Peloton Capital Pty Ltd	1,000,000	11 June 2021	11 June 2024	A\$0.10
Quadrangle Capital Pty Ltd	2,500,000	11 June 2021	11 June 2024	A\$0.10
Resourceful Investments Pty Ltd	1,000,000	11 June 2021	11 June 2024	A\$0.10
Shriver Nominees Pty Ltd	1,000,000	11 June 2021	11 June 2024	A\$0.10
Storm Enterprises Pty Ltd	2,587,500	11 June 2021	11 June 2024	A\$0.10
Surf Coast Capital Pty Ltd	5,250,000	11 June 2021	11 June 2024	A\$0.10
Westcap Pty Ltd	2,500,000	11 June 2021	11 June 2024	A\$0.10
ZKN Pty Ltd	375,000	11 June 2021	11 June 2024	A\$0.10

- 10.3 Each Vendor Option entitles the holder to subscribe for one Ordinary Share upon exercise of the Option.
- 10.4 Each Option will expire at 17:00 (WST) on or before the date that is 3 years after the date of issue of the Option (the “**Vendor Option Expiry Date**”). An Option not exercised before the Vendor Option Expiry Date will automatically lapse on the Vendor Option Expiry Date. Shares issued on exercise of the Options will rank equally with the then issued Ordinary Shares of the Company.
- 10.5 The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
- 10.6 39,625,000 Vendor Options issued under the Vendor Offer are currently restricted from trading for 24 months from the Company’s date of reinstatement to official quotation on ASX and a further 47,875,000 Vendor Options are restricted from trading for 12 months from the date of issue.

### **Unlisted Options**

- 10.7 The Company currently has 840,001 unlisted options outstanding (the “**Unlisted Options**”) as follows:

<i>Name of Unlisted Option Holder</i>	<i>Number of Options</i>	<i>Date of Grant</i>	<i>Expiry of Option Period</i>	<i>Exercise Price</i>
Brandon Hill Capital Limited	237,504	15 January 2019	15 January 2022	A\$0.357
ACN 161 604 315 Pty Ltd	266,497	15 January 2019	15 January 2022	A\$0.357
Max Capital Pty Ltd	336,000	15 January 2019	15 January 2022	A\$0.357

### **Adviser Options**

- 10.8 On Admission, the Company will issue 7,000,000 options to Strand Hanson (the “**Adviser Options**”). Each Adviser Option entitles Strand Hanson to subscribe for one new Ordinary Share at a price of A\$0.18 for a period of three years from Admission.

## **11. MATERIAL CONTRACTS**

The following contracts, not being contracts entered into in the ordinary course of business, are either material and have been entered into by the Company or members of its Group in the two years preceding the date of this document or have been entered into by the Company or members of its Group prior to that period and contain certain provisions under which a member of the Group has an obligation or entitlement that is material to the Group as at the date of this document:

### **The Company**

#### *Documents relating to Admission*

#### **11.1 Letter of Engagement with Strand Hanson**

An engagement letter dated 1 March 2021 was signed with Strand Hanson under which they have agreed to act as the Company’s financial and nominated adviser in relation to Admission.

Pursuant to such engagement letter, the Company has agreed to pay Strand Hanson a corporate finance fee related to Admission together with an annual retainer payable in equal amounts quarterly on and subject to the terms of the Nominated Adviser Agreement summarised in paragraph 11.3 of this Part VI of this document. The Company will reimburse Strand Hanson for any out of pocket expenses.

#### **11.2 Letter of Engagement with WH Ireland**

In accordance with an engagement letter dated 14 October 2021, the Company will appoint WHIreland as its retained broker from Admission. Pursuant to the engagement letter, the Company shall pay WHIreland in equal amounts quarterly. The Company will reimburse WHIreland for any out of pocket expenses. The appointment of WHIreland as broker will remain in place for a minimum

period of 12 months from the date of the appointment and continue thereafter until terminated by either party giving not less than 6 months' written notice.

### 11.3 **Nominated Adviser Agreement**

A nominated adviser agreement dated 14 October 2021 (and which, subject to Admission, replaces all previous agreements between the Company and Strand Hanson in relation to nominated adviser services) was entered into by the Company and Strand Hanson under which Strand Hanson agreed to act as the nominated adviser to the Company for the purposes of the AIM Rules for Companies for an initial term of twelve months commencing on the date of Admission and terminable thereafter on 3 months' written notice by either party.

### 11.4 **Introduction Agreement**

An introduction agreement dated 14 October 2021 was entered into by the Company, the Directors and Strand Hanson which provides for the responsibilities of the parties in respect of Admission. The Company has agreed to pay Strand Hanson a corporate finance fee in connection with Admission (in accordance with their engagement letter), and has agreed to grant options over 7,000,000 Shares (being the Adviser Options) which may be exercised at a price of A\$0.18 on or before the third anniversary of Admission. In addition, the Company is required to pay all costs, charges and expenses reasonably agreed in respect of Admission (including Strand Hanson's solicitors' fees). The agreement sets out certain warranties the Company and the Directors have given and will continue to give (until the time of Admission and with effect thereafter) to Strand Hanson. The Directors have also undertaken not to sell or dispose of or agree to sell or dispose of any of their interests in Shares save in certain limited circumstances for a period of 12 months from Admission, as required by Rule 7 of the AIM Rules. Strand Hanson is entitled to terminate its obligations under the introduction agreement in certain specified circumstances prior to Admission. The introduction agreement is governed by the laws of England and Wales.

### 11.5 **Corporate adviser mandate**

The Company has entered into a mandate letter with Max Capital Pty Ltd (**Max Capital**) to act as corporate adviser to the Company in relation to Admission. Pursuant to this mandate, Max Capital is engaged to provide assistance with independent experts and other advisers engaged for the Admission process and negotiation of scopes of work and fee mandates with such advisers and to also assist with investor relations and general corporate advisory matters. Upon Admission, Max Capital or its nominee, will be paid £100,000 by the Company. The engagement was for an initial minimum 6 month term effective from 1 March 2021 and shall continue thereafter until terminated by written notice by either party.

#### *Documents related to reinstatement to the ASX*

### 11.6 **Lead manager mandate**

The Company entered into a mandate letter with 708 Capital Pty Ltd (**708 Capital**) to act as lead manager to the Company in relation to the Public Offer. Upon completion of the Public Offer, 708 Capital or its nominee was paid commission equal to 6 per cent. of the total gross proceeds of the Public Offer. Furthermore 708 Capital were entitled to terminate their mandate by 7 days' written notice for material breach of the mandate or any representation or warranty given by the Company. Any fees payable to any other Australian financial services licensee holders or other parties engaged by 708 Capital to assist with the Public Offer were payable by 708 Capital from the fees paid to it by the Company.

### 11.7 **Corporate adviser mandate**

The Company has entered into a mandate letter with Barclay Wells Limited (**Barclay Wells**) to act as corporate adviser to the Company in relation to the Acquisition. Upon completion of the Acquisition, the Company paid Barclays Wells a fee of A\$200,000 plus GST. In addition, Barclay Wells was also issued with 1,000,000 Ordinary Shares and 500,000 Vendor Options pursuant to the Vendor Offer.

### 11.8 ***Escrow agreements***

The Company has entered into various escrow agreements with holders of securities that are subject to ASX imposed escrow for a period of 24 months from the date the Company was reinstated to official quotation on ASX. In accordance with the ASX Listing Rules and the Company's Constitution, the Company has given notice to holders of securities that are subject to ASX imposed escrow for a period of 12 months from the date of issue of such securities but no formal agreements have been entered into in respect of those arrangements.

During the escrow period, the holder of the restricted securities (and controller where required to enter into the escrow agreement in addition to the holder) must not:

- (i) dispose of, or agree or offer to dispose of, the restricted securities;
- (ii) create, or agree or offer to create, any security interest in the restricted securities; or
- (iii) do, or omit to do, any act if the act or omission would have the effect of transferring effective ownership or control of the restricted securities,

except as permitted in the ASX Listing Rules or by ASX in writing and anything done in contravention of this is not binding on, and will not be recognised as legally effective by, the Company or ASX.

The holder of the restricted securities agrees that the restricted securities are to be kept on the issuer sponsored subregister and are to have a holding lock applied in accordance with the ASX Listing Rules for the duration of the escrow period. If the holder or a controller breach the escrow agreement the Company must refuse to acknowledge any disposal (including, without limitation, to register any transfer) of any of the restricted securities in breach of the terms of the escrow agreement and the holder of the restricted securities will cease to be entitled to any dividends or distributions, or to exercise any voting rights, in respect of the restricted securities for so long as the breach continues.

Set out below is a summary of the holders of securities subject to escrow restrictions:

<i>Name of securities holder</i>	<i>Options subject to escrow restrictions</i>	<i>Shares subject to escrow restrictions</i>	<i>Escrow release date</i>
A22 Pty Ltd	1,000,000	Nil	11 June 2022
ACN 627 852 797 Pty Ltd	1,750,000	Nil	11 June 2022
Advantage Ventures Pty Ltd	500,000	Nil	11 June 2022
Alitime Nominees Pty Ltd	3,857,000	4,214,000	22 June 2023
Alpha Capital Anstalt	1,500,000	Nil	11 June 2022
Altor Capital Management Pty Ltd	1,250,000	Nil	11 June 2022
Autumn Origin Capital Pty Ltd	500,000	Nil	11 June 2022
Barclay Wells Ltd	500,000	Nil	22 June 2023
Bath Resources Pty Ltd	3,125,000	6,249,375	22 June 2023
Bellsun Pty Ltd	500,000	Nil	11 June 2022
Bennelong Resource Capital Pty Ltd	3,750,000	7,499,250	22 June 2023
Blue Olive Capital Pty Ltd	650,000	50,000	22 June 2023
Cavendish Capital Management Pty Ltd	250,000	Nil	11 June 2022
Celtic Capital Pty Ltd	4,553,000	2,606,000	22 June 2023
Corridor Nominees Pty Ltd	1,000,000	Nil	11 June 2022
CS Third Nominees Pty Ltd	6,000,000	Nil	11 June 2022
Cygnus 1 Nominees Pty Ltd	3,750,000	7,499,250	22 June 2023
David Brian Argyle	2,250,000	Nil	11 June 2022
Delphis Unternehmensberatung Aktiengesellschaft	750,000	Nil	11 June 2022
Deltaflex Pty Ltd	3,250,000	Nil	11 June 2022
Dr Salim Cassim	2,000,000	Nil	11 June 2022
Dubai 2020 Limited	7,500,000	14,998,500	22 June 2023
Elite Sky Investment Limited	750,000	Nil	11 June 2022
Empire Capital Partners Pty Ltd	562,500	1,125,000	22 June 2023
First Oak Capital Pty Ltd	750,000	Nil	11 June 2022
GABS Superannuation Fund Pty Ltd	2,250,000	Nil	11 June 2022
Gabriel Govinda	625,000	Nil	11 June 2022
Goldfire Enterprises Pty Ltd	2,500,000	Nil	11 June 2022
Grant Pestell	125,000	Nil	11 June 2022
Harlin Pty Ltd	2,500,000	Nil	11 June 2022
Keith Stuart Liddell & Selagh Jane Liddell	500,000	Nil	11 June 2022
KNRRJR Pty Ltd	625,000	Nil	11 June 2022
La Paz Resources Pty Ltd	1,875,000	3,749,625	22 June 2023
Metech Super Pty Ltd	1,000,000	Nil	11 June 2022
MGL Corp Pty Ltd	910,000	70,000	22 June 2023
Mintaka Nominees Pty Ltd	175,000	350,000	22 June 2023
Mondal Investments Pty Ltd	1,000,000	Nil	11 June 2022
Monticone Investments Pty Ltd	750,000	Nil	11 June 2022
Mr Colin Leigh Ceresa & Mrs Mandy Elizabeth Ceresa	500,000	Nil	11 June 2022
Mr Richard Tucker	375,000	Nil	11 June 2022
Mr Stephen John Dobson	1,000,000	Nil	11 June 2022
Nicole Gallin & Kyle Hayne	1,250,000	Nil	11 June 2022
Pamplona Corporate Pty Ltd	1,080,000	160,000	22 June 2023
Peloton Capital Pty Ltd	1,000,000	Nil	11 June 2022
Quadrangle Capital Pty Ltd	2,500,000	Nil	11 June 2022
Resourceful Investments Pty Ltd	1,000,000	Nil	11 June 2022
Shriver Nominees Pty Ltd	1,000,000	Nil	11 June 2022
Storm Enterprises Pty Ltd	2,587,500	925,000	22 June 2023
Surf Coast Capital Pty Ltd	5,250,000	500,000	22 June 2023
Westcap Pty Ltd	2,500,000	Nil	11 June 2022
ZKN Pty Ltd	375,000	Nil	11 June 2022



### **11.9 Acquisition Agreement**

On or around 25 January 2021, the Company entered into an Acquisition Agreement with GNP and certain Vendors pursuant to which the Company was granted an option to acquire 100 per cent. of the issued share capital of GNP. The consideration for the grant of this option was A\$100. Under the terms of the Acquisition Agreement the Company was entitled to acquire 4,350,000 fully paid ordinary shares in the capital of GNP. The consideration for the Acquisition was A\$17,500,000 which was satisfied by the issuance of 175,000,000 Consideration Shares at a price per share equal to the Public Offer price (being A\$0.10 per Ordinary Share). In addition, the Company issued one Vendor Option for every two Consideration Shares issued and accordingly issued 87,500,000 Vendor Options to the Vendors. Completion of the Acquisition Agreement occurred on 11 June 2021.

### **11.10 Panton Sill Acquisition Agreement (including the Panton Option)**

On 6 December 2020, Panton, GNP and Panoramic entered into a share sale and purchase agreement pursuant to which GNP acquired an 80 per cent. legal and beneficial interest in the issued capital of Panton for A\$12,000,000. Under the agreement, GNP was also given the option to acquire an additional 20 per cent. of the issued share capital of Panton for A\$3,000,000. This option has since been exercised by GNP and this was completed on 16 June 2021.

Pursuant to the agreement, Panoramic gave standard warranties to GNP in relation to, among other things, the standing of the Tenements. The liability of Panoramic for breach of warranty is limited under the Panton Sill Acquisition Agreement in that there will be no liability for consequential loss, claims must be made within 2 years of the completion date, being by 6 December 2022 (or 7 years if the claim relates to a tax indemnity), and the maximum liability of all claims against Panoramic is limited to the value of the consideration.

### **11.11 Panton PGM Project Acquisition Agreement**

Panton (formerly known as Panoramic Precious Metals Pty Ltd), Platinum Exploration Pty Ltd (formerly known as Platinum Exploration NL) (Platinum Exploration) and Platinum Australia Limited (Platinum Australia) are parties to the Panton Project – Sale and Purchase Agreement dated 7 May 2012 (“SPA”). Under the SPA, Platinum Exploration agreed to sell, and Panton agreed to purchase, the Tenements and associated Mining Information and Records for \$5.25 million. In addition, Platinum Australia agreed to grant Panton certain licences to use the intellectual property of Platinum Australia. These licences have both now expired.

Pursuant to the terms of this agreement, Panton also agreed to grant Platinum Australia a 0.5 per cent. net smelter return royalty payable on each of Chrome, Cobalt, Copper, Gold, Iridium, Palladium, Platinum, Nickel, Rhodium and Ruthenium produced from the Tenements. The royalty is payable quarterly from the commencement of commercial production of those minerals from the Tenements. The agreement contains usual reporting and auditing provisions typical for royalties of this nature and provides that interest will be payable on overdue royalty payments. Profits and losses resulting from Panton engaging in commodity futures trading and any other price hedging and price production transactions are to be included in calculations of the net smelter return.

The right to receive the royalty and the right to lodge a caveat under the SPA was assigned to FeverTree in February 2016. FeverTree subsequently assigned the right to receive the royalty to Elemental by virtue of a letter of consent dated 28 November 2019. As such, Elemental is the entity currently entitled to receive this royalty, if and when it becomes payable. The deed by which Elemental was assigned the royalty right is described further in paragraph 11.12 below. Elemental has lodged caveats against all three Tenements to protect its right to receive the royalty.

### **11.12 Deed of assignment, assumption and consent**

Panton, Platinum Exploration, Platinum Australia and FeverTree are parties to a Deed of Assignment, Assumption and Consent – Panton Project Royalty dated 3 February 2016 under which Platinum Exploration agreed to assign its right to receive the royalty referred to in paragraph 11.11 above to FeverTree. FeverTree was also assigned the right to lodge a caveat against the Tenements to protect its right to receive the royalty.

#### 11.13 **Letter of consent**

FeverTree, Elemental and Panton are parties to a letter of consent dated 28 November 2019 (**Letter of Consent**). FeverTree and Elemental had entered into a separate agreement under which FeverTree agreed to sell Elemental the right to receive the 0.5 per cent. net smelter return royalty contained in the Panton PGM Project Acquisition Agreement, and associated rights.

By virtue of the Letter of Consent, Elemental covenants with Panton that it will assume all liabilities and obligations of FeverTree under the SPA in respect of the royalty. Panton agreed to consent to the sale and assignment of the royalty interest from FeverTree to Elemental.

#### 11.14 **Mining Lease 80/103**

Panton Sill is the registered holder of a Mining Lease with registered number 80/103 which was first granted on 17 March 1986 which shall lapse, unless renewed, on 16 March 2028. Pursuant to the terms of Mining Lease 80/103, Panton Sill is entitled to enter the area of the Mining Lease and undertake operations for the purpose of mining and extracting minerals. The holder has exclusive rights to the land for the purpose of mining. Mining Lease 80/103 covers 859.4 hectares and requires Panton Sill to make minimum annual expenditures of A\$86,000. As the State holds the rights to all minerals in Western Australia, Panton Sill must pay an ad valorem royalty of 2.5 per cent. to the State on the minerals extracted from the tenement. Rent and Shire rates for the Mining Lease are payable to the State and Local Government, respectively, each year. The holder of a Mining Lease will also be required to pay a levy each year for the Mining Rehabilitation Fund depending on the type of ground disturbance that has occurred on the tenement. Mining Lease 80/103 is subject to two registered encumbrances, being two royalties granted by previous owners of the Mining Lease. These comprise a 0.5 per cent. net smelter return royalty payable to Elemental in respect of any future production of chrome, cobalt, copper, gold, iridium, palladium, platinum, nickel, rhodium and ruthenium and a 2 per cent. net smelter return royalty payable to Maverix Metals (Australia) Pty Ltd on any PGMs produced from the Tenements. Mining Lease 80/103 is granted subject to various statutory conditions related to the observance of environmental protection and reporting requirements. Non-compliance with these conditions may lead to the Mining Lease being forfeited. Any transfer of this Mining Lease will require the consent of the Minister.

#### 11.15 **Mining Lease 80/104**

Panton Sill is the registered holder of a Mining Lease with registered number 80/104 which was first granted on 17 March 1986 which shall lapse, unless renewed, on 16 March 2028. Pursuant to the terms of Mining Lease 80/104, Panton Sill is entitled to enter the area of the Mining Lease and undertake operations for the purpose of mining and extracting minerals. The holder has exclusive rights to the land for the purpose of mining. Mining Lease 80/104 covers 570.3 hectares and requires Panton Sill to make minimum annual expenditures of A\$57,000. As the State holds the rights to all minerals in Western Australia, Panton Sill must pay an ad valorem royalty of 2.5 per cent. to the State on the minerals extracted from the tenement. Rent and Shire rates for the Mining Lease are payable to the State and Local Government, respectively, each year. The holder of a Mining Lease will also be required to pay a levy each year for the Mining Rehabilitation Fund depending on the type of ground disturbance that has occurred on the tenement. Mining Lease 80/104 is subject to two registered encumbrances, being two royalties granted by previous owners of the Mining Lease. These comprise a 0.5 per cent. net smelter return royalty payable to Elemental in respect of any future production of chrome, cobalt, copper, gold, iridium, palladium, platinum, nickel, rhodium and ruthenium and a 2 per cent. net smelter return royalty payable to Maverix Metals (Australia) Pty Ltd on any PGMs produced from the Tenements. Mining Lease 80/104 is granted subject to various statutory conditions related to the observance of environmental protection and reporting requirements. Non-compliance with these conditions may lead to the Mining Lease being forfeited. Any transfer of this Mining Lease will require the consent of the Minister.

#### 11.16 **Mining Lease 80/105**

Panton Sill is the registered holder of a Mining Lease with registered number 80/105 which was first granted on 17 March 1986 which shall lapse, unless renewed, on 16 March 2028. Pursuant to the terms of Mining Lease 80/105, Panton Sill is entitled to enter the area of the Mining Lease and undertake operations for the purpose of mining and extracting minerals. The holder has exclusive

rights to the land for the purpose of mining. Mining Lease 80/104 covers 828.3 hectares and requires Panton Sill to make minimum annual expenditures of A\$82,900. As the State holds the rights to all minerals in Western Australia, Panton Sill must pay an ad valorem royalty of 2.5 per cent. to the State on the minerals extracted from the tenement. Rent and Shire rates for the Mining Lease are payable to the State and Local Government, respectively, each year. The holder of a Mining Lease will also be required to pay a levy each year for the Mining Rehabilitation Fund depending on the type of ground disturbance that has occurred on the tenement. Mining Lease 80/105 is subject to two registered encumbrances, being two royalties granted by previous owners of the Mining Lease. These comprise a 0.5 per cent. net smelter return royalty payable to Elemental in respect of any future production of chrome, cobalt, copper, gold, iridium, palladium, platinum, nickel, rhodium and ruthenium and a 2 per cent. net smelter return royalty payable to Maverix Metals (Australia) Pty Ltd on any PGMs produced from the Tenements. Mining Lease 80/105 is granted subject to various statutory conditions related to the observance of environmental protection and reporting requirements. Non-compliance with these conditions may lead to the Mining Lease being forfeited. Any transfer of this Mining Lease will require the consent of the Minister.

#### 11.17 ***Drilling services contract***

GNP has entered into a services agreement with Terra Drilling Pty Ltd (**Terra Drilling**) to undertake geotechnical and exploration diamond drilling for the Panton Project, including a minimum 10,000 metres and further ongoing diamond drilling. Fees are paid under this contract on an ad hoc basis. To date, the Company has paid approximately A\$600,000 to Terra Drilling and it is expected that the total amounts to be paid under this contract will be A\$2,000,000.

## 12. **CREST AND DEPOSITARY ARRANGEMENTS**

Following Admission, Ordinary Shares may be delivered, held and settled in CREST by means of the creation of dematerialised depositary interests representing such Ordinary Shares. Pursuant to a method under which transactions in international securities may be settled through the CREST system, the Depositary will issue the Depositary Interests. The Depositary Interests will be independent securities constituted under English law which may be held and transferred through the CREST system.

The Depositary Interests will be created pursuant to, and issued on the terms of, the deed poll executed by the Depositary on 26 March 2021 in favour of the holders of the Depositary Interests from time to time (the "Deed Poll"). The Deed Poll is summarised in paragraph 12.1 below. Prospective holders of Depositary Interests should note that they will have no rights in respect of the underlying Shares, or the Depositary Interests, representing them against CREST or its subsidiaries.

Ordinary Shares will be transferred or issued to an account for the Depositary held by the Custodian. The Depositary shall pass on, and shall ensure that the Custodian passes on, to the holders of all Depositary Interests all rights and entitlements which the Depositary or Custodian receives in respect of the Ordinary Shares such as any such rights or entitlements to cash distributions, to information to make choices and elections, and to attend and vote at general meetings.

The Depositary Interests will have the same security code (ISIN) as the underlying Ordinary Shares and will not require a separate application for admission to trading on AIM. The depositary services and custody services agreement is summarised in paragraph 12.2 below and the registrar agreement is summarised in paragraph 12.3 below.

#### 12.1 ***Depositary Interests – Terms of the Deed Poll***

Prospective acquirers of Ordinary Shares are referred to the Deed Poll available for inspection at the offices of the Depositary or by written request to the Depositary (subject to a reasonable copying charge). In summary, the Deed Poll contains, among other things, provisions to the following effect which are binding on holders of Depositary Interests. The Depositary will hold (itself or through its nominated Custodian), as bare trustee, the Ordinary Shares issued by the Company and all and any rights and other securities, property and cash attributable to the Ordinary Shares and pertaining to the Depositary Interests for the benefit of the holders of the relevant Depositary Interests.

Holders of the Depositary Interests warrant, among other things, that the securities in the Company transferred or issued to the Custodian on behalf of the Depositary and for the account of the holders of Depositary Interests are free and clear from all liens, charges, encumbrances or third party interests and that such transfers or issues are not in contravention of the Constitution nor any contractual obligation, law or regulation. The holder of Depositary Interests indemnifies the Depositary for any losses it incurs as a result of breach of this warranty.

The Depositary and the Custodian must pass on to holders of Depositary Interests and exercise on behalf of Depositary Interest holders all rights and entitlements received or to which they are entitled in respect of the Ordinary Shares which are capable of being passed on or exercised. Rights and entitlements to cash distributions, to information to make choices and elections and to attend and vote at meetings shall, subject to the Deed Poll, be passed on to the holders of Depositary Interests upon being received by the Custodian and in the form in which they are received by the Custodian together with any amendments and additional documentation necessary to effect such passing-on.

The Depositary shall re-allocate any Ordinary Shares or distributions which are allocated to the Custodian and which arise automatically out of any right or entitlement of Ordinary Shares already held by the Custodian to holders of Depositary Interests *pro rata* to the Ordinary Shares held for their respective accounts provided that the Depositary shall not be required to account for any fractional entitlements arising from such reallocation and shall donate the aggregate fractional entitlements to charity.

The Deed Poll contains provisions excluding and limiting the Depositary's liability. For example, the Depositary shall not incur any liability to any holder of Depositary Interests or to any other person for any loss suffered or incurred arising out of or in connection with the transfer of Depositary Interests or Ordinary Shares and prospective holders of Depositary Interests and Shares should refer to the terms of the Deed Poll and the Constitution to ensure compliance with the relevant provisions.

The Depositary may compulsorily withdraw the Depositary Interests (and the holders of Depositary Interests shall be deemed to have requested their cancellation) if certain events occur. These events include where the Depositary believes that ownership of the Depositary Interests may result in a pecuniary disadvantage to the Depositary or the Custodian or where the Depositary Interests are held by a person in breach of the law. If these events occur the Depositary shall make such arrangements for the deposited property as it sees fit, including sale of the deposited property and delivery of the net proceeds thereof to the holder of the Depositary Interests in question.

Holders of Depositary Interests are responsible for the payment of any tax, including stamp duty reserve tax, on the transfer of their Depositary Interests.

#### 12.2 ***Depositary Interests – Terms of Depositary Services and Custody Services Agreement***

The terms of the depositary services and custody services agreement dated 27 April 2011 between the Company and the Depositary relate to the Depositary's appointment as Depositary and Custodian in relation to the Shares.

The Depositary was appointed for an initial fixed term of one year and thereafter the appointment may be terminated by either party giving not less than six months' notice. The depositary services and custody services include the issue and cancellation of Depositary Interests and maintaining the Depositary Interests register.

In the event of termination, the parties agree to phase out the Depositary's operations in an efficient manner without adverse effect on members and the Depositary shall deliver to the Company (or as it may direct) all documents and other records relating to the Depositary Interests which is in its possession and which is the property of the Company.

#### 12.3 ***Share Register – Terms of the Registrar Agreement***

The terms of the registrar agreement dated 27 April 2011, between the Company and the Registrar under which the Company appoints the Registrar to maintain the Company's principal share register in Australia and provide certain other services are summarised below.

The Registrar will perform various services in its capacity as Registrar, including maintenance of the register in Australia; maintenance of dividend instruction records; registration of share transfers; preparation and despatch of dividend warrants; supplying to the Company, as soon as reasonably practicable, all necessary information so that the register can open for inspection at the registered office of the Company; and receiving and recording of proxies for each annual general meeting of the Company.

Subject to earlier termination, the Registrar is appointed for a fixed term of 1 year and thereafter until terminated by the Company giving not less than 6 months' notice. The Registrar shall not be liable to the Company for any loss sustained by the Company for whatever reason provided that the Registrar shall remain liable for any loss arising as a result of fraud, negligence or wilful default by the Registrar.

### **13. LITIGATION**

There are no governmental, legal or arbitration proceedings (including, to the knowledge of the Directors, any such proceedings which are pending or threatened by or against the Company or any subsidiary) which may have or have had during the twelve months immediately preceding the date of this document, a significant effect on the financial position or profitability of the Company or any member of the Group.

### **14. WORKING CAPITAL**

The Directors are of the opinion that, having made due and careful enquiry, the working capital available to the Company and the Group will, from the date of Admission, be sufficient for its present requirements, that is, for at least the next twelve months from the date of Admission.

### **15. RELATED PARTY TRANSACTIONS**

The Company has not entered into any related party transactions in the period since 30 June 2021, other than in respect of payments made to the Directors and Edwards Mac Scovell Pty Ltd (a law firm of which Greg Bandy's spouse is a partner) under pre-existing contractual arrangements with the Company.

### **16. THIRD PARTY INFORMATION**

16.1 Where information contained in this document has been sourced from a third party, the Company confirms that such information has been accurately reproduced and, so far as the Company and the Directors are aware and are able to ascertain from the information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

16.2 The sources of the third party information are indicated on the relevant pages.

### **17. GENERAL**

17.1 The financial information relating to the Company contained or incorporated by reference in Part III of this document has been prepared to 30 June 2021.

17.2 Save as disclosed in this document, there has been no significant change in the trading or financial position of the Group since 30 June 2021, being the date to which the most recent audited consolidated financial information is available.

17.3 The Company will publish its audited accounts for the year ended 30 June 2022 by 31 December 2022. The accounting reference date of the Company is 30 June.

17.4 The total costs and expenses payable by the Company in connection with or incidental to Admission, including registration and London Stock Exchange fees, corporate finance, accountancy and legal fees, consulting and investor relation services and the costs of printing and despatching this document, are estimated to be approximately £0.47 million (excluding VAT), all of which will be payable by the Company.

- 17.5 No person (excluding professional advisers otherwise disclosed in this document and trade suppliers) has:
- 18.5.1 received, directly or indirectly, from the Company within 12 months preceding the date of this document; or
  - 17.5.2 entered into contractual arrangements (not otherwise disclosed in this document) to receive, directly or indirectly, from the Company on or after Admission any of the following:
  - 17.5.3 fees totalling £10,000 or more; or
  - 17.5.4 securities in the Company with a value of £10,000 or more; or
  - 17.5.5 any other benefit with a value of £10,000 or more at the date of Admission.
- 17.6 The Directors are not aware of any trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Company's prospects for at least the current financial year.
- 17.7 Save as disclosed in this document, no payment in excess of £10,000 has been made by or on behalf of the Company to any government or regulatory body with regard to the acquisition or maintenance of any of the Company's assets.
- 17.8 The reporting accountants and auditors of the Company are BDO Audit (WA) Pty Ltd, Chartered Accountants and Registered Auditors of 38 Station St, Subiaco WA 6008, Australia . BDO Audit (WA) Pty Ltd is a member firm of the Institute of Chartered Accountants in Australia and New Zealand.
- 17.9 BDO Audit (WA) Pty Ltd has given and not withdrawn its written consent to the issue of this document with the references to its name in the form and context in which they appear.
- 17.10 Strand Hanson has given and has not withdrawn its written consent to the issue of this document with the references to its name in the form and context in which they appear.
- 17.11 WHIreland has given and has not withdrawn its written consent to the issue of this document with the references to its name in the form and context in which they appear.
- 17.12 Mining One has given and has not withdrawn its written consent to the issue of this document with the inclusion of their Competent Person's Report and the references to its name in the form and context in which they appear.
- 17.13 The Directors are not aware of any exceptional factors that have influenced the Group's activities.
- 17.14 Save as set out in this document, no commission is payable by the Company to any person in consideration of his or her agreeing to subscribe for securities to which this document relates or of his or her procuring or agreeing to procure subscriptions for such securities.
- 17.15 Save as disclosed in this document, no payment (including commissions) or other benefit has been or is to be paid or given to any promoter of the Company.
- 17.16 Save as disclosed in this document, the Company's business or profitability is not dependent on patents or licences, industrial, commercial or financial contracts or a manufacturing process.
- 17.17 Save as disclosed in this document, the Directors are unaware of any environmental issues that may affect the Company's utilisation of its tangible fixed assets.
- 17.18 Save as disclosed in this document, there are no investments in progress or future investments on which the Directors have already made firm commitments which are significant.



## **18. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection at Hill Dickinson LLP of The Broadgate Tower, 20 Primrose Street, London EC2A 2EW during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this document until at least 30 days after the date of Admission:

18.1 the Constitution of the Company; and

18.2 the financial information set out in Part III of this document.

## **19. AVAILABLE DOCUMENTS**

Copies of this document will be available free of charge from the date of this document until the date which is one month after Admission from Hill Dickinson LLP of The Broadgate Tower, 20 Primrose Street, London EC2A 2EW, United Kingdom, during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted). Additionally, an electronic version of this document will be available on the Company's website at: <https://future-metals.com.au>.

Dated: 14 October 2021

