FIN RESOURCES LIMITED
ACN 009 121 644

OPTIONS PROSPECTUS

For an offer of up to 488,750,000 Options (each a **New Option**), comprising:

(a) an offer of up to 425,000,000 New Options to Eligible Participants on a free attaching basis of one (1) New Option for every one (1) Placement Share subscribed for (**Placement Options Offer**); and

(b) an offer of up to 63,750,000 New Options to the Joint Lead Managers (**Joint Lead Manager Offer**).

The Offers open on Tuesday, 15 September 2026 and close at 5:00pm (AWST) on Tuesday, 29 September 2026 (unless extended). Valid Applications must be received before that time.

This Prospectus is also being issued to facilitate the secondary trading of the Shares to be issued upon the exercise of the New Options.

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT SHOULD BE READ IN ITS ENTIRETY.

THE NEW OPTIONS OFFERED IN CONNECTION WITH THIS PROSPECTUS ARE OF A SPECULATIVE NATURE. IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.

IMPORTANT INFORMATION

General

This Prospectus is dated, and was lodged with ASIC on, Tuesday, 15 September 2026. Neither ASIC, ASX nor their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No New Options will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

A copy of this Prospectus is available for inspection at the registered office of the Company at Level 1, 35 Richardson Street, West Perth WA 6005, during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request.

No person is authorised to give any information or to make any representation in connection with the Offers which is not detailed in this Prospectus. Any information or representation not contained in this Prospectus should not be relied on as having been made or authorised by the Company or the Directors in connection with the Offers.

Application Form

The Application Form accompanying this Prospectus is important. Applications for New Options under the Offers may only be made on an Application Form that is attached to, or provided by the Company with a copy of, this Prospectus in either paper or electronic form. The Corporations Act prohibits any person from passing on to another person an Application Form unless it is accompanied by a complete and unaltered copy of this Prospectus.

Please read the instructions in this Prospectus and on the accompanying Application Form regarding the acceptance of the Offers.

By returning an Application Form, you acknowledge that you have received and read this Prospectus and you have acted in accordance with the terms of the Offers to which the Application Form relates and agree to act in accordance with terms and conditions detailed in this Prospectus and the relevant Application Form.

Foreign Investors

This Prospectus does not, and is not intended to, constitute an offer of New Options in any place or jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or to issue this Prospectus. In particular, this Prospectus may not be distributed to any person, and New Options may not be offered or sold, in any country outside Australia or New Zealand.

Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of New Options under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (**TMD**), which is available on the Company's website at https://finresources.com.au/. By making an application under the Offers, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

Transaction Specific Prospectus

This Prospectus is a 'transaction specific prospectus' for an offer of Options to acquire continuously quoted securities (as defined in the Corporations Act), and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

Exposure Period

No exposure period applies to the Offers.

Speculative investment

An investment in the New Options should be considered highly speculative. Refer to Section 3 for details of the key risks applicable to an investment in the Company.

Persons wishing to apply for New Options should read this Prospectus in its entirety in order to make an informed assessment of the assets and liabilities, financial position and performance, profits and losses and prospects of the Company and the rights and liabilities attaching to the New Options (and the underlying Shares on exercise of the New Options).

This Prospectus does not take into account the investment objectives, financial or taxation or particular needs of any Applicant. Before making any investment in the Company, each Applicant should consider whether such an investment is appropriate to his or her particular needs, their individual risk profile for speculative investments, investment objectives and individual financial circumstances. If persons considering applying for New Options have any questions, they should consult their stockbroker, solicitor, accountant or other professional adviser.

Forward-looking statements

This Prospectus may contain forward-looking statements which may be identified by words such as 'believes', 'estimates', 'expects', 'intends', 'may', 'will', 'would', 'could', or 'should' and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management of the Company. Key risks associated with an investment in the Company are detailed in Section 3. These and other factors could cause actual results to differ materially from those expressed in any forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

The Company cannot, and does not, give assurances that the results, performance or achievements expressed or implied in the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

No investment advice

The information contained in this Prospectus is not financial product advice and does not take into account the investment objectives, financial situation or particular needs (including financial and tax issues) of any prospective investor. This Prospectus should not be construed as financial, taxation, legal or other advice. The Company is not licensed to provide financial product advice in respect of its securities or any other financial products.

Taxation

The acquisition and disposal of securities under the Offers may 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 (including the New Options) from a taxation viewpoint and generally.

The Company does not give any taxation advice, and to the maximum extent permitted by law, the Company, its Directors and other officers and each of their respective advisers accept no responsibility or liability for any taxation consequences arising from the subscription for New Options under the Offers. You should consult your own professional tax advisers in regard to tax implications of the Offers.

Website

No document or information included on the Company's website is incorporated by reference into this Prospectus.

Currency

All financial amounts contained in this Prospectus are expressed as Australian dollars unless otherwise stated.

Rounding

Any discrepancies between totals and sums and components in tables contained in this Prospectus are due to rounding.

Time

All references to time in this Prospectus are references to AWST, unless otherwise stated.

Glossary

Defined terms and abbreviations used in this Prospectus are detailed in the glossary of terms in Section 7.

CORPORATE DIRECTORY

Directors

Mr Bruce McFadzean – Chairman and Non-Executive Director

Mr Mark Freeman – Non-Executive Director

Mr Aaron Bertolatti – Non-Executive Director

Company Secretary

Mr Aaron Bertolatti

Registered Office

Level 1, 35 Richardson Street,
West Perth WA 6005

Email: info@finresources.com.au
Website: https://finresources.com.au/

ASX Code

FIN

Legal Adviser

Thomsons
Level 29, Central Park Tower
152-158 St Georges Terrace
Perth WA 6000

Auditors*

BDO Audit Pty Ltd
Level 9, Mia Yellagonga Tower 2,
5 Spring Street, Perth WA 6000

Share Registry*

Computershare Investor Services Pty Ltd
Level 17, 221 St Georges Terrace,
Perth WA 6000

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

*This party is named for informational purposes only and was not involved in the preparation of this Prospectus.

INDICATIVE TIMETABLE

Event	Date*
Lodgement of Prospectus with ASIC and ASX	Tuesday, 15 September 2026
Opening Date of the Offers	Tuesday, 15 September 2026
Closing Date	5:00pm (AWST) Tuesday, 29 September 2026
Issue of New Options	Thursday, 1 October 2026
Official Quotation of the New Options (subject to ASX granting Official Quotation)	Friday, 2 October 2026

The above timetable is indicative only and subject to change. Subject to the Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice. Any extension of the Closing Date will have a consequential effect on the allotment of the New Options.

1 Details of the Offers

1.1 Background

On 3 August 2026, the Company announced that it had received firm commitments for a placement of 425,000,000 Shares at $0.004 per Share to raise up to approximately $1.7 million (before costs) (**Placement**). The Placement is to be undertaken in two tranches, comprising:

(a) the first tranche of 216,473,416 Shares (**Tranche 1**). 186,638,416 Shares were issued on 11 August 2026 and 29,835,000 Shares were issued on 17 August 2026 using the Company's placement capacity under Listing Rule 7.1; and

(b) the second tranche of 208,526,584 Shares (**Tranche 2**), which is proposed to be issued subject to obtaining Shareholder approval at the Company's general meeting to be held on 18 September 2026 (**Meeting**),

(together, the **Placement Shares**).

The Placement Shares were offered with one free attaching New Option, with an exercise price of $0.008 and an expiry date of 31 December 2028, for every one Placement Share subscribed for. The issue of New Options under the Placement Options Offer is subject to Shareholder approval. The Company will seek Shareholder approval for the issue of the New Options at the Meeting.

GBA Capital Pty Ltd, Max Capital Pty Ltd and Peak Asset Management Pty Ltd acted as Joint lead Managers to the Placement (**Joint Lead Managers**). The Company has agreed to issue 63,750,000 New Options to the Joint Lead Managers (and/or their respective nominee(s)) as part consideration for lead manager services provided in connection with the Placement, subject to Shareholder approval. Refer to Section 5.6 for further details.

The offer and issue of New Options to:

(a) the participants in the Placement (**Eligible Participants**) pursuant to the Placement Options Offer is detailed in Section 1.2 below; and

(b) the Joint Lead Managers (and/or their respective nominee(s)) pursuant to the Joint Lead Manager Offer is detailed in Section 1.3 below.

1.2 Placement Options Offer

The Placement Options Offer is an offer of up to 425,000,000 New Options (subject to rounding) to the Eligible Participants. The Placement Options Offer is not open for the general public and only Eligible Participants may apply for New Options under the Placement Options Offer.

The New Options to be issued under the Placement Options Offer will be offered on a free attaching basis to the Placement Shares and no consideration will be payable. No funds will be raised as a result of the issue of New Options under the Placement Options Offer.

The issue of New Options under the Placement Options Offer is subject to Shareholder approval.

An Application Form in relation to the Placement Options Offer will be sent to each Eligible Participant together with a copy of this Prospectus. Refer to Section 1.11(a) for further details on how to apply for New Options.

Where the determination of the entitlement of Eligible Participants results in a fraction of a New Option, such fraction will be rounded down to the nearest whole New Option.

The terms and conditions of the New Options to be issued pursuant to the Placement Options Offer and the rights attaching to the underlying Shares are detailed in Section 4.

1.3 Joint Lead Manager Offer

In consideration for the services provided by the Joint Lead Managers with respect to the Placement, the Company is offering, pursuant to this Prospectus, an aggregate of 63,750,000 New Options to the Joint Lead Managers (and/or their respective nominee(s)) pursuant to the Joint Lead Manager Offer.

The New Options to be issued under the Joint Lead Manager Offer will be issued for nominal cash consideration of $0.000001 each.

The Company will only raise a nominal amount from the issue of the New Options under the Joint Lead Manager Offer.

The issue of New Options under the Joint Lead Manager Offer is subject to Shareholder approval.

Where the determination of the entitlement of the Joint Lead Managers results in a fraction of a New Option, such fraction will be rounded down to the nearest whole New Option.

The terms and conditions of the New Options to be issued pursuant to the Joint Lead Manager Offer and the rights attaching to the underlying Shares are detailed in Section 4.

1.4 Purpose of this Prospectus

The purpose of this Prospectus is to:

(a) make the Offers;

(b) subject to Official Quotation being granted by the ASX, facilitate any potential secondary trading of New Options and to enable persons who are issued the New Options to on-sell the New Options within 12 months of their issue; and

(c) ensure that the on-sale of the underlying Shares to be issued upon the conversion of the New Options is in accordance with *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2026/94*.

1.5 On-Sale of underlying Shares

This Prospectus has been prepared for the offer of New Options under the Offers so that the relief provided under *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2026/94*, with respect to the on-sale provisions of section 707 of the Corporations Act, is available. Specifically, if the New Options are issued with disclosure under this Prospectus, then the Shares issued upon any exercise of any of the New Options can be on-sold within 12 months of their issue without a disclosure document being required for that on-sale, as the New Options are issued with disclosure and the exercise of any New Option does not involve any further offer.

1.6 Quotation of New Options

The Company proposes to seek quotation of the New Options subject to satisfying the quotation requirements of ASX. The New Options will only be admitted to quotation by ASX if the conditions for quotation of a new class of securities are satisfied, otherwise the New Options will be unquoted securities.

The conditions for quotation of the New Options include, but are not limited to, the following:

(a) the terms of the New Options must comply with Chapter 6 of the Listing Rules; and

(b) there must be at least 100,000 New Options on issue and 50 holders holding a marketable parcel of New Options.

Application will be made to ASX no later than seven (7) days after the date of this Prospectus for Official Quotation of the New Options offered under this Prospectus.

Failure to obtain Official Quotation of the New Options will not prevent the issue of New Options and will not cause any such issue to be void pursuant to the Corporations Act as the Offers are not conditional upon Official Quotation being granted.

If ASX does not grant Official Quotation of the New Options within three (3) months after the date of this Prospectus (or such period as the ASX allows), the New Options offered pursuant to the Offers will not be able to be traded on the ASX.

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may grant Official Quotation is not to be taken in any way as an indication of the merits of the Company or the New Options.

1.7 Minimum subscription

There is no minimum subscription in relation to the Offers.

1.8 Opening Date and Closing Date

The Company will accept:

(a) Application Forms in respect of the Placement Options Offer from Eligible Participants; and

(b) Application Forms in respect of the Joint Lead Manager Offer from the Joint Lead Managers (and/or their respective nominee(s)),

from the Opening Date until 5:00pm (AWST) on the Closing Date or such other date as the Directors in their sole discretion determine.

The Company reserves the right, subject to the Corporations Act and the Listing Rules, to vary the Closing Date of the Offers without prior notice. If a closing date is varied, subsequent dates may also be varied accordingly.

1.9 Not underwritten

The Offers are not underwritten.

1.10 Risks of the Offers

As with any investment in securities, there are risks associated with investing in the Company. However, having regard to the risks applicable to the Company and its business as detailed in Section 3, investors should be aware that an investment in the Company should be considered highly speculative and there exists a risk that you may, in the future, lose some or all of the value of your investment.

Before deciding to invest in the Company, investors should read this Prospectus in its entirety, in particular the specific risks associated with an investment in the Company (detailed in Section 3), and should consider all factors in light of their personal circumstances and seek appropriate professional advice.

1.11 Application Forms

The Company will send this Prospectus, together with the Application Form, to selected persons whom the Directors determine are eligible to participate in an Offer. An Application is an offer by the Applicant to the Company to apply for the amount of New Options specified in the Application, or any lesser number of New Options as determined by the Company, on the terms set out in this Prospectus.

The Company's decision on the number of New Options to be issued to an Applicant under any of the Offers (or whether to refuse to issue the New Options) will be final.

Applications must comply with this Prospectus and instructions on the relevant Application Form.

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company for the issue of the New Options specified in the Application Form (or such number as determined by the Company in its sole discretion).

If the Application Form is not completed correctly, the Company may determine in its sole discretion the validity of such an Application Form.

(a) ***Placement Options Offer***

An Application Form will be issued to each Eligible Participant together with a copy of this Prospectus.

If you are an Eligible Participant and wish to subscribe for New Options, you should complete and return the Application Form in accordance with the instructions on the Application Form.

Application Forms must be received by the Company no later than 5:00pm (AWST) on the Closing Date.

(b) ***Joint Lead Manager Offer***

The Joint Lead Manager Offer is an offer to the Joint Lead Managers (and/or their respective nominee(s)).

An Application Form will be issued to each of the Joint Lead Managers together with a copy of this Prospectus.

Application Forms must be received by the Company no later than 5:00pm (AWST) on the Closing Date.

1.12 Issue of New Options

The issue of New Options pursuant to the Offers will take place as soon as practicable after the Closing Date of the Offers.

1.13 Applicants outside Australia

Applicable laws may restrict the distribution of this Prospectus outside of Australia. The Offers under this Prospectus do not, and the Company does not intend them to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

1.14 Withdrawal

The Directors may at any time decide to withdraw this Prospectus and the Offers.

1.15 CHESS

The Company participates in the Clearing House Electronic Subregister System, known as CHESS. ASX Settlement, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and Securities Clearing House Business Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of the New Options.

If you are broker sponsored, ASX Settlement will send you a CHESS statement.

The CHESS statement will set out the number of New Options issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the New Options.

If you are registered on the Issuer Sponsored subregister, your statement will be dispatched by the Share Registry and will detail the number of New Options issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

1.16 Taxation implications

The Directors do not consider it appropriate to give investors advice regarding the taxation consequences of subscribing for the New Options under this Prospectus (nor of exercising any New Options into Shares). The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, Applicants should consult their professional tax adviser in connection with subscribing for New Options.

1.17 Major activities and financial information

A summary of the major activities and financial information relating to the Company can be found in the Company's Annual Report for the year ended 30 June 2025 lodged with ASX on 25 September 2025 and Half Year Report for the half year ended 31 December 2025 lodged with ASX on 12 March 2026.

The Company has made continuous disclosure notices (i.e. ASX announcements) since the lodgement of its Annual Report. The Company's continuous disclosure notices (i.e. ASX announcements) since the lodgement of its Annual Report are detailed in Section 5.1.

Copies of these documents are available free of charge from the Company or the Company's website: https://finresources.com.au/. The Directors recommend that investors review these and all other announcements prior to deciding whether or not to participate in the Offers.

1.18 Privacy

The Company collects information about each Applicant provided on an Application Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes detailed in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Application Form, the Company may not accept or process your Application.

An Applicant has an entitlement to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

1.19 Enquiries

Enquiries relating to this Prospectus or the Offers should be directed to the Company Secretary at info@finresources.com.au.

2 Effect of the Offers

2.1 Effect on the Capital Structure

The effect of the Offers on the capital structure of the Company, assuming all Eligible Participants and the Joint Lead Managers (and/or their respective nominee(s)) accept the Offers and no convertible securities are exercised into Shares, is as follows:

Class	Shares	Options	Performance Rights
Securities on issue at the date of this Prospectus	1,694,129,522[1]	215,384,615[2]	60,000,000
Shares offered under Tranche 2[3]	208,526,584	-	-
New Options offered pursuant to the Placement Options Offer[4]	-	425,000,000	-
New Options offered pursuant to the Joint Lead Manager Offer[5]	-	63,750,000	-
Total	**1,902,656,106**	**704,134,615**	**60,000,000**

Notes:

1. This figure includes the Tranche 1 Shares, being 216,473,416 Shares. 186,638,416 Shares were issued on 11 August 2026 and 29,835,000 Shares were issued on 17 August 2026.
2. The Options on issue are as follows:
   a. 65,384,615 Options with an exercise price of $0.00845 and expiring on 31 December 2027.
   b. 55,000,000 Options with an exercise price of $0.00975 and expiring on 31 December 2028.
   c. 30,000,000 Options with an exercise price of $0.005 and expiring on 23 April 2028.
   d. 60,000,000 Options with an exercise price of $0.0175 and expiring on 10 April 2029.
   e. 5,000,000 Options with an exercise price of $0.02 and expiring on 1 December 2026.
3. The issue of Shares under Tranche 2 is subject to Shareholder approval being obtained at the Meeting.
4. The issue of New Options under the Placement Options Offer is subject to Shareholder approval being obtained at the Meeting.
5. The issue of New Options under the Joint Lead Manager Offer is subject to Shareholder approval being obtained at the Meeting.

2.2 Effect of the Offers on the Company

No funds will be raised pursuant to the issue of the Placement Options Offer. The Company will raise a nominal amount from the issue of the New Options under the Joint Lead Manager Offer.

The expenses of the Offers are estimated to be approximately $37,511 (excluding GST) and will be met utilising the Company's existing cash reserves. Accordingly, the initial financial effect of the Offers will be the decrease in the Company's existing cash reserves by up to approximately $37,511 immediately after completion of the Offers. Refer to Section 5.10 for details on the estimated expenses of the Offers.

However, if all New Options under the Offers are exercised before the expiry date, the Company will raise approximately $3,910,000 in cash. The Company has not yet determined what, if any, funds to be raised upon any exercise of the New Options may be utilised for.

2.3 Effect on control

The issue of the New Options pursuant to the Offers will not have an impact on the control of the Company.

3 Risk Factors

The New Options offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free. The proposed future activities of the Company are subject to risks and other factors that may affect its future performance. Some of these risks can be mitigated by the use of safeguards and appropriate controls. However, many of the risks are outside the control of the Directors and management of the Company and cannot be mitigated.

The risks described in this Section 4 are not an exhaustive list of the risks faced by the Company or by investors in the Company. This Section 4 should be considered in conjunction with other information in this Prospectus. The risks described, and others not specifically referred to, in this Section 4 may in the future materially affect the financial performance and position of the Company and the value of the New Options offered under this Prospectus (and Shares following the exercise of the New Options). The risks described in this Section 4 also necessarily include forward looking statements. Actual events may be materially different to those described and may therefore affect the Company in a different way.

Investors should be aware that the performance of the Company may be affected and the value of its securities may rise or fall over any given period. None of the Directors or any person associated with the Company guarantees the Company's performance, the performance of the securities or the market price at which the securities will trade. The Directors strongly recommend that potential investors consider the risks detailed in this Section 4, together with information contained elsewhere in this Prospectus, and consult their professional advisers, before they decide whether to apply for securities.

3.1 Risks specific to the Company and the Offers

The current and future operations of the Company may be affected by a range of factors, including:

(a) **Tenure**

The Company's exploration activities are dependent upon the maintenance and renewal of the mineral claims, licences and other mineral tenure comprising its projects. The Company's projects are located in Canada and Australia and are subject to the relevant federal and provincial mining, environmental and other regulatory regimes applicable in those jurisdictions.

Mineral tenure is generally subject to compliance with applicable laws and regulatory requirements, including expenditure or work commitments, reporting requirements and the payment of applicable fees. There is no guarantee that the Company's existing mineral tenure will be maintained or renewed on acceptable terms, or at all.

The loss of, or inability to maintain or renew, any material mineral tenure could result in the Company losing its interest in, or ability to undertake exploration activities on, the relevant project area and may have a material adverse effect on the Company's operations and prospects.

(b) **Exploration risk**

Mineral exploration is inherently speculative and involves a significant degree of uncertainty. There can be no assurance that the Company's exploration activities will result in the discovery or delineation of mineralisation of sufficient quantity or grade to support the estimation of a Mineral Resource or Ore Reserve or, ultimately, the development of an economically viable mining operation.

Exploration results and any geological interpretations are based on available data and assumptions which may prove to be inaccurate as additional information becomes available. Even where mineralisation is identified, further exploration, technical studies and evaluation will be required to determine whether that mineralisation can be economically extracted.

The Company's exploration activities may also be affected by factors outside its control, including geological conditions, weather, seasonal access constraints, availability of equipment and contractors, regulatory approvals and increases in exploration costs.

(c) **Access Agreements**

The Company's ability to undertake exploration activities is dependent upon it obtaining and maintaining access to the land comprising its projects. The Company's projects may be subject to land access requirements and consultation obligations with landowners, First Nations and other Indigenous communities and stakeholders whose rights and interests may be affected by exploration activities.

Access to certain areas may be restricted or subject to conditions, and the Company may be required to enter into access, consultation, benefit or other agreements or arrangements before undertaking certain activities. There is no assurance that required access arrangements or agreements will be obtained or maintained on commercially acceptable terms, or within the timeframe anticipated by the Company.

Consultation and negotiation processes may also result in additional conditions, costs or delays. Any inability to obtain or maintain required access could delay, restrict or prevent the Company from carrying out exploration activities and may adversely affect the Company's operations and prospects.

(d) **Future capital risk**

The Company's ability to advance its exploration projects and execute its business strategy is dependent upon its ability to obtain sufficient funding. The Company may require additional capital to fund future exploration activities, project evaluation, working capital and its other corporate activities.

There can be no assurance that additional funding will be available when required or, if available, that it will be available on terms acceptable to the Company. The Company's ability to obtain funding may be affected by factors including market conditions, investor sentiment, commodity prices, exploration results and the Company's financial and operational performance.

If the Company is unable to obtain sufficient funding when required, it may be necessary to delay, scale back or discontinue exploration or other activities. Any future equity raising may also dilute the interests of existing Shareholders and may be undertaken at an issue price below the prevailing market price of the Company's Shares.

(e) **Contractual risk**

The Company is party to, and may in the future enter into, agreements with third parties in connection with its projects and exploration activities. There is a risk that a counterparty may fail to perform its obligations under an agreement, dispute the interpretation or enforceability of an agreement or otherwise default on its contractual obligations.

If a counterparty defaults or a contractual dispute arises, the Company may be required to commence or defend legal proceedings or pursue other remedies to enforce its rights. Such proceedings may be costly and time consuming and there can be no assurance that the Company will be successful.

A material breach or default by a counterparty, or the termination or loss of a material agreement, could adversely affect the Company's ability to undertake its proposed exploration activities and achieve its stated objectives.

(f) **Environmental**

The Company has environmental liabilities associated with its tenements which arise as a consequence of its operations. The Company monitors its ongoing environmental obligations and risks and implements rehabilitation and corrective actions as appropriate.

(g) **Loss of key management personnel**

The resources sector is currently highly competitive with significant cost escalation and wage growth. The loss of key management personnel would impact the Company's ability to undertake activities in a timely manner.

(h) **Regulatory and compliance risk**

Amendments to laws, regulations and permits governing operations and activities of mining companies, or the more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, operating costs, or abandonment or delays in exploration activities.

There can be no assurance that the renewal of permits which the Company may require for future exploration will be obtainable on reasonable terms or on a timely basis, or that such laws and regulations would not have an adverse effect on any project which the Company may undertake.

Failure to comply with applicable laws, regulations and permits may result in enforcement actions thereunder, including the forfeiture of claims, orders issued by regulatory or judicial authorities requiring operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or costly remedial actions. The Company may be required to compensate those suffering loss or damage by reason of its mineral exploration activities and may have civil or criminal fines or penalties imposed for violations of such laws, regulations and permits.

(i) **Supplier risk**

High local, regional or global demand for exploration and development equipment and infrastructure and experienced operators of this equipment may adversely affect the Company's operations. The Company may not always have access to experienced crews, drill rigs, and operators and this may cause delays in the Company's exploration and development programs, which may result in increased costs in relation to the Company's current and future projects.

(j) **Occupational health and safety risks**

The Company’s exploration activities are subject to risks associated with occupational health and safety. Exploration activities may involve the use of heavy machinery and equipment, vehicle movements, drilling activities, field work in remote locations and exposure to adverse weather and environmental conditions.

The Company is required to comply with applicable occupational health and safety laws and regulations in the jurisdictions in which it operates. Notwithstanding the Company’s implementation of appropriate health and safety policies and procedures, there is a risk that accidents, injuries or other incidents may occur.

Any such incident may result in personal injury, damage to property or equipment, interruption or suspension of exploration activities, regulatory investigation or enforcement action, increased costs or potential liability to the Company, any of which may adversely affect the Company’s operations and financial performance.

(k) **Climate change**

There are a number of climate-related factors that may affect the Company’s business. Climate change or prolonged periods of adverse weather and climatic conditions (including rising sea levels, floods, hail, drought, water scarcity, temperature extremes, frosts, earthquakes and pestilences) may have an adverse effect on the Company’s ability to access its projects and therefore the Company’s ability to carry out services.

3.2 **General Risks**

(a) **Securities investments**

There are risks associated with any securities investment.

There is no guarantee that an active trading market in the Company's securities will continue or that the price of the Company's securities will increase. The prices at which the Company's securities trade may fluctuate in response to a number of factors.

Further, the stock market is prone to price and volume fluctuations. There can be no guarantee that trading prices will be sustained. These factors may materially affect the market price of the Company's securities, regardless of the Company's operational performance.

Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(b) **Economic risk**

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Similarly, share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Factors that may contribute to that general economic climate and the market price of securities include, but are not limited to:

(i) changes in government policies, taxation and other laws;

(ii) the strength of the equity and share markets in Australia and throughout the world;

(iii) movement in, or outlook on, exchange rates, interest rates and inflation rates;

(iv) industrial disputes in Australia and overseas;

(v) changes in investor sentiment toward particular market sectors or commodities;

(vi) financial failure or default by an entity with which the Company may become involved in a contractual relationship; and

(vii) natural disasters, social upheaval, war (such as impacts of the war in Ukraine or Gaza) or acts of terrorism.

(c) **Tax law and application**

The application of and changes in relevant tax laws (such as income tax, goods and services tax (or equivalent) and stamp duty), rules relating to deductible liabilities, or changes in the way those tax laws are interpreted, will or may impact the tax liabilities of the Company or the tax treatment of an investment in securities. An interpretation or application of tax laws or regulations by a relevant tax authority that is contrary to the Company's view of those laws may increase the amount of tax paid or payable by the Company.

Both the level and basis of tax may change. Any changes to the current rates of taxes and/or any changes in tax rules and tax arrangements may increase the amount of tax paid or payable by the Company and may also impact securityholders.

(d) **Commodity price volatility and exchange rate risks**

The Company is exposed to the risks of commodity price volatility and exchange rate fluctuations increasing the Company's costs.

Also, if the Company achieves success leading to mineral production (which may never occur), the revenue it will derive through the sale of product will expose the potential income of the Company to commodity price and exchange rate risks.

Commodity prices and exchange rates fluctuate and are affected by numerous factors beyond the control of the Company.

(e) **Competition**

Like many industries, the resources industry is subject to domestic and global competition. The Company has no influence or control over the activities or actions of its competitors and these activities or actions may positively or negatively affect the operating and financial performance of the Company's projects and business.

Many of these companies have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. Many of the Company's competitors not only explore for and produce minerals, but also carry out refining operations and produce other products on a worldwide basis. There can be no assurance that the Company can compete effectively with these companies.

(f) **Litigation risks**

Legal proceedings may arise from time to time in the course of the Company's activities. Legal proceedings brought by third parties including but not limited to joint venture partners or employees could negatively impact the Company.

(g) **Unforeseen expenses**

The Company may incur unforeseen expenses. In those circumstances, the expenditure proposals of the Company may be adversely affected.

(h) **Force Majeure**

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company such as labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(i) **Insurance**

The Company intends to insure its operations in accordance with industry practice. However, insurance of all risks associated with exploration, development and mining activities is not always available and, where it is available, the cost may be prohibitively high. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

(j) **Accounting standards**

Australian Accounting Standards (**AAS**) are adopted by the Australian Accounting Standards Board (**AASB**) and are not within the control of the Company and the Directors. The AASB may, from time to time, introduce new or refined AAS, which may affect the future measurement and recognition of key statement of profit or loss and statement of financial position items. There is also a risk that interpretation of existing AAS, including those relating to the measurement and recognition of key statement of profit or loss or statement of financial position items may differ. Any changes to the AAS or to the interpretation of those standards may have an adverse effect on the reported financial performance and position of the Company.

(k) **Expected future events may not occur**

Certain statements in this Prospectus (and in the Company's ASX announcements) constitute forward looking statements. Such forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance and achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. Given these uncertainties, prospective securityholders should not place undue reliance on such forward-looking statements. In addition, under no circumstances should forward looking statements be regarded as a representation or warranty by the Company, or any other person referred to in this Prospectus, that a particular outcome or future event is guaranteed.

(l) **Trading in securities may not be liquid**

There is no guarantee that there will be an ongoing liquid market for securities of the Company. Accordingly, there is a risk that, should the market or the securities become illiquid, the securityholders will be unable to realise their investment in the Company.

3.3 Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above may, in the future, materially affect the financial performance of the Company and the value of its securities.

Therefore, the New Options and the Shares to be issued following the exercise of New Options carry no guarantee with respect to the payment of dividends or returns of capital. Potential investors should consider that the investment in the Company is speculative and should consult their professional adviser before deciding whether to apply for the New Options pursuant to this Prospectus.

4 Rights attaching to Securities

4.1 Terms and conditions of New Options

The terms of the New Options are summarised below:

(a) **Entitlement**

Each New Option entitles the holder (**Holder**) to subscribe for one (1) Share upon exercise of the New Option.

(b) **Exercise Price**

Subject to Section 4.1(i), the amount payable upon exercise of each New Option will be $0.008 (**Exercise Price**).

(c) **Expiry Date**

Each New Option will expire at 5:00pm (AWST) on 31 December 2028 (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The New Options are exercised at any time from the date of issue until the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The New Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the New Options certificate (**Notice of Exercise**) and payment of the Exercise Price for each New Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each New Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Following the Exercise Date and within the time period specified by the Listing Rules, the Company will:

(i) issue the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Notice of Exercise; and

(ii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the New Options.

Also, if required, the Company will give ASX a notice that complies with section 708A(5)(e) of the Corporations Act (**Cleansing Notice**), or, if the Company is unable to issue a Cleansing Notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors. If a Cleansing Notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the New Options rank equally with the then issued Shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a Holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the New Options and Holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options without exercising the New Options.

(k) **Change in Exercise Price or number of underlying securities**

Subject to Section 4.1(i), a New Option does not confer a right to a change in Exercise Price or a change in the number of underlying securities over which the New Option can be exercised.

(l) **Transferability**

A New Option is transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(m) **ASX Listing**

Subject to meeting the spread requirements under the Listing Rules, the Company will seek quotation of the New Options on ASX.

4.2 **Rights and Liabilities of underlying Shares**

A summary of the rights attaching to Shares is detailed below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be an exhaustive list, or to constitute a definitive statement, of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities that attach to Shares in any specific circumstances, the Shareholders should seek legal advice.

(a) **General meetings**

Directors may call a general meeting of Shareholders whenever they think fit. Shareholders may requisition meetings in accordance with the Corporations Act.

A general meeting may be held at two or more venues simultaneously using any technology that gives the Shareholders as a whole a reasonable opportunity to participate.

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

The Company will also hold annual general meetings in accordance with the requirements of the Corporations Act.

(b) **Voting rights**

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at meetings of Shareholders or classes of Shareholders:

(i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;

(ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote (even though he or she may represent more than one member); and

(iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder 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).

A poll may be demanded before or immediately upon the declaration of the result of the show of hands by the chairman of the general meeting, at least 5 Shareholders present in person or by proxy, attorney or representative having the right to vote on the resolution or any one or more Shareholders holding not less than 5% of the total voting rights of all Shareholders having the right to vote on the resolution.

(c) **Dividend rights**

The Directors may from time to time declare and pay or credit a dividend in accordance with the Corporations Act. Subject to any special right as to dividends attaching to a Share, the Directors may from time to time decide to pay a dividend to the Shareholder entitled to the dividend which shall be payable on all the Shares according to the proportion that the amount paid (excluding amounts credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

No dividends shall be payable except out of a fund, reserve or profits. No interest is payable in respect of dividends.

Subject to and in accordance with the Corporations Act and the Listing Rules, the Directors may from time to time declare and authorise the distribution of dividends to the Shareholders. Subject to any special rights attaching to the Shares, any dividend must be distributed according to the amount paid up on the Shares.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set a value as the liquidator considers fair upon any property to be so decided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders. No member is obliged to accept any Shares, securities or other assets in respect of which there is any liability.

(e) **Shareholder liability**

Fully paid ordinary shares are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) **Transfer of Shares**

Generally, Shares in the Company 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 Corporations Act and the Listing Rules.

The Directors may also refuse to register a transfer where permitted or required by the Listing Rules, including transfers of restricted securities in breach of an applicable escrow arrangement.

(g) **Variation of Rights**

Pursuant to section 246B of the 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.

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 or abrogated 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.

(h) **Alteration of Constitution**

Under the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

4.3 Dividend policy

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company and no forecast is made of any of those matters.

5 Additional Information

5.1 Continuous disclosure obligations

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act, and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The New Options are Options over the Shares and the Shares have been quoted on the official list of the ASX during the three (3) months prior to the issue of this Prospectus.

This Prospectus is a 'transaction specific prospectus' to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities, or option to acquire securities, in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus. In general terms 'transaction specific prospectuses' are only required to contain information in relation to the effect of the issue of New Options and the rights attaching to the New Options (and the underlying Shares). It is not necessary to include general information in relation to all of the assets and liabilities, the financial position, profits and losses or prospects of the Company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three (3) months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

(a) it is subject to regular reporting and disclosure obligations;

(b) copies of documents lodged with ASIC (not being documents referred to in section 1274(2)(a) of the Corporations Act may be obtained from, or inspected at, the offices of ASIC; and

(c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:

    (i) the Annual Report, being the annual financial report for the year ended 30 June 2025 lodged with ASIC on 25 September 2025;

    (ii) the Half Year Report, being the half year financial report for the half year ended 31 December 2025 lodged with ASIC on 12 March 2026; and

    (iii) any continuous disclosure notices announced by the Company to ASX after the lodgement of the Annual Report and before the lodgement of this Prospectus with ASIC.

Copies of all documents lodged with ASIC in relation to the Company can be inspected at the registered office of the Company during normal business hours.

The Company has lodged the following announcements with ASX since the lodgement of its Annual Report:

Date Lodged	Subject of Announcement
25 September 2025	Appendix 4G and Corporate Governance Statement 2025
17 October 2025	Letter to Shareholders, Notice of AGM and Proxy Form
27 October 2025	Trading Halt
29 October 2025	FIN to Acquire High-Grade Cabin Lake Gold Project in Canada
29 October 2025	Proposed issue of securities - FIN
31 October 2025	Quarterly Activities Report & Appendix 5B
3 November 2025	Ceasing to be a substantial holder
5 November 2025	Application for quotation of securities - FIN
5 November 2025	Section 708(A) Cleansing Notice - Share Issue
21 November 2025	Results of Annual General Meeting
24 November 2025	Letter to Shareholders, Notice of GM and Proxy Form
26 November 2025	Technical Team Strengthened as On-Site Assessment Begins
27 November 2025	Application for quotation of securities - FIN
27 November 2025	Section 708(A) Cleansing Notice – Share Issue
27 November 2025	Change of Directors Interest Notice x 2
8 December 2025	Cabin Lake Gold Project On-Ground Exploration Advancing
12 December 2025	Amended – Cabin Lake Project On-Ground Exploration Advancing
30 December 2025	Results of General Meeting
31 December 2025	Notification regarding unquoted securities - FIN
31 December 2025	Notification regarding unquoted securities - FIN
31 December 2025	Application for quotation of securities - FIN
31 December 2025	Application for quotation of securities - FIN
31 December 2025	Application for quotation of securities - FIN
31 December 2025	Change of Director's Interest Notice
31 December 2025	Section 708(A) Cleansing Notice - Share Issue
14 January 2026	Change in substantial holding
30 January 2026	FIN to Commence Maiden Drilling at Cabin Lake Gold Project
30 January 2026	Quarterly Activities Report & Appendix 5B
4 February 2026	Cabin Lake Assays Upgraded Through Core Resampling
9 February 2026	Trading Halt

Date Lodged	Subject of Announcement
10 February 2026	Placement Raises A$3.75m to fund Drilling at Cabin Lake
10 February 2026	Proposed issue of securities - FIN
10 February 2026	Application for quotation of securities - FIN
10 February 2026	Section 708(A) Cleansing Notice - Share Issue
19 February 2026	Application for quotation of securities - FIN
19 February 2026	Section 708(A) Cleansing Notice - Share Issue
27 February 2026	Land Use Permit Assignment Finalised Cabin Lake Acquisition
27 February 2026	Notification regarding unquoted securities - FIN
27 February 2026	Application for quotation of securities - FIN
27 February 2026	Section 708(A) Cleansing Notice – Share Issue
27 February 2026	Letter to Shareholders, Notice GM and Proxy Form
4 March 2026	Investor Presentation - Cabin Lake Gold Project March 2026
12 March 2026	Half Yearly Report and Accounts - 31 December 2025
16 March 2026	Drilling Commences at High-Grade Cabin Lake Gold Project
27 March 2026	First Cabin Lake Hole Intersects Broad Sulphide Bearing BIF
31 March 2026	Results of General Meeting
10 April 2026	Application for quotation of securities - FIN
10 April 2026	Section 708(A) Cleansing Notice - Share Issue
10 April 2026	Notification regarding unquoted securities - FIN
13 April 2026	Director Appointment, Resignation and Chairman Transition
13 April 2026	Final Director's Interest Notice
13 April 2026	Initial Director's Interest Notice
15 April 2026	Massive Sulphide Mineralisation Confirmed at Arrow Prospect
28 April 2026	26.2M at 12 G/T AU Confirms Board High-Grade Gold System
30 April 2026	Quarterly Activities Report & Appendix 5B
20 May 2026	Multiple Shallow High-Grade Gold Zones Confirmed
15 June 2026	Shallow High-Grade Gold Confirmed and New Targets Identified
19 June 2026	FIN Awarded Government Grant to Expand Cabin Lake Geophysics
25 June 2026	Application for quotation of securities - FIN
25 June 2026	Section 708(A) Cleansing Notice – Share Issue
25 June 2026	Change of Director's Interest Notice

Date Lodged	Subject of Announcement
6 July 2026	Notification of cessation of securities - FIN
30 July 2026	Trading Halt
31 July 2026	Quarterly Activities Report & Appendix 5B
3 August 2026	FIN Completes Placement to Fund Drilling at Cabin Lake
3 August 2026	Proposed issue of securities - FIN
11 August 2026	Application for quotation of securities - FIN
11 August 2026	Section 708(A) Cleansing Notice – Share Issue
17 August 2026	Application for quotation of securities - FIN
17 August 2026	Section 708(A) Cleansing Notice – Share Issue
18 August 2026	Letter to Shareholders, Notice of GM and Proxy Form
21 August 2026	Drilling Underway Across 14 Priority Gold Targets Cabin Lake
21 August 2026	Change in substantial holding

The following documents are available for inspection between the date of issue of this Prospectus and the Closing Date during normal business hours at the office of the Company at Level 1, 35 Richardson Street, West Perth WA 6005:

(a) this Prospectus;

(b) the Constitution; and

(c) the consents referred to in Section 5.11 and the consents provided by the Directors to the issue of this Prospectus.

The announcements are also available through the Company's website at https://finresources.com.au/.

5.2 Substantial Holders

As at the date of this Prospectus, those persons which (together with their associates) have Voting Power in 5% or more of the Shares on issue are set out below:

Name	Number of Shares	Percentage (%)
10 Bolivianos Pty Ltd	118,894,071	7.02

5.3 Directors' Interests

The Directors did not participate in the Placement and, therefore, are not Eligible Participants.

Except as disclosed in this Prospectus, no Director (or entity in which they are a director, partner and/or a shareholder):

(a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the Offers, the formation or promotion of the Company, the New Options offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or

(b) has been paid or given or will be paid or given any amount or benefit to induce him to become, or to qualify as, a Director, or otherwise for services rendered by him (or by an entity in which they are a director, partner and/or a shareholder) in connection with the formation or promotion of the Company or the Offers.

5.4 Directors' Interests in Securities

The Directors' relevant interests in securities at the date of this Prospectus are detailed below:

Director	Shares	Options	New Options to be issued under the Placement Options Offer
Mr Bruce McFadzean	13,031,468	8,076,923[1]	Nil
Mr Mark Freeman	8,021,027	Nil	Nil
Mr Aaron Bertolatti	16,824,285	5,000,000[2]	Nil

Notes:

1. 5,000,000 Options have an exercise price of $0.005 and expire on 23 April 2028 and 3,076,923 Options have an exercise price of $0.00845 and expire on 31 December 2027.
2. Options have an exercise price of $0.005 and expire on 23 April 2028.

5.5 Remuneration of Directors

The remuneration (including superannuation) of existing Directors for the past two years are as follows:

Director	Financial year ended 30 June 2025	Financial year ended 30 June 2026
Mr Bruce McFadzean[1]	$35,486	$56,182
Mr Mark Freeman[2]	-	$13,100
Mr Aaron Bertolatti[3]	$119,806	$118,014

Notes:

1. Mr Bruce McFadzean was appointed on 1 February 2025. Remuneration for the financial year ended 30 June 2026, includes $15,000 in wages and superannuation and $41,182 shares received in lieu of cash payment for Director fees.
2. Mr Mark Freeman was appointed on 13 April 2026.
3. Mr Aaron Bertolatti was appointed on 1 February 2023. Remuneration for the financial year ended 30 June 2026, includes $15,000 in wages and superannuation, $62,000 in consulting fees for company secretarial services and $41,014 shares received in lieu of cash payment for Director fees.

5.6 JLM Mandate

On 29 July 2026, the Company and the Joint Lead Managers entered into a mandate letter (**JLM Mandate**) pursuant to which the Joint Lead Managers were engaged to provide joint lead manager services to the Company with respect to the Placement.

The Company agreed to issue 63,750,000 New Options to the Joint Lead Managers (and/or their respective nominee(s)) as part consideration for services provided by the Joint Lead Managers in connection with the Placement under the JLM Mandate. It was also agreed under the JLM Mandate, that the Company will pay the Joint Lead Managers a management fee equal to 2% of all proceeds raised under the Placement and a capital raising fee equal to 4% of all proceeds raised under the Placement.

The New Options to be issued to the Joint Lead Managers (and/or their respective nominee(s)) will be issued on the same terms and conditions of the New Options to be issued to the Eligible Participants.

The JLM Mandate contains other standard indemnities, terms and conditions expected to be included in a mandate of this nature.

5.7 Related party transactions

At the date of this Prospectus, no material transactions with related parties and Directors' interests exist that the Directors are aware of, other than those disclosed in this Prospectus.

5.8 Interests of Other Persons

No promoter or other person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus (or entity in which they are a partner or director) do not hold, have, and have not had in the two years before the date of this Prospectus, any interest in:

(a) the formation or promotion of the Company;

(b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or

(c) the Offers,

and no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be given to a promoter or any person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus (or entity in which they are a partner or director), provided in connection with the formation or promotion of the Company or the Offers, except as disclosed in this Prospectus and as follows:

(a) Thomsons has acted as the Australian lawyers to the Company for the Offers. In respect of this work the Company will pay Thomsons approximately A$15,000; and

(b) GBA Capital Pty Ltd, Max Capital Pty Ltd and Peak Asset Management Pty Ltd acted as the Joint Lead Managers to the Placement and will be paid in accordance with the terms of the JLM Mandate as detailed in Section 5.6.

5.9 Dividend Policy

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

5.10 Expenses of the Offers

The estimated expenses of the Offers are detailed below:

Estimated expenses of the Offers	Amount (A$)
ASIC lodgement fee	3,206
ASX quotation fee	15,500
Legal fees	15,000
Share registry fees	3,805
TOTAL	**37,511**

5.11 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the New Options), the Directors, persons named in this Prospectus with their consent as proposed Directors, persons named in this Prospectus with their consent as having made a statement in this Prospectus and persons involved in a contravention in relation to this Prospectus, with regard to misleading or deceptive statements made in this Prospectus. Although the Company bears primary responsibility for this Prospectus, other parties involved in the preparation of this Prospectus can also be responsible for certain statements made in it.

Each of the following parties:

Name	Role
Thomsons	Lawyers
GBA Capital Pty Ltd, Max Capital Pty Ltd and Peak Asset Management Pty Ltd	Joint Lead Managers
Computershare Investor Services Pty Ltd	Share Registry

(a) has given its consent to be named in this Prospectus as set out above and has not withdrawn its consent at the date of lodgement of this Prospectus with ASIC and ASX;

(b) makes no express or implied representation or warranty in relation to the Company, this Prospectus or the Offers;

(c) has not made or purported to have made any statement in this Prospectus or statement on which a statement in this Prospectus is based, except as described in this Section 5.11; and

(d) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for this Prospectus or the Offers other than a reference to its name and any statement or report included in this Prospectus with the consent of that party as described in this Section 5.11.

None of the parties referred to in this Section 5.11 has authorised or caused the issue of this Prospectus or the making of the Offers.

Each of the Directors has given their written consent to being named in this Prospectus in the context in which they are named and have not withdrawn their consent prior to lodgement of this Prospectus with ASIC.

5.12 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the New Options.

5.13 Electronic Prospectus

Pursuant to Regulatory Guide 107, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic copy of this Prospectus on the basis of a paper Prospectus lodged with ASIC and the issue of the New Options in response to an electronic Application Form, subject to compliance with certain provisions. If you have received an electronic copy of this Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Company and the Company will send to you, free of charge to you, either a hard copy or a further electronic copy of this Prospectus or both.

The Company reserves the right not to accept an Application Form from an Applicant if it has reason to believe that when that Applicant was given access to the Application Form, it was not provided together with an electronic copy of this Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

6 Authorisation

This Prospectus is authorised by each of the Directors.

This Prospectus is signed for and on behalf of the Company by:

Bruce McFadzean
Chairman and Non-Executive Director
15 September 2026

7 Glossary

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

A$** or **$ means Australian dollars.

Annual Report means the consolidated financial statements of the Company for the year ended 30 June 2025 as lodged with ASX on 25 September 2025.

Applicant means a person who submits an Application Form.

Application Form means an application form to subscribe for New Options under the Offers provided by the Company with a copy of this Prospectus.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 129 164 and where the context permits the Australian Securities Exchange operated by ASX Limited.

ASX Settlement means ASX Settlement Pty Limited ACN 008 504 532.

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

Business Day means Monday to Friday inclusive, excluding public holidays in Perth and any other day that ASX declares is not a trading day of ASX as defined in the Listing Rules.

CHESS means ASX Clearing House Electronic Subregistry System.

Closing Date means the closing date of the Offers as detailed in the Indicative Timetable.

Company means FIN Resources Limited (ACN 009 121 644).

Constitution means the constitution of the Company, as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Eligible Participants has the meaning given in Section 1.1.

Half Year Report means the consolidated financial statements of the Company for the half year ended 31 December 2025 as lodged with ASX on 12 March 2026.

Issuer Sponsored means securities issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.

JLM Mandate has the meaning given in Section 5.6.

Joint Lead Managers has the meaning given in Section 1.1.

Joint Lead Manager Offer means an offer of 63,750,000 New Options to the Joint Lead Managers (and/or their respective nominee(s)).

Listing Rules means the official listing rules of ASX as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

Meeting has the meaning given in Section 1.1(b).

New Option means an Option to be issued pursuant to this Prospectus.

Offers means the Placement Options Offer and the Joint Lead Manager Offer.

Official Quotation means official quotation by ASX in accordance with the Listing Rules.

Opening Date means the date on which the Offers are open as detailed in the Indicative Timetable.

Option means an option to acquire a Share.

Placement has the meaning given in Section 1.1.

Placement Options Offer means an offer of up to 425,000,000 New Options to the Eligible Participants.

Placement Shares has the meaning given in Section 1.1.

Prospectus means this prospectus dated 15 September 2026.

Section means a section of this Prospectus.

Share means a fully paid ordinary share in the capital of the Company.

Share Registry means Computershare Investor Services Pty Ltd.

Shareholder means a holder of a Share.

Tranche 1 has the meaning given in Section 1.1.

Tranche 2 has the meaning given in Section 1.1.

Voting Power has the meaning given in section 610 of the Corporations Act.