



1st November 2021

Dear Firefinch Shareholder

FIREFINCH LIMITED - SHARE PURCHASE PLAN OFFER DOCUMENT AND TERMS AND CONDITIONS

1. Introduction

On behalf of the Directors of Firefinch Limited (ABN 11 113 931 105) (**Company** or **Firefinch**), I am pleased to offer Eligible Shareholders (as defined in paragraph 3 of the enclosed Terms and Conditions) the opportunity to participate in the Firefinch Limited Share Purchase Plan (**Plan**).

Under the Plan, Eligible Shareholders may apply to purchase up to \$30,000 worth of new fully paid ordinary shares in the Company (**New Shares**) (subject to any discretionary scale back) at an issue price of \$0.58 per New Share (**Issue Price**) without paying brokerage or other transaction costs. The Issue Price represents a discount of 10.8% to the volume weighted average price of fully paid ordinary shares (**Shares**), calculated over the last 5 trading days on which sales of Shares were recorded before the day on which the Plan was announced.

Your Directors who are eligible to participate in the Plan, have confirmed their intention to participate in the Plan.

Full details in relation to the Plan are set out in the enclosed Terms and Conditions and Application Form.

2. Purpose of the Plan and Use of Funds

As announced on 25th October 2021, the Company is targeting to raise up to \$25 million under the Plan¹.

Funds raised under the Plan will be applied to:

- Ongoing ramp-up and development activities at the Morila Gold Project, including further dewatering and tailings repatriation from the Morila Super Pit, pre-strip and mining of the satellite pits at Viper and N'Tiola, and pre-stripping at Morila to allow commencement of open pit mining.
- Continuation of exploration, resource development and expansion drilling at the Morila Super Pit (including investigation of the underground potential), to build on Firefinch's recent drilling success, and to further test the potential of, not only the known deposits, but also the 685km² of regional tenure.
- The recommencement of drilling at the Goulamina Lithium Project aimed at both converting Inferred resources to Indicated, and further expanding the resource base to provide for mine life extensions, and
- General working capital to meet overheads across both the gold and lithium businesses, including supporting the planned demerger of Leo Lithium Limited, and costs of the Plan.

3. Summary of the Offer

The following is a summary of the key details in relation to the offer of New Shares under the Plan (**Offer**). Please carefully read the full terms and conditions of the Offer, as you will be bound by them.

- (a) **Offer to Eligible Shareholders only:** You are eligible to apply for New Shares under the Offer if:

¹ The Company reserves the right to accept oversubscriptions or to scale back applications in its absolute discretion.

- (i) your registered address, as recorded in the Company's register of members, is in Australia or New Zealand;
 - (ii) you were registered as a holder of fully paid ordinary shares (**Shares**) in the Company as at 5.00pm (WST) on Friday, 22nd October 2021 (being the **Record Date** for the Offer, (**Eligible Shareholder**); and
 - (iii) you are not in the United States and are not acting for the account or benefit of a person in the United States.
- (b) **Optional, but not transferable:** Participation in the Plan is optional, but the right of Eligible Shareholders to participate in the Plan is not transferable.
- (c) **Issue Price:** The Issue Price of New Shares under the Offer is \$0.58 per New Share. The Issue Price represents a discount of 10.8% to the volume weighted average price of Shares, calculated over the last 5 trading days on which sales of Shares were recorded before the day on which the Plan was announced.

In accordance with the requirements of Australian Securities and Investments Commission (ASIC) Corporations (Share and Interest Purchase Plans) Instrument 2019/547, the Company notes that:

- (i) On the last trading day immediately prior to the announcement date of the Offer, the closing price of the Shares traded on the Australian Securities Exchange (ASX) was A\$0.65 per Share. The Issue Price is a 10.8% discount to that closing price.
- (ii) The market price of Shares in the Company may rise and fall between the date of the Offer and the date that any Shares are issued under the Offer.
- (iii) By making an application under this Offer, each Eligible Shareholder will be acknowledging that although the Issue Price is at a discount to the closing price specified above, Shares are a speculative investment and the price of Shares on ASX may change between the date of the Company announcing its intention to make the Offer and the date of issue of Shares under that Offer and that the value of the Shares received under the Offer may rise or fall accordingly.
- (iv) The Issue Price is less than the market price of Shares during a 'specified period' in the 30 days before the date of the Offer (such specified period being the 5 days in which trading in Shares occurred before the date of the announcement of the Offer).

In accordance with ASX Listing Rule 7.2 Exception 5, the Issue Price is equal to or greater than 80% of the volume weighted average price for the 5 days in which trading in the Shares occurred before the date of the announcement of the Offer.

The Board recommends that you obtain your own financial and taxation advice in relation to the Offer and consider price movements of Shares in the Company prior to making an application under this Offer.

The Issue Price is the same as the subscription price for the Placement.

- (d) **Maximum/minimum amounts and increments:** If you are an Eligible Shareholder, you may apply to purchase a parcel of New Shares for a minimum price of \$2,000 and up to a maximum price of \$30,000. Eligible Shareholders have the ability to subscribe for seven different parcels of New Shares as follows:

	Subscription Amount (\$A)	New Shares to be issued calculated at the Issue Price
Option A	\$2,000 (minimum)	3,448
Option B	\$5,000	8,620
Option C	\$10,000	17,241
Option D	\$15,000	25,862
Option E	\$20,000	34,482
Option F	\$25,000	43,103
Option G	\$30,000 (maximum)	51,724

If you have two or more registered holdings of Shares, the total value of all your applications must not exceed \$30,000. The Company reserves the right to decline applications from multiple registered holdings if the total exceeds \$30,000, including where those registered holdings are in similar, but not identical names, are held directly or indirectly, or are held alone or with others.

- (e) **Scale back and oversubscriptions:** The Company is targeting to raise up to \$25 million under the Plan, and in the circumstance that \$25 million is received before the closure of subscriptions, the Directors reserve the right to close the Offer early by announcement of a revised timetable to ASX. However, should total demand exceed this amount, the Directors reserve the right to accept oversubscriptions or to scale back applications in their absolute discretion on a pro-rata basis, at its discretion, by announcement to ASX (subject to the maximum permitted under the ASX Listing Rules). In accordance with ASX Listing Rule 7.2 Exception 5, the total number of New Shares under the Offer must not exceed 30% of the number of Shares currently on issue.

If a scale back is applied, it is Firefinch's intention that the scale back will be applied having regard to the pro rata shareholding of Eligible Shareholders (as at the Record Date) who apply for New Shares. However, Firefinch is not required to conduct a scale back in this way and may scale back the number of New Shares in any manner in its absolute discretion.

If a scale back is applied, you may be issued New Shares to a value that is less than the application amount you applied for. The balance of any application monies that is not applied to acquire New Shares will be returned to you without interest.

Pursuant to the ASX Listing Rules, the maximum number of New Shares that could be issued under the Plan is 30% of the number of Shares already on issue, namely 280,446,735 New Shares. If the Company raises \$25 million under the Plan, 43,103,448 New Shares will be issued.

The allocation of New Shares will be at the absolute discretion of the Directors from time to time – the Company reserves the right to issue fewer New Shares than an Eligible Shareholder applies for under the Plan, or no New Shares, in its absolute discretion or if the Company believes it is not permitted to issue the New Shares as a result of any law or ASX Listing Rule.

Any determination by the Directors in respect of any oversubscriptions or scaling back will be final.

- (f) **Return of excess application monies:** If there is a rejection or Scale back, your application monies may be greater than the value of New Shares issued to you under the Offer, in which case the excess application monies will be refunded to you, without interest, by direct credit deposit to your nominated bank account (where you have given your nomination to the Company's Share Registry) or by cheque paid in Australian dollars.

4. Application procedure

The Offer opens at 9.00am (WST) on Monday, 1st November 2021 and closes at 5.00pm (WST) on Friday, 19th November 2021. No late applications will be accepted; however, the Directors reserve the right to extend the closing date at their discretion or close the Offer early in their sole and absolute discretion.

To apply for New Shares under the Plan:

- (a) Eligible Australian Shareholders **must pay** directly via BPAY®² on the internet or by telephone, in accordance with the **instructions** on the enclosed Application Form (for shareholders with an eligible Australian bank account only).
- (b) a New Zealand shareholder that is unable to pay by BPay® can access alternate electronic payment details online via the Offer Website at <https://firefinchspoffer.thereachagency.com>, or contact the Share Registry on +61 3 9415 4000 at any time from 8.30am to 5.00pm (Melbourne time) Monday to Friday during the Offer period.

BPAY® payment must be received by no later than 5.00pm (WST) on Friday, 19th November 2021.

Full details of how to apply for New Shares under the Plan are set out in the enclosed Terms and Conditions and Application Form.

The Company encourages Shareholders who wish to participate to act promptly in submitting their Application Form.

5. Additional information

You should be aware that the market price of Shares on ASX may rise and fall between the date of the Offer and the date that the New Shares are issued under the Plan. This means that the price you pay per New Share under this Offer may be either higher or lower than the price of Shares at the date of this Offer.

The New Shares are a speculative investment and there can be no certainty that New Shares will trade at or above the Issue Price following completion of the Offer.

The Plan does not take into account the individual investment objectives, financial situation, tax position or particular needs of each Eligible Shareholder. You should consider seeking independent legal, financial and taxation advice before making a decision whether or not to accept the Offer.

The Plan may be changed, suspended or terminated by the Company at any time.

Please carefully read the accompanying Terms and Conditions relating to the Offer, as you will be bound by them if you accept the Offer.

The rights and obligations of the New Shares are contained in the Constitution of the Company (which is available for inspection at the registered office of the Company during the period of the Offer). The New Shares will be issued on the same terms as all other ordinary shares in the Company.

If you have any queries, please contact Computershare Investor Services Pty Limited on 1300 850 505 (within Australia or +61 3 9415 4000 (outside Australia)).

Yours sincerely

Dr Michael Anderson
Managing Director

THIS DOCUMENT MAY NOT BE RELEASED OR DISTRIBUTED IN THE UNITED STATES

² registered to BPAY Limited ABN 69 079 137 518

HOW DO YOU APPLY FOR NEW SHARES UNDER THE OFFER

1. If you want to participate in this Offer, please carefully read the Terms and Conditions relating to the Offer.
2. Once an application has been made it cannot be revoked. All valid applications shall be deemed accepted if received before the closing date of the Offer, being 5.00pm (WST) on Friday, 19th November 2021.

Payment made using BPAY®

3. As you are making a BPAY payment, you do not need to return the Application Form. You can simply make a payment using BPAY® in accordance with the instructions on the Application Form. If paying via BPAY®, Eligible Shareholders should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Eligible Shareholder to ensure that funds are submitted through BPAY® by the date and time mentioned above. If you elect to pay via BPAY®, you must follow the instructions for BPAY® set out in the Application Form (which includes the Biller Code and your unique Customer Reference Number) and **you will not need to return the Application Form.** Ensure that your BPAY® payment reaches the Company by the closing date of the Offer being no later than 5.00pm (WST) on Friday, 19th November 2021. No late payments will be accepted, although the Directors reserve the right to extend the closing date.

If paying by BPAY®, please make sure you use the specific Biller Code and unique Customer Reference Number on your Application Form. If you receive more than one personalised Application Form, you will need to complete individual BPAY® transactions using the Customer Reference Number specific to each individual personalised Application Form that you receive. The maximum investment any Eligible Shareholder may apply for will remain \$30,000 (please refer to the parcel options set out in paragraph 8 of the Terms and Conditions) even if an Eligible Shareholder receives more than

one Offer (whether in respect of a joint holding or because the Eligible Shareholder has more than one holding under a separate account).

Any New Zealand shareholder that is unable to pay by BPay® can access alternate electronic payment details online via the Offer Website at <https://firefinchsppoffer.thereachagency.com>, or contact the Share Registry on +61 3 9415 4000 at any time from 8.30am to 5.00pm (Melbourne time) Monday to Friday during the Offer period.

By using the BPAY facility, you certify you have not exceeded this \$30,000 limit and:

- (a) **if you are a Custodian – you make the certifications set out in paragraph 12 of the Terms and Conditions; and**
- (b) **if you are not a Custodian – you make the certifications set out in paragraph 13 of the Terms and Conditions.**

In determining whether you wish to participate in this Offer, you should seek personal financial and/or taxation advice referable to your own circumstances.

By accepting this Offer, you agree to be bound by the Terms and Conditions of the Offer and the Constitution of the Company.

**FIREFINCH LIMITED
SHARE PURCHASE PLAN TERMS AND
CONDITIONS**

Firefinch Limited (ABN 11 113 931 105) (**Company** or **Firefinch**), would like to offer Eligible Shareholders (as defined in paragraph 3 below) the opportunity to participate in the Firefinch Limited Share Purchase Plan (**Plan**) and subscribe for new fully paid ordinary shares in the Company (**New Shares**) on the terms and conditions set out below (**Terms and Conditions**). The Company is targeting to raise up to \$25 million under the Plan. By accepting the offer to subscribe for New Shares under the Plan, you will have agreed to be bound by these Terms and Conditions and the Company's constitution.

1. ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547

The Offer has been structured to comply with the ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (as may be amended from time to time) (**ASIC Instrument 2019/547**) to enable the Company to issue the New Shares without a prospectus.

2. Key Dates

Event	Date
Record Date for determining entitlement	5.00pm (WST) on 22 October 2021
Opening date and despatch of Offer letter	9.00am (WST) on 1 November 2021
Closing date	5.00pm (WST) on 19 November 2021
Announcement of results	26 November 2021
Issue of New Shares under the Plan and lodge Appendix 2A	26 November 2021
Trading of New Shares expected to commence	29 November 2021

No late applications will be accepted, however the timetable is indicative only. The Company reserves the right to change the timetable or

cancel the Plan at any time before the new Shares are issued, subject to regulatory requirements.

The Company encourages shareholders who wish to participate to act promptly in submitting their Application Form. The Company reserves the right to close the Plan early, in its sole and absolute discretion, should it be considered necessary to do so, by making an announcement to the ASX.

3. Who is eligible to participate in the Offer?

You are eligible to apply for New Shares in the Offer if:

- (a) your registered address, as recorded in the Company's register of members, is in Australia or New Zealand; and
- (b) you were registered as a holder of fully paid ordinary shares in the Company as at 5.00pm (WST) on Friday 22nd October 2021 (being the Record Date for the Offer),

(Eligible Shareholder).

The Offer to each Eligible Shareholder is made on the same Terms and Conditions.

The Offer is non-renounceable, which means you may not transfer your right to subscribe for New Shares under the Offer to anyone else.

4. Foreign offer restrictions

This document may not be released or distributed outside Australia or New Zealand.

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country. In particular, any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

Information for New Zealand investors

The New Shares under the Plan are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the Offer of New

Shares under the Plan is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

5. Is the Offer optional?

The Offer is entirely optional and is subject to these Terms and Conditions. You do not have to participate if you do not want to.

6. How was the Issue Price determined?

The issue price of New Shares under the Offer is \$0.58 per New Share (**Issue Price**). The Issue Price represents a discount of 10.8% to the volume weighted average price of Shares, calculated over the last five trading days on which sales of fully paid ordinary shares in the Company (**Shares**) were recorded before the day on which the Plan was announced.

7. Important information on price risk to consider

Before deciding whether to accept the Offer, you should refer to the current market price of shares in the Company, which can be obtained from the financial pages of your daily newspaper, your stockbroker, your financial adviser, or ASX by searching the Company's code/ticker; FFX. Please note that the market price of Shares in the Company may rise or fall between the date of this Offer and the date when the New Shares are issued to you under the Plan. This means that the price you pay per New Share under this Offer may be either higher or lower than the price of Shares at the date of this Offer.

The New Shares are a speculative investment and there can be no certainty that New Shares will trade at or above the Issue Price following completion of the Offer.

In determining whether you wish to participate in this Offer and the extent to which you participate, you should seek your own personal legal, financial and/or taxation advice referable to your own circumstances.

8. How much can you invest in the Offer?

Subject to paragraph 9, if you are an Eligible Shareholder under the Plan, you can subscribe for New Shares as follows:

	Subscription Amount (\$A)	New Shares to be issued calculated at the Issue Price
Option A	\$2,000 (minimum)	3,448
Option B	\$5,000	8,620
Option C	\$10,000	17,241
Option D	\$15,000	25,862
Option E	\$20,000	34,482
Option F	\$25,000	43,103
Option G	\$30,000 (maximum)	51,724

Please note that the maximum limit of \$30,000 applies to you even if you receive more than one Offer from the Company.

If you are the only registered holder of a holding of Shares, but you receive more than one offer under the Plan (for example, due to multiple registered holdings), you may only apply in aggregate for a maximum of \$30,000 worth of New Shares.

If you are registered with one or more persons as the joint shareholders of a holding of Shares, that joint holding is considered to be a single registered holding for the purposes of the Plan and the joint holders are entitled to participate in the Plan in respect of that single holding only. If the same joint holders receive more than one offer under the Plan due to multiple identical holdings, the joint holders may only apply in aggregate for a maximum of \$30,000 worth of Shares.

By applying to purchase Shares under the Plan, you certify you have not exceeded this \$30,000 limit and

- (a) **if you are a Custodian – you make the certifications set out in paragraph 12 of the Terms and Conditions; and**
- (b) **if you are not a Custodian – you make the certifications set out in paragraph 13 of the Terms and Conditions.**

No fractions of New Shares will be issued. The number of New Shares to be issued to you will be calculated by dividing the aggregate application money that you pay in applying for New Shares by the Issue Price of \$0.58 per Share, then rounding down to the nearest whole number.

9. Scale back and oversubscriptions

The Company is targeting to raise up to \$25 million under the Plan, however, should total demand exceed this amount, the Directors reserve the right to accept oversubscriptions or to scale back applications in their absolute discretion. In the circumstance that \$25 million is received before the closure of subscriptions, the Directors reserve the right to close the Offer early by announcement of a revised timetable to ASX.

Without limiting the above, the Company reserves the right to issue fewer New Shares than an Eligible Shareholder applies for under the Plan, or no New Shares and any determination by the Directors in respect of any scaling back will be final.

Pursuant to the ASX Listing Rules, the maximum number of New Shares that could be issued under the Plan is 30% of the number of fully paid ordinary shares already on issue, namely 280,446,735 New Shares. If the Company raises \$25 million under the Plan, 43,103,448 New Shares will be issued.

In the event the Company wishes to allot fewer New Shares than an Eligible Shareholder applies for or is not permitted to issue all the New Shares offered as a result of any law or ASX Listing Rule, the allocation of New Shares will be at the absolute discretion of the Directors from time to time.

If a scale back occurs, the Company will refund any excess application money to Eligible Shareholders (without interest).

10. Issue of New Shares

The New Shares will be issued within 5 business days after the closing date of the Offer.

The Company's share registry, Computershare Investor Services Pty Limited, will send to you a holding statement for the New Shares in due course.

11. What rights will the New Shares carry?

Once the New Shares are issued, they will rank equally with existing Shares and will carry the same voting rights, dividend rights, and entitlements to dividends, rights issues and bonus issues.

12. Custodian certificate

If on the Record Date you are a custodian within the definition of "custodian" in ASIC Instrument 2019/547 (**Custodian**) and hold Shares in the Company on behalf of one or more persons (each a **Participating Beneficiary**), you may apply for up to a maximum of \$30,000 worth of New Shares for each Participating Beneficiary, subject to providing a notice in writing to the Company on application for New Shares pursuant to the Offer certifying the following:

- (a) either or both of the following:
 - (i) that the Custodian holds Shares on behalf of one or more other persons (**Participating Beneficiaries**) that are not Custodians; and
 - (ii) that another Custodian (**Downstream Custodian**) holds beneficial interests in Shares on behalf of one of more other persons (each a Participating Beneficiary), and the Custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian,

on the Record Date and that each Participating Beneficiary has subsequently instructed the following persons:

- (i) where paragraph 12(a)(i) applies – the Custodian; and
- (ii) where paragraph 12(a)(ii) applies – the Downstream Custodian,

to apply for New Shares on their behalf under the Plan;

- (b) the number of Participating Beneficiaries;

- (c) the name and address of each Participating Beneficiary;
- (d) in respect of each Participating Beneficiary:
 - (i) where paragraph 12(a)(i) applies – the number of Shares that the Custodian holds on their behalf and the number or the dollar amount of New Shares they instructed the Custodian to apply for on their behalf; and
 - (ii) where paragraph 12(a)(ii) applies – the number of Shares to which the beneficial interests relate and the number or the dollar amount of New Shares they instructed the Downstream Custodian to apply for on their behalf;
- (e) that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$30,000:
 - (i) the New Shares applied for by the Custodian on their behalf under the Plan with the instructions referred to in paragraph 12(d); and
 - (ii) any other Shares issued to the Custodian in the 12 months before the application as a result of an instruction given by them to the Custodian or the Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the Plan;
- (f) that a copy of the accompanying Offer document and these Terms and Conditions were given to each Participating Beneficiary; and
- (g) where paragraph 12(a)(ii) applies – the name and address of each Custodian who holds beneficial interests in the Shares held by the Custodian in relation to each Participating Beneficiary,

(Custodian Certificate).

In providing a Custodian Certificate under this paragraph 12, the Custodian may rely on

information provided to it by the Participating Beneficiary and any Custodian who holds beneficial interests in the shares in the Company held by the Custodian.

Please contact Computershare Investor Services Pty Limited on 1300 850 505 (within Australia or +61 3 9415 4000 (outside Australia) for further information about the Custodian application process and for a copy of the Custodian Certificate which is required to be returned with the Application Form.

For the purpose of ASIC Instrument 2019/547, you are a Custodian if you provide a custodial or depository service in relation to Shares and you:

- (a) hold an Australian financial services licence covering the provision of a custodial or depository service;
- (b) are exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;
- (c) hold an Australian financial services licence covering the operation an IDPS or is a responsible entity of an IDPS-like scheme;
- (d) are a trustee of a self-managed superannuation fund or a superannuation master trust; or
- (e) are a registered holder of shares or interests in the class and is noted on the register of members of the body or scheme as holding the shares or interests on account of another person.

If you hold Shares as a trustee or nominee for another person, but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings set out in paragraph 8 apply.

13. Shareholder certificate

Subject to paragraph 12, by submitting an Application Form, together with the appropriate payment in the manner specified in paragraph 17(a), or by making a BPAY® payment in the manner specified in paragraph 17(b), you certify, acknowledge, warrant and represent as true, correct and not misleading to the Company that if you are not a Custodian:

- (a) you are not applying for New Shares with an application price of more than \$30,000 under the Plan (including by instructing a Custodian to acquire New Shares on your behalf under the Plan);
- (b) the total of the application price for the following does not exceed \$30,000 as at the date of issue of the New Shares under the Plan:
 - (i) the New Shares you are applying for;
 - (ii) any Shares or interests in the class issued under a similar arrangement in the 12 months before date of issue of the New Shares under the Plan;
 - (iii) any other New Shares which you have instructed a Custodian to acquire on your behalf under the Plan; and
 - (iv) any other Shares or interests in the class issued to a Custodian under an arrangement similar to the Plan in the 12 months before the date of issue of the New Shares under the Plan as a result of you instructing the Custodian or another Custodian, which resulted in you holding a beneficial interest in the Shares or interests.

14. Costs of participation

The only cost to you associated with the Offer is the Issue Price of the number of New Shares you wish to subscribe for. Under the Offer you do not have to pay for brokerage, commission or other transaction costs which would normally apply when you acquire Shares.

15. Can the Company change the Plan?

The Plan may be changed, suspended or terminated by the Company at any time. If the Company changes, suspends or terminates the Plan it will advise ASX. The accidental omission to give notice of changes to or suspension or termination of the Plan or the non-receipt of any such notice will not invalidate the change, suspension or termination.

16. Directors' participation

The Directors of the Company, as Eligible Shareholders, may participate in the Offer (without having to obtain shareholder approval), on the same terms as all other Eligible Shareholders in the Company. The Directors who are currently Eligible Shareholders have indicated they intend to participate in the Offer.

17. How do you pay for the New Shares?

(a) Payment by BPAY

All amounts in this Offer are expressed in Australian dollars. Your application monies will be held on trust, pending the issue of New Shares and any applicable refund.

You must pay for the New Shares using BPAY® in accordance with the instructions on the Application Form. If paying via BPAY®, Eligible Shareholders should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Eligible Shareholder to ensure that funds are submitted through BPAY® by the date and time mentioned above. If you elect to pay via BPAY®, you must follow the instructions for BPAY® set out in the Application Form (which includes the Biller Code and your unique Customer Reference Number) and you will not need to return the Application Form. Ensure that your BPAY® payment reaches the Company by the closing date of the Offer being no later than 5.00pm (WST) on Friday 19th November 2021. No late payments will be accepted, although the Directors reserve the right to extend the closing date.

When paying by BPAY®, please make sure you use the specific Biller Code and unique Customer Reference Number on your Application Form. If you receive more than one personalised Application Form, you will need to complete individual BPAY® transactions using the Customer Reference Number specific to each individual personalised Application Form that you receive.

The maximum investment any Eligible Shareholder may apply for will remain \$30,000 even if an Eligible Shareholder receives more than one Application Form (whether in respect of a joint holding or because the Eligible Shareholder has more than one holding under a separate account).

Please make the BPAY payment for the exact amount.

(b) BPAY and New Zealand shareholders

Any New Zealand shareholder that is unable to pay by BPay® can access alternate electronic payment details online via the Offer Website at <https://firefinchspopper.thereachagency.com>, or contact the Share Registry on +61 3 9415 4000 at any time from 8.30am to 5.00pm (Melbourne time) Monday to Friday during the Offer period.

Please make your payment for the exact amount.

(c) BPAY Certifications

By using the BPAY facility, you certify you have not exceeded this \$30,000 limit and:

- (a) if you are a Custodian – you make the certifications set out in paragraph 12 of the Terms and Conditions; and
- (b) if you are not a Custodian – you make the certifications set out in paragraph 13 of the Terms and Conditions.

If you do not provide the exact amount, the Company reserves the right to return your BPAY® payment (without interest). If the Company returns your BPAY® payment (without interest), no New Shares will be issued to you.

18. Will the New Shares be quoted on ASX?

The Company will apply for the New Shares issued to you to be quoted on ASX, within the relevant period specified in the ASX Listing Rules.

19. How is a dispute resolved?

The Company may settle any dispute in connection with the Plan in any manner it thinks fit, whether generally or in relation to any participant, application or New Share. The Company's decision shall be final and binding.

The Company reserves the right to waive strict compliance with any provision of these Terms and Conditions.

20. Joint holders/joint beneficiaries

If two or more persons are registered on the Company share register as jointly holding Shares, then they are taken to be a single registered holder of Shares and a certification given by any of them is taken to be a certification given by all of them.

21. Discretions regarding applications

The Company has a broad discretion to accept or reject your application to purchase New Shares under the Plan in whole or in part, including if:

- (a) your BPAY payment is not received, is late, dishonoured, incorrectly completed, incomplete or otherwise determined by the Company to be invalid;
- (b) the Company is not satisfied with your certification for any reason, or if you have not provided certification;
- (c) the amount of BPAY payment is not equal to the amount indicated on the Application Form, in which event the Company will:
 - (i) refund in full your application monies and not allot any New Shares to you; or
 - (ii) allot to you the number of New Shares that would have been allotted had you applied for the highest parcel that is less than the amount of your payment and refund to you the excess of your application monies by direct credit deposit to your nominated bank account or by cheque; or
- (d) the Company has reason to believe that you are not an Eligible Shareholder (subject to compliance with any applicable ASIC or ASX requirements).

The Company must reject applications if required to do so under ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.



Firefinch Limited
ABN 11 113 931 105

For all enquiries:

Phone:
 (within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Web:
 www.investorcentre.com/contact



FFX
MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Make your payment:

 See overleaf for details of the Offer and how to make your payment

Share Purchase Plan Application Form

 **Your payment must be received by 5:00pm (WST) Friday 19 November 2021**

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Firefinch Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Firefinch Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that:

- You are not applying for New Shares with an application price of more than \$30,000 under the Offer (including by instructing a Custodian to acquire New Shares on your behalf under the Offer); and
- The total of the application price does not exceed \$30,000 in relation to:
 - a) the New Shares that are the subject of this application; and
 - b) any other Shares issued to you under the Offer or any similar arrangement in the 12 months before the application (excluding Shares applied for but not issued).

Firefinch Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Firefinch Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Firefinch Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Firefinch Limited does not notify you of that event.

Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESSE sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Choose your payment option

Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Step 3: Make Your Payment

Payment Method

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

Firefinch Limited Share Purchase Plan Application Form
Payment must be received by 5:00pm (WST) Friday 19 November 2021

© Registered to BPAY Pty Limited ABN 69 079 137 518

Turn over for details of the Offer →

Share Purchase Plan Application Form

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STEP 1

Registration Name & Offer Details

 For your security keep your SRN/
HIN confidential.

Registration Name: MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Entitlement No: 12345678

Offer Details: Record date: **5:00pm (WST) Friday 22 October 2021**

Minimum value available to purchase: **\$2,000**

Maximum value available to purchase: **\$30,000**

STEP 2

Choose your payment option (and retain this for your records)

Purchase Details for Firefinch Limited (choose one option)

- \$2,000 worth of New Shares OR \$5,000 worth of New Shares OR \$10,000 worth of New Shares
- \$15,000 worth of New Shares OR \$20,000 worth of New Shares OR \$25,000 worth of New Shares
- \$30,000 worth of New Shares

STEP 3

Make Your Payment by 5:00pm (WST) Friday 19 November 2021

Make your payment via **BPAY** either online or by phone with your bank using the payment details below. If you are unable to pay via **BPAY**, Please call the information line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) to obtain alternative payment instructions.

BPAY



Biller Code: 366112
Ref No: 1234 5678 9123 4567 89

Contact your financial institution to make your payment from your cheque or savings account.

BPAY

Neither Computershare Investor Services Pty Limited (CIS) nor Firefinch Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by the closing date. Eligible Shareholders should use the customer reference number shown on this Application Form when making a BPAY payment.

Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuer (the **issuer**), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at www.computershare.com/au/privacy-policies.