



Market Announcement

10 December 2021

ASX Market Announcements
ASX Limited

Focus Minerals Limited ACN 005 470 799 (ASX Code: FML or the Company)

Despatch of Offer Booklet regarding Entitlement Offer

The Company is pleased to announce that it has today despatched a copy of the offer booklet (together with a short cover letter and accompanying personalised entitlement and acceptance form) (**Offer Booklet**) to eligible shareholders of the Company, which contains information about the pro rata non-renounceable entitlement offer of new fully paid ordinary shares (**New Shares**), details of which were announced to ASX on Friday, 3 December 2021 (**Entitlement Offer**). The Offer Booklet was released to the ASX on 3 December 2021. A copy of the Offer Booklet is also accessible to eligible shareholders at <http://www.focusminerals.com.au/investors/news-announcements/>. A copy of the cover letter referred to above is attached.

Separately, a letter to shareholders who are not eligible to participate in the Entitlement Offer notifying them of the Entitlement Offer and that they are not eligible to participate has also been despatched. A copy of the letter to ineligible shareholders is also attached.

Entitlement Offer

The Entitlement Offer opens Friday, 10 December 2021, and is expected to close at 5.00pm (Perth, Australia time) on Thursday, 23 December 2021.

Application monies must be received prior to this time, in accordance with the Offer Booklet and the personalised entitlement and acceptance form.

Shareholder enquiries

Eligible shareholders are encouraged to carefully read the Offer Booklet for further details relating to the Entitlement Offer. For further information in regard to the Entitlement Offer, please do not hesitate to contact the Company's share registry (Computershare Investor Services Pty Limited) on 1300 145 833 (within Australia) and +61 3 9415 4833 (outside Australia) between 8.30am and 5.00pm (Melbourne time) Monday to Friday during the period of the Entitlement Offer.

Nicholas Ong
Company Secretary
Focus Minerals Limited

This announcement has been authorised for release to ASX by the Board of Directors of Focus Minerals Limited.

-ENDS-

IMPORTANT NOTICE AND DISCLAIMER

This release is for information purposes only and is not financial product or investment advice or a recommendation to acquire Shares (nor does it or will it form any part of any contract to acquire Shares). The information in this release is in summary form and does not contain all the information necessary to fully evaluate the Entitlement Offer or any potential investment in FML. It should be read in conjunction with FML's other periodic and continuous disclosure announcements lodged with ASX. This release has been prepared without taking into account the objectives, financial situation or needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives and financial situation and seek legal, financial and taxation advice.

This announcement is not a prospectus or offering document under Australian law or under any other law. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia and New Zealand. This announcement is for information purposes only and does not constitute or form part of an offer, invitation, solicitation, advice or recommendation with respect to the issue, purchase or sale of any New Shares in FML.

Not for release in United States

This announcement may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither the Entitlements nor the New Shares have been or will be registered under the U.S. Securities Act of 1933 (the **US Securities Act**) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws. Accordingly, the Entitlements may only be taken up by, and the New Shares may only be offered or sold to, persons that are not in the United States and are not acting for the account or benefit of a person in the United States.

**For further information
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10 December 2021

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Dear Shareholder

Focus Minerals Limited Entitlement Offer

On 3 December 2021, Focus Minerals Limited ACN 005 470 799 (ASX: FML) (**FML**, or **Company**) announced a non-renounceable pro rata entitlement offer to eligible shareholders of FML to subscribe for 1 new fully paid ordinary share in FML (**New Share**) for every 1 existing fully paid ordinary shares in FML (**Share**) held as at 4.00 pm (Perth, Australia time) on the record date (being, Wednesday 8 December 2021) (**Record Date**) (**Entitlement**) at an issue price of \$0.25 per New Share (**Issue Price**) to raise up to \$45.7 million (**Entitlement Offer**). The Entitlement Offer will not be underwritten.

The Offer is being made by FML in accordance with section 708AA of the *Corporations Act 2001* (**Corporations Act**) as modified by the Australian Securities and Investments Commission Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73).

Importantly, the Entitlement Offer provides you with the ability to:

- subscribe for New Shares up to your entitlement; and
- apply for Additional New Shares in excess of your entitlement.

Details of the Entitlement Offer are set out in the offer booklet prepared by the Company in connection with the Entitlement Offer (**Offer Booklet**) which was released on the Australian Securities Exchange (**ASX**) on 3 December 2021. A copy of the Offer Booklet is available to Eligible Shareholders from the Company's offer website at <http://www.focusminerals.com.au/investors/news-announcements/> or by calling the Company's offer information line on 1300 145 833 (within Australia) and +61 3 9415 4833 (outside Australia) between 8.30am to 5.00pm (Melbourne time) Monday to Friday during the Entitlement Offer period. Eligible Shareholders will be mailed an Offer Booklet together with an entitlement and acceptance form (**Entitlement and Acceptance Form**) on 10 December 2021.

Entitlement Offer Eligibility

The record date for the Entitlement Offer is 4.00pm (Perth, Australia time) on Wednesday, 8 December 2021 (**Record Date**). The Entitlement Offer is open to **Eligible Shareholders**, being persons who:

- are registered as a Shareholder at 4.00pm (Perth time) on the Record Date; and
- either:
 - have an address in Australia or New Zealand; or
 - are eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus, disclosure document, or any lodgement, filing, registration or qualification and to whom the Company decides to extend the Entitlement Offer in its sole and absolute discretion,

(Eligible Shareholders).

We are sending you this letter because, according to our records, you are an Eligible Shareholder. It is up to you to determine whether you are an Eligible Shareholder (having regard to the criteria noted above) before returning your personalised Entitlement and Acceptance Form to participate in the Entitlement Offer. If you believe you are not an Eligible Shareholder, then you should call the offer information line using the details outlined above and inform them of your ineligibility.

Entitlements

The Entitlement Offer is non-renounceable and entitlements cannot be traded on the ASX. Entitlements not taken up will lapse. Eligible Shareholders may also apply for Additional New Shares in addition to their entitlement.

Holdings on different registers or sub-registers will not be aggregated to calculate entitlements.

Eligible Shareholders who take up their Entitlement in full may also apply for additional New Shares in excess of their Entitlement (**Additional New Shares**) under a 'Top Up Facility' (**Top Up Offer**). The issue of Additional New Shares under the Top Up Offer will be dependent on there being a shortfall in the take up of pro rata entitlements under the Entitlement Offer. As such, there is no guarantee that a shareholder who applies for Additional New Shares will receive all or any of the Additional New Shares that they subscribe for.

Key information regarding the Entitlement Offer is as follows:

New Shares issued under the Entitlement Offer will be offered at A\$0.25 per New Share (**Issue Price**). The Issue Price also represents a discount of approximately 12.3% to the closing price of the Company's Shares on ASX on 2 December 2021 and a 15.4% discount to the 5 day VWAP to the closing price of the Shares as traded on ASX up to close of trading on 2 December 2021.

Eligible Shareholders who take up their entitlement in full under the Entitlement Offer may also apply for additional New Shares at the Issue Price in excess of their Entitlement (**Additional New Shares**).

Use of Proceeds

The net proceeds raised from the Entitlement Offer are intended to be used to pay the costs associated with conducting the Entitlement Offer, funding the implementation of the Company's plans to resume gold mining operations at its Coolgardie gold project as announced on 3 December 2021, and provide working capital to fund the continued operation, exploration and assessment of the Company's projects. Further details are set out at section 1.3 of the Offer Booklet.



Company's pro-forma capital structure

The Company currently has 182,748,565 Shares on issue. The table below provides a pro-forma capital structure of the Company after completion of the Entitlement Offer (assuming that the Entitlement Offer is fully subscribed and no other Shares are issued by the Company). The actual outcome of the Entitlement Offer may differ.

Share Capital	Shares
Shares currently on issue	182,748,565
New Shares to be issued under the Entitlement Offer	182,748,565
Potential Shares on issue after the Entitlement Offer	365,497,130

New Shares issued under the Entitlement Offer will be fully paid and will rank equally in all respects with existing Shares in the Company.

Action required by Eligible Shareholders

Your Entitlement may have value and it is important you determine whether to (in whole or in part) take up or do nothing in respect of your entitlement. You should ensure that you understand the tax consequences of any action that you take or of doing nothing.

If you wish to take up all or part of your Entitlement, you will need to complete and return the personalised Entitlement and Acceptance Form and pay your Application Monies (as defined in the Offer Booklet) using BPAY®, by following the instructions set out on the personalised Entitlement and Acceptance Form and Offer Booklet. Applications and Application Monies must be received by 5.00pm (Perth time) on Thursday, 23 December 2021. Entitlements not taken up will lapse.

Further information

Offers of New Shares will be made under the Offer Booklet. Eligible Shareholders should carefully consider the Offer Booklet before deciding to apply for New Shares under the Entitlement Offer. A copy of the Offer Booklet is available to Eligible Shareholders from the Company's offer website at <http://www.focusminerals.com.au/investors/news-announcements/> or ASX's website <http://www.asx.com.au>.

For further information on the Entitlement Offer or if you believe that you are a **not** an Eligible Shareholder, you can call the Company's share registry (Computershare Investor Services Pty Limited) on 1300 145 833 (within Australia) and +61 3 9415 4833 (outside Australia) between 8.30am to 5.00pm (Melbourne time) Monday to Friday during the Entitlement Offer period.

The Entitlement Offer will be made under section 708AA of the *Corporations Act 2001* (Cth). Accordingly, the Company will not prepare a prospectus or other disclosure document.

The Entitlement Offer is not underwritten. To the extent that the funds available are not sufficient for satisfy the proposed allocation above, the allocation of funds would be scaled back.

Important dates

The Company expects the Entitlement Offer to be conducted according to the following timetable.

Event	Time
*ASX announcement of the Entitlement Offer, lodgement of Appendix 3B, Offer Booklet and cleansing notice	Before commencement of trading on Friday, 3 December 2021
*Ex Date – date on which Shares commence trading without an entitlement to participate in the Entitlement Offer	Tuesday, 7 December 2021
*Record Date (4.00 pm Perth time) for entitlements to participate in Entitlement Offer	Wednesday, 8 December 2021
Offer Booklet and Entitlement and Acceptance Forms dispatched to Eligible Shareholders and dispatch announced to ASX	Friday, 10 December 2021
Opening Date for the Entitlement Offer	Friday, 10 December 2021
Closing Date for lodgement of Entitlement and Acceptance Forms and payment	5.00pm (Perth time) on Thursday, 23 December 2021
Deferred settlement trading commences	Friday, 24 December 2021
Announcement of results of Entitlement Offer including under subscriptions (if any)	Friday, 31 December 2021
Allotment of New Shares under the Entitlement Offer	Friday, 31 December 2021
Dispatch of holding statements for New Shares	Tuesday, 4 January 2022
New Shares commence normal trading on ASX	Tuesday, 4 January 2022

The above dates other than those marked with an asterisk () are indicative only and are subject to change. The Company reserves the right to amend this indicative timetable at any time and in particular, subject to the Corporations Act 2001 (Cth) and ASX listing rules, to extend the latest date for receipt of Entitlement and Acceptance Forms, to accept late Entitlement and Acceptance Forms either generally or in particular cases, or to cancel the Entitlement Offer without prior notice.*

The Directors thank you for your ongoing support of the Company.

Yours sincerely,



Mr Wanghong Yang
Chairman
Focus Minerals Limited



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This document may not be released or distributed in the United States. This document does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither the Entitlements nor the New Shares have been or will be registered under the U.S. Securities Act of 1933 (the **US Securities Act**) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws. Accordingly, the Entitlements may only be taken up by, and the New Shares may only be offered or sold to, persons that are not in the United States and are not acting for the account or benefit of a person in the United States.

FML

MR SAM SAMPLE
FLAT 123
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THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

10 December 2021

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Dear Shareholder

Focus Minerals Limited Entitlement Offer – Notification to Non-Eligible Shareholders

On 3 December 2021, Focus Minerals Limited ACN 005 470 799 (ASX: FML) (**FML** or the **Company**) announced a non-renounceable pro rata entitlement offer to eligible shareholders of FML to subscribe for 1 new fully paid ordinary share in FML (**New Share**) for every 1 existing fully paid ordinary shares in FML (**Share**) held as at 4.00 pm (Perth, Australia time) on the record date (being, Wednesday, 8 December 2021) (**Record Date**) (**Entitlement**) at an issue price of \$0.25 per New Share (**Issue Price**) to raise up to \$45.7 million (**Entitlement Offer**). The Entitlement Offer will not be underwritten.

The Offer is being made by FML in accordance with section 708AA of the *Corporations Act 2001* (**Corporations Act**) as modified by the Australian Securities and Investments Commission Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73).

Details of the Entitlement Offer are set out in the offer booklet prepared by the Company in connection with the Entitlement Offer (**Offer Booklet**) which was released on the Australian Securities Exchange (**ASX**) on 3 December 2021.

This letter has been sent to you to inform you about the Entitlement Offer and to explain why you will not be able to subscribe for New Shares under the Entitlement Offer, unless you otherwise qualify as an 'Eligible Shareholder' (as defined below).

This letter is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares. **You are not required to do anything in response to this letter but there may be financial implications for you as a result of the Offer that you should be aware of.**

Details of the Entitlement Offer

The Entitlement Offer is being made to eligible shareholders on the basis of 1 New Share for every 1 existing Shares held at 4.00 pm (Perth, Australia time) on the Record Date, being Wednesday, 8 December 2021.

Eligibility criteria

The Company has determined, pursuant to section 9A(3) of the Corporations Act and Listing Rule 7.7.1(a) of the ASX Listing Rules, that it would be unreasonable to make offers to the Company's shareholders in all countries in connection with the Entitlement Offer. Accordingly, in compliance with section 9A(3) of the Corporations Act and ASX Listing Rule 7.7.1(b), the Company wishes to inform you that it will not be extending the Entitlement Offer to you and you will not be able to subscribe for New Shares under the Entitlement Offer, unless you otherwise qualify as an 'Eligible Shareholder' (as defined below).

Shareholders who are eligible to participate in the Entitlement Offer (**Eligible Shareholders**) are those shareholders of FML who are registered as a holder of Shares as at the Record Date, being 4.00pm (Perth, Australia time) on Wednesday, 8 December 2021, and either:

- (a) have an address in Australia or New Zealand; or
- (b) are eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus, disclosure document, or any lodgement, filing, registration or qualification and to whom the Company decides to extend the Entitlement Offer in its sole and absolute discretion.

Shareholders who are not Eligible Shareholders are non-eligible shareholders and are consequently unable to participate in the Entitlement Offer (**Non-Eligible Foreign Shareholder**).

Sale of Entitlements of Non-Eligible Shareholder

Although you will not be entitled to participate in the Entitlement Offer, the Company has appointed Canaccord Genuity (Australia) Limited ABN 19 075 071 466 (holder of AFSL No. 234666) as its nominee to sell the New Shares that might have otherwise been issued to Non-Eligible Foreign Shareholders (**Sale Nominee**). The Company obtained ASIC approval for the appointment of the Sale Nominee on 2 December 2021, as required by section 615 of the Corporations Act.

The Sale Nominee will subscribe for the New Shares which Non-Eligible Foreign Shareholders would be entitled to if they were eligible to participate in the Entitlement Offer (**Nominee Shares**). The Sale Nominee will then sell the Nominee Shares and remit the lower of the Issue Price and the net proceeds from the sale of the Nominee Shares (if any) to the Company, and any excess to the Company's share registry (Computershare Investor Services Pty Limited) (**Share Registry**) to distribute those net proceeds to Non-Eligible Foreign Shareholders in proportion to their respective shareholdings.

The Sale Nominee will have absolute and sole discretion to determine the timing and price at which the Nominee Shares must be sold and the manner of any such sale. Any interest earned on the proceeds of the sale of the Nominee Shares will firstly be applied against expenses of the sale, including brokerage, and any balance will form part of the proceeds payable, as applicable, to the Company or the Company's Share Registry (if any).

The Company's Share Registry will forward the proceeds of the sale of the Nominee Shares it receives (if any) as soon as reasonably practicable to the Non-Eligible Foreign Shareholders in proportion to their respective shareholdings (after deducting brokerage commission and any other expenses). If any such net proceeds of sale are less than the reasonable costs that would be incurred by the Company for distributing those proceeds, such proceeds may be retained by the Company. Notwithstanding that the Sale Nominee must sell the Nominee Shares, Non-Eligible Foreign Shareholders may nevertheless receive no net proceeds if the subscription price plus costs of the sale is greater than the sale proceeds.

Further information

If you have any questions in relation to any of the above matters, please contact the Company's Share Registry on 1300 145 833 (within Australia) and +61 3 9415 4833 (outside Australia) between 8.30am and 5.00pm (Melbourne time) Monday to Friday during the Entitlement Offer period.

On behalf of the Board and management of FML, thank you for your continued interest in FML.

Yours sincerely



Mr Wanghong Yang
Chairman
Focus Minerals Limited

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