For personal use only

STEINEPREIS PAGANIN
Perth | Melbourne

24 November 2025

Our Ref: TAH:BJP:5426-16

Contact: Toby Hicks
Partner
thicks@steinpag.com.au

Online lodgement
Market Announcements Office
ASX Limited
Level 40, Central Park
152-158 St Georges Terrace
PERTH WA 6000

Dear Sir/Madam

OFF-MARKET TAKEOVER OFFER BY FORRESTANIA RESOURCES LIMITED FOR ALL OF THE SHARES IN KULA GOLD LIMITED – LODGEMENT OF BIDDER'S STATEMENT

As you are aware, we act for Forrestania Resources Limited (ACN 647 899 698) (**Forrestania**).

We attach by way of service pursuant to item 5 of section 633(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**), a copy of Forrestania's bidder's statement in relation to its off-market takeover bid to acquire all of the ordinary shares in Kula Gold Limited (ACN 126 741 259) (ASX:KGD) (**Kula**), that Forrestania and its associates do not currently own (**Bidder's Statement**).

The Bidder's Statement has today been lodged with the Australian Securities and Investments Commission and served on Kula for the purposes of item 3 of section 633(1) of the Corporations Act.

We also enclose Forrestania's notice pursuant to section 633(4)(a) of the Corporations Act confirming that it has set **5.00pm (AWST) on 24 November 2025** as the 'register date', being the date for determining holders of Kula securities for the purposes of section 633(2) of the Corporations Act.

Please contact Toby Hicks of these offices if you have any queries.

Yours faithfully

STEINEPREIS PAGANIN

Encl

FORRESTANIA RESOURCES LIMITED (ACN 647 899 698)
SECTION 633(4)(A) NOTICE

Notice of people to whom information is to be sent under items 6 and 12 of section 633(1) of the *Corporations Act 2001* (Cth)

To: ASX Limited

In accordance with section 633(4)(a) of the *Corporations Act 2001* (Cth) (**Corporations Act**), Forrestania Resources Limited (ACN 647 899 698) gives notice that it has set 5.00pm (AWST) on 24 November 2025 as the time and date for determining the people to whom information is to be sent under items 6 and 12 of section 633(1) of the Corporations Act in relation to its off-market takeover bid for all of the issued shares in Kula Gold Limited (ACN 126 741 259) that Forrestania and its associates do not already own.

Dated: 24 November 2025



David Geraghty
Chairman
Signed for and on behalf of
Forrestania Resources Limited

For personal use only

For personal use only

THIS IS AN IMPORTANT DOCUMENT WHICH YOU SHOULD READ CAREFULLY.

IF YOU ARE IN ANY DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONSULT YOUR FINANCIAL OR OTHER PROFESSIONAL ADVISER.

BIDDER'S STATEMENT

BY

FORRESTANIA RESOURCES LIMITED
ACN 647 899 698
(FORRESTANIA)

TO ACQUIRE ALL OF YOUR ORDINARY SHARES IN

KULA GOLD LIMITED
ACN 126 741 259
(KULA)

For every 5.6 Kula Shares you own, you will receive 1 new Forrestania Share

KULA DIRECTORS UNANIMOUSLY RECOMMEND THAT KULA SHAREHOLDERS

ACCEPT

THE OFFER SUBJECT TO THERE BEING NO SUPERIOR PROPOSAL.

The Offer is dated 8 December 2025 and will close at 4:00pm (AWST) on 8 January 2026, unless extended or withdrawn.

FORRESTANIA RESOURCES

For personal use only

IMPORTANT INFORMATION

Bidder's Statement

This document is a bidder's statement (**Bidder's Statement**) issued by Forrestania Resources Limited (ACN 647 899 698) under Part 6.5 of the Corporations Act in relation to an off-market takeover offer by Forrestania to acquire all of the Kula Shares (including all Rights attaching to them) that Forrestania and its associates do not currently own and sets out certain disclosures required by the Corporations Act.

This Bidder's Statement is dated 24 November 2025 and was lodged with ASIC on that date. Neither ASIC, ASX nor any of their respective officers takes any responsibility for the contents of this Bidder's Statement.

Investment Risks

There are a number of risks that may have a material impact on the value of the Offer, the future performance of the Combined Group and the value of Forrestania Shares. Some of these risks are described in Section 10 of this Bidder's Statement.

Foreign Jurisdictions

The distribution of this document and the making of the Offer may be restricted by the laws or regulations of foreign jurisdictions. Persons who come into possession of this Bidder's Statement should seek advice and observe these restrictions.

The Offer is not being made, directly or indirectly, in or into and will not be capable of acceptance from within any jurisdiction, if to do so would not be in compliance with the laws of that jurisdiction.

It is your sole responsibility to satisfy yourself that you are permitted by any foreign law applicable to you to accept the Offer. You should note that the Offer has been conducted in accordance with the laws enforced in Australia and the ASX Listing Rules. The disclosure requirements in relation to the Offer applicable in Australia may differ from those applying in your jurisdiction. Foreign shareholders may have difficulties in enforcing their rights and any claims they may have arising under the laws of their jurisdiction. It may also be difficult to compel the Bidder to subject itself to a foreign court's judgement.

This Bidder's Statement does not constitute an offer of Forrestania Shares in any jurisdiction in which it would be unlawful. In particular, this Bidder's Statement may not be distributed to any person, and the Forrestania Shares may not be offered or sold, in any country outside Australia except to existing Kula Shareholders to the extent permitted below.

New Zealand

The Forrestania Shares are not being offered to the public within New Zealand other than to eligible Kula Shareholders with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand).

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

Disclaimer Regarding Forward-Looking Statements

This Bidder's Statement includes forward-looking statements that have been based on Forrestania's current expectations and predictions about future events including Forrestania's intentions (which include those set out in Section 7). These forward-looking statements are, however, subject to inherent risks, uncertainties and assumptions that could cause actual results, performance or achievements of Forrestania, Kula and the Combined Group to differ materially from the expectations and predictions, expressed or implied, in such forward-looking statements. These factors include, among other things, those risks identified in Section 10. None of Forrestania, its officers, nor persons named in this Bidder's Statement with their consent or any person involved in the preparation of this Bidder's Statement makes any representation or warranty (express or implied) as to the accuracy or likelihood of any forward looking statements. You are cautioned not to place reliance on these statements in the event that the outcome is not achieved. The forward-looking statements in this Bidder's Statement reflect views held only at the date of this Bidder's Statement.

Value of Forrestania Shares

Any reference to the implied value of the Consideration should not be taken as an indication that Kula Shareholders will receive cash.

As you are being offered Forrestania Shares as consideration for your Kula Shares, the implied value of the Offer will vary with the market price of Forrestania Shares.

Further information on the implied value of the Offer is contained in Section 11.8(b). Before accepting the Offer, Kula Shareholders should obtain current quotes for Forrestania Shares as well as Kula Shares from their stockbroker or other financial adviser.

This also applies to Ineligible Foreign Securityholders whose Consideration will be remitted to the Sale Nominee to sell. The proceeds received by Ineligible Foreign Securityholders will depend on the market price of Forrestania Shares at the time of sale by the Sale Nominee.

All references to the implied value of the Offer are subject to the effects of rounding.

No Investment Advice

This Bidder's Statement does not take into account the individual investment objectives, financial situation or particular needs of each Kula Shareholder (or any other person). You may wish to seek independent financial and taxation advice before making a decision as to whether or not to accept the Offer.

Responsibility for Information

The information on Kula's and Forrestania's securities contained in this Bidder's Statement should not be considered to be comprehensive and has been prepared using information made available to Forrestania by Kula. The information on Kula and the assets and liabilities, financial position and performance, profits and losses, Kula's securities has not been independently verified by Forrestania. Accordingly, Forrestania does not, subject to the Corporations Act, make any representation or warranty, express or implied, as to the accuracy or completeness of such information. The information on the Combined Group contained in this Bidder's Statement, to the extent that it incorporates or reflects information on Kula, has also been prepared using information made available by Kula. Accordingly, information in relation to the Combined Group is subject to the foregoing disclaimer to that extent.

Further information relating to Kula's business may be included in Kula's Target's Statement.

PKF Perth has prepared, and is responsible for, the information regarding the general Australian taxation implications of the Offer contained in Section 9. Forrestania and its respective advisers (except for PKF Perth) do not assume any responsibility for the accuracy or completeness of the information set out in Section 9.

Privacy

Forrestania has collected your information from the registers of Kula for the purposes of making the Offer and administering your acceptance of the Offer. Forrestania and its share registry

may use your personal information in the course of making and implementing the Offer. Forrestania and its share registry may also disclose your personal information to their related bodies corporate and external service providers and may be required to disclose such information to regulators, such as ASIC and ASX. By submitting an Acceptance Form, you authorise Forrestania to disclose any personal information contained in your Acceptance Form or collected from the register of Kula to Forrestania , Kula , its share registry and their related bodies corporate and external service providers where necessary, for any purpose in connection with the Offer, including processing your acceptance of the Offer and complying with applicable law, the Corporations Act, the ASX Listing Rules and any requirements imposed by any Government Authority.

Any disclosure of your personal information made for the above purposes will be on a confidential basis and in accordance with the *Privacy Act 1988* (Cth) and all other legal requirements. If you would like details of, or would like to update, information about you held by Forrestania, please contact Forrestania at the address set out in the Corporate Directory.

Photographs and Diagrams

Photographs used in this Bidder's Statement which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorses the Bidder's Statement or its contents or that the assets shown in them are owned by Forrestania.

Any diagrams appearing in this Bidder's Statement are illustrative only and may not be drawn to scale. Unless stated otherwise, all data contained in charts, graphs and tables is based on information available at the date of this Bidder's Statement.

Websites

Forrestania and Kula each maintain websites, (www.forrestaniaresources.com.au) and (www.kulagold.com.au) respectively. Information contained in or otherwise accessible through these internet sites is not part of this Bidder's Statement. All references to these sites in this Bidder's Statement are for information purposes only.

Defined Terms

A number of defined terms are used in this Bidder's Statement. Unless expressly specified otherwise, defined terms have the meaning given in Section 13.

Estimates and Assumptions

Unless otherwise indicated, all references to estimates, assumptions and derivations of the same in this Bidder's Statement are references to estimates, assumptions and derivations of the same by Forrestania's Board. Forrestania's Board estimates reflect and are based on views as at the date of this Bidder's Statement, and actual facts or outcomes may materially differ from those estimates or assumptions.

Effect of Rounding

Figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Bidder's Statement may be subject to the effect of rounding. Accordingly, the actual figures may vary from those included in this Bidder's Statement.

Currencies

In this Bidder's Statement, references to "Australian dollars", "AUD", "$", "A$" or "cents" are to the lawful currency of Australia.

This Bidder's Statement may contain conversions of relevant currencies to other currencies for convenience. These conversions should not be construed as representations that the relevant currency could be converted into the other currency at the rate used or at any other rate. Conversions that have been calculated at the date of this Bidder's Statement (or any other relevant date) may not correspond to the amounts shown in the historic or future financial statements of Forrestania or Kula in respect of which different exchange rates may have been, or may be, used.

Enquiries

You should contact your legal, financial or professional adviser if you are unsure about how to deal with this Bidder's Statement.

If you have any enquiries about the Offer, please contact Automic on the dedicated line for the Offer on 1300 824 174 (within Australia) and +61 2 8072 1480 (outside Australia) between 5:30AM to 5:00PM (AWST) Monday to Friday or via email at corporate.actions@automicgroup.com.au.

For personal use only

CORPORATE DIRECTORY

Directors

Mr David Geraghty
Executive Chairman

Mr Daniel Raihani
Non-Executive Director

Mr Adam Turnbull
Non-Executive Director

Company Secretary

Mr Oliver Clark

ASX Code

FRS

Registered Office

Suite 1, 295 Rokeby Road
SUBIACO WA 6008

Telephone: (08) 6555 2950
Email: info@forrestania resources.com.au

Legal Advisers

Steinepreis Paganin
Level 14, QV1 Building
250 St Georges Terrace
PERTH WA 6000

Auditors

Hall Chadwick WA Audit Pty Ltd
283 Rokeby Road
SUBIACO WA 6008

Share Registry

Automic Group
Level 5/191 St Georges Terrace
PERTH WA 6000

Telephone:
1300 824 174 (within Australia)
+61 2 8072 1480 (outside Australia)

Available between 5:30am (AWST) to 5:00pm (AWST) Monday to Friday.

Email: corporate.actions@automicgroup.com.au

Tax Advisers

PKF Perth
8/905 Hay St
PERTH WA 6000

For personal use only

For personal use only

Chairman's Letter

24 November 2025

Dear Kula Shareholder,

A Transformational Opportunity for Kula Shareholders

On behalf of the Board of Forrestania Resources Limited (**Forrestania**), I am pleased to present to you an important opportunity for your consideration – an all-scrip Offer to merge Kula Gold Limited (**Kula**) with Forrestania. This transaction will allow you to become a shareholder in a larger, better-funded, and more strategically positioned gold exploration company, with access to enhanced growth and development potential.

Under the Offer, you will receive:

1 new Forrestania share for every 5.6 Kula shares you own.

Based on an illustrative Forrestania share price of $0.286 (being the 10-day VWAP of Forrestania's shares prior to 10 October 2025 prior to announcement of the bid), this equates to an implied value of approximately $0.051 per Kula share, valuing Kula at roughly $58.73 million in total. Based on the 10-day VWAP of Forrestania's shares prior to the date of this Bidder's Statement being $0.208, this equates to an implied value of Kula of approximately $42.7 million (or $0.037 per Kula Share). Kula's 10-day VWAP over the same period is $0.037. This Offer is made directly to you and is subject to a number of conditions, including a minimum acceptance level of 50% of Kula's shares on a fully diluted basis.

As of the date of this letter, Forrestania already has a relevant interest in approximately 13.01% of Kula's issued shares. Importantly, Kula's Board of Directors has unanimously recommended that Kula Shareholders accept this Offer, in the absence of a superior proposal.

This transaction represents a compelling opportunity for Kula Shareholders, delivering growth, scale, and near-term development. Forrestania and Kula operate adjacent and complementary assets across some of Western Australia's most prospective gold belts. In the context of current exploration activity, funding conditions, and the maturity of key assets, especially Kula's Mt Palmer Gold Project, we believe now is the right time to combine forces.

What You Gain by Accepting the Offer:

By accepting the Offer, you will become a shareholder in a larger and more diversified gold exploration company. The merged entity will benefit from:

- **Regional scale:** A consolidated portfolio spanning the Southern Cross, Forrestania, and Eastern Goldfields belts.
- **Accelerated development:** Bringing forward potential value from Kula's 80%-owned Mt Palmer Gold Project, backed by Forrestania's infrastructure and project experience.
- **Access to processing:** Subject to completion of the acquisition by Forrestania, where ongoing exploration at the Mt Palmer Gold Project ultimately identifies economically relevant gold bearing ore, that gold bearing ore will be able to be processed at the Lake Johnston mill, recently announced by Forrestania as being acquired from Poseidon Nickel Pty Limited, a wholly owned subsidiary of Horizon Minerals Limited.[1]
- **Stronger funding capacity:** Improved access to capital and a stronger balance sheet to support exploration and development across multiple projects.
- **Corporate synergies:** Elimination of duplicate overheads, coordinated exploration, and shared technical capabilities.
- **Continued upside:** Ongoing exposure to the value creation potential of your assets through Forrestania shares.
- **Operational synergies:** By consolidating operations, the combined group can eliminate duplicated costs and achieve efficiencies in exploration activities and project.

Additional Reasons to Accept:

- The Offer price represents an attractive premium to Kula's recent trading prices, including its 3-month, 6-month, and 12-month VWAPs. The Offer Price represents a 41% premium to the 10-day

[1] Refer to the announcement by Forrestania on 18 November 2025 'Acquisition of Lake Johnston & $34m Placement'.

VWAP of KGD shares on 10 October 2025, being the day immediately prior to the date that this transaction was announced.

- Offers Kula shareholders the opportunity to become shareholders in Forrestania, a company that has undergone a strategic transformation in 2025, including Board changes and a strong share price performance.
- Subject to meeting certain conditions, CGT script for script roll-over relief may be available to Kula shareholders.
- No superior proposal has emerged as at this date.
- No brokerage fee in accepting the Offer.

We believe this all-scrip Offer provides an attractive outcome for Kula shareholders by allowing you to continue to participate in the upside of the combined company. You will become a shareholder in Forrestania and share in the future growth and any success of the merged group.

Next Steps

Details of our Offer, including all terms and conditions, are set out in the enclosed Bidder's Statement. I encourage you to read the Bidder's Statement in full and consider the Offer carefully.

The Offer is scheduled to close at 4:00pm (AWST) on 8 January 2026, unless extended or withdrawn, so I urge you to accept the Offer as soon as possible to take advantage of the benefits it provides.

To accept, simply follow the instructions on the acceptance form or as described in the Bidder's Statement.

If you have any questions about the Offer, or require further information, please contact the Forrestania on (08) 6555 2950.

Thank you for your consideration of our Offer. We are excited about the prospects of the merged group and look forward to your support. This is a transformative step for both companies, and we are confident it will deliver significant value to all shareholders.

Yours sincerely,

David Geraghty
Chairman
Forrestania Resources Limited

For personal use only

KEY DATES

EVENT	DATE
Announcement of the Offer	14 October 2025
Bidder's Statement lodged with ASIC	24 November 2025
Register Date	24 November 2025
Offer open (date of Offer)	8 December 2025
Offer close (unless otherwise extended or withdrawn)*	4:00pm (AWST) on 8 January 2026

* The closing date of the Offer may change as permitted by the Corporations Act.

For personal use only

TABLE OF CONTENTS

1.	SUMMARY OF THE OFFER	1
2.	WHY YOU SHOULD ACCEPT THE OFFER	8
3.	HOW TO ACCEPT THE OFFER	12
4.	PROFILE OF FORRESTANIA	13
5.	INFORMATION ABOUT FORRESTANIA SECURITIES	23
6.	PROFILE OF KULA	30
7.	RATIONALE FOR THE OFFER AND INTENTIONS OF FORRESTANIA	35
8.	EFFECT OF THE OFFER ON FORRESTANIA AND PROFILE OF THE COMBINED GROUP	39
9.	AUSTRALIAN TAX CONSIDERATIONS	44
10.	RISK FACTORS	47
11.	ADDITIONAL INFORMATION	58
12.	TERMS OF THE OFFER	65
13.	GLOSSARY OF TERMS	76
14.	BOARD AUTHORISATION	81

For personal use only

For personal use only

1. SUMMARY OF THE OFFER

The information in this Section 1 is a summary of the Offer, Forrestania and the key risks that you should consider and is qualified by the information set out elsewhere in this Bidder's Statement.

You should read this Bidder's Statement in its entirety and the separate Target's Statement which will be sent to you directly by Kula before deciding how to deal with your Kula Shares.

The information in this Section is set out by way of response to a series of questions. Each answer has, where appropriate, cross-references to other questions in this summary and other sections of this Bidder's Statement which contain additional relevant information.

The detailed terms of the Offer (including the Conditions) are set out in Section 12.

Part A of this summary deals with the Offer. **Part B** deals with Forrestania, its business, assets and securities. **Part C** deals with risks relating to Forrestania, Kula, the Offer and the Combined Group. **Part D** deals with other relevant questions.

If you have any questions about the Offer, please contact the Company Secretary of Forrestania on (08) 6555 2950, or your professional financial adviser.

Part A – Overview of the Offer

QUESTION	ANSWER	FURTHER INFORMATION
What is Forrestania offering to buy?	Forrestania is offering to buy **ALL** of your Kula Shares that Forrestania and its associates do not currently own on the terms set out in this Bidder's Statement. Forrestania currently has a relevant interest in 149,864,470 Kula Shares, being 13.01% of Kula's issued share capital as at the date of this Bidder's Statement.	Section 12 sets out the full terms of the Offer and the Conditions
Why should I accept the Offer?	Forrestania considers there are a number of reasons why Kula Shareholders should accept the Offer, which are detailed in Section 2. The Forrestania Board believes that merging with Kula is a logical strategic step and will generate value for securityholders of both companies. The key benefits of the transaction contemplated by this Bidder's Statement and reasons as to why you should accept the Offer are: (a) the Offer has received unanimous recommendation from the Kula Directors, in the absence of a Superior Proposal;[2] (b) the proposed combination of Forrestania and Kula is expected to create a regionally consolidated gold explorer with a diversified portfolio spanning the Southern Cross, Forrestania, and Eastern Goldfields belts, delivering significant synergies in exploration, development, and capital efficiency; (c) Forrestania has recently announced on 18 November 2025 that it will acquire the Lake Johnston Project from Poseidon Nickel Pty Limited, a wholly owned subsidiary of Horizon Minerals Limited, including the processing plant, buildings and infrastructure, providing a solution to processing any economically viable gold bearing ore from Mt Palmer (subject to completion of that acquisition)[3]; (d) Forrestania has developed a corporate strategy to grow gold resources across several projects via merger and acquisitions and aggressive exploration to rapidly advance the Combined Group to become a significant	Section 2

[2] Refer to Section 6.7 of this Bidder's Statement for disclosure of the interests of each of the Kula Directors.
[3] Refer to the announcement of Forrestania on 18 November 2025 for a summary of the terms and conditions of the acquisition agreement.

For personal use only

QUESTION	ANSWER	FURTHER INFORMATION
	stand-alone West Australian gold production business. The acquisition of Kula represents a major advancement to the delivery of this strategy; (e) Forrestania has demonstrated that the Company is strongly supported by key shareholders with the capacity to continue to provide the necessary funding to support the Combined Group's merger and acquisitions and exploration ambitions; (f) you will be provided with the opportunity to realise benefit from Kula's 80% owned Mt Palmer Gold Project sooner than if Kula sought to develop the Mt Palmer Gold Project itself, given the scale of Forrestania's operations and the resources available to Forrestania in comparison to Kula; (g) you will become a securityholder in Forrestania, and have the opportunity to benefit from strategic benefits, diversity and operational synergies in the Combined Group if the Offer is successful; (h) the Offer reduces risks associated with remaining a Kula Shareholder; (i) if you do not accept the Offer, you may be subject to the risks and uncertainties of potentially being a minority shareholder in Kula; (j) you may have potential access to CGT scrip for scrip rollover relief; and (k) you may not incur brokerage and will not incur stamp duty in accepting the Offer. As at the date of this Bidder's Statement, no Superior Proposal has emerged.	
What will you receive if you accept the Offer?	Subject to satisfaction of the Conditions, if you accept the Offer, eligible Kula Shareholders will receive 1 new Forrestania Shares for every 5.6 Kula Shares that they hold. If you accept the Offer and you are an Ineligible Foreign Securityholder, you will not be entitled to receive Forrestania Shares as consideration for your Kula Shares. In these circumstances, the Forrestania Shares which would otherwise have been issued to you will instead be issued to the Sale Nominee who will sell those Forrestania Shares and remit the net proceeds of such sale to you by electronic transfer in accordance with the process set out in Section 12.6. As at the date of this Bidder's Statement, Forrestania proposes to appoint Bell Potter Securities Ltd as the Sale Nominee, subject to ASIC approval.	Section 12 sets out the full terms of the Offer and the Conditions
What is the value of the Offer?	Based on a Forrestania share price of $0.286 (being the 10-day VWAP of Forrestania's shares prior to 10 October 2025 prior to announcement of the bid), the Offer values Kula at approximately $58.78 million or $0.051 per Kula Share. Based on the 10-day VWAP of Forrestania's shares prior to the date of this Bidder's Statement being $0.208, this equates to an implied value of Kula of approximately $42.7 million (or $0.037 per Kula Share). Kula's 10-day VWAP over the same period is $0.037. As Forrestania Shares are listed on the ASX, the market price of Forrestania Shares can fall and rise and may be subject to varied and unpredictable influences. Accordingly, there is no guarantee that a Forrestania	Section 11.8(b)

For personal use only

QUESTION	ANSWER	FURTHER INFORMATION
	Share will continue to be worth equal to or greater than the above amounts. The value of the Offer will change as a consequence of changes in the market price of Forrestania Shares.	
When will you receive your Consideration?	Generally, if you accept the Offer, Forrestania will issue your Forrestania Shares as consideration for your Kula Shares on or before the earlier of: (a) one month after the date you have validly accepted the Offer or the contract resulting from its acceptance becomes unconditional (whichever is later); and (b) 21 days after the end of the Offer Period, provided that the Offer has become unconditional.	Section 12.8
How do I accept the Offer?	To accept the Offer, you should follow the instructions set out in this Bidder's Statement and in the accompanying Acceptance Form.	Acceptance Form accompanies this Bidder's Statement and is available on Automic's website and Section 12.4
Can I accept the Offer for part of my holding?	No, you can only accept the Offer for ALL of your Kula Shares. You cannot accept the Offer for part of your shareholding.	Section 12.4
How long will the Offer remain open?	The Offer opens on 8 December 2025. Unless withdrawn or extended in accordance with the Corporations Act, the Offer is scheduled to close at 4:00pm (AWST) on 8 January 2026.	Section 12
Can the Offer Period be extended?	The Offer Period can be extended at Forrestania's election, up to a maximum Offer period of 12 months. Kula Shareholders will be provided with written notice of any extension, and the extension will be announced to ASX.	The Key Dates Section provides an indicative timetable for the Offer
What choices do I have as a Kula Shareholder?	As a Kula Shareholder, you have the following choices in respect of your Kula Shares: (a) accept the Offer with respect to ALL of your Kula Shares; (b) sell all or some of your Kula Shares outside of the Offer in accordance with the terms of Kula's constitution; or (c) do nothing.	-
If I accept the Offer can I withdraw my acceptance?	No. You cannot withdraw or revoke your acceptance unless a withdrawal right arises under the Corporations Act. A withdrawal right will arise if, after you have accepted the Offer, the Offer remains subject to Conditions and Forrestania varies the Offer in a way that postpones the time that Forrestania has to meet its obligations under the Offer for more than one month (for example, if Forrestania extends the Offer Period for more than one month while the Offer remains subject to any of the Conditions).	Section 12.6.
What happens if I do not accept the Offer?	If you do not accept the Offer, you will remain a Kula Shareholder and will not receive the Consideration. The Offer is subject to a 50% Minimum Acceptance Condition, whereby Forrestania must acquire a relevant interest in at least 50% of the total issued capital in Kula (on a fully-diluted basis). If Forrestania becomes entitled to compulsorily acquire your Kula Shares, it intends to do so. If your Kula Shares	Sections 7.5 and 7.6

For personal use only

QUESTION	ANSWER	FURTHER INFORMATION
	are compulsorily acquired by Forrestania , it will be on the same terms as the Offer. However, you will have to claim your Consideration Shares at a later time than the Kula Shareholders who choose to accept the Offer. If Forrestania acquires more than 50.1% but less than 90% of the Kula Shares, Forrestania will hold a controlling interest in Kula . The remaining Kula Securityholders will be in a minority position in a company with a large controlling shareholder whose objectives for the company may differ from their own.	
What happens if Forrestania improves the Consideration?	If Forrestania improves the Consideration, all the Kula Shareholders who accept the Offer (whether or not they have accepted the Offer before or after such improvement) will be entitled to the benefit of the improved Consideration, should the Offer become or be declared unconditional.	This is a requirement of the Corporations Act
Are there conditions to the Offer?	The Offer is subject to a number of conditions including: (a) a 50% Minimum Acceptance Condition in relation to Kula Shares (on a fully-diluted basis); (b) no regulatory action being taken by ASIC, ASX or other regulatory body which restrains, prohibit or impedes, or threatens to restrain, prohibit or impede, or materially impact on, the making of the Offer; (c) no 'prescribed occurrences' occurring; (d) no exercise of rights under certain agreements or arrangements; (e) no inaccurate public disclosures being made by Kula; (f) compliance with certain restrictions on Kula's conduct of business; and (g) no material adverse change occurring in relation to Kula. As at the date of this Bidder's Statement, Forrestania is not aware of any act, omission, event or fact that would result in any of the conditions of the Offer being triggered (or not being satisfied, as appropriate). Refer to Section 12.9 for the full list of the Conditions and Section 11.14 for a summary of the status of the Conditions.	Section 12.9 sets out the Conditions in full and Section 11.14 for a summary of the status of the Conditions.
Can Forrestania waive the Conditions to the Offer?	Yes, Forrestania is free to decide to waive any of the Conditions at its discretion. If the Offer closes and the Conditions are not satisfied or otherwise waived, the Offer will lapse, and your acceptance will be void. In other words, you will continue to hold your Kula Share (unless you otherwise sell them). Forrestania will announce whether the Conditions have been satisfied or waived during the Offer Period in accordance with its obligations under the Corporations Act.	Section 12.11
What will happen to the Kula Options?	Forrestania will extend the Offer to optionholders who exercise their Kula Options into Kula Shares during the Offer period. Within 14 days of the issue of the Consideration under the Offer, Forrestania must offer Kula option holders the option to cancel their Kula Options in exchange for Forrestania Shares (or cash if shareholder approval is not received) as described below. The number of Forrestania Shares issued is determined by first calculating the value of each unexercised Kula	Sections 6.6, 6.8 and 8.4

For personal use only

QUESTION	ANSWER	FURTHER INFORMATION
	Option using the Black-Scholes model, based on specified inputs such as Kula 's share price of $0.0440, a risk-free rate of 3.60%, and a volatility of 200.13%. Once the fair value per option is established, that amount is divided by $0.286 (the fixed valuation per Forrestania Share) to determine how many Forrestania Shares are to be issued in exchange for each Kula Option. Any fractional results are rounded up to the nearest whole share, and the total number of Forrestania Shares issued equals the aggregate value of the cancelled Kula Options divided by $0.286. Any Forrestania Shares issued under this arrangement will be subject to Forrestania obtaining shareholder approval and such shares will be offered under a prospectus (unless an applicable exception under section 708 of the Corporations Act applies). Forrestania will, in the event shareholder approval is not obtained, pay the holder of the Kula Options the cash value of the Kula Options.	
Will my new Forrestania Shares be listed on ASX?	Within seven days of the date of this Bidder's Statement, Forrestania will apply to the ASX for quotation of the new Forrestania Shares on the ASX. Quotation of the new Forrestania Shares depends on ASX exercising its discretion to admit them to quotation on ASX. Forrestania is already admitted to the Official List of ASX and Forrestania Shares in the same class as the new Forrestania Shares being offered are already quoted.	Section 12.13

Part B – Overview of Forrestania

QUESTION	ANSWER	FURTHER INFORMATION
Who is Forrestania?	Forrestania Resources Limited (ASX:FRS) was incorporated in February 2021 and is an Australian mineral exploration company listed on the ASX. Forrestania is focused on identifying and developing gold and base metal projects across Western Australia and its principal activities centre on the exploration of those projects, with a strategy aimed at discovering economically viable resources through systematic geological assessment and drilling programs. Forrestania operates in highly prospective regions such as the Yilgarn Craton and the Eastern Goldfields, which are among Australia's most mineral-rich provinces.	Section 4
What rights and liabilities will attach to my new Forrestania Shares?	The new Forrestania Shares issued under the Offer will be fully paid ordinary shares and will, from the time of issue, rank equally with existing Forrestania Shares.	Section 5.5
Who are the Forrestania Directors and what experience do they have?	As at the date of this Bidder's Statement, the Directors of Forrestania are: (a) Mr David Geraghty – Executive Chairman; (b) Mr Daniel Raihani – Non-Executive Director; and (c) Mr Adam Turnbull – Non-Executive Director. Details of the relevant experience of each Director of Forrestania is set out in Section 4.8.	Section 4.8.
Do the Forrestania Directors have any securities in, or potential conflicts	None of the Forrestania Directors have an interest in Kula Securities.	Sections 6.7 and 11.4.

QUESTION	ANSWER	FURTHER INFORMATION
of interest in relation to, Kula ?		
Do the Kula Directors have any interest in Forrestania securities?	None of the Kula Directors have interests in Forrestania securities.	Section 11.9.

Part C – Overview of Risks

QUESTION	ANSWER	FURTHER INFORMATION
What risks are associated with the Offer?	If you accept the Offer and the Offer becomes unconditional or the Conditions are satisfied or waived (as applicable), you will be issued with new Forrestania Shares. There are risks in holding Forrestania Shares. Section 10 provides a summary of these risks. Specifically, it deals with risks relating to the Offer, including: (a) Conditions of the Offer; (b) dilution risk; (c) transaction completion risk; (d) sale of Forrestania Shares; risks that relate to the Combined Group, including: (a) mining and exploration risk; (b) operating risk; (c) additional requirements for capital; and general and industry risks (to which you are already exposed).	Section 10.2, 10.3, 10.4 and 10.5
Are there any risks in respect of the Offer not proceeding?	In the event the Offer does not proceed, Kula Shareholders will not achieve the benefits of the Offer as described in Section 2. In such circumstances, Kula will need to continue funding its activities as publicly listed company.	Section 2 and Section 10.2

Part D – Other relevant questions

QUESTION	ANSWER	FURTHER INFORMATION
Will any Board changes result from the Offer?	If the Offer is successful, Forrestania proposes to appoint Chairman of Kula, Mr Mark Stowell to the Forrestania Board as a non-executive director.	Section 8
Will I need to pay any transaction costs if I accept the Offer?	If you accept the Offer, you will not incur brokerage on the transfer of your Kula Shares to Forrestania pursuant to the Offer. If you sell your Kula Shares rather than disposing of them via the Offer, you may incur brokerage charges (and, potentially, GST on those charges). You will not be required to pay any stamp duty on the disposal of your Kula Shares under the Offer or on the acquisition of Forrestania Shares under the Offer.	Section 9

For personal use only

QUESTION	ANSWER	FURTHER INFORMATION
What are the tax implications of accepting the Offer?	A general summary of the Australian tax consequences for Kula Shareholders who accept the Offer is set out in Section 9. This summary is expressed in general terms only and is not intended to provide taxation advice for your specific circumstances. Kula Shareholders should seek their own taxation advice in relation to the Offer. Forrestania will not do anything which may have the effect of denying the CGT relief for Kula Shareholders who accept the Offer made to them (including acquiring the required percentage of Kula Share and not making any election under section 124-795(4) for the rollover not to apply).	Section 9
Where can I find further information?	If you have any questions about this Bidder's Statement or the Offer, you should contact Forrestania's Company Secretary on (08) 6555 2950 or your legal, financial or professional advisor.	-

For personal use only

For personal use only

2. WHY YOU SHOULD ACCEPT THE OFFER

2.1 Reasons Why You Should ACCEPT the Offer

Forrestania believes you should **ACCEPT** the Offer for the following reasons:

1.	The Offer has received unanimous recommendation from the Kula Directors, in the absence of a Superior Proposal.[4]
2.	Kula's and Forrestania's businesses are complementary and provide substantial economies of scale which should lead to enhanced development opportunities. The proposed combination of Forrestania and Kula is expected to create a regionally consolidated gold explorer with a diversified portfolio spanning the Southern Cross, Forrestania, and Eastern Goldfields belts, delivering significant synergies in exploration, development, and capital efficiency.
3.	You will be provided with the opportunity to realise benefit from Kula's 80% owned Mt Palmer Gold Project sooner than if Kula sought to develop the Mt Palmer Gold Project itself, given the scale of Forrestania's operations and the resources available to Forrestania in comparison to Kula.
4.	Forrestania has recently announced that it has entered into a conditional agreement to acquire the Lake Johnston Project from Poseidon Nickel Pty Limited, a wholly owned subsidiary of Horizon Minerals Limited, including the 1.5Mtpa processing plant, buildings and other infrastructure. Subject to completion of this acquisition, this will provide Forrestania with processing capabilities for its gold resources, including any that eventuate from the Mt Palmer Gold Project.
5.	Forrestania is a well capitalised company with stated ambitions to become a stand-alone gold producer and is led by a management team with substantial project development expertise. You will become a securityholder in Forrestania, and have the opportunity to benefit from strategic benefits, diversity and operational synergies in the Combined Group if the Offer is successful.
6.	The Offer reduce risks associated with remaining a Kula Shareholder.
7.	If you do not accept the Offer, you may be subject to the risks and uncertainties of potentially being a minority shareholder in Kula.
8.	You may have potential access to CGT scrip for scrip rollover relief.
9.	You may not incur brokerage and will not incur any stamp duty in accepting the Offer.

The above is only a headline summary of some of the reasons why you should accept the Offer. Each of these reasons is explained in more detail below.

If you wish to accept the Offer, you must submit your acceptance online or return the signed Acceptance Form in accordance with the directions on the Acceptance Form by **4:00pm (AWST) on 8 January 2026**, unless extended in accordance with the Corporations Act.

Assuming 100% acceptance, Kula Shareholders who accept the Offer will become part of a larger West Australian exploration and development company, with its portfolio spanning the Southern Cross, Forrestania, and Eastern Goldfields belts.

2.2 Detailed Reasons Why You Should ACCEPT The Offer

(a) **The Offer has received unanimous recommendation from the Kula Directors, in the absence of a Superior Proposal.**

The Kula Directors have unanimously recommended that Kula Shareholders accept the Offer in the absence of a Superior Proposal. Furthermore, the Kula Directors intend to accept the Offer for their Kula Shares in the absence of a Superior Proposal.

As at the date of this Bidder's Statement, Forrestania is not aware of any Superior Proposal having been received by Kula and Kula has not made Forrestania aware of any party having an intention to make such a proposal.

Refer to Section 6.7 of this Bidder's Statement for disclosure of the interests of each of the Kula Directors in Kula.

[4] Refer to Section 6.7 of this Bidder's Statement for disclosure of the interests of each of the Kula Directors.

For personal use only

(b) **Kula's and Forrestania's businesses are complementary. The proposed combination of Forrestania and Kula is expected to create a regionally consolidated gold explorer with a diversified portfolio spanning the Southern Cross, Forrestania, and Eastern Goldfields belts, delivering significant synergies in exploration, development, and capital efficiency.**

The proposed combination of Forrestania and Kula follows a period of increasing strategic alignment between the two companies. Forrestania's recent cornerstone investment in Kula through a $1.87 million placement, together with its recent acquisition of the Westonia Project from Kula, highlights the complementary nature of their respective operations and regional focus.

The merger represents a logical next step in consolidating their interests across the Southern Cross, Forrestania, and Eastern Goldfields belts, creating a regionally integrated gold explorer with a strong and diversified project portfolio. The combined group is expected to benefit from greater exploration scale, operational efficiencies, and capital synergies, positioning it to accelerate discovery and development while delivering enhanced value to shareholders.

(c) **Forrestania has developed a corporate strategy to grow gold resources (including JORC Resources) across several projects via M&A and aggressive exploration to rapidly advance the Combined Group to become a significant stand-alone West Australian gold production business. The acquisition of Kula represents a major advancement to the delivery of this strategy.**

Forrestania management have a clearly articulated strategy to grow a substantial gold business via consolidation and exploration which has resulted in several recent significant project acquisitions. These projects include the British Hill, North Iron Cap and Burracoppin Projects which have seen Forrestania's gold Resources grow from 24k oz Au to 296k oz Au in just 14 weeks from July 2025.

In addition, Forrestania presently holds an option to acquire 100% of Hyden Resources Pty Ltd (ACN 675 890 641) (**HRPL**) from Lantech Developments Pty Ltd (ACN 007 034 684) (**Lantech**). HRPL is the parent of Hyden Project Holdings Pty Ltd (ACN 141 995 217) (**HPH**) which is the registered holder of additional tenements within the Forrestania region. Forrestania's announcements on 11 August 2025 and 3 November 2025 include further details on the Hyden assets, the option agreement and the disclosures around HRPL and HPH.

(d) **Forrestania will have the capability of processing gold bearing ore from Mt Palmer**

On 18 November 2025, Forrestania announced that it had entered into a conditional agreement to acquire the Lake Johnston Project from Poseidon Nickel Pty Limited, a subsidiary of Horizon Minerals Limited. The Lake Johnston Project includes a 1.5Mtpa processing plant previously used for processing nickel, but capable of being adapted to process gold bearing ore. This acquisition, subject to satisfaction of the outstanding conditions precedent and completion occurring, will provide Forrestania with processing capacity for its gold resources, including any gold resources that are discovered in economic quantities from the Mt Palmer Gold Project. Currently, Kula does have a solution to processing any gold bearing ore from the Mt Palmer Gold Project should ongoing exploration work justify a mining operation on that Project.

The acquisition of the Lake Johnston Project is subject to the satisfaction of the following outstanding conditions precedent as at the date of this Bidder's Statement:

(i) both parties have received all necessary regulatory approvals or waivers (including Forrestania obtaining written confirmation from ASX that Listing Rule 11.1.3 will not apply);

(ii) both parties entering into all necessary deeds of assignment for the transfer of the Lake Johnston assets; and

(iii) the parties obtaining all relevant third party approvals and consents.

(e) **Forrestania is strongly supported by key shareholders with the capacity to continue to provide the funding necessary to support the Combined Group's M&A and exploration ambitions.**

As at 30 September 2025, Forrestania held $4.97m in cash and nil debt.

Forrestania's directors have demonstrated a capacity to raise equity capital at a premium to market prices. Forrestania's directors own approximately 17.98% of Forrestania's issued capital (on an undiluted basis) and have proven track records in project development and the delivery of profitable growth.

In addition, Forrestania recently received $6,766,957 in cash as a result of various Forrestania Option exercises.

(f) **You will be provided with the opportunity to realise benefit from Kula's 80% owned Mt Palmer Gold Project sooner than if Kula sought to develop the Mt Palmer Gold Project itself, given the scale of Forrestania's operations and the resources available to Forrestania in comparison to Kula.**

Forrestania's larger operational scale, established infrastructure, and greater access to technical and financial resources are expected to significantly accelerate exploration and development activities at Mt Palmer. By leveraging Forrestania's capabilities, the combined entity can fast-track project advancement, optimise capital deployment, and enhance the potential for near-term value creation from this strategically located gold asset.

(g) **You will gain full exposure to the Forrestania Board and management team that has a depth of technical experience and operational track record.**

Forrestania's existing Board and technical teams bring a proven track record for advancing exploration tenure, delivering on project milestones and the provision of excellent technical, commercial, managerial and administrative expertise.

Refer to Section 4.8 of this Bidder's Statement for further information.

(h) **There is a risk that you will be part of the minority if you do not accept the Offer.**

As set out in Sections 12.9 and 12.12, the completion of the Offer is subject to a limited number of Conditions.

Given the limited conditionality of the Offer there is a strong possibility that Forrestania will succeed in reaching the Minimum Acceptance Condition, by acquiring a Relevant Interest in at least 50% of the issued share capital of Kula.

If Forrestania does not acquire a Relevant Interest in at least 50% of the Kula Shares it may choose to waive the condition at its discretion.

If Forrestania acquires more than 50.1% but less than 90% of the Kula Shares, Forrestania will hold a controlling interest in Kula. The remaining Kula Shareholders will be in a minority position in a company with a large controlling shareholder whose objectives for the company may differ from their own.

Kula will likely require additional funding in the immediate term to fund future exploration activities as well as ongoing corporate costs. If some or all of this funding requirement is sought in the form of an equity raising and Kula Shareholders do not accept the Offer, Kula Shareholders would likely need to contribute to this equity raise (commensurate with their existing shareholding) to avoid dilution of their respective shareholdings.

Accordingly, Kula Shareholders could encounter a lower level of liquidity in Kula Shares than exists today, which may impact the ability of Kula Shareholders to sell their Kula Shares without having an adverse impact on the share price received in the sale of those Kula Shares in future.

(i) **Potential access to CGT scrip for scrip rollover relief (in respect of the Offer only).**

Kula Shareholders holding their Kula Shares on capital account may have access to scrip for scrip rollover relief, in which case they are entitled to disregard any capital gain as a result of accepting the Offer.

Should the Offer be successful and result in Forrestania becoming the holder of 80% or more of the voting shares in Kula as at the close of the Offer Period, Kula Shareholders who would otherwise make a capital gain from the disposal of their Kula Shares pursuant to the Offer may be able to choose to obtain full scrip for scrip rollover relief.

If scrip for scrip rollover relief is available and is chosen by Kula Shareholders, who would otherwise have made a capital gain on the disposal of their Kula Shares and/or options under the Offer, all of the capital gain from the disposal may be disregarded.

For personal use only

However, Kula Shareholders may be subject to capital gains tax as a result of a later taxable event (such as a disposal) happening to the Forrestania Shares received as consideration under the Offer.

Refer to Section 9 of this Bidder's Statement for further information.

(j) **You may not incur brokerage or stamp duty in accepting the Offer.**

If you accept the Offer, you will not incur brokerage on the transfer of your Kula Shares to Forrestania pursuant to the Offer.

If you sell your Kula Shares rather than disposing of them via the Offer, you may incur brokerage charges (and, potentially, GST on those charges). You will not be required to pay any stamp duty on the disposal of your Kula Shares under the Offer or on the acquisition of Forrestania Shares under the Offer.

Full details on how to accept the Offer is set out in Section 12.4.

For personal use only

3. HOW TO ACCEPT THE OFFER

Please refer to Section 12.4 of this Bidder's Statement and your personalised Acceptance Form (which accompanies this Bidder's Statement) for full details on how to accept the Offer.

You may accept the Offer at any time during the Offer Period. You may only accept the Offer in respect of ALL of your Kula Shares, you cannot accept the Offer in part.

Information about which subregister your Kula Shares are held is shown on your personalised Acceptance Form. Please refer to Section 12.4 for further details.

For personal use only

For personal use only

4. PROFILE OF FORRESTANIA

4.1 Overview of Forrestania

Overview of Forrestania and Its Principal Activities

Forrestania Resources Limited (ASX: FRS) is a rapidly growing gold exploration and development company focused on building a portfolio of high-quality projects across Western Australia's premier gold mining districts.

Led by a refreshed and experienced board, Forrestania is expanding its footprint across the Southern Cross/Westonia, Forrestania and Eastern Goldfields regions through disciplined exploration, selective acquisitions, and a commitment to unlocking the broader potential of these highly prospective belts.

The Company's strategy is supported by a clear 'Three-Tier Growth Charter':

(a) 'Reposition Forrestania' – consolidate, refocus and strengthen its portfolio;

(b) 'Disciplined Growth Strategy' – pursue accretive acquisitions and leverage record gold prices; and

(c) 'From Exploration to Execution' – transition toward near-term development and production.

Forrestania holds rights to JORC-compliant Resources totalling approximately 296,210 ounces of gold, with approximately 67% of these Resources located on granted mining leases, providing a strong platform for future growth. The Company remains debt-free and maintains a cash balance of A$4.97 million as at 30 September 2025, underpinning its exploration and acquisition programs.

4.2 Forrestania's key objectives

Over the recent months, Forrestania has undertaken a targeted and strategic expansion program within its established exploration corridor in Western Australia. Forrestania has executed a series of acquisitions comprising prospecting licences, exploration licences, and mining leases, secured either through tenement acquisitions or share purchase agreements with unrelated third-party vendors, as well as option agreements that have yet to be exercised.

The acquisitions are of tenure all located within Forrestania's historical areas of operation and are prospective for gold, consistent with the company's longstanding focus on gold exploration. The objective of this program is to strengthen Forrestania's Resource base by securing additional gold ounces, whether classified as existing JORC-compliant resources or as exploration targets with potential to be upgraded to JORC standard through further exploration success.

Since April 2025, Forrestania has completed the following material acquisitions:

(a) **Expansion to flagship Forrestania project:** As announced on 17 September 2025, Forrestania acquired exploration licence E77/3046 near existing Forrestania holdings, expanding its ground south of Southern Cross in a geologically prospective zone.

(b) **Ada Ann Tenement Expansion**: As announced on 6 August 2025, Forrestania acquired three new tenement applications near Coolgardie, expanding its Ada Ann gold footprint in a highly prospective zone. As at the date of this Bidder's Statement, the applications are not yet granted.

(c) **North Iron Cap acquisition:** As announced 4 November 2025, Forrestania sign has acquired 100% of North Iron Cap Pty Ltd, which holds the gold rights over M77/544, the North Iron Cap deposit in the Forrestania Greenbelt, south of Southern Cross.

(d) **British Hill acquisition**: As announced on 18 September 2025, Forrestania completed the acquisition of 100% of IMD Gold Pty Ltd, owner of the British Hill Gold Project (M77/1256 and E77/1965), which holds a JORC (2012) compliant Mineral Resource Estimate of 1.17 Mt @ 1.5 g/t Au for 55,888 oz.

(e) **First Western Gold acquisition**: As announced on 17 October 2025, Forrestania completed the acquisition of First Western Gold Pty Ltd from Askari Metals (ASX: AS2). The project includes a JORC (2012) compliant Mineral Resource of 82.7koz Au at 1.5g/t cut off grade and strengthens Forrestania's Western Australian gold portfolio.

In addition, Forrestania presently holds an option to acquire 100% of Hyden Resources Pty Ltd (ACN 675 890 641) (**HRPL**) from Lantech Developments Pty Ltd (ACN 007 034 684) (**Lantech**). HRPL is the holder of 100% of the shares in Hyden Project Holdings Pty Ltd (ACN 141 995 217)

(**HPH**) which is the registered holder of a suite of tenements within the Forrestania region (comprising M77/1310, E77/2207, E77/2219, E77/2220, E77/2239, E77/2460, E77/2711 and P77/4534). Forrestania's announcements on 11 August 2025 and 3 November 2025 include further details on the Hyden assets, the option agreement and the disclosures around HRPL and HPH. HRPL is presently the respondent to proceedings in the Supreme Court of Western Australia (CIV 1381/2025) commenced by Classic Minerals Limited (**Classic**) relating to the ownership of the tenements outlined above. Classic Minerals Limited also claims an 80% beneficial interest in the gold rights on those tenements. Classic Minerals Limited has stated in public announcements that, pursuant to its legal advice, it is seeking enforcement of the agreement to acquire the tenements from HRPL. The Company's due diligence on HRPL, including these matters, is ongoing.

4.3 Access to capital

As at 30 September 2025, Forrestania held $4.97m in cash and nil debt.

In addition, Forrestania recently received $6,766,957 in cash as a result of various Forrestania Option exercises.

The Company has a demonstrated capacity to raise capital, having raised $8.610 million under a placement in September 2025 and having recently announced the proposed Placement and SPP (refer to Section 4.4 below). Where required, the Directors reasonably believe that the Company is capable of raising additional funds to meet its stated objectives through the issue of new capital in the Company.

These capital management measures are expected to provide sufficient working capital to progress drilling and metallurgical testwork at the Bonnie Vale, Lady Lila, and British Hill projects, as well as to fund transaction and development costs associated with recent and future acquisitions.

4.4 November Capital Raising

As announced on 18 November 2025, the Company has received firm commitments to raise approximately $32 million (before costs) via the issue of 182,857,144 Shares at $0.175 per share under a placement to professional and sophisticated investors (**Placement**). The Placement will be completed as follows:

(a) Under tranche 1 of the Placement, which is expected to settle on 25 November 2025, the Company will issue 75,633,200 Shares under the Company's existing ASX Listing Rule 7.1 and 7.1A capacity to raise approximately $13,235,810 (before costs).

(b) Under tranche 2 of the Placement, the Company, subject to Shareholder approval being obtained at a general meeting to be convened by the Company in due course, will issue a further 107,223,944 Shares to raise $18,764,190 (before costs).

Participants in the Placement will also receive 1 free unlisted attaching option for every 1.1 Shares allocated in the Placement, with an exercise price of A$0.24 per option and an expiry date that is 3 years from the date of issue. The Placement options will be issued subject to Shareholder approval, to be obtained at a general meeting to be convened by the Company in due course.

All Shares issued under the Placement and shares issued upon the exercise of the Placement options will rank equally with Forrestania's existing shares on issue.

As part of the capital raising, the Company will also undertake a Share Purchase Plan to raise up to an additional $2,000,000 (**SPP**). The SPP will be offered to existing eligible Shareholders, being Shareholders of the Company with a registered address in Australia and New Zealand.

Pursuant to the SPP, the participants will have the opportunity to apply (without incurring brokerage fees) for up to $30,000 worth of new Shares at a price of $0.175 per share. The offer under the SPP is expected to open early December 2025 and will close in mid-January 2026.

4.5 Incomplete transactions

Forrestania is acquisitive and has announced the following transactions which are currently on foot and have not yet completed:

(a) **Outback Minerals Option:** as announced on 2 April 2025, Forrestania exercised an option to acquire two additional project areas from Outback Minerals Pty Ltd. The tenure that is proposed to be acquired includes the Company's Bonnie Vale Project as well as tenure in proximity to the Company's Breakaway Dam Project. Under the agreement with Outback Minerals Pty Ltd, Forrestania is required to issue $1.1 million worth of consideration shares (subject to a maximum of 5,500,000 shares) to Outback Minerals Pty Ltd on or before 5 May 2026. The consideration under this acquisition has not yet been issued.

For personal use only

(b) **McGhie**: On 9 August 2025, Forrestania entered into a mineral rights sale agreement with Bradley John McGhie for the acquisition of certain mineral rights contained within a prospecting licence and a mining lease application in Western Australia. The consideration for this acquisition is $120,000 in cash, and the grant of a 2.5% net smelter return royalty in respect of any minerals from the area within the boundaries of the tenements.

(c) **Allen**: On 15 September 2025, Forrestania entered into a binding sale agreement with Diane Elizabeth Allen for the acquisition of an exploration licence in Western Australia in consideration for $20,000 cash.

(d) **Golden Strike**: On 23 September 2025, Forrestania entered into a binding heads of agreement with Golden Strike Pty Ltd to acquire 2 prospecting licence applications in consideration for $15,000 cash.

(e) **Jaurdi Hill**: On 18 November 2025, Forrestania announced that it had entered into three binding agreements to acquire Fenton and Martin Mining Developments Pty Ltd (**Fenton**), Australian Live-Stock Suppliers Pty Ltd (**Australian Live-Stock**) and Diggers & Dealers Mining Pty Ltd (**Diggers**) from their respective shareholders. The entities collectively beneficially or legally hold 2 prospecting licenses, 8 mining licences and one mining licence application in Western Australia. The consideration for each acquisition is as follows:

(i) Fenton: Forrestania has agreed to pay the shareholders of Fenton $100 at settlement.

(ii) Australian Live-Stock: Forrestania has agreed to pay the shareholders of Australian Live-Stock $1,399,660 at settlement, and following settlement, where the Company announces to the ASX a JORC-compliant Mineral Resource Estimate (**Resource**) on the tenements held by Australian Live-Stock the following additional consideration:

(A) a Resource less than 20,000 ounces of gold: nil additional consideration;

(B) a Resource of 25,000 ounces or more: $350,000 cash; and

(C) a Resource of 20,000 ounces of gold, but less than 25,000 ounces of gold; $70 per ounce between 20,000 and 25,000 ounces.

Additionally, Forrestania has agreed to grant Australian Live-Stock a 2% gross revenue royalty on all gold mined from the tenements, payable only after Forrestania has mined 25,000 of gold from the tenements.

(iii) Diggers: Forrestania has agreed to pay the shareholders of Diggers $300 in cash at settlement. Following settlement, if Forrestania announces a JORC-compliant Resource of at least 25,000 ounces of gold (at a cut-off grade of 1.5 g/t) on the tenements held by Diggers, an additional $350,000 cash payment will be made to the shareholders of Diggers. In addition, the Company has agreed to pay the shareholders of Diggers a 2% gross revenue royalty on all gold mined from the tenements, payable only after Forrestania has mined 25,000 ounces of gold from those tenements.

(f) **Lake Johnston**: As announced on 18 November 2025, Forrestania has entered a binding agreement to acquire the Lake Johnston Project from Poseidon Nickel Pty Limited (a wholly owned subsidiary of Horizon Minerals Limited (ASX: HRZ). The Lake Johnson Project includes infrastructure such as a 1.5Mtpa processing plant which FRS intends on refurbishing to process gold as well as accommodation and workshop facilities. In consideration for the acquisition of the Lake Johnson Project, Forrestania has agreed to pay/issue Horizon Minerals Limited the following:

(i) upon signing of the Agreement, $2,000,000 in immediately available funds, which has been paid by FRS;

(ii) upon signing a full form asset sale and purchase agreement for the transaction:

(A) $14,000,000 in immediately available funds; and

(B) that number of Forrestania Shares equal to $5,000,000 divided by $0.175 per share; and

For personal use only

(C) on completion of the transaction, $14,000,000 in immediately available funds.

As at the date of this Bidder's Statement, Forrestania is engaged in other various early-stage negotiations with third-party vendors with respect to certain transactions. Forrestania will continue to announce any material agreements or funding initiatives in accordance with its continuous disclosure obligations under the ASX Listing Rules.

Forrestania will continue to assess additional equity or partnership funding opportunities to ensure operational flexibility while advancing its gold portfolio in Western Australia.

4.6 Forrestania's Projects

Forrestania is a rapidly growing ASX listed gold exploration and development company with assets in Western Australia's premiers goldfields districts.

Specifically, Forrestania has a substantial project footprint in the Forrestania region, the Westonia/Southern Cross region, the Bonnie Vale region near Coolgardie and in the Eastern Goldfields region near Menzies.

Through active exploration and project acquisition, Forrestania has delivered a JORC Compliant Mineral Resource Estimate (MRE) of 296,210 oz @ 1.35g/t Au across this project portfolio.

A summary of Forrestania's projects, their location and the Company's global MRE is given in figure 1 below.



Figure 1. A description of Forrestania's projects and global Mineral Resource Estimates

4.6.1 Forrestania Project Hub

The Company's projects in the Forrestania region of Western Australia include an option to acquire Hyden Project Holdings (HPH) - which hosts a MRE of 297k oz @ 1.3g/t Au at the Lady Ada and Lady Magdalene deposits, Lady Lila – hosting a MRE of 40,513 oz @ 1.03g/t Au, British Hill – hosting a MRE of 54,625oz @ 1.5g/t Au and the North Iron Cap deposit – hosting 105,953oz @ 1.37g/t Au.

FRS's technical team has identified substantial potential for resource growth via dedicated exploration across the Forrestania hub and has several programs of work and drilling campaigns planned over the short to medium term.

FRS's projects in the Forrestania region all lie proximate to the Bounty Gold mine which features historical production of ~1M oz Au.

The Forrestania region has seen substantial historical and existing nickel and lithium production. FRS believes that several prospects within the Forrestania hub are prospective for these metals.

4.6.2 Southern Cross/Westonia Project Hub

Forrestania's Westonia Gold Project hosts the Burracoppin Gold Deposit (MRE 82,700oz Au @ 1.2g/t Au).

Separate to Forrestania's Burracoppin deposit, the Company is exploring 5 tenements in the Southern Cross region which span across 200km of the prolific Southern Cross greenstone belt. Much of Forrestania's tenure in this region is adjacent or proximate to Kula Gold's tenements and

For personal use only

much of FRS's land package also abuts tenements controlled by Golden Horse Minerals Ltd (ASX: GHM).

The Forrestania board considers that the Southern Cross/Westonia region could become Western Australia's next district-scale gold camp and the consolidation of the region provides exciting potential to build a bankable, long-life gold producing project.

4.6.3 Eastern Goldfields and Bonnie Vale Hubs

Forrestania's Bonnie Vale Project hosts the Ada Ann Gold Deposit which is located immediately north of the town of Coolgardie (MRE 12,419oz @ 1.67g/t Au). This project covers some 90km^2 and hosts several historical mines including Ada Ann and the Christmas Gift mine.

Evolution Mining's (ASX: EVN) operating Mungari Mine lies just 5km to the east of the Bonnie Vale Project, offering a potential processing option for any gold resources defined across the project.

Forrestania is excited about the exploration upside at the Bonnie Vale Project and is currently planning extensive exploration programs.

At the Breakaway Dam, located 17km east of Menzies, Forrestania is exploring over a 20km greenstone belt which is highly prospective for copper mineralisation as demonstrated by previous drilling and anomalous rock chips.

4.7 Corporate structure

The corporate structure of Forrestania is shown in the diagram below:



Each of the subsidiaries shown above are wholly owned by Forrestania.

4.8 Forrestania Board

A brief summary of the Forrestania Board as at the date of this Bidder's Statement, is set out below.

Mr David Geraghty | Executive Chairman

Appointed 16 May 2025

Mr Geraghty is a qualified metallurgical engineer with a proven track record in driving strategic growth and operational discipline. Mr Geraghty brings valuable project development and operational knowledge to the team, with 30 year experience, including 21 at Mineral Resources Ltd.

Mr Geraghty transitioned to an executive director of Forrestania effective 17 October 2025 and is a substantial shareholder of Forrestania. He is therefore not considered to be an independent director.

In the previous 3 years, Mr Geraghty has not been a director of any ASX listed companies.

Mr Daniel Raihani | Non-Executive Director

Appointed 18 February 2025

Mr Raihani is an Accountant and Tax Professional with a wide range of experience at the executive level in the public, private and not-for-profit sectors. Mr Raihani has controlling equity positions in a number of public and private companies and holds directorships in private companies across various sectors.

Mr Raihani is a substantial shareholder of Forrestania and therefore not considered to be an independent director.

In the previous 3 years, Mr Raihani has been a director of the following ASX listed companies: BSA Ltd, Aurumin Limited, Voltaic Strategic Resources Limited, First AU Ltd, Middle Island Resources Limited.

For personal use only

Mr Adam Turnbull | Non-Executive Director

Appointed 24 July 2025

Mr Turnbull is an experienced executive and company director with a career spanning construction, infrastructure, minerals, luxury goods, and capital markets. He has held board roles across multiple private enterprises, bringing expertise in governance, strategic development, and operational leadership. Mr Turnbull is a substantial shareholder of Forrestania and therefore not considered to be an independent director.

Mr Turnbull is a substantial shareholder of Forrestania and therefore not considered to be an independent director.

In the previous 3 years, Mr Turnbull has not been a director of any ASX listed companies.

4.9 Forrestania historical financial information

(a) Basis of Presentation of Historical Financial Information

The historical financial information below relates to Forrestania on a stand-alone basis and does not reflect any impact of the Offer. It is a summary only and the full financial accounts of Forrestania for the financial period described below, which includes the notes to the financial accounts, are available in Forrestania's financial reports for the years ended 30 June 2025, and 30 June 2024. Copies of these financial reports are available at (www.forrestaniaresources.com.au) or from the ASX website.

(b) **Historical Financial Information of Forrestania**

(i) **Consolidated Statement of Financial Position**

The consolidated statements of financial position of Forrestania are set out below and have been extracted from the audited consolidated statements of financial position for the previous three financial years ended 30 June 2025, 30 June 2024 and 30 June 2023, being the last three audited financial statements prior to the date of this Bidder's Statement.

	2025 $	2024 $	2023 $
Assets			
Current assets			
Cash and cash equivalents	920,386	459,039	2,117,054
Trade and other receivables	43,495	30,626	76,394
Prepayments	140,030	124,570	132,717
Total current assets	**1,103,911**	**614,235**	**2,326,165**
Non-current assets			
Exploration and evaluation expenditure	6,373,934	5,670,200	7,795,606
Property, plant and equipment	3,043	4,534	34,041
Total non-current assets	**6,376,977**	**5,674,734**	**7,829,647**
Total assets	**7,480,888**	**6,288,969**	**10,155,812**
Liabilities			
Current liabilities			
Trade & other payables	428,840	148,582	754,432
Provisions	32,283	29,802	51,018
Total current liabilities	461,123	178,384	805,450
Total liabilities	**461,123**	**178,384**	**805,450**
Net assets	**7,019,765**	**6,110,585**	**9,350,362**

For personal use only

	2025 $	2024 $	2023 $
Equity			
Share capital	15,900,777	13,540,598	11,156,587
Accumulated loss	(10,227,276)	(9,909,447)	(3,977,468)
Reserves	1,346,264	2,479,434	2,171,243
Total equity attributable to shareholders of the Company	**7,019,765**	**6,110,585**	**9,350,362**

(ii) **Consolidated Income Statement and Statement of Comprehensive Income**

The consolidated statements of income and other comprehensive income of Forrestania are set out below and have been extracted from the audited consolidated statements of income and other comprehensive income for the previous three financial years ending 30 June 2025, 30 June 2024 and 30 June 2023, being the last three audited financial statements prior to the date of this Bidder's Statement.

	2025 $	2024 $	2023 $
Forgiveness of debt	8,161	62,934	-
Interest	3,032	7,168	7,414
Other	12,000	-	7,790
	23,193	**70,102**	**15,204**
Expenses			
Administration services	(566,940)	(807,741)	(939,138)
Employee expenses	(159,701)	(455,237)	(477,572)
Interest expense	(618)	(1,484)	-
Impairment of capitalised exploration and evaluation expenditure	(545,633)	(4,531,326)	(145,498)
Exploration and evaluation expense	(157,565)	(58,537)	-
Loss on sale of tenement	-	(21,005)	-
Share based payments expense	(12,592)	(126,751)	(105,302)
Loss before income tax expense	**(1,419,856)**	**(5,931,979)**	**(1,652,406)**
Income tax expense	**-**	-	
Loss for the year	**(1,419,856)**	**(5,931,979)**	**(1,652,406)**
Other comprehensive income/(loss) for the year	**-**	**-**	**-**
Total comprehensive loss attributable to Equity Holders of Forrestania Resources Limited	**(1,419,856)**	**(5,931,979)**	**(1,652,406)**
Loss for the year attributable to:			
Owners of the Company	**(1,419,856)**	**(5,931,979)**	**(1,652,406)**
	(1,419,856)	**(5,931,979)**	**(1,652,406)**

For personal use only

For personal use only

	2025 $	2024 $	2023 $
Total Comprehensive Income/(Loss) for the year attributable to:			
Owners of the Company	**(1,419,856)**	**(5,931,979)**	**(1,652,406)**
	(1,419,856)	**(5,931,979)**	**(1,652,406)**
Loss per Share for Loss attributable to the Ordinary Equity Holders of the Company	**Cents**	**Cents**	**Cents**
Basic and diluted loss per share (cents per share) for continuing operations attributable to the shareholders of the Company	**0.631**	**0.04**	**2.64**
Basic and diluted loss per share (**cents** per share) attributable to the shareholders of the Company	**0.631**	**0.04**	**2.64**

(c) **Management Commentary on Historical Results**

(i) **Assets**

Exploration tenements are carried at cost, less accumulated impairment losses and at 30 June 2025 stand at $6,373,934 (30 June 2024: $5,670,200 and 30 June 2023: $7,795,606).

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development and/or sale of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Accumulated costs in relation to an abandoned area are written off in full against profit or loss in the year in which the decision to abandon the area is made.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

(ii) **Liabilities**

The Company has not carried any long-term liabilities, including borrowings or finance leases, during the past three financial years.

(iii) **Results**

The consolidated entity's loss after tax attributable to shareholders of Forrestania Resources Limited for the financial year ending 30 June 2025 was $1,419,856 (30 June 2024 loss: $5,931,979 and 30 June 2023 loss: $1,652,406). No dividends have been paid of declared by Forrestania Resources Limited during the period ended 30 June 2025, 30 June 2024 and 30 June 2023.

The net assets of the consolidated entity at 30 June 2025 were $7,019,765 (30 June 2024: $6,110,585 and 30 June 2023: $9,350,362) of which $920,386 (30 June 2024: $459,039 and 30 June 2023: $2,117,054) represents cash and cash equivalents.

For personal use only

4.10 Material changes in Forrestania's financial net asset position since last published accounts

Since its last published accounts on 30 June 2025, Forrestania completed a placement to professional and sophisticated investors on 2 September 2025 which resulted in the issue of 42,000,000 fully paid ordinary shares and raised $8,610,000 (before costs).

In addition, Forrestania has received $6,766,957 in cash as a result of recent Forrestania Option exercises.

As described in Section 4.4, the Company is undertaking a two tranche Placement to raise up to $32 million (before costs). The first tranche of Placement shares that will be issued under the Placement is expected to settle on 25 November 2025 and will comprise 75,633,200 Forrestania Shares at $0.175 per share (raising $13,235,810.00 (before costs)). The second tranche of the Placement is expected to settle subject to shareholder approval being obtained for the issue at a shareholder meeting to be convened by Forrestania in due course. Subject to Shareholder approval being obtained at a Shareholder meeting to be convened by the Company in due course, the Company also intends to issue 1 free unlisted attaching Forrestania Option for every 1.1 Forrestania Shares subscribed for and issued under the Placement. These options are expected to be issued subject to shareholder approval being obtained for the issue at a shareholder meeting to be convened by Forrestania in due course.

The Company is also expected to complete an SPP to raise an additional $2,000,000 at an issue price of $0.175 per share, which is expected to result in an issue of 11,428,571 Forrestania Shares and complete in mid-January 2026.

Forrestania has also completed the following acquisitions:

(a) **IMD Gold Pty Limited**: on 18 September 2025, Forrestania issued 34,772,727 Forrestania Shares as consideration for the acquisition of 100% IMD Gold Pty Limited.

(b) **First Western Gold Pty Ltd**: On 17 October 2025, Forrestania issued 2,223,321 Forrestania Shares as consideration for the acquisition of 100% of First Western Gold Pty Ltd.

(c) **North Iron Cap Pty Ltd**: On 4 November 2025, Forrestania issued 42,140,398 Forrestania Shares and paid $2,781,266.25 in cash as consideration for the acquisition of 100% of North Iron Cap Pty Ltd.

(d) **Bradley:** On 5 August 2025, Forrestania entered into a binding sale agreement with Joseph Robert Bradley for the acquisition of 2 exploration licence applications and 1 prospecting licence application in Western Australia. The consideration for this acquisition is $20,000 and a 1.5% net smelter return royalty in respect of any minerals from the area within the boundaries of the applications (once they are granted). On 20 November 2025, this transaction completed and Forrestania issued the cash consideration to Mr Bradley.

(e) **Westonia**: On 23 September 2025, Forrestania entered into a binding sale agreement to acquire 4 exploration licenses from Kula. The consideration for this acquisition is $500,000 on settlement and $1,000,000 cash on reporting an Inferred Mineral Resource in accordance with the JORC of 100,000 ounces of gold or equivalent. The agreement settled on 9 October 2025.

4.11 Further Information on Forrestania

Forrestania maintains a website www.forrestaniaresources.com.au/ which contains further information about Forrestania and its operations.

Forrestania is a listed disclosing entity for the purposes of the Corporations Act and as such is subject to regular reporting and disclosure obligations. Forrestania is subject to the ASX Listing Rules which require continuous disclosure of any information Forrestania has concerning itself that a reasonable person would expect to have a material effect on the price or value or its securities.

ASX maintains files containing publicly disclosed information about all listed companies. Forrestania's file is available for inspection at ASX during normal business hours.

Forrestania is also required to lodge various documents with ASIC. Copies of documents lodged with ASIC by Forrestania may be obtained from, or inspected at, an ASIC office.

4.12 Summary

Forrestania Resources Limited is a diversified, growth-focused Western Australian gold and critical minerals company with a rapidly expanding tenement portfolio spanning the Southern Cross, Forrestania, Eastern Goldfields and Burracoppin districts.

The Company's strong cash position (A$4.97 million), no debt, and significant JORC-compliant gold resource base (~296,210 oz) position it to transition from explorer to developer in the near term.

Backed by an experienced board and a disciplined growth charter, Forrestania aims to deliver shareholder value by converting exploration success into production-ready assets and consolidating its position as a leading mid-tier Western Australian gold developer.

For personal use only

For personal use only

5. INFORMATION ABOUT FORRESTANIA SECURITIES

5.1 Capital Structure

As at the date of this Bidder's Statement, Forrestania's capital structure is as follows:

SHARES[1,2]	
Forrestania Shares	517,534,729

Notes:

1. As described in Section 4.4, the Company is undertaking a two tranche Placement to raise up to $32 million (before costs). The first tranche of Placement shares that will be issued under the Placement is expected to settle on 25 November 2025 and will comprise 75,633,200 Forrestania Shares at $0.175 per share (raising $13,235,810.00 (before costs)). The second tranche of the Placement is expected to settle subject to shareholder approval being obtained for the issue at a shareholder meeting to be convened by Forrestania in due course. These Forrestania Shares are not included in the table above.
2. Forrestania convened an extraordinary general meeting on 31 October 2025 whereby shareholders approved (amongst other things) the issue of up to 20,692,250 Forrestania Shares to Hyden Resources Pty Ltd (ACN 675 890 641) as part consideration for the acquisition of 100% of Hyden Project Holdings Pty Ltd (ACN 141 995 217)[5]. These securities are proposed to be issued by 31 January 2026. These Forrestania Securities are not included in the table above.

OPTIONS[1,2,3]	
Forrestania Listed Options	
Options exercisable at $0.15 each on or before 30 June 2026(ASX: FRSOA)	27,997,228
Total	**27,997,228**
Forrestania Unlisted Options	
Options exercisable at $0.075 each on or before 5 December 2027	1,500,000
Options exercisable at $0.05 each on or before 5 December 2026	1,500,000
Options exercisable at $0.65 each on or before 16 December 2025	125,000
Options exercisable at $0.15 each on or before 5 November 2028	10,000,000
Options exercisable at $0.25 each on or before 5 November 2028	10,000,000
Options exercisable at $0.50 each on or before 5 November 2028	10,000,000
Total	**33,125,000**

Notes:

1. Forrestania convened an extraordinary general meeting on 31 October 2025 whereby shareholders approved (amongst other things) the issue 15,000,000 Options to Hyden Resources Pty Ltd (ACN 675 890 641) as part consideration for the acquisition of 100% of Hyden Project Holdings Pty Ltd (ACN 141 995 217)[6].
2. As disclosed in Section 11.2 of this Bidder's Statement, within 14 days of the successful completion of the Offer, Forrestania has agreed to issue Bell Potter 10,000,000 unlisted Forrestania Options exercisable at $0.75 and expiring on the date that is 3 years from the date of issue or where Forrestania shareholders do not approve the issue of the Forrestania Options, Forrestania will pay Bell Potter a cash success fee equal to $250,000.
3. Subject to Shareholder approval being obtained at a Shareholder meeting to be convened by the Company in due course, the Company also intends to issue 1 free unlisted attaching Forrestania Option for every 1.1 Forrestania Shares subscribed for and issued under the Placement. These options are expected to be issued subject to shareholder approval being obtained for the issue at a shareholder meeting to be convened by Forrestania in due course.

Performance Rights	
Forrestania Performance Rights	
Performance Rights expiring on 5 November 2028 with various milestones[1]	45,450,000
Total	**45,450,000**

[5] Refer to ASX Announcement (ASX:FRS) titled "Option for Major Gold Project Acquisition" dated 11 August 2025 and ASX Announcement (ASX:FRS) titled "Variation to Agreement to Acquire Hyden Project Holdings" dated 3 November 2025.
[6] Refer to ASX Announcement (ASX:FRS) titled "Option for Major Gold Project Acquisition" dated 11 August 2025 and ASX Announcement (ASX:FRS) titled "Variation to Agreement to Acquire Hyden Project Holdings" dated 3 November 2025.

Notes:

1. Comprising as follows:

TRANCHE	QUANTUM	RECIPIENT	VESTING CONDITION
1	1,475,000	Adam Turnbull	20-day VWAP exceeds $0.15
	1,875,000	David Geraghty	
	1,475,000	Daniel Raihani	
2	1,475,000	Adam Turnbull	40-day VWAP exceeds $0.20
	1,875,000	David Geraghty	
	1,475,000	Daniel Raihani	
3	1,475,000	Adam Turnbull	60-day VWAP exceeds $0.30
	1,875,000	David Geraghty	
	1,475,000	Daniel Raihani	
4	1,475,000	Adam Turnbull	60-day VWAP exceeds $0.60
	1,875,000	David Geraghty	
	1,475,000	Daniel Raihani	
5	1,475,000	Adam Turnbull	60-day VWAP exceeds $0.80
	1,875,000	David Geraghty	
	1,475,000	Daniel Raihani	
6	1,475,000	Adam Turnbull	60-day VWAP exceeds $1.00
	1,875,000	David Geraghty	
	1,475,000	Daniel Raihani	
7	500,000	Adam Turnbull	250,000oz JORC resources at 1g/t Au or equivalent
	500,000	David Geraghty	
	500,000	Daniel Raihani	
8	1,000,000	Adam Turnbull	500,000oz JORC resources at 1g/t Au or equivalent
	1,000,000	David Geraghty	
	1,000,000	Daniel Raihani	
9	2,000,000	Adam Turnbull	750,000oz JORC resources at 1g/t Au or equivalent
	2,000,000	David Geraghty	
	2,000,000	Daniel Raihani	
10	2,000,000	Adam Turnbull	1,000,000oz JORC resources at 1g/t Au or equivalent
	2,000,000	David Geraghty	

5.2 Substantial shareholders of Forrestania

As at the date of this Bidder's Statement, the following persons and their Associates are each a substantial Shareholder of Forrestania (being a Shareholder that holds more than a 5% interest in Forrestania):

FORRESTANIA SHAREHOLDER	NUMBER OF FORRESTANIA SHARES	% OF FORRESTANIA ISSUED SHARE CAPITAL
Haltern Pty Ltd, Gemtaz Pty Limited, Bronwyn & Peter Kuzmiuk	47,020,875	9.09%
Blue Capital Equities Pty Ltd <Blue capital No 2 A/C>	30,651,859	5.92%
Mr Adam Turnbull and associates[1]	32,904,128	6.36%
Mr David Geraghty and associates[1]	30,150,000	5.83%
7 Enterprises Pty Ltd[1,2]	30,000,000	5.80%

Notes:

1. This entity is controlled by Forrestania Director, Mr Daniel Raihani.
2. Refer to Section 11.9 for further information.

For personal use only

For personal use only

5.3 Directors' Interests in Forrestania Securities

As at the date of this Bidder's Statement, Forrestania Directors hold (both directly and indirectly) 93,054,128 Forrestania Shares, being approximately 17.98% of the total number of Forrestania Shares on issue.

As at the date of this Bidder's Statement, assuming all convertible securities held by the Forrestania Directors are converted, the Forrestania Directors would collectively hold a total of 168,504,128 Forrestania Shares, being approximately 27% of the total number of Forrestania Shares on issue (on a fully diluted basis).

Refer to Section 11.9 for further details of all Forrestania Securities held by each Forrestania Director, and Section 11.10 for details of the fees and benefits received by each Forrestania Director in the past 2 financial years.

5.4 Trading of Forrestania Shares

Set out below is a table showing relevant trading prices of Forrestania Shares on ASX:

TRADING PERIOD	PRICE OF FORRESTANIA SHARES
Closing sale price on ASX on the last trading day before the date Forrestania announced the Offer.	$0.245
Highest closing price on ASX in the four months prior to 21 November 2025 (being the last practicable trading date prior to the of this Bidder's Statement).	$0.305
Lowest closing price on ASX in the four months prior to 21 November 2025 (being the last practicable trading date prior to the of this Bidder's Statement).	$0.12 (23 July 2025)
Closing sale price of Forrestania Shares on ASX on the last practicable trading date prior to the date of this Bidder's Statement, being 21 November 2025.	$0.265

5.5 Rights and liabilities attaching to Forrestania Shares

The Forrestania Shares offered to Kula Shareholders under the Offer are fully paid ordinary shares in the capital of Forrestania, and from the date of their issue will rank equally with all then existing Forrestania Shares and will have the same rights and liabilities attaching to them.

The rights and liabilities attaching to Forrestania Shares are governed by the Constitution, the Corporations Act, ASX Listing Rules and the general law of Australia.

The following is a summary of the more significant rights and liabilities attaching to Shares being offered pursuant to this Bidder's Statement. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Further details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at Forrestania's registered office during normal business hours.

(a) **General meetings**

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

Directors may, whenever they think fit, convene and arrange to hold a general meeting, cancel a general meeting or postpone the holding of a general meeting to a date determined by them. This is not permitted in circumstances where a general meeting is convened in accordance with the Corporations Act by a single Director, by Forrestania Shareholders or by Directors at the request of Shareholders.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution.

(b) **Voting rights**

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general 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; 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 as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) **Dividend rights**

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid or credited as paid is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

No dividend shall carry interest as against Forrestania. The Directors may set aside out of the profits of Forrestania any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of Forrestania may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, Forrestania may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit. Under this dividend reinvestment plan, the whole or any part of any dividend or interest due to members or holders of any convertible securities in the capital of Forrestania who participate in the plan on their shares or any class of shares or any convertible securities, or any other amount payable to shareholders, may be applied in subscribing for or purchasing securities of Forrestania.

(d) **Winding-up**

If Forrestania is wound up, the liquidator may, with the authority of a special resolution of Forrestania, divide among the shareholders in kind the whole or any part of the property of Forrestania, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution of Forrestania, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

(e) **Shareholder liability**

As the Shares under the Bidder's Statement are fully paid ordinary shares, they 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 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 or the ASX Listing Rules.

The Directors may decline to register, or prevent the registration of, a transfer of shares or apply a holding lock to prevent a transfer in accordance with the Corporations Act. This can occur in circumstances where the transfer is not in registrable form, Forrestania has a lien over any of the shares held, the registration is in breach of Australian law or any ASX Listing Rules, the transfer is not permitted under the terms of an employee share plan or Forrestania is otherwise permitted or required to do so under the ASX Listing Rules.

For personal use only

For personal use only

(g) **Variation of rights**

Pursuant to section 246B of the Corporations Act, Forrestania 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 Forrestania 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**

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.

5.6 Dividend History

The Directors do not currently recommend the payment of a dividend and no amount has been paid or declared by way of a dividend to the date of this Bidder's Statement.

5.7 Corporate Governance

The Forrestania Board seeks, where appropriate, to provide accountability levels that meet or exceed the ASX Corporate Governance Council's Principles and Recommendations.

Details of Forrestania's corporate governance procedures, policies and practices can be obtained from Forrestania's website (forrestaniaresources.com.au/corporate-profile#governance).

5.8 Further Information

As Forrestania is offering Forrestania Shares as consideration for the acquisition of Kula Share, the Corporations Act requires that this Bidder's Statement must include all information that would be required for a prospectus for an offer of Forrestania Shares under sections 710 to 713 of the Corporations Act.

Forrestania is a listed disclosing entity for the purposes of the Corporations Act and as such is subject to regular reporting and disclosure obligations. Forrestania is subject to the ASX Listing Rules which require continuous disclosure of any information Forrestania has concerning itself that a reasonable person would expect to have a material effect on the price or value or its securities.

ASX maintains files containing publicly disclosed information about all listed companies. Forrestania's file is available for inspection at ASX during normal business hours.

Forrestania is also required to lodge various documents with ASIC. Copies of documents lodged with ASIC by Forrestania may be obtained from, or inspected at, an ASIC office.

On request to Forrestania and free of charge, Kula Shareholders may obtain a copy of:

(a) the annual financial report of Forrestania for the year ended 30 June 2025 (being the annual financial report most recently lodged with ASIC before lodgement of this Bidder's Statement with ASIC);

(b) any half-year financial report lodged with ASIC by Forrestania after the lodgement of the annual financial report referred to above and before lodgement of this Bidder's Statement with ASIC (of which there is no such report); and

(c) any continuous disclosure notice given to ASX by Forrestania since the lodgement with ASIC of the annual report referred to above in Section 5.8(a) and before lodgement of this Bidder's Statement with ASIC.

A list of the announcements that Forrestania has lodged with ASX since the lodgement of its latest annual report (on 30 September 2025) is set out below.

DATE	SUBJECT OF ANNOUNCEMENT
24 November 2025	Share Purchase Plan - Update to Offer Date (corrected)
24 November 2025	Share Purchase Plan – Update to Offer Date

For personal use only

DATE	SUBJECT OF ANNOUNCEMENT
24 November 2025	Change in substantial holding
24 November 2025	Change in substantial holding
24 November 2025	Notification of cessation of securities - FRS
21 November 2025	Application for quotation of securities - FRS
21 November 2025	Application for quotation of securities - FRS
21 November 2025	Updated Timeline for KGD Takeover
21 November 2025	Becoming a substantial holder
19 November 2025	Appendix 3Y - Geraghty / Turnbull
19 November 2025	Application for quotation of securities - FRS
18 November 2025	Cleansing Prospectus
18 November 2025	Drilling Completed at Breakaway Dam VMS Prospect
18 November 2025	FRS Acquires Tenure Around Jaurdi Hill
18 November 2025	Proposed issue of securities – FRS
18 November 2025	Proposed issue of securities – FRS
18 November 2025	Proposed issue of securities - FRS
18 November 2025	Acquisition of Lake Johnston & $34m Placement
14 November 2025	HRZ: Horizon to divest Lake Johnston for $35M
14 November 2025	Trading Halt
7 November 2025	Application for quotation of securities - FRS
7 November 2025	Appendix 3Y - Raihani / Geraghty / Turnbull
6 November 2025	Notification regarding unquoted securities - FRS
6 November 2025	Notification regarding unquoted securities - FRS
5 November 2025	Becoming a substantial holder
4 November 2025	Cleansing Statement
4 November 2025	Acquisition of North Iron Cap Pty Ltd Complete
4 November 2025	Application for quotation of securities - FRS
4 November 2025	Application for quotation of securities - FRS
3 November 2025	Retraction of Reference to Mineral Resource Estimate
3 November 2025	Variation to Agreement to Acquire Hyden Project Holdings
31 October 2025	Results of EGM
30 October 2025	Notice of Annual General Meeting/Proxy Form
30 October 2025	Diamond Drilling Completed at Breakaway Dam VMS Project
29 October 2025	Quarterly Activities/Appendix 5B Cash Flow Report
29 October 2025	FRS: No Current Intention to Proceed with Takeover for TG6
23 October 2025	Application for quotation of securities - FRS
23 October 2025	Investor Briefing Webinar and Presentation
23 October 2025	Notification of Expiry of Listed Options (FRSOB)
21 October 2025	Proposed issue of securities - FRS
20 October 2025	Cleansing Statement
20 October 2025	Drilling Commenced at Ada Ann and Lady Lila Projects

DATE	SUBJECT OF ANNOUNCEMENT
17 October 2025	Diamond Drilling Intersect Copper Sulphides at Breakaway Dam
17 October 2025	Burracoppin Gold Project - Acquisition Completed
17 October 2025	Application for quotation of securities - FRS
14 October 2025	Cleansing Statement
14 October 2025	Application for quotation of securities - FRS
14 October 2025	KGD:Script Takeover Bid Received For Shares In Kula Gold Ltd
14 October 2025	Execution of Bid Implementation Deed to Acquire Kula Gold
10 October 2025	Section 249D Notice Served on TG Metals Limited
10 October 2025	Diamond Drilling to Commence at Breakaway Dam
9 October 2025	KGD: Settlement of Westonia Project Divestment
9 October 2025	Acquisition of Westonia Tenements from KGD Completed
3 October 2025	Cleansing Notice
3 October 2025	Application for quotation of securities - FRS
2 October 2025	Becoming a substantial holder for KGD
2 October 2025	Notice of General Meeting/Proxy Form
30 September 2025	Appendix 4G & Corporate Governance Statement
30 September 2025	Annual Report to shareholders

Further information about Forrestania can be found at www.forrestaniaresources.com.au.

For personal use only

6. PROFILE OF KULA

6.1 Disclaimer

This overview of Kula and all financial information concerning Kula contained in this Bidder's Statement has been prepared by Forrestania using publicly available information and documents provided by Kula.

The information in this Bidder's Statement concerning Kula has not been independently verified by Forrestania. Accordingly, Forrestania does not, subject to any applicable laws, to the extent appropriate make any representation or warranty, express or implied, as to the accuracy or completeness of this information. The information on Kula set out in this Bidder's Statement is a summary only and not considered to be comprehensive.

6.2 Overview of Kula

Kula Gold Limited holds a diversified portfolio of gold, kaolin, lithium, and niobium projects across Australia and Africa. Its key asset is the Mt Palmer Gold Mine near Marvel Loch (WA), in which it has an 80% interest. The Kirup Project (70% Kula) and Brunswick Project (100%) target lithium and gold in Western Australia, while the Wozi Niobium Project in Malawi (75% Kula) marks Kula's entry into critical minerals.

6.3 Kula Projects

6.3.1 Mt Palmer Gold Mine – 80%

Kula has continued to advance exploration at the Mt Palmer Gold Project, which was acquired by Kula during its previous financial year, and which Kula holds in joint venture with Aurumin Limited (ASX: AUN) (**Aurumin**). Kula has conducted multiple drilling programs conducted and a maiden Mineral Resource Estimate completed in the recent 30 September 2025 quarter.

RC Drilling, Phase 1 & Phase 2 Programs

Kula completed a track-mounted RC drill program targeting shallow extensions across multiple lodes. The program comprised 17 holes for a total of 701m, with drilling completed over Epis, Main Lode, Palmerston, Bryant, J2, El Dorado and East Lode.

Following the end of the most recent quarter, a larger RC rig commenced drilling to complete the Phase 1 program, testing deeper extensions and targets. Phase 2 drilling is scheduled to commence in November 2025.

Assay results from RC drilling at the Mt Palmer Gold Project were released to ASX on 3 November 2025 and returned positive results of 15m @ 9.4g/t Au (from 87m) including 6m @ 20.3g/t Au (from 90m) and 3m @ 5.8g/t Au (from 99m) at hole 25MPRC0059. A second batch of assays from this

For personal use only

programme of 8 larger diameter RC drillholes is pending. Such results will be reported by Kula to the ASX in due course.

Diamond Drilling – Structural Analysis and Reef Intercepts

Kula reported that a diamond core HQ3 drill program had commenced, targeting shallow gold prospects and providing data for detailed structural analysis. The program aims to define plunge extensions and mineralisation directions.

The diamond core drilling has been logged by Model Earth structural consultants and sent for assay. Such results will be reported by Kula to the ASX in due course.

Mineral Resource Estimate – Tailings

On 28 July 2025, Kula announced to the ASX that it had completed a maiden JORC 2012-compliant Mineral Resource Estimate for the Mt Palmer Gold Mine Tailings.

The JORC 2012 compliant resource estimate reports an inferred resource of 98,534 tonnes at 0.63g/t Au and is located on a granted mining lease owned by the joint venture.

For further details, refer to Kula's ASX Announcement dated 28 July 2025 and titled "Maiden JORC Resource – Mt Palmer Gold Mine Tailings."

Joint Venture Update

On 11 September 2025 Kula's joint venture partner, Aurumin elected to retain its 20% equity interest in the Mt Palmer Gold Project by continuing to contribute to exploration expenditure on a pro-rata basis. On 23 September 2025, Kula was later advised that Aurumin had sold its equity interest in the Mt Palmer JV (Aurumin Mt Palmer Pty Ltd) to new owner Newcam Minerals Pty Ltd.

6.3.2 Wozi Niobium Project - 75%

As noted by Kula in its most recent 30 September 2025 quarterly report, Kula received formal approval for the grant of the Wozi Niobium Project tenement from the Director General of Malawi Government's Mining and Minerals Regulatory Authority.

Kula has undertaken a field exploration program to validate historic trenching results for niobium and tantalum and to expand the sampling footprint across the tenement. The program included systematic field mapping, rock-chip sampling and soil sampling to outline the scale potential of the Wozi Niobium Project. The soil sampling program consisted of 238 samples collected on east-west orientated lines at 200m line spacing and 50m sample intervals. Results confirmed robust +0.4% Nb2O5 soil anomaly along the contact zone of the nepheline syenite stock, with a strike width of approximately 200m and a peak value of 1.08% Nb2O5. A maiden drilling program is planned by Kula for November 2025 to test the scale and continuity of the anomaly.

On 10 October 2025, Kula announced that, subject to drilling results adding to the exploration results to date, it intends to spin off the Wozi Niobium Project into a newly formed entity, Niobium International Ltd. Subject to board and regulatory (including shareholder) approvals and minimum holding requirements. This transaction has not yet commenced as at the date of this Bidder's Statement.

6.3.3 Kirup Project – 70%

Kula continues to progress lithium and gold exploration at the Mustang Prospect, supported by co-funding from the Western Australian Government's Exploration Incentive Scheme. Kula was allocated up to $180,000 in EIS funding, with approximately $140,000 remaining available through to the end of November 2025.

Kula is actively marketing this project.

6.3.4 Marvel Loch Project – 100%

Kula has continued discussions to advance development of the large Boomerang Kaolin Deposit of 93.3 million tonnes (indicated resource of 15.2Mt & inferred resource of 78.1Mt), near excellent infrastructure in Southern Cross Western Australia.

Engineering studies continued for downstream processing on site to produce metakaolin products for the Green Construction Industry. Mineralogical/metallurgical test work by Sedgman has been

For personal use only

completed confirming the suitability of the raw material for green cement as well as many uses such as paint, rubber and pesticide production.

Kula has had discussions with potential acquirers and developers of the project continue with a view to monetising this asset.

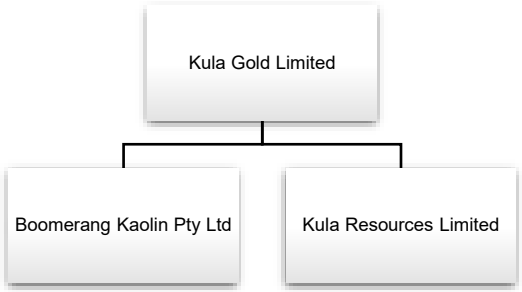
6.3.5 Brunswick Project – 100%

The Brunswick Project is in the Western Gneiss Terrain within Australia's Southwest and is prospective for lithium, Archean gold and copper, epithermal gold (Donnybrook Gold Mine Prospect). Kula believes this is an overlooked area, given the prospective geology, for example, the most recent material drilling programme in the project area was BHP in 1985 for gold under a ~$5m JV farm-in. Positive results from soil sampling and rock chip sampling at the Donnybrook Gold Mine Prospect (which hosts the historical Donnybrook Gold Mine) revealed a strong, continuous gold-in-soil anomaly of over 250m wide and extending over 650m along strike (open in both directions) that require ongoing investigation.

Kula has recognised two new gold prospect areas, Jarvis and Camilleri, where historical gold records for the Camilleri (Donnybrook) Mine had production of 236.7 ounces of gold from 51.3 tonnes of material extracted (146g/t gold). Geologically speaking, the Jarvis Prospect has numerous shafts, 4 ex-Metana Minerals NL percussion holes that drilled wet sample in that area including one hole that entered into one of the old shafts. This prospect also has a historical 500ppm soil sample from the same company.

6.4 Corporate Structure

The corporate structure of Kula is shown in the diagram below:



Each of the subsidiaries shown above are wholly owned by Kula.

6.5 Kula Board of Directors

According to documents provided by Kula and searches of statutory registers, at the date of this Bidder's Statement, the directors of Kula are:

(a) Mr Mark Stowell – Chairman;

(b) Mr Ric Dawson – Director; and

(c) Mr Mark Bojanjac – Director.

6.6 Information about Kula Securities

According to documents provided by Kula, at the date of this Bidder's Statement, Kula's issued securities consist of the securities set out in the following table:

KULA SECURITIES	NUMBER
Kula Shares	1,151,567,105
Kula Unquoted Options	63,350,000

6.7 Disclosure of Interests of Kula Directors

As at the date of this Bidder's Statement, so far as is known to Forrestania, the Kula Directors have the following interests in Kula Securities:

For personal use only

KULA DIRECTOR[1]	KULA SHARES	KULA OPTIONS	% OF KULA ISSUED SHARE CAPITAL PRE-OFFER (UNDILUTED)	% OF KULA ISSUED SHARE CAPITAL PRE-OFFER (DILUTED)
Mr Mark Stowell	75,000,000	0	6.51%	6.17%
Mr Ric Dawson	8,400,000	12,000,000[1]	0.73%	1.68%
Mr Mark Bojanjac	7,875,000	0	0.68%	0.65%
Total	**91,275,000**	**12,000,000**	**7.93%**	**8.50%**

Notes:

1. Comprising 2,000,000 unlisted options, exercisable at $0.06 on or before 1 July 2026, 5,000,000 unlisted options, exercisable at $0.02 on or before 1 July 2026 and 5,000,000 unlisted options, exercisable at $0.05 on or before 1 July 2027.

The Kula Directors own or have a relevant interest in an aggregate of 91,275,000 Kula Shares, representing 7.93% of Kula Securities on issue at the date of this Bidder's Statement on an undiluted basis and 8.50% of Kula Securities on a fully diluted basis.

6.8 Treatment of Kula Options

Forrestania will extend the Offer to optionholders who exercise their Kula Options into Kula Shares during the Offer period.

Within 14 days of the issue of the Consideration under the Offer, Forrestania must offer Kula option holders the option to cancel their Kula Options in exchange for Forrestania Shares (or cash if shareholder approval is not received) as described below.

The number of Forrestania Shares issued is determined by first calculating the value of each unexercised Kula Option using the Black-Scholes model, based on specified inputs such as Kula's share price of $0.0440, a risk-free rate of 3.60%, and a volatility of 200.13%. Once the fair value per option is established, that amount is divided by $0.286 (the fixed valuation per Forrestania Share) to determine how many Forrestania Shares are to be issued in exchange for each Kula Option. Any fractional results are rounded up to the nearest whole share, and the total number of Forrestania Shares issued equals the aggregate value of the cancelled Kula Options divided by $0.286.

Any Forrestania Shares issued under this arrangement will be subject to Forrestania obtaining shareholder approval and such shares will be offered under a prospectus (unless an applicable exception under section 708 of the Corporations Act applies). Forrestania will, in the event shareholder approval is not obtained, pay the holder of the Kula Options the cash value of the Kula Options.

6.9 Substantial Shareholders of Kula

As at the date of this Bidder's Statement, so far as is known to Forrestania, the following persons are substantial shareholders of Kula Shares:

KULA SHAREHOLDER	NUMBER OF KULA SHARES	% OF KULA ISSUED SHARE CAPITAL
Forrestania Resources Limited	149,864,470	13.01%
SB & ET Holdings Pty Ltd	78,769,231	6.84%
Mr Mark Stowell and associates	75,000,000	6.51%
BNP Paribas Nominees Pty Ltd <Hub24 Custodial Serv Ltd>	66,490,000	5.77%

6.10 Kula Historical Financial Information

The historical financial information below relates to Kula. It is a summary only and the full financial accounts of Kula for the financial period described below, which includes the notes to the accounts, can be found in Kula's Annual Report.

The historical statements of financial position of Kula set out below have been derived from the audited consolidated statements of financial position of Kula for the previous three financial years

For personal use only

ended 31 December 2024, 31 December 2023 and 31 December 2022, being the last three audited financial statements prior to the date of this Bidder's Statement.

Consolidated Statement of Financial Position of the Kula Group

	2024 $	2023 $	2022 $
Assets			
Current assets			
Cash and cash equivalents	39,314	393,378	1,764,307
Trade and other receivables	105,084	122,505	488,709
Total current assets	**144,398**	**515,883**	**2,253,016**
Non-current assets			
Exploration and evaluation expenditure	1,664,539	1,460,337	1,379,019
Right-of-use asset	31,267	52,112	8,874
Property, plant and equipment	35,092	42,678	52,525
Total non-current assets	**1,730,898**	**1,555,127**	**1,440,418**
Total assets	**1,875,296**	**2,071,010**	**3,693,434**
Liabilities			
Current liabilities			
Trade & other payables	332,892	396,060	228,846
Borrowings	467,447	-	-
Lease liability	11,522	19,668	9,690
Provisions	10,761	10,761	10,761
Total current liabilities	822,652	426,489	249,297
Non-current liabilities			
Provisions	-	-	31,000
Lease liability	22,069	33,591	-
Total non-current liabilities	**22,069**	**33,591**	**31,000**
Total liabilities	**844,721**	**460,080**	**280,297**
Net assets	**1,030,575**	**1,610,930**	**3,413,137**
Equity			
Share capital	157,942,758	156,243,065	155,506,534
Accumulated loss	(157,846,787)	(155,439,840)	(152,860,253)
Reserves	934,577	807,705	766,856
Total equity attributable to shareholders of the Company	**1,030,575**	**1,610,930**	**3,413,137**

6.11 Further information on Kula

Kula maintains a website, www.kulagold.com.au/ which contains further information about Kula and its operations.

Kula is a listed disclosing entity for the purposes of the Corporations Act and as such is subject to regular reporting and disclosure obligations. Kula is subject to the ASX Listing Rules which require continuous disclosure of any information Kula has concerning itself that a reasonable person would expect to have a material effect on the price or value or its securities.

ASX maintains files containing publicly disclosed information about all listed companies. Kula's file is available for inspection at ASX during normal business hours.

Kula is also required to lodge various documents with ASIC. Copies of documents lodged with ASIC by Kula may be obtained from, or inspected at, an ASIC office.

For personal use only

For personal use only

7. RATIONALE FOR THE OFFER AND INTENTIONS OF FORRESTANIA

7.1 Forrestania's relationship with Kula

Forrestania and Kula have recently entered into a series of strategically aligned transactions over the previous months designed to strengthen Forrestania's position in the Southern Cross region of Western Australia and establish a cooperative relationship between the two companies. These transactions included both a direct project acquisition and an equity placement, reflecting Forrestania's broader strategy of consolidating high-quality gold assets in established mineral districts.

On 9 October 2025, Forrestania completed settlement of its acquisition of the Westonia Gold Project from Kula. The transaction transferred ownership of four granted exploration licences (E77/2756, E77/2766, E77/3234, and E77/3237) located immediately adjacent to the Edna May Gold Mine in Western Australia's Southern Cross region.

The acquisition represents a key component of Forrestania's regional consolidation strategy, expanding its footprint within one of Western Australia's most productive greenstone belts and positioning the company for future resource growth and development synergies.

In conjunction with the acquisition, Forrestania entered into a share subscription agreement with Kula to participate in a strategic placement. Under this agreement announced on 23 September 2025, Forrestania subscribed for $1,868,434 in Kula shares at an issue price of 2.2 cents per share, securing an initial 7.37% equity interest in Kula.

This investment provided Forrestania with direct exposure to Kula's Mt Palmer Gold Project a high-potential exploration opportunity located in the same geological corridor as Forrestania's existing projects, and established the foundations for an aligned exploration and development strategy across the region.

These transactions created both a commercial and operational alignment between the companies, with Forrestania becoming a substantial shareholder in Kula and each company holding adjoining and complementary tenements.

The Offer represents a natural progression of that relationship. The proposed combination of Forrestania and Kula is expected to create a regionally consolidated gold explorer with a diversified portfolio spanning the Southern Cross, Forrestania, and Eastern Goldfields belts, delivering significant synergies in exploration, development, and capital efficiency.

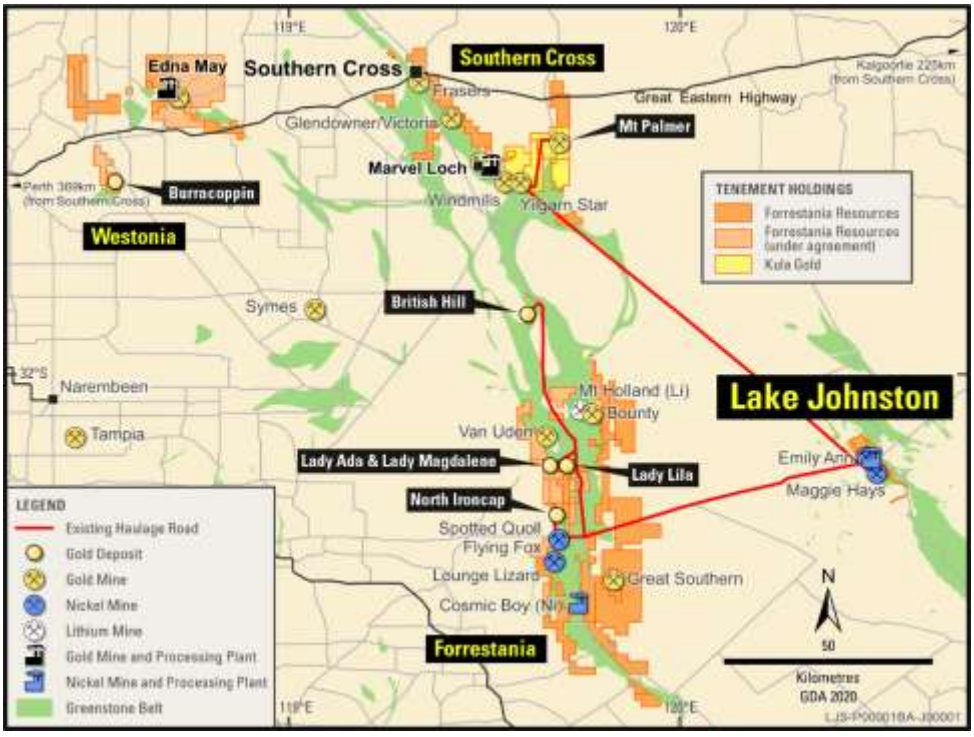


Figure 2. A description of Forrestania's tenure as it relates to Kula's tenure.

For personal use only

7.2 Intentions on conclusion of the Offer

The intentions of Forrestania in relation to Kula are set out in this Section of the Bidder's Statement. Those intentions have been formed on the basis of facts and information concerning Kula, and the general business environment, which are known at the time of preparing this Bidder's Statement. Final decisions will only be reached by Forrestania in light of material information and circumstances at the relevant time. Accordingly, the statements set out in this section are statements of current intention only and may vary as new information becomes available or circumstances change.

7.3 Disclaimer Regarding Forward-Looking Statements

This Bidder's Statement includes forward-looking statements that have been based on Forrestania's current expectations and predictions about future events including Forrestania's intentions (which include those set out in this Section 7). These forward- looking statements are, however, subject to inherent risks, uncertainties and assumptions that could cause actual results, performance or achievements of Forrestania, Kula and the Combined Group to differ materially from the expectations and predictions, express or implied, in such forward-looking statements. These factors include, among other things, those risks identified in this Bidder's Statement (including those set out in Section 10).

None of Forrestania, its officers, the persons named in this Bidder's Statement with their consent or the persons involved in the preparation of this Bidder's Statement makes any representation or warranty (express or implied) as to the accuracy or likelihood of any forward-looking statements. You are cautioned not to place reliance on these statements in the event that the outcome is not achieved. These statements reflect views and reasonable opinions as at the date of this Bidder's Statement.

7.4 Rationale for the Offer

Forrestania believes that there are a number of key strategic and financial benefits that will arise from the successful acquisition of Kula by Forrestania. These include:

(a) the rationalisation of future decision-making processes in relation to the Combined Group and its prospective assets;

(b) the benefits of economies of scale associated with the combination of complementary regional gold exploration and development assets;

(c) the potential to substantially expediate future mining activities through the consolidation of gold resources required to underwrite capital investment associated with project development;

(d) the potential to utilise Forrestania's demonstrated capacity to access equity market funding to advance the development of the consolidated group's assets;

(e) Kula's technical resources will supplement and enhance Forrestania technical and operational capabilities;

(f) the alignment of the interests of the two shareholder groups into a like-minded, single group of securityholders;

(g) the reduction of corporate overheads and duplicated roles; and

(h) the ability to consolidate human, technical and financial resources.

7.5 Forrestania's intentions regarding Kula as a wholly controlled entity

This Section 7.5 describes Forrestania's intentions if Forrestania acquires a Relevant Interest in 90% or more of the Kula Shares so as to become entitled to proceed to compulsory acquisition of the outstanding Kula Shares in accordance with Part 6A.1 of the Corporations Act. Forrestania intends (based on the information currently available to it) to implement its strategy for the Combined Group as set out below.

(a) **Strategic review**

Subject to what is disclosed elsewhere in this Section 7, Forrestania intends to undertake a detailed review of Kula's activities, assets and liabilities to evaluate their prospects, strategic relevance, funding requirements, financial performance and potential synergies and benefits between Forrestania and Kula. This may lead to modification of some of Kula's existing projects and activities. This strategic review will provide the main platform for Forrestania to identify and assess the specific areas that may provide benefits to Forrestania and the expected costs and time frames.

(b) **Corporate matters**

Forrestania intends to:

(i) if entitled to do so, proceed with the compulsory acquisition of any Kula Shares not acquired under the Offer which it is entitled to compulsorily acquire in accordance with Part 6A.1 of the Corporations Act; and

(ii) amend Kula's constitution to reflect Kula's status as a wholly owned subsidiary of Forrestania and seek to convert Kula from a public company to a proprietary company.

(c) **Composition of the Kula Board**

Forrestania intends to replace some or all of the members of the board of directors of Kula with a board structure and directors appropriate for a wholly owned subsidiary.

In accordance with the Bid Implementation Agreement, as soon as practicable after Forrestania has a Relevant Interest in more than 50% of the Kula Shares and the Offer becomes or is declared unconditional, Kula must take all actions necessary to ensure the resignation and appointment of directors of Kula such that a majority of the directors of Kula are directors nominated by Forrestania in writing, but provided that a minimum of two of the existing Kula Board remain, a proper board is constituted at all times and that Forrestania procures that its appointees to the Kula Board do not participate in decisions of Forrestania in relation to the Takeover Bid until after the date of termination of the Bid Implementation Agreement in accordance with its terms and the end of the Offer Period, (or such later date as Forrestania and Kula agree) and a quorum remains for that purpose.

The Forrestania's nominees of the Kula Board will be Mr David Geraghty and Mr Adam Turnbull. Forrestania may elect other nominees to join the Kula Board at the relevant time.

In addition, it is Forrestania's current intention, in the event that the Offer is successful, to seek to reflect in the organisation structure of the Combined Group, Kula personnel whose skills are highly regarded and who have extensive knowledge of Kula's assets.

(d) **Corporate office and employees**

Subject to the strategic review, Forrestania intends to continue to conduct Kula's business operations. Forrestania will, however, consider centralising the corporate head office of Kula by incorporating those functions performed by it into the administrative structure of Forrestania. It is proposed that functions such as company secretarial, financial management and accounting will be centralised. It is intended that the centralised corporate office will be in Perth, Western Australia.

As a result of the implementation of Forrestania's intentions, some of Kula's employees may undertake functions that will be centralised in the Combined Group. Some job losses may occur as a result, however, the incident, extent and timing of such job losses cannot be predicted in advance. Forrestania intends to discuss employment arrangements with the existing personnel of Kula.

(e) **Accounting policy**

Forrestania intends to conduct a review of Kula's accounting policies. It is expected that this review will result in the adoption of Forrestania accounting policies.

7.6 Forrestania's Intentions Regarding Kula as a Part Owned Entity

Forrestania reserves the right to declare the Offer free from the 50% Minimum Acceptance Condition (or any other Condition). However, Forrestania has not decided whether it will free the Offer from any of the Conditions.

This Section 7.6 describes Forrestania's intentions if, on completion of the Offer, Forrestania holds a sufficient number of Kula Shares to exercise control over the management and operations of Kula, but is not entitled to compulsorily acquire all outstanding Kula Shares.

Forrestania may continue acquiring Kula Shares in reliance on the '3% creep' exception in item 9 of section 611 of the Corporations Act following completion of the Offer.

Kula Shareholders should be aware that, in this circumstance, the liquidity of Kula Shares may be materially decreased.

For personal use only

It is possible that, even if Forrestania is not entitled to proceed to compulsory acquisition of outstanding Kula Shares under Part 6A.1 of the Corporations Act, it may subsequently become entitled to exercise rights of general compulsory acquisition under Part 6A.2 of the Corporations Act. If so, it intends to exercise those rights.

(a) **General**

Forrestania will implement the intentions described in Section 7.6 above to the extent that it is economically feasible and subject to the requirements of the Corporations Act and any other applicable laws or regulations. These intentions specifically include those in respect of strategic review, corporate matters, corporate office and employees and general business integration.

(b) **Composition of the Kula Board**

Upon completion of Forrestania's proposed acquisition of Kula, it is proposed that:

(i) no less than two of the existing Kula Directors will remain appointed to the Kula Board; and

(ii) Mr Mark Stowell will join the Forrestania Board as a Kula nominee.

(c) **Elimination of duplication**

To the extent that activities and functions, including management, presently carried out by Forrestania and Kula will be duplicated, such duplication will be eliminated where it is economically efficient to do so.

(d) **Remaining Kula Shareholders**

If Forrestania acquires less than 90% but more than 50.1% of the Kula Shares on issue, then Kula Shareholders should be aware that if they do not accept the Offer they may become a "locked-in" minority after the end of the Offer Period (i.e. if Forrestania holds a majority of Kula Shares but is not entitled to compulsorily acquire the remaining Kula Shares).

(e) **Dividends and Funding**

Kula does not currently pay dividends. The payment of dividends by Kula is at the discretion of the Kula Board, the majority of which will comprise Forrestania's nominees. Forrestania has not formed an intention about retaining or varying the current dividend policy of Kula (through its nominees on the board of Kula) and will do so when the strategic review in Section 7.5(a) is completed.

(f) **Limitations in Giving Effect to Intentions**

There may be limitations to Forrestania's intentions as outlined in this Section 7.6 due to the legal obligations of the Kula Directors to have regard to the best interests of Kula and its shareholders, the requirements of the Corporations Act, the ASX Listing Rules relating to transactions between related parties and all other applicable laws. Forrestania may require legal and/or financial advice before deciding what action to take in connection with the intentions outlined in this Section 7.6.

7.7 Other Intentions

Other than as set out in this Section 7, it is the present intention of Forrestania:

(a) to continue to hold the key assets of Kula and not to redeploy its fixed assets;

(b) substantially continue to conduct the businesses of Kula in its current manner, including but not limited to:

(i) undertaking exploration at the Mt Palmer Gold Project;

(ii) marketing the Mustang Project to attract interested parties; and

(iii) assessing the potential of a spin-off of the Wozi Niobium Project into a newly formed entity.

(c) subject to the strategic review, not make any major changes to the business or assets of Kula and not to redeploy any of the fixed assets of Kula; and

(d) continue the employment of retained employees of Kula.

For personal use only

For personal use only

8. EFFECT OF THE OFFER ON FORRESTANIA AND PROFILE OF THE COMBINED GROUP

8.1 Approach

This Section 8 provides an overview of Forrestania and its subsidiaries following the acquisition by Forrestania of all, or a portion of the Kula Shares on issue, in various scenarios following the Offer, and the effect of the Offer on Forrestania and Kula if the Offer is successful.

If Forrestania does not acquire at least 90% of the Kula Shares during the Offer Period, and therefore does not become entitled to compulsorily acquire the remainder of the Kula Shares, some of the benefits that would otherwise accrue to Forrestania if Kula were to become a wholly-owned subsidiary of Forrestania may not be fully realised.

8.2 Disclaimer Regarding Kula and the Combined Group Information

In preparing the information relating to Kula and the Combined Group contained in this Bidder's Statement, Forrestania has relied on publicly available information relating to Kula which has not been independently verified by Forrestania or its Directors. Risks may exist in relation to Kula (which may affect the Combined Group) of which Forrestania is unaware. If any material risks are known to the directors of Kula, they must be disclosed in the Target's Statement to be issued by Kula.

Accordingly, subject to any applicable laws, Forrestania makes no representations or warranties (express or implied) as to the accuracy and completeness of such information.

8.3 Profile of the Combined Group

If the Offer is successful, Kula Shareholders will receive Forrestania Shares in exchange for their Kula Shares. If Forrestania is successful in obtaining effective control of Kula, all of the Kula Shareholders (including Kula Shareholders who have received Forrestania Shares pursuant to the Offer) will become shareholders in the Combined Group.

Forrestania believes that there are a number of key strategic and financial benefits that will arise from the successful acquisition of Kula by Forrestania. These include:

(a) rationalisation of future decision-making processes in relation to the Combined Group and its prospective assets;

(b) the potential improvement of the efficiency and timeliness in the development of the assets of the Combined Group to maximise shareholder value by accelerating exploration and development;

(c) Kula's technical resources will supplement and enhance Forrestania technical and operational capabilities;

(d) the alignment of the interests of the two shareholder groups into a like-minded, single group of securityholders; and

(e) the reduction of corporate overheads and duplicated roles.

8.4 Effect of Completion of the Offer on Forrestania's Capital Structure

There are a range of factors that may impact the number of Forrestania Shares that will be on issue following completion of the Offer, including the number of acceptances of the Offer, the number of unlisted securities exercised during the Offer Period (if any), and the number of Forrestania Shares and Forrestania Options otherwise issued by Forrestania during the Offer Period (if any).

Assuming that:

(a) the Offer is accepted in respect of all Kula Shares on issue as that the date of this Bidder's Statement; and

(b) no Forrestania Shares are issued prior to the Consideration being provided to all Kula Shareholders who have accepted the Offer,

approximately 178,875,471 new Forrestania Shares will be issued to Kula Shareholders, resulting in the number of Forrestania Shares on issue increasing to approximately 696,410,200 on an undiluted basis and 802,982,428 on a fully diluted basis.

On completion of the Offer, Kula Shareholders will hold approximately 25.69% of the total issued capital in Forrestania on an undiluted basis and approximately 22.28% on a fully diluted basis.

A summary of the capital structure of the Combined Group on completion of the Offer based on the assumptions set out above, is set out in the table below.

TOTAL FORRESTANIA SECURITIES	NUMBER
Forrestania Shares	517,534,729
Forrestania Listed Options[1]	27,997,228
Forrestania Unlisted Options[1]	33,125,000
Forrestania Performance Rights[1]	45,450,000
Forrestania Consideration Shares[2]	178,875,471
Total undiluted	**696,410,200**
Total diluted	**802,982,428**

Notes:

1. Refer to Section 5.1 for further information.
2. Excluding 149,864,470 Kula Shares that are held by Forrestania as at the date of this Bidder's Statement and assuming that Forrestania acquires 100% of the Kula Shares on issue that it does not already own.

The Offer extends to any person who becomes registered as a holder of Kula Shares during the period from the Register Date until the end of the Offer Period, due to the conversion of Kula Options that are on issue at the Register Date.

8.5 Corporate Structure of the Combined Group

If the Offer is successful and Forrestania acquires 100% of the Kula Shares on issue, the corporate structure of the Combined Group will be as shown in the diagram.



8.6 Basis for Preparation of the Pro Forma Financial Information

The pro forma balance sheet as at 30 June 2025 set out below (**Pro Forma Balance Sheet**) has been prepared for illustrative purposes only and on the assumption that the acquisition of the ownership interest in Kula occurred on one day, that is, there are no staged acquisitions.

The Pro Forma Balance Sheet has been prepared assuming two scenarios, being that Forrestania acquires 100% of Kula and that Forrestania acquires 50.1% of Kula.

The Pro Forma Balance Sheet has been prepared in accordance with the measurement and recognition principles of International Financial Reporting Standards.

The Pro Forma Balance Sheet has not been audited and may be subject to changes arising from an audit process if an audit was performed on them. The audit reviewed balance sheet of Kula as at 30 June 2025 and audited consolidated balance sheet of Forrestania as at 30 June 2025 are also presented below.

The Pro Forma Balance Sheet is indicative only. Forrestania has drawn its own conclusions based on the known facts and other publicly available information.

This Section should be read in conjunction with the underlying financial information from which it was extracted, and the accounting policies of Forrestania and Kula as disclosed in their most recent financial reports.

For personal use only

For personal use only

Scenario 1: Forrestania acquires 100% of the issued capital of Kula

	Forrestania (Audited) 30 June 2025 $	Kula Gold (Audit-reviewed) 30 June 2025 $	Subsequent Events/Merger Adjustments $ [3]	Pro Forma Combined Group 30 June 2025 $
Assets				
Current assets				
Cash and cash equivalents	920,386	54,632	8,571,678	9,546,696
Trade and other receivables	43,495	43,083	-	86,578
Prepayments	140,030	-	-	140,030
Total current assets	**1,103,911**	**97,715**	**8,571,678**	**9,773,304**
Non-current assets				
Exploration and evaluation expenditure	6,373,934	2,175,611	-	8,549,545
Right-of-use asset	-	20,845	-	20,845
Property, plant and equipment	3,043	30,005	-	33,048
Investment in Listed Shares [2]			5,021,817	5,021,817
Acquisition Assets/ Goodwill [1]			100,835,291	100,835,291
Total non-current assets	**6,376,977**	**2,226,461**	**105,857,108**	**114,460,546**
Total assets	**7,480,888**	**2,324,176**	**114,428,786**	**124,233,850**
Liabilities				
Current liabilities				
Trade & other payables	428,840	239,334	-	668,174
Borrowings	-	348,793	-	348,793
Lease Liability	-	23,200	-	23,200
Provisions	32,283	8,908	-	41,191
Total current liabilities	**461,123**	**620,235**	**-**	**1,081,358**
Total liabilities	**461,123**	**620,235**	**-**	**1,081,358**
Net assets	**7,019,765**	**1,703,941**	**114,428,786**	**123,152,492**
Equity				
Share capital [4]	15,900,777	159,185,034	(42,994,807)	132,091,004
Accumulated loss	(10,227,276)	(158,504,047)	158,504,047	(10,227,276)
Reserves	1,346,264	1,022,954	(1,080,454)	1,288,764
Total equity	**7,019,765**	**1,703,941**	**114,428,786**	**123,152,492**

Notes:

1. Reflects the identifiable assets, liabilities and goodwill arising from corporate and asset acquisitions completed by the Company after 30 June 2025 (including those announced but not yet completed). For the purposes of this pro-forma balance sheet, the net assets acquired and any associated goodwill have been presented as a single line item, as a full purchase price allocation has not yet been finalised. No assessment of impairment of goodwill has been undertaken at the date of this Bidder's Statement, and the amounts shown are subject to further review and allocation as part of the formal post-acquisition accounting process. No transaction costs (including but not limited to advisory, legal, duties) have been included in the pro-forma.

2. Represents the cash cost of listed shares acquired after 30 June 2025, net of any cash proceeds from disposals. The balance has not been adjusted to reflect the fair value of the shares held as at the date of this Bidder's Statement.
3. No adjustment has been made for corporate and operating costs incurred after 30 June 2025 as these are not considered material to the understanding of the pro-form financial position.
4. Share capital has been adjusted to reflect the option exercises, placements and acquisition consideration shares issued after 30 June 2025 as noted in Section 4.10. The balance includes shares relating to the Placement and Share Purchase Plan that were announced on 18 November 2025 but not yet completed as at the date of this Bidder's Statement as noted in Section 4.4, on the basis that these transactions are directly attributable and factually supportable. Final issued capital will be confirmed upon completion of these capital raisings.

Scenario 2: Forrestania acquires 50.1% of the issued capital of Kula

	Forrestania (Audited) 30 June 2025 $	Kula Gold (Audit-reviewed) 30 June 2025 $	Subsequent Events/Merger Adjustments $ [3]	Pro Forma Combined Group 30 June 2025 $
Assets				
Current assets				
Cash and cash equivalents	920,386	54,632	8,571,678	9,546,696
Trade and other receivables	43,495	43,083	-	86,578
Prepayments	140,030	-	-	140,030
Total current assets	**1,103,911**	**97,715**	**8,571,678**	**9,773,304**
Non-current assets				
Exploration and evaluation expenditure	6,373,934	2,175,611	-	8,549,545
Right-of-use asset	-	20,845	-	20,845
Property, plant and equipment	3,043	30,005	-	33,048
Investment in Listed Shares [2]			5,021,817	5,021,817
Acquisition Assets/ Goodwill [1]			75,774,936	75,774,936
Total non-current assets	**6,376,977**	**2,226,461**	**80,769,753**	**89,400,191**
Total assets	**7,480,888**	**2,324,176**	**89,368,431**	**99,173,495**
Liabilities				
Current liabilities				
Trade & other payables	428,840	239,334	-	668,174
Borrowings	-	348,793	-	348,793
Lease Liability	-	23,200	-	23,200
Provisions	32,283	8,908	-	41,191
Total current liabilities	**461,123**	**620,235**	**-**	**1,081,358**
Total liabilities	**461,123**	**620,235**	**-**	**1,081,358**
Net assets	**7,019,765**	**1,703,941**	**89,368,431**	**98,092,137**
Equity				
Share capital [4]	15,900,777	159,185,034	(68,890,093)	106,195,718
Accumulated loss	(10,227,276)	(158,504,047)	158,504,047	(10,227,276)
Reserves	1,346,264	1,022,954	(1,080,454)	1,288,764

For personal use only

	Forrestania (Audited) 30 June 2025 $	Kula Gold (Audit-reviewed) 30 June 2025 $	Subsequent Events/Merger Adjustments $ [3]	Pro Forma Combined Group 30 June 2025 $
Non-controlling interest [5]	-	-	834,931	834,931
Total equity	**7,019,765**	**1,703,941**	**89,368,431**	**98,092,137**

Notes:

1. Reflects the identifiable assets, liabilities and goodwill arising from corporate and asset acquisitions completed by the Company after 30 June 2025 (including those announced but not yet completed). For the purposes of this pro-forma balance sheet, the net assets acquired and any associated goodwill have been presented as a single line item, as a full purchase price allocation has not yet been finalised. No assessment of impairment of goodwill has been undertaken at the date of this Bidder's Statement, and the amounts shown are subject to further review and allocation as part of the formal post-acquisition accounting process. No transaction costs (including but not limited to advisory, legal, duties) have been included in the pro-forma.
2. Represents the cash cost of listed shares acquired after 30 June 2025, net of any cash proceeds from disposals. The balance has not been adjusted to reflect the fair value of the shares held as at the date of this Bidder's Statement.
3. No adjustment has been made for corporate and operating costs incurred after 30 June 2025 as these are not considered material to the understanding of the pro-form financial position.
4. Share capital has been adjusted to reflect the option exercises, placements and acquisition consideration shares issued after 30 June 2025 as noted in Section 4.10. The balance includes shares relating to the Placement and Share Purchase Plan that have been announced on 18 November 2025 but not yet issued as at the date of this Bidder's Statement as noted in Section 4.4, on the basis that these transactions are directly attributable and factually supportable. Final issued capital will be confirmed upon completion of these capital raisings.
5. Non-controlling interest has been recognised in the 51% acquisition scenario to reflect the 49% of the acquiree's net assets not owned by the Company. For the purposes of this pro-forma presentation, the non-controlling interest has been measured based on the acquiree's net assets as disclosed in its 30 June 2025 financial statements, without adjustment for fair value on acquisition or subsequent movements. Final measurement of non-controlling interest will be determined upon completion of acquisition accounting in accordance with AASB

8.7 Outlook for the Combined Group

This Bidder's Statement does not include any financial forecasts or projections for revenue or profit in relation to Forrestania, Kula or the Combined Group.

Forrestania has given careful consideration as to whether there is a reasonable basis to produce reliable and meaningful forecast financial information for the Combined Group. The Forrestania Directors have concluded that as at the date of this Bidder's Statement, it would be misleading to provide forecast financial information for the Combined Group.

For personal use only

For personal use only

9. AUSTRALIAN TAX CONSIDERATIONS

9.1 Overview

The following is a general summary of the Australian income tax, GST and duty considerations for Kula Shareholders who accept the Offer. The Australian taxation consequences for Kula Shareholders will depend on their individual circumstances. Shareholders should make their own enquiries and seek independent professional advice on their individual circumstances.

This summary is based upon the provisions of the *Income Tax Assessment Act 1936 (Cth)*, the *Income Tax Assessment Act 1997 (Cth)* (ITAA 1997) and the *Taxation Administration Act 1953 (Cth)* (TAA), and other applicable tax laws and practice in effect as at the date of this Bidder's Statement. It is not intended to be an authoritative or complete statement or analysis of the tax laws applicable to the particular circumstances of every Kula Shareholder. It is recommended Kula Shareholders should seek independent professional advice regarding the taxation consequences of disposing of their Kula Shares in the light of their own particular circumstances.

This summary is not applicable to all Kula Shareholders. It is relevant to Kula Shareholders who are individuals, companies (other than life insurance companies), trusts and complying superannuation funds that hold their Kula Shares on capital account for Australian tax purposes. This summary does not apply to Kula Shareholders who:

(a) hold their Kula Shares on revenue account (such as share trading entities or entities who acquired their Kula Shares for the purposes of resale at a profit) or as trading stock;

(b) hold their Kula Shares under an employee share scheme offered by Kula where those Kula Shares remain subject to deferred taxation under Division 83A of the ITAA 1997;

(c) may be subject to special tax rules, such as partnerships, tax exempt organisations, entities subject to the investment manager regime under subdivision 842-I of the ITAA 1997 in relation to their Kula Shares, insurance companies, dealers in securities or shareholders who change their tax residency while holding their Kula Shares;

(d) have a functional currency for Australian tax purposes other than an Australian functional currency; or

(e) are subject to the taxation of financial arrangements rules in Division 230 of the ITAA 1997 in relation to gains and losses on their Kula Shares.

Shareholders who are not resident in Australia for tax purposes should also take into account the tax consequences under the laws of their country of residence, as well as under Australian law, of the disposal of Kula Shares under the Offer.

9.2 Australian Tax Resident Shareholders

This Section 9 applies to Kula Shareholders who accept the Offer and are residents of Australia for Australian income tax purposes that hold their Kula Shares on capital account.

(a) **Capital Gains Tax Event**

By accepting the Offer, Kula Shareholders will dispose of their Kula Shares to Forrestania in exchange for the Consideration Shares, comprising Forrestania Shares. The disposal of the Kula Shares to Forrestania will give rise to a CGT event A1. The time of the CGT event should be the date the Kula Shares are disposed of, which will be the date that Kula Shareholders enter into a contract with Forrestania.

If a Kula Shareholder does not accept the Offer and their Kula Shares are compulsorily acquired in accordance with Part 9A.1 of the Corporations Act, the date of disposal for CGT purposes will be the date when Forrestania becomes the owner of the Kula Shares.

The cost base of a Kula Share will generally be equal to the cost of acquiring the Kula Share, plus any incidental costs of acquisition and disposal (such as brokerage fees and legal costs). The reduced cost base of a Kula Share is determined in a manner similar to the cost base although some differences in the calculation of the reduced cost base may exist depending on the Kula Shareholder's particular individual circumstances. The cost base and reduced cost base of each Kula Share will depend on the individual circumstances of each Kula Shareholder.

In the absence of CGT roll-over relief, the following tax consequences are expected to arise for Kula Shareholders accepting the Offer:

(i) a capital gain will be made to the extent the capital proceeds received by Kula Shareholders from the disposal of their Kula Shares (being the market value of the Forrestania Shares) exceed the cost base of those Kula Shares; or

(ii) a capital loss will be made to the extent the capital proceeds received by Kula Shareholders from the disposal of their Kula Shares are less than the reduced cost base of those shares.

(b) **CGT Scrip for Scrip Roll-over Relief**

Kula Shareholders who make a capital gain from the disposal of their Kula Shares may be eligible to choose CGT scrip for scrip roll-over relief (provided certain conditions are met). CGT scrip for scrip roll-over relief enables Kula Shareholders to disregard the capital gain they make from the disposal of their Kula Shares under the Offer.

Broadly, for roll-over relief to be available, Forrestania must become the owner of 80% or more of the Kula Shares under the Offer and Kula Shareholders must make a capital gain on the disposal of their Kula Shares. If a capital loss arises, no CGT scrip for scrip roll-over relief is available.

Kula Shareholders do not need to inform the ATO, or document their choice to claim CGT scrip for scrip roll-over relief in any particular way, other than to complete their income tax return in a manner consistent with their choice.

(c) **Consequences of Choosing CGT Scrip for Scrip Roll-over Relief**

If a Kula Shareholder chooses to obtain CGT scrip for scrip roll-over relief, the capital gain arising on the disposal of their Kula Shares under the Offer should be disregarded.

Further, the first element of the cost base for the Forrestania Shares received is determined by attributing to the Forrestania Shares, on a reasonable basis, the existing cost base of the Kula Shares exchanged under the Offer. The first element of the reduced cost base is determined similarly.

Finally, for the purposes of determining future eligibility for the CGT Discount, the acquisition date of the Forrestania Shares is taken to be the date on which the Kula Shareholder originally acquired their Kula Shares.

(d) **Consequences if CGT Scrip for Scrip Roll-over Relief is not available or is not chosen**

If a Kula Shareholder does not qualify for CGT scrip for scrip roll-over relief or does not choose to obtain CGT scrip for scrip roll-over relief, the general CGT treatment outlined above at Section 9.2(a) will apply.

(e) **Capital Proceeds**

The capital proceeds on the disposal of the Kula Shares should be equal to the market value of the Consideration Shares received by Kula Shareholders, at the time of the disposal (or change of ownership where there is no disposal contract).

(f) **CGT Discount**

The CGT Discount may apply to Kula Shareholders that are individuals, complying superannuation funds or trusts, who have held, or are taken to have held, their Kula Shares for at least 12 months (not including the date of acquisition or the date of disposal) at the time of the disposal of their Kula Shares. Where the relevant conditions are satisfied, the CGT Discount is:

(i) one-half if the Kula Shareholder is an individual or trustee; meaning only 50% of the capital gain will be included in assessable income; and

(ii) one-third if the Kula Shareholder is a trustee of a complying superannuation entity; meaning only two-thirds of the capital gain will be included in assessable income.

The CGT Discount is not available to Kula Shareholders that are companies.

If a Kula Shareholder makes a discount capital gain, any carried forward capital losses will be applied to reduce the undiscounted capital gain before either the one-half or one-

For personal use only

third discount is applied. The resulting amount is then included in the Kula Shareholder's net capital gain for the income year and included in assessable income.

The CGT Discount rules relating to trusts are complex. Accordingly, it is recommended trustees seek their own independent advice on how the CGT Discount applies to them and the trust's beneficiaries.

9.3 Non-Australian resident Shareholders

A Kula Shareholder who is not a resident of Australia for taxation purposes (a Foreign Resident Shareholder), or who is the trustee of a foreign trust for CGT purposes, and who has not used their Kula Shares at any time in carrying on a business through a permanent establishment in Australia, should generally not make a taxable capital gain on the disposal of Kula Shares under the Offer unless the Kula Shares are 'indirect Australian real property interests'. In broad terms, the Kula Shares will be indirect Australian real property interests if:

(a) the Kula Shareholder, together with its associates, held an interest of 10% or more in Kula at the time of disposal or for a 12 month period within the 24 months preceding the disposal (a 'non-portfolio interest test'); and

(b) more than 50% of the market value of Kula's assets is attributable to direct or indirect interests in 'taxable Australian real property' (as defined in the tax law) (the 'principal asset test').

A Foreign Resident Shareholder who has previously been an Australian tax resident and chose to disregard a capital gain or loss in respect of their Shares from CGT event I1 on ceasing to be an Australian tax resident may be subject to Australian CGT consequences on disposal of their Shares.

Foreign Resident Shareholders should seek their own independent tax advice as to the tax implications of the Offer, including tax implications in their country of residence.

9.4 Foreign resident capital gains withholding ('FRCGW')

The FRCGW provisions place obligations on the purchaser of inter alia, non-portfolio (10% or greater) shareholdings in a company whose principal assets are taxable Australian property (which includes Australian mining assets) but only where the market value of that shareholding is $750,000 or more. Whilst referred to as applying to acquisitions from 'foreign residents' the obligations need to be considered for both resident and foreign resident shareholders in Kula.

The obligation to withhold 12.5% of the purchase price and remit that amount to the ATO is obviated where the shareholder provides either a Clearance Certificate from the Commissioner of Taxation (which attests to their Australian tax residency) or a Vendor Declaration (which declares that their Kula Shares are not an 'indirect Australian real property interest').

Where Forrestania considers it may have obligations under the FRCGW regime it will contact the Kula shareholder to provide them with an opportunity to seek a Clearance Certificate or make a Vendor Declaration if they are entitled to do so.

9.5 GST

No GST should be payable by Kula Shareholders on the acquisition of their Kula Shares by Forrestania under the Offer, or on the receipt of Forrestania Shares as consideration for acceptance of the Offer. Kula Shareholders who are registered for GST may not be entitled to input taxed credits (or only entitled to reduced input taxed credits) for any GST incurred on costs associated with the disposal of their Kula Shares.

9.6 Duty

No Australian duty should be payable by Kula Shareholders on the acquisition of their Kula Shares by Forrestania under the Offer, or on the receipt of Forrestania Shares as consideration for acceptance of the Offer.

For personal use only

For personal use only

10. RISK FACTORS

10.1 Overview

The business activities of Forrestania are subject to various risks that may impact the future performance of Forrestania. Some of these risks can be mitigated using safeguards and appropriate systems and controls, but some are outside the control of Forrestania and cannot be mitigated.

If the Offer becomes unconditional, Kula Shareholders who accept the Offer will become Forrestania Shareholders. In those circumstances, Kula Shareholders will:

(a) continue to be exposed to the risks associated to the investment in Kula as a result of their indirect interest in Kula through Forrestania;

(b) be exposed to the risks which are specific to an investment in Forrestania; and

(c) be exposed to additional risks relating to the Offer and the Combined Group.

The principal risk factors are explained below. These risks are not intended to be an exhaustive list of the risk factors to which Forrestania are exposed.

Kula Shareholders should read the Bidder's Statement carefully and consult their professional advisers before deciding whether to accept the Offer. This Section 10 has been prepared without taking into account the individual financial objectives, financial situation and particular needs of Kula Shareholders.

An investment in Forrestania carries no guarantee with respect to the payment of dividends, return of capital or price at which shares will trade and should be considered speculative.

10.2 Risks Relating to the Offer

RISK CATEGORY	RISK
Conditions of the Offer	As described in Section 12.9, the Offer is subject to a number of Conditions. Subject to any statutory withdrawal rights that may be available, Kula Shareholders who accept the Offer whilst it remains conditional will no longer be able to sell any of their Shares in Kula or withdraw their acceptance of the Offer. For those Kula Shareholders who accept the Offer, and the Conditions remain unsatisfied at the end of the Offer Period and are not otherwise waived by Forrestania, there is no obligation on Forrestania to issue Forrestania Shares to you as consideration for your Kula Shares. In those circumstances, any acceptances of the Offer will be void and you would then be free to deal with your Kula Shares as you wish.
Dilution Risk	Forrestania currently has 517,534,729 Shares on issue. Pursuant to the Offer, Forrestania proposes to issue approximately up to 178,875,471 Consideration Shares to Kula Shareholders. Following the issue of the abovementioned Forrestania Shares (and assuming Forrestania acquires 100% of the issued capital of Kula under the Offer), existing Forrestania Shareholders will be diluted by approximately 25.69% (on an undiluted basis) and 22.28% (on a diluted basis).
Transaction Completion risk	Forrestania seeks to acquire 100% of the issued capital of Kula by way of the Offer. The Offer is subject to Conditions, including a Minimum Acceptance Condition, which may be waived at Forrestania's discretion. If any of the Conditions are not satisfied or waived, or any of the counterparties do not comply with their obligations, Completion may be deferred or not occur.
Transaction Due Diligence Risk	Forrestania and its advisers have performed certain pre-acquisition due diligence on Kula. While Forrestania has obtained certain warranties from Kula under the Bid Implementation Agreement with respect to information provided by Kula, there is a risk that the due diligence conducted has not identified issues that would have been material to the decision by Forrestania to fully acquire Kula. A material adverse issue which was not identified prior to Forrestania's acquisition of Kula could have an adverse impact on the financial performance or operations of the relevant businesses and may have a material adverse effect on Forrestania.

For personal use only

RISK CATEGORY	RISK
Limited withdrawal rights	As described in Section 12.7 and 12.14, Kula Shareholders may only withdraw their acceptance of the Offer in limited circumstances. Otherwise, Kula Shareholders will be unable to withdraw their acceptances, even if the value of the Forrestania Shares to be issued to Kula Shareholders as consideration varies from the date of their acceptance.
Issue of Forrestania Shares as consideration	Kula Shareholders are being offered Forrestania Shares as consideration under the Offer. As a result, the value of the consideration will fluctuate depending upon the market value of Forrestania Shares at any given time. Accordingly, the market value of the Forrestania Shares at the time you receive them may vary significantly from their market value on the date of your acceptance of the Offer. In addition, the Sale Nominee (and/or a nominee of the Sale Nominee) will be issued Forrestania Shares attributable to certain Ineligible Foreign Securityholders and will sell them on market. It is possible that such sales may exert downward pressure on the Combined Group's share price during the applicable period. In any event, there is no guarantee regarding the prices that will be realised by the Sale Nominee or the future market price of the Forrestania Shares. Future market prices may be either above or below current or historical market prices.
Sale of Forrestania Shares	Under the Offer, Forrestania will issue a significant number of new Forrestania Shares. Some holders of Forrestania Shares may not intend to continue to hold their Forrestania Shares and may wish to sell them. There is a risk that this may adversely impact the price of, and demand for, Forrestania Shares.
Acquisition of Less than 90% of Kula Shares	There are some risks associated with the Offer for Kula Shareholders who do not accept the Offer and remain Kula Shareholders. If, in connection with or following the Offer, Forrestania acquires between 90% and 100% of the Kula Shares, Forrestania may be entitled to compulsorily acquire the remaining Kula Shares. If Forrestania does not acquire a Relevant Interest of at least 50% of the Kula Shares, it may choose to waive the 50% condition of the Offer. If Forrestania acquires more than 50.1% but less than 90% of the Kula Shares, Forrestania will hold a controlling interest in Kula. The remaining Kula Shareholders will be in a minority position in a company with a large controlling shareholder whose objectives for Forrestania may differ from their own. They could also encounter a lower level of liquidity in Kula Shares than exists today, which could result in a lower price for those Kula Shares should they wish to sell them in future.
Merger Integration	The integration of Forrestania and Kula may take longer than expected and the anticipated efficiencies and cost savings may be less than estimated.
Rollover Relief	Broadly, for capital gains tax rollover relief to be available, Forrestania must become the owner of 80% or more of the Kula Share under the Offer and Kula Shareholders must make a capital gain on the disposal of their Kula Share. If a capital loss arises, no CGT scrip for scrip roll-over relief is available. If Forrestania achieves a Relevant Interest in more than 90% of all Kula Shares, they can proceed to compulsorily acquire any minority holdings of Kula Shares. If Forrestania acquires a Relevant Interest in at least 90% of Kula Shares, then the 80% voting threshold will be met. In this regard, Forrestania will not do anything which may have the effect of denying CGT relief for Kula Shareholders who accept the Offer made to them. In circumstances where Forrestania and Kula still want the Offer to proceed and Forrestania does not have a Relevant Interest in at least 80% of Kula, then it is not certain whether scrip for scrip CGT rollover relief will be available to Kula Shareholders as it will depend upon the ultimate Relevant Interest that Forrestania acquires in Kula under the Offer. Kula Shareholders should refer to Section 9 for further details regarding the availability of scrip for scrip CGT rollover relief.

RISK CATEGORY	RISK
Change in risk and investment profile	If the Offer is completed, Kula Shareholders will be exposed to risk factors relating to Forrestania and to certain other risks relating to the Combined Group and the integration of Forrestania and Kula. While the operations of Forrestania and Kula are similar in a number of ways, there may be further risks relating to the operation of a broader suite of assets both in nature, geographic scope, environmental risks, human resources and native title risks.

10.3 Specific Risks Relating to Forrestania (and the Combined Group)

RISK CATEGORY	RISK
Mining and Exploration	The mineral exploration licences comprising the Existing Projects and Kula Projects (together, the **Combined Group's Projects**) are at various stages of exploration, and potential investors should understand that mineral exploration, development and production are high-risk undertakings. There can be no assurance that future exploration of these licences, or any other mineral licences that may be acquired in the future, will result in the discovery of an economic resource. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited. The future exploration activities of the Combined Group may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, native title process, changing government regulations and many other factors beyond the control of the Combined Group. The success of the Combined Group will also depend, inter alia, upon its ability to maintain title to the mineral exploration licences comprising the Combined Group's Projects, obtaining all required approvals for their contemplated activities, successful exploration and/or acquisition of reserves, successful design, construction, commissioning and operating of mining and processing facilities, successful development and production in accordance with forecasts and successful management of the operations. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the Combined Group's Projects, a reduction in the cash reserves of the Combined Group and possible relinquishment of one or more of the mineral exploration licences. The Combined Group's exploration activities to date are not advanced to a stage where reliable reserve or resource estimates can be made. Reserve and resource estimates, if made in the future, are judgments based on drilling results, past experience with mining properties, knowledge, experience, industry practice and many other factors. Estimates which are valid when made may change substantially when new information becomes available. Ore estimation is an interpretive process based on available data and interpretations and, thus, estimations may prove inaccurate. The actual quality and characteristics of ore deposits cannot be known until mining takes place and will almost always differ from the assumptions used to develop reserves. Further, reserves are valued based on future costs and future prices and, consequently, the actual reserves and resources may differ from those estimated, which may result in either a positive or negative effect. No assurance can be given that commercial tonnages, grades or recovery will be achieved or realised. Commodity price fluctuations, increased production costs, or reduced recovery rates, may render possible reserves containing relatively lower grades uneconomic and may result in a restatement of such reserves. Moreover, short-term operating factors relating to possible reserves, such as sequential development of ore bodies and processing of new or different ore types or grades, may cause mining operations to be unprofitable in any particular accounting period. There is a risk that unforeseen geological and geotechnical difficulties may be encountered if and when developing and mining reserves. In this event, a loss of revenue may be caused due to the lower than expected production

For personal use only

	and/or higher than anticipated operation and maintenance costs and/or on-going unplanned capital expenditure in order to meet production targets.
Hyden Option	As outlined in this Bidder's Statement, on 11 August 2025, the Company announced that it had entered into an option agreement to acquire 100% of the shares in Hyden Project Holdings Pty Ltd (**HPH**). Subsequently, on 3 November 2025, the Company announced that the option agreement had been extended and novated such that the Company would acquire 100% of the shares in Hyden Resources Pty Ltd (**HRPL**) upon exercise of the option. HRPL holds 100% of the shares in HPH. HPH is the registered holder of M77/1310, E77/2207, E77/2219, E77/2220, E77/2239, E77/2460, E77/2711 and P77/4534 (**Hyden Tenements**). Refer to the announcement of 11 August 2025 for detailed information on the assets of HRPL and HPH. It is publicly available information that Classic Minerals Limited has commenced proceedings in the Supreme Court of Western Australia asserting a right to ownership of the Hyden Tenements. Based on publicly available information, those proceedings are still before the Supreme Court of Western Australia. Classic Minerals Limited has also asserted, separately, rights to 80% of the gold rights on those Hyden Tenements under a Memorandum of Understanding. HRPL asserts that the Memorandum of Understanding has simply expired in accordance with its terms. If Classic Minerals Limited is successful in both of its claims, and Forrestania exercises its option, then there could be risks to the tenure and interest in gold on the Hyden Tenements. Assessment of the Court proceedings, and the information available to the Company will form part of any decision to exercise the option to acquire HRPL.
Completion of the acquisition of the Lake Johnston Project	Forrestania has announced a "transformational" acquisition of the Lake Johnston Project from Poseidon Nickel Pty Limited, a wholly owned subsidiary of Horizon Minerals Limited, on 18 November 2025. As at the date of this Bidder's Statement, that acquisition remains subject to the satisfaction of certain conditions precedent and has not yet completed. There remains a risk therefore that completion may not occur. Where completion of the acquisition of the Lake Johnston Project does not occur, any benefit referred to in this Bidder's Statement as arising from Forrestania owning a processing facility will not be realised. The acquisition of the Lake Johnston Project is subject to the satisfaction of the following outstanding conditions precedent as at the date of this Bidder's Statement: (a) both parties have received all necessary regulatory approvals or waivers (including Forrestania obtaining written confirmation from ASX that Listing Rule 11.1.3 will not apply); (b) both parties entering into all necessary deeds of assignment for the transfer of the Lake Johnston assets; and (c) the parties obtaining all relevant third party approvals and consents.
Incomplete acquisitions	Set out in Section 4.5 of this Bidder's Statement is an outline of acquisition agreements that Forrestania has entered into which have not yet completed as at the date of this Bidder's Statement. There remains a risk, pursuant to the terms of those outstanding agreements, that some or all of those agreements will not complete. Where an agreement does not complete, and subject to the circumstances that cause completion not to occur, Forrestania would not have access to the assets the subject of that agreement and could potentially be liable for a failure of completion. As at the date of this Bidder's Statement, Forrestania is not aware of any specific reason as to why any of those agreements listed in Section 4.5 would not complete and will continue to comply with its continuous disclosure obligations in relation to those transactions.
Dependence on licences, permits and approvals	The Combined Group's projects require governmental licences, permits, authorisations, concessions and other approvals in connection with their activities in Western Australia, including in relation to laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, surface rights, environmental protection, safety and other matters (**Operating Authorisations**). Obtaining and complying with the necessary Operating Authorisations or governmental regulations can be complex, costly and time-consuming and is not assured. The duration, cost and success of applications for Operating

For personal use only

	Authorisations are contingent on many factors, including those outside the control of the Combined Group. Delay in obtaining or renewing, or failure to obtain or renew, a material and necessary permit could mean that the Combined Group may be delayed or, in a worst case scenario, unable to proceed with the development or continued operation of a mine or project. The Operating Authorisations that the Combined Group need may not be issued, maintained or renewed either in a timely fashion or at all, which may constrain the ability of the Combined Group to conduct its mining operations, which in turn may impact the Combined Group's operations, financial performance and financial position. No assurance can be given that new laws or regulations will not be enacted or that existing laws and regulations will not be applied in a manner which could limit or curtail the Combined Group's activities and ultimate development or operation of the Combined Group's assets. Any inability to conduct the Combined Group's mining operations pursuant to the applicable Operating Authorisations would materially reduce the Combined Group's production and cash flow.
Operating risk	The Combined Group's business operations are subject to risks and hazards inherent in the mineral exploration and development industry. The exploration for and the development of Mineral Resources involves significant risks, including failure to locate or identify commercially viable mineral deposits, environmental and safety hazards, operational and technical difficulties encountered in drilling and exploration, industrial accidents, equipment failure, import/customs delays, shortage or delays in installing and commissioning plant and equipment, unanticipated metallurgical problems which may affect eventual extraction costs, seismic activity, unusual or unexpected rock formations, flooding, fires, or other natural disasters, outbreaks, continuations or escalations of disease (including pandemics), interruption to, or the increase in costs of, services (such as water, fuel or transport), sabotage, labour shortages, community, government or other interference and interruption due to inclement or hazardous weather conditions. These risks could result in damage to, or destruction of, mineral properties, production and power facilities, dams, or other properties, and could cause personal injury or death, environmental damage, pollution, delays in mining, increased production costs, monetary losses and possible legal liability. In particular, mining operations involve the use of heavy machinery, which involves inherent risks that cannot be completely eliminated through preventative efforts. These risks and hazards could also result in damage to or destruction of property, plant and equipment, personal injury, environmental damage, business interruption, monetary losses and possible legal liability. Forrestania may become subject to liability for accidents, pollution or other hazards against which it cannot insure or against which it may elect not to insure because of premium costs or for other reasons, or in amounts which exceed policy limits. No assurances can be given that Forrestania will achieve commercial viability through exploration success and exploitation of its projects and, until Forrestania is able to realise value from its projects, it is likely to incur ongoing operational losses. Costs of production may be affected by a variety of factors, including changing waste-to-ore ratios, adverse weather conditions, geotechnical issues, unforeseen difficulties associated with power supply, water supply and infrastructure, ore grade, metallurgy, labour costs, changes to applicable laws and regulations, general inflationary pressures and currency exchange rates. If faced by the Combined Group, these circumstances could result in the Combined Group not realising its operational or development plans, or in such plans costing more than expected, or taking longer to realise than expected. Any of these outcomes could have an adverse effect on the Combined Group's financial and operational performance.
Additional requirements for Capital	The Combined Group's operations and expansion plans may also result in increases in expected capital expenditure commitments. The Combined Group may require additional funding to continue or expand its business and may require additional capital in the future to, among other things, develop its projects or build additional processing capacity, and no assurance can be given that such external capital will be available at all or available on terms acceptable to the Combined Group.

For personal use only

	In addition, should the Combined Group consider that its exploration results justify commencement of production on any of the Combined Group's Projects, additional funding will be required to implement the Combined Group's development plans, the quantum of which remain unknown at the date of this Bidder's Statement. These costs could reasonably include refurbishment of the Lake Johnston mill, mining costs and other costs associated with a transition from exploration activities to mining activities. Following completion of the Offer, the Combined Group may seek to raise further funds through equity or debt financing, joint ventures, licensing arrangements, or other means. In the event that the Combined Group is unable or not permitted to obtain adequate external financing on acceptable terms, or at all, to satisfy its operating, development and expansion plans, the Combined Group's business and results of operations may be materially and adversely affected. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing may not be favourable to the Combined Group and might involve substantial dilution to Forrestania Shareholders. If additional funds are raised through the issue of equity securities, the capital raising may be dilutive to shareholders (if the Combined Group determines that a pro rata entitlement offer is not the most appropriate method of equity fundraising or shareholders elect not to participate in such entitlement offers). While the Combined Group will be subject to the constraints of the ASX Listing Rules regarding the percentage of capital that it is able to issue within a 12-month period (other than where exceptions under the Listing Rules apply), the Combined Group's Shareholders at the time may be diluted as a result of such capital raisings.
Results of Studies	Subject to the results of future exploration and testing programs, the Combined Group may progressively undertake a number of studies in respect to the Combined Group's current or new projects. These studies may include scoping, pre-feasibility and bankable feasibility studies. These studies will be completed within certain parameters designed to determine the economic feasibility of the Combined Group's current or new projects within certain limits. There can be no guarantee that any of the studies will confirm the economic viability of the Combined Group's current or new projects or the results of other studies undertaken by the Combined Group (e.g. the results of a feasibility study may materially differ to the results of a scoping study). Further, even if a study determines the economics of the Combined Group's current or new projects, there can be no guarantee that the current or new projects will be successfully brought into production as assumed or within the estimated parameters in the feasibility study once production commences including but not limited to operation costs, mineral recoveries and commodity prices. In addition, the ability of the Combined Group to complete a study may be dependent on the Combined Group's ability to raise further funds to complete the study if required.

10.4 Industry specific risks relating to the Combined Group

RISK CATEGORY	RISK
Native Title and Aboriginal Heritage	In relation to tenements which the Combined Group has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Combined Group to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected. There is a substantial level of regulation and restriction on the ability of exploration and mining companies to have access to land in Australia. Negotiations with both native title holders and landowners / occupiers are generally required before gaining access to land for exploration and mining activities. Inability or delays in gaining such access may adversely impact the Combined Group's ability to undertake its proposed activities. The Combined Group may need to enter into compensation and access agreements before gaining access to land. It is also possible that, in relation to tenements which the Combined Group has an interest in or will in the future acquire such an interest,

For personal use only

For personal use only

RISK CATEGORY	RISK
	there may be areas over which legitimate rights of traditional owners or surface rights holders exist. In this case, the ability of the Combined Group to gain access to tenements (through obtaining consent of any relevant traditional owner, body or landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected. The Combined Group's mineral titles may also be subject to access by third parties including, but not limited to, the areas traditional owners. This access could potentially impact the Combined Group's activities and may involve payment of compensation to parties whose existing access to the land may be affected by the Combined Group's activities. There may be areas or objects of Aboriginal heritage within the areas covered by those access agreements. If Aboriginal heritage sites or objects exist, Forrestania may need to enter into further agreements with the traditional owners of the sites. The ability of Forrestania to implement its work programme may be adversely affected in both time and cost. The Directors of the Combined Group will closely monitor the potential effect of native title claims or Aboriginal heritage matters involving tenements in which the Combined Group has or may have an interest.
Exploration Costs	The exploration costs of the Combined Group are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainty, and accordingly, the actual costs may materially differ from the estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely impact the Combined Group's viability.
Mine Development	The ability of the Combined Group to achieve exploration and production targets, or meet operating and capital expenditure estimates, on a timely and accurate basis cannot be assured. Possible future development of mining operations at the Combined Group's is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services. If the Combined Group commences production on one of its current or new projects, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the Combined Group. No assurance can be given that Combined Group will achieve commercial viability through the development of its projects. The risks associated with the development of a mine will be considered in full should the Combined Group's Projects reach that stage and will be managed with ongoing consideration of stakeholder interests.
Environmental	The operations and proposed activities of the Combined Group are subject to Australian regulations concerning the environment. As with most exploration projects and mining operations, the Combined Group's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Combined Group intends to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws. Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the Combined Group's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Combined Group for

RISK CATEGORY	RISK
	damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations. The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making the Combined Group's operations more expensive. Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.
Climate Risk	There are a number of climate-related factors that may affect the operations and proposed activities of the Combined Group. The climate change risks particularly attributable to Combined Group include: the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. Combined Group may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Combined Group and its profitability. While the Combined Group will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Combined Group will not be impacted by these occurrences; and climate change may cause certain physical and environmental risks that cannot be predicted by the Combined Group, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Combined Group operates.
Regulatory Compliance	The Combined Group's operating activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. As set out in Section 10.3 above, the Combined Group requires permits from regulatory authorities to authorise Forrestania's operations. These permits relate to exploration, development, production and rehabilitation activities. While Forrestania believes that it is in substantial compliance with all material current laws and regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to Forrestania or its properties, which could have a material adverse impact on Forrestania's current operations or planned development projects. Obtaining necessary permits can be a time-consuming process and there is a risk that the Combined Group will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Combined Group from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Combined Group's activities or forfeiture of one or more of the Combined Group's Projects.
Metallurgy	Metal or mineral recoveries are dependent upon the metallurgical process, and by its nature processing contains elements of significant risk such as: (a) identifying a metallurgical process through test work to produce a saleable metal or concentrate;

For personal use only

RISK CATEGORY	RISK
	(b) developing an economic process route to produce a metal or concentrate; and (c) changes in mineralogy in the ore deposit can result in inconsistent metal recovery, affecting the economic viability of the project. No assurance can be given that any particular level of recovery from mineral resources or reserves will in fact be realised or that a mineral resource will ever qualify as commercially viable which can be legally and economically exploited.

10.5 General Risks Relating to the Combined Group

RISK CATEGORY	RISK
Reliance on Key Personnel	Forrestania currently has a small executive team, The Combined Group will be dependent on the experience, skills and knowledge of its key personnel in Australia to successfully manage its business. The loss of any of the Combined Group's key personnel, the inability to recruit necessary staff as needed or the increased cost to recruit or retain the necessary staff, may cause a disruption to the Combined Group and adversely impact the Combined Group's operations, financial performance and financial position.
Economic	General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Combined Group, as well as on its ability to fund its operations. If activities cannot be funded, there is a risk that the tenements comprising the Combined Group's Projects may have to be surrendered or not renewed. General economic conditions may also affect the value of the Combined Group and its valuation regardless of its actual performance.
Competition Risk	The industry in which the Combined Group will be involved is subject to domestic and global competition. Although the Combined Group will undertake all reasonable due diligence in its business decisions and operations, the Combined Group will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Combined Group's projects and business.
Market Conditions	Share market conditions may affect the value of the Combined Group's Shares regardless of the Combined Group's operating performance. Share market conditions are affected by many factors such as: (a) general economic outlook; (b) introduction of tax reform or other new legislation; (c) interest rates and inflation rates; (d) changes in investor sentiment toward particular market sectors; (e) the demand for, and supply of, capital; and (f) terrorism or other hostilities. The market price of Shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Combined Group nor the Directors warrant the future performance of the Combined Group or any return on an investment in the Combined Group.
Commodity Price Volatility and Exchange Rate Risks	The Combined Group's operating results, economic and financial prospects and other factors will affect the trading price of the Shares. In addition, the price of Shares is subject to varied and often unpredictable influences on the market for equities, including, but not limited to, general economic conditions including the performance of

For personal use only

For personal use only

RISK CATEGORY	RISK
	the Australian dollar on world markets, inflation rates, foreign exchange rates and interest rates, variations in the general market for listed stocks in general, changes to government policy, legislation or regulation, industrial disputes, general operational and business risks and hedging or arbitrage trading activity that may develop involving the Shares. In particular, the share prices for many companies have been and may in the future be highly volatile, which in many cases may reflect a diverse range of non-company specific influences such as global hostilities and tensions relating to certain unstable regions of the world, acts of terrorism and the general state of the global economy. No assurances can be made that Forrestania's market performance will not be adversely affected by any such market fluctuations or factors. The Combined Group's Australian projects are prospective, inter alia, for precious and base metals. The market price of these commodities fluctuate and are affected by numerous factors beyond the control of the Combined Group. These factors include current and expected future supply and demand, forward selling by producers, production cost levels in major metal producing centers as well as macroeconomic conditions such as inflation and interest rates. Fluctuations in commodity prices may impact on the commercial attractiveness or viability of the Combined Group's projects. Furthermore, the international prices of most commodities are denominated in United States dollars and the Combined Group's cost base will be in a combination of Australian dollars and United States dollars. Consequently, changes in these exchange rates may impact on the expenditure of the Combined Group and the Combined Group's purchasing capacity.
Insurance	Forrestania intends to insure its operations in accordance with industry practice. However, in certain circumstances Forrestania's insurance may not be of a nature or level to provide adequate insurance cover. 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 Forrestania. Insurance of all risks associated with Forrestania's business may not always available and where available the costs can be prohibitive.
Force Majeure	The Combined Group's Projects now or in the future may be adversely affected by risks outside the control of the Combined Group including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.
Taxation	The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Combined Group are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally. To the maximum extent permitted by law, the Combined Group, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Bidder's Statement.
Litigation Risks	The Combined Group will be exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Combined Group may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Combined Group's operations, reputation, financial performance and financial position. Forrestania is not currently engaged in any litigation.

RISK CATEGORY	RISK
No Profit to Date	Forrestania has incurred losses since its inception. It is therefore not possible to evaluate its prospects based on past performance. Since the Combined Group intends to continue investing in its exploration programs the Directors anticipate making further losses in the foreseeable future. While the Forrestania Directors have confidence in the future potential of the Combined Group, there can be no certainty that the Combined Group will achieve or sustain profitability or positive cash flow from its operating activities.

For personal use only

For personal use only

11. ADDITIONAL INFORMATION

11.1 Bid Implementation Agreement

On 13 October 2025, Forrestania and Kula entered into the Bid Implementation Agreement pursuant to which Forrestania made a conditional off-market offer to acquire all the Kula Share on issue. The conditions of the Offer are set out in Section 12.9.

Otherwise, a summary of the material terms of the Bid Implementation Agreement is set out below.

RECOMMENDATION OF KULA DIRECTORS	Kula represents and warrants that it has been informed: (a) by each of the Kula Directors that they intend to recommend that all Kula Shareholders accept the Offer, within 21 days of the Offer becoming open for acceptance in respect of all Kula Shares owned or controlled by that director, subject to there being no Superior Proposal; (b) by each of the Kula Directors that they will not withdraw, revise, revoke or qualify, or make any public statement inconsistent with the recommendation above, unless a Superior Proposal emerges.
TERMINATION	Termination by either party The Bid Implementation Agreement may be terminated by a party by notice to the other party: (a) if the other party is in material breach of the Bid Implementation Agreement and that breach is not remedied by that other party within 5 Business Days of it receiving notice from the first party of the details of the breach and the first party's intention to terminate; (b) if Forrestania withdraws the Takeover Bid as permitted by the Corporations Act for any reason including non-satisfaction of a Condition or if the Takeover Bid lapses; (c) if there is a material breach of a representation or warranty by the other party and that breach is not remedied by that other party within 5 Business Days of it receiving notice from the first party of the details of the breach and the first party's intention to terminate; (d) if a Court or other regulatory authority has issued a final and non-appealable order, decree or ruling or taken other action which permanently restrains or prohibits the Takeover Bid; or (e) if the other party or any of their subsidiaries becomes insolvent. Termination by Forrestania The Bid Implementation Agreement may be terminated by Forrestania by notice in writing to Kula if: (a) a Superior Proposal is made or publicly announced for Kula by a third party; or (b) a Kula Material Adverse Change or a Kula Prescribed Occurrence occurs. Termination by Kula The Bid Implementation Agreement may be terminated by Kula by notice in writing to Forrestania if: (a) a Superior Proposal is made or publicly announced for Kula by a third party; (b) a Forrestania Material Adverse Change has occurred; (c) a majority of the Kula Directors recommend a Superior Proposal, provided always that clause 6 (the exclusivity provision) of the Bid Implementation Agreement has been complied with.

A full copy of the Bid Implementation Agreement was lodged with the ASX on 14 October 2025, and can be obtained from Forrestania's website: (www.investors.forrestaniaresources.com.au/announcements) or on Forrestania's profile on the ASX's website at (www.asx.com.au).

11.2 Bell Potter engagement

Forrestania has appointed Bell Potter Securities Ltd ACN 006 390 772 (**Bell Potter**) to act as corporate adviser and Sale Nominee with respect to the Offer pursuant to a mandate dated 12 October 2025 (**Bell Potter Mandate**).

The term of the Bell Potter Mandate lapses on until 31 January 2026 unless terminated earlier in accordance with its terms.

Pursuant to the Bell Potter Mandate, Forrestania has agreed to pay/issue to Bell Potter:

(a) within 14 days of the successful completion of the Offer, the Company will issue Bell Potter 10,000,000 unlisted Forrestania Options exercisable at $0.75 and expiring on the date that is 3 years from the date of issue or where Forrestania shareholders do not approve the issue of the Forrestania Options, Forrestania will pay Bell Potter a cash success fee equal to $250,000; and

(b) a monthly retainer equal to $10,000 plus GST, payable within 14 days after the end of the month (or part thereof) backdated from 1 September 2025 for the duration of the Bell Potter Mandate.

No additional fees will be payable to Bell Potter for acting as Sale Nominee for the Offer.

11.3 Acquisitions of Kula Shares by Forrestania in previous 4 months

During the previous 4 month period before the date of this Bidder's Statement, Forrestania has made the following acquisitions of Kula Shares:

(a) **Subscription Agreement:** As announced on 23 September 2025, Forrestania executed a share subscription agreement with Kula to raise $1,868,434 (**Subscription Agreement**). An aggregate of 84,928,805 Kula Shares were issued under the Subscription Agreement at an issue price of $0.022 per Kula Share.

(b) **Further acquisitions**: Forrestania has made the following:

(i) on-market purchases:

(A) **15 September 2025**: 24,665,766 Kula Shares at $0.010 per Share.

(B) **17 September 2025**: 22,094 Kula Shares at $0.010 per Share.

(C) **18 September 2025:** 11,000,000 Kula Shares at $0.011 per Share.

(D) **27 October 2025**: 1,000,000 Kula Shares at $0.031 per Share.

(E) **27 October 2025**: 4,247,805 Kula Shares at $0.033 per Share.

(ii) off-market purchases:

(A) **30 September 2025**: 24,000,000 Kula Shares at $0.022 per Share.

11.4 Disclosure of Interests of Forrestania Directors in Kula

None of the Forrestania Directors have a Relevant Interest in Kula Securities as at the date of this Bidder's Statement.

11.5 No Escalation Agreements

Neither Forrestania nor any Associate of Forrestania has entered into any escalation agreement that is prohibited by section 622 of the Corporations Act.

11.6 Collateral Benefits

During the period beginning 4 months before the date of this Bidder's Statement and ending on the day immediately before the date of this Bidder's Statement, neither Forrestania nor any Associate of Forrestania gave, or offered to give or agreed to give, a benefit to another person that was likely to induce the other person, or an Associate of that person, to:

(a) accept the Offer; or

(b) dispose of their Kula Shares,

and which is not offered to all holders of Kula Shares under the Offer.

For personal use only

For personal use only

11.7 Disclosure of Information

Due to the fact that Forrestania is offering Forrestania Shares as consideration for the acquisition of Kula Shares under the Offer, the Corporations Act requires that this Bidder's Statement must include all information that would be required for a prospectus for an offer of Forrestania Shares under sections 710 to 713 of the Corporations Act.

As a publicly listed company whose shares are quoted on ASX, Forrestania is subject to disclosure requirements of the ASX Listing Rules. In particular, Forrestania is required to disclose information concerning its finances, activities and performance. This disclosure is available on Forrestania's website as well as on the ASX website.

11.8 Interests and Benefits Relating to the Offer

(a) **Interests**

Other than as set out elsewhere in this Bidder's Statement, no:

(i) director or proposed director of Forrestania;

(ii) person named in this Bidder's Statement as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Bidder's Statement; or

(iii) promoter of Forrestania,

has, or had within 2 years before the date of this Bidder's Statement, any interest in:

(iv) the formation or promotion of Forrestania;

(v) any property acquired or proposed to be acquired by Forrestania in connection with its formation or promotion or in connection with the offer of Forrestania Shares under the Offer; or

(vi) the offer of Forrestania Shares under the Offer.

(b) **Implied Value of the Offer**

Based on a Forrestania share price of $0.286, the implied value of a Kula Share is $0.051 cents per Kula Share. Based on the 10-day VWAP of Forrestania's shares prior to the date of this Bidder's Statement being $0.208, this equates to an implied value of Kula of approximately $42.7 million (or $0.037 per Kula Share). Kula's 10-day VWAP over the same period is $0.037.

Based on the closing sale price of Forrestania Shares on ASX on the last practicable trading date prior to the date of this Bidder's Statement (being 21 November 2025) of $0.26 the implied value of the Offer is $0.05 per Kula Share.

The implied value of the Offer will change as a consequence of changes in the market price of Forrestania Shares. The following table may assist Kula Shareholders to determine the implied value of the Offer at different estimated Forrestania share price levels.

The table is not an indication of prices at which Forrestania Shares may trade – Forrestania Shares may trade within this range or at higher or lower levels:

ESTIMATED PRICES OF A FORRESTANIA SHARE ($)	IMPLIED OFFER PRICE FOR A KULA SHARE ($)
0.086	0.016
0.186	0.033
0.286	0.051
0.386	0.069
0.486	0.087
0.586	0.105
0.686	0.123
0.786	0.140

For personal use only

(c) **Disclosure of Fees and Benefits Received by Certain Persons**

Other than as set out elsewhere in this Bidder's Statement, no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:

(i) to a Director or proposed director of Forrestania to induce them to become, or to qualify as, a Director of Forrestania; or

(ii) for services provided by a Director or proposed director of Forrestania in connection with the formation or promotion of Forrestania or the offer of Forrestania Shares under the Offer.

Steinepreis Paganin

Steinepreis Paganin has agreed to act as Australian legal advisor to Forrestania in relation to the Offer and will be entitled to receive professional fees in accordance with its normal time-based charges. At the date of this Bidder's Statement, up to the date of lodgement of this Bidder's Statement, Forrestania has paid or agreed to pay Steinepreis Paganin approximately $200,000 (excluding GST and disbursements) for services in respect of the Offer and will pay further amounts in accordance with standard agreements.

Automic Group

Automic Group has provided certain registry services to Forrestania in relation to the Offer.

Hall Chadwick

Hall Chadwick WA Audit Pty Ltd (**Hall Chadwick**) is the auditor of Forrestania. Hall Chadwick has audited the financial information of Forrestania for the financial years ended 30 June 2025, 30 June 2024 and 30 June 2023 included in Section and the financial information for the financial year ended 30 June 2025 for Forrestania that forms the basis for the pro-forma balance sheet included in Section 8.6. Hall Chadwick has not reviewed or provided any advice or guidance in relation to the pro-forma balance sheet in Section 8.6. Forrestania has paid or agreed to pay $95,197 for audit services for the audit of each of the financial years ended 30 June 2025, 30 June 2024 and 30 June 2023. Further amounts may be payable in accordance with its normal tie-based charges.

PKF Perth

PKF Perth has been appointed as tax adviser to Forrestania with respect to the Offer and is responsible for preparing the information contained in Section 9 of this Bidder's Statement. Forrestania has paid or agreed to pay $3,000 (exclusive of GST) for tax advisory services provided with respect to the Offer.

Bell Potter

Bell Potter has been appointed as corporate adviser and Sale Nominee with respect to the Offer. Forrestania has paid or agreed to pay to Bell Potter the fees set out in Section 11.2 for acting as corporate adviser and Sale Nominee with respect to the Offer.

11.9 Disclosure of Interests of Forrestania Directors

As at the date of this Bidder's Statement, the Forrestania Directors have the following interests in Forrestania Securities (either held directly, held by entities controlled by them or held by entities of which they are directors):

FORRESTANIA DIRECTOR[1]	FORRESTANIA SHARES	FORRESTANIA OPTIONS	FORRESTANIA PERFORMANCE RIGHTS	% OF FORRESTANIA ISSUED SHARE CAPITAL PRE-OFFER (UNDILUTED)	% OF FORRESTANIA ISSUED SHARE CAPITAL PRE-OFFER (DILUTED)
Mr David Geraghty[1]	30,150,000	0	16,750,000	5.83%	7.51%
Mr Adam Turnbull[2]	32,904,128	30,000,000	14,350,000	6.36%	12.38%
Mr Daniel Raihani[3]	30,000,000	0	14,350,000	5.80%	7.11%
Total	**93,054,128**	**30,000,000**	**45,450,000**	**17.98%**	**27.00%**

Notes:

1. Refer to the respective Appendices 3Y/3X (as applicable) for each Forrestania Director for further information.
2. Comprising Forrestania Securities held directly and indirectly via Mandarin Rock Pty Ltd, of which Mr Geraghty is a director and shareholder.
3. Comprising Forrestania Securities held directly and indirectly via Premier Waterproofing Pty Ltd, of which Mr Turnbull is a director and shareholder.
4. Comprising Forrestania Securities held directly and indirectly via 7 Entreprises Pty Ltd, of which Mr Raihani is a director and shareholder.

Except as disclosed above, the Directors of Forrestania do not have any interests in Kula securities as at the date of this Bidder's Statement.

11.10 Fees and Benefits of Directors

The Constitution provides that the Forrestania Directors are entitled to be remunerated for their services as Directors at an amount and in the manner determined by the Directors, but the aggregate remuneration paid or provided to all Directors in any year may not exceed an amount fixed by the Company at a general meeting.

The annual remuneration (inclusive of superannuation) of the Forrestania Directors for the previous financial year ended 30 June 2025 and annual remuneration for the current financial year ending 30 June 2026 are as follows:

DIRECTOR[1]	PROPOSED REMUNERATION FOR THE FINANCIAL YEAR ENDING 2026	REMUNERATION FOR THE FINANCIAL YEAR ENDED 2025
Mr David Geraghty	$297,767[2]	$5,043[2]
Mr Adam Turnbull	$40,320	Nil[3]
Mr Daniel Raihani	$40,320	$14,769[4]

Notes:

1. All Forrestania Directors were appointed in the last financial year ended 30 June 2025.
2. David Geraghty was appointed as Forrestania Director on 16 May 2025 and transition to an executive director effective 17 October 2025.
3. Daniel Raihani was appointed as Forrestania Director on 18 February 2025.
4. Adam Turnbull was appointed as a Forrestania Director on 24 July 2025.

Directors, companies associated with the Forrestania Directors, or their Associates are also reimbursed for all reasonable expenses incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of Forrestania and other miscellaneous expenses.

The remuneration of Directors is reviewed annually by Forrestania. The proposed figures for the current 30 June 2025 Financial Year are current as at the date of this Bidder's Statement.

11.11 Expenses of the Offer

The total amount of cash that Forrestania may become obliged to pay to satisfy all expenses incurred by Forrestania and relating to the Offer will be provided from Forrestania's existing cash balances.

Forrestania estimates it will incur fees for services provided in connection with the Offer, including for legal, taxation, financial advisers, share register and ASX and other professional fees, in the amount of approximately $373,307 (excluding GST).

ESTIMATED EXPENSES OF THE OFFER	($)
ASIC	$8,751
ASX	$63,811
Legal expenses	$200,000
Corporate and other advisory fees	$63,000
Share Registry, Printing and Mailing	$37,745
Total	**$373,307**

For personal use only

11.12 Material Litigation

Forrestania is not aware of any instituted or threatened litigation, or other legal proceedings in relation to Forrestania.

11.13 Foreign Securityholders

Kula Shareholders who are Ineligible Foreign Securityholders will not be entitled to receive Forrestania Shares as consideration for their Kula Shares pursuant to the Offer.

A Kula Shareholder is an Ineligible Foreign Securityholder for the purposes of the Offer if their address as shown in the register of members of Kula is in a jurisdiction other than Australia or New Zealand.

However, such a person will not be an Ineligible Foreign Securityholder if Forrestania is satisfied that it is not legally or practically constrained from making the Offer to a Kula Shareholder in the relevant jurisdiction and to issue Forrestania Shares to such a Kula Shareholder on acceptance of the Offer, and that it is lawful for the shareholder to accept the Offer in such circumstances in the relevant jurisdiction. Notwithstanding anything else in this Bidder's Statement, Forrestania is not under any obligation to spend any money, or undertake any action, in order to satisfy itself concerning any of these matters.

The Forrestania Shares which would otherwise have been issued to Ineligible Foreign Shareholders will instead be issued to the Sale Nominee, who will sell these shares. The net proceeds of the sale of such Forrestania Shares will then be remitted to the relevant Ineligible Foreign Securityholders. Refer to Sections 12.6 for further details.

11.14 Status of Conditions

The conditions of the Offer are set out in Section 12.9 (**Conditions**). Forrestania will use all reasonable endeavours to ensure the Conditions are satisfied as soon as possible after the date of this Bidder's Statement.

As at the date of this Bidder's Statement, Forrestania is not aware of any events which have occurred which would result in a breach or inability to satisfy the Conditions.

Forrestania will give a notice of the status of the Conditions in accordance with the Corporations Act on 1 January 2026 (subject to extension of the Offer Period is extended).

11.15 Consents

Each of the parties referred to in this Section 11.15:

(a) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Bidder's Statement other than a reference to its name and a statement included in this Bidder's Statement with the consent of that party as specified in this Section 11.15; and

(b) has not caused or authorised the issue of this Bidder's Statement.

Steinepreis Paganin has given its consent to be named in the Bidder's Statement as Australian legal advisers to Forrestania in relation to the Offer. Steinepreis Paganin has not made any statement that is included in this Bidder's Statement or any statement on which a statement in this Bidder's Statement is based.

Automic has given its consent to be named in the Bidder's Statement as the Australian share registry of Forrestania. Automic has not made any statement that is included in this Bidder's Statement or any statement on which a statement in this Bidder's Statement is based.

Hall Chadwick has given its consent to be named in the Bidder's Statement as the auditors of Forrestania and to the inclusion of the consolidated statements of financial position and the consolidated statements of profit or loss and other comprehensive income of Forrestania for the financial years ended 30 June 2025, 30 June 2024 and 30 June 2023 in Sections 4 and 8.6 of this Bidder's Statement. Other than as set out above, Hall Chadwick has not made any statement that is included in this Bidder's Statement or any statement on which a statement in this Bidder's Statement is based.

PKF Perth has given its consent to be named in the Bidder's Statement as the tax advisers to Forrestania and to the inclusion of the information contained in Section 9 of this Bidder's Statement. Other than as set out above, PKF Perth has not made any statement that is included in this Bidder's Statement or any statement on which a statement in this Bidder's Statement is based.

For personal use only

Bell Potter has given its consent to be named in the Bidder's Statement as the corporate adviser to Forrestania and Sale Nominee. Bell Potter has not made any statement that is included in this Bidder's Statement or any statement on which a statement in this Bidder's Statement is based.

Each person named in this Section 11.15 has given, and before the time of lodgement of this Bidder's Statement with ASIC, has not withdrawn, their consent to being named in this Bidder's Statement in the capacity indicated next to their name.

This Bidder's Statement includes statements which are made in, or based on statements made in, documents lodged with ASIC or on Forrestania's ASX announcement platform. Under ASIC Class Order 13/521, the parties making those statements are not required to consent to, and have not consented to, inclusion of those statements in this Bidder's Statement. If you would like to receive a copy of any of these reports or statements free of charge, please contact Forrestania's Company Secretary on (08) 6555 2950.

As permitted by ASIC Corporations (Consent to Statements) Instrument 2016/72, this Bidder's Statement may include or be accompanied by certain statements fairly representing a statement by an official person or from a public official document or a published book, journal or comparable publication.

In addition, as permitted by ASIC Corporations (Consent to Statements) Instrument 2016/72, this Bidder's Statement contains ASX share price trading information sourced from ASX and IRESS without its consent.

11.16 ASIC Relief

Forrestania has not obtained from ASIC any modifications to, or exemptions from, the Corporations Act in relation to the Offers. However, ASIC has published various instruments providing for modifications and exemptions that apply generally to all persons including Forrestania.

11.17 Forrestania's Interest in Kula Shares

As at the date of this Bidder's Statement, Forrestania holds 149,864,470 Kula Shares, equating to 13.01% of Kula's issued capital.

11.18 Expiry Date

No securities will be issued on the basis of this Bidder's Statement after the date which is 13 months after the date of this Bidder's Statement.

11.19 Date for Determining Holders

For the purposes of section 633 of the Corporations Act, the date for determining the people to whom this Bidder's Statement is sent is the Register Date.

11.20 Other Material Information

There is no other information material to the making of a decision by a holder of Kula Share whether or not to accept the Offer being information that is known to Forrestania, and which has not previously been disclosed to Kula Shareholders other than as is contained elsewhere in this Bidder's Statement.

For personal use only

For personal use only

12. TERMS OF THE OFFER

12.1 Offer

(a) Forrestania offers to acquire all of your Kula Shares, together with all Rights attached to them, on and subject to the terms and conditions set out in this Section 12.

(b) The consideration being offered by Forrestania for the acquisition of all of your Kula Share is 1 new Forrestania Share for every 5.6 Kula Shares that you hold. If this calculation results in an entitlement to a fraction of a Forrestania Share, that fraction will be rounded up to the nearest whole number of Forrestania Shares.

(c) The Forrestania Shares to be issued pursuant to the Offer will be fully paid and, from their date of issue, rank equally in all respects with existing Forrestania Shares currently on issue and have the rights summarised in Section 5.5.

12.2 General Terms of the Offer

(a) By accepting this Offer, you undertake to transfer to Forrestania not only the Kula Shares to which the Offer relates, but also all Rights attached to those Kula Shares.

(b) The Offer is being made to each person registered as a holder of Kula Shares on Kula's register of members as at the Register Date. It also extends to:

(i) any person who becomes registered as a holder of Kula Shares during the period from the Register Date until the end of the Offer Period, due to the conversion of, or exercise of rights conferred by Kula options, performance rights, convertible notes or convertible loans on issue at the Register Date; and

(ii) any person who becomes registered as the holder of your Kula Shares during the Offer Period.

(c) If, at the time the Offer is made to you, or at any time during the Offer Period, another person is registered as the holder of some or all of your Kula Shares, then:

(i) a corresponding offer on the same terms and conditions as this Offer will be deemed to have been made to that other person in respect of those Kula Shares; and

(ii) a corresponding offer on the same terms and conditions as this Offer will be deemed to have been made to you in respect of any other Kula Shares you hold to which the Offer relates; and

(iii) this Offer will be deemed to have been withdrawn immediately at that time.

(d) If at any time during the Offer Period you are registered as the holder of one or more parcels of Kula Shares as trustee or nominee for, or otherwise on account of, another person, you may accept as if a separate and distinct offer on the same terms and conditions as this Offer had been made in relation to each of those distinct parcels and any distinct parcel you hold in your own right. To validly accept the Offer for each parcel, you must comply with the procedure in section 653B(3) of the Corporations Act. If, for the purposes of complying with that procedure, you require additional copies of this Bidder's Statement and/or the Acceptance Form, please call Automic on the dedicated line for the Offer on **1300 824 174** (within Australia) and **+61 2 8072 1480** (outside Australia) between 5:30AM to 5:00PM (AWST) Monday to Friday or via email at corporate.actions@automicgroup.com.au.

(e) If your Kula Shares are registered in the name of a broker, investment dealer, bank, trust company or other nominee you should contact that nominee for assistance in accepting the Offer.

(f) The Offer is dated 8 December 2025**.**

12.3 Offer Period

(a) Unless extended or withdrawn, the Offer will remain open for acceptance during the period commencing on the date of the Offer (being 8 December 2025) and ending at 4:00 pm (AWST) on the later of:

(i) 8 January 2026; or

(ii) any date to which the Offer Period is extended.

(b) Forrestania reserves the right, exercisable in its sole discretion, to extend the Offer Period in accordance with the Corporations Act.

(c) If, within the last 7 days of the Offer Period, the Offer is varied to improve the consideration offered, then the Offer Period will automatically be extended so that it ends 14 days after the relevant events in accordance with section 624(2) of the Corporations Act.

12.4 How to Accept the Offer

(a) **General**

(i) You may only accept the Offer in respect of all (and not a lesser number) of your Kula Shares.

(ii) You may accept the Offer at any time during the Offer Period.

(iii) To accept the Offer for Kula Shares held in your name, you must:

(A) complete the Acceptance Form in accordance with the terms of the Offer and the instructions on the Acceptance Form; and

(B) ensure that the Acceptance Form is received before the end of the Takeover Offer Period, in accordance with the directions on the Acceptance Form.

(d) **Acceptance Form**

(i) The personalised Acceptance Form forms part of this Offer. The requirements on the personalised Acceptance Form must be observed in accepting the Offer.

(ii) For your acceptance to be valid you must ensure that your personalised Acceptance Form is posted or delivered physically or electronically in sufficient time for it to be received by Forrestania in accordance with the directions on the personalised Acceptance Form before the end of the Offer Period.

(e) Online Acceptance

(i) Existing users:

(A) If you have an existing Automic Investor Portal account, log in with your existing username and password at https://investor.automic.com.au.

(B) Add your holding under “Kula Takeover Offer” by selecting the "Add holding" button on the top right-hand corner of the screen and following the prompts.

(ii) New users:

(A) If you do not have an existing Automic account you will need to register for Investor Portal by visiting https://investor.automic.com.au/#/signup and following these steps:

(I) In the Company Name field, select "Kula Takeover Offer";

(II) Enter your Holder Number (HIN/SRN);

(III) Enter the postcode (Australian address) or click "change country" to select the country code (overseas address) relevant to your holding 4. Tick the "I'm not a robot" box and click "Next"; and

(IV) Complete the prompts to set up your Username and Password. Once you are logged in, select "Offers" from the left-hand vertical menu and follow the prompts.

For personal use only

For personal use only

12.5 Validity of Acceptances

(a) Subject to this Section 12.5, your acceptance of this Offer will not be valid unless it is made in accordance with the procedures set out in Section 12.4.

(b) Forrestania will determine, in its sole discretion, all questions as to the form of documents, eligibility to accept this Offer and time of receipt of an acceptance of this Offer. Forrestania is not required to communicate with you prior to making this determination. The determination of Forrestania will be final and binding on all parties.

(c) Notwithstanding Section 12.4, Forrestania may, in its sole discretion, at any time and without further communication to you, deem any Acceptance Form it receives to be a valid acceptance in respect of your Forrestania Shares, even if a requirement for acceptance has not been complied with but the payment of the consideration in accordance with this Offer may be delayed until any irregularity has been resolved or waived and any other documents required to procure registration have been received by Forrestania.

(d) Where you have satisfied the requirements for acceptance in respect of only some of your Kula Shares, Forrestania may, in its sole discretion, regard this Offer to be accepted in respect of those Kula Shares but not the remainder.

(e) Forrestania will provide the consideration to you in accordance with Section 12.8, in respect of any part of an acceptance determined by Forrestania to be valid.

12.6 Ineligible Foreign Securityholders

(a) If you are an Ineligible Foreign Securityholder, you will not be entitled to receive Forrestania Shares as the consideration for your Kula Shares. Instead Forrestania will:

(i) arrange for the issue to a nominee approved by ASIC (the Sale Nominee) of the number of Forrestania Shares to which you and all other Ineligible Foreign Securityholder would have been entitled but for those shares being allotted and issued to the Sale Nominee, and the equivalent provision of each other offer under the Offer;

(ii) cause the Forrestania Shares so issued to be offered for sale by the Sale Nominee on ASX as soon as practicable and otherwise in the manner, at the price and on such other terms and conditions as are determined by the Sale Nominee acting in good faith; and

(iii) procure that the Sale Nominee to pay, to you the amount ascertained in accordance with the following formula:

$$\frac{NPS \times YS}{TS}$$

Where:

NPS is the amount received by the Sale Nominee upon the sale of Forrestania Shares, less the expenses of the sale (brokerage, stamp duty and other selling costs, taxes and charges);

YS is the number of Forrestania Shares which would have been allotted and issued to you, but for the Forrestania Shares being issued to the Sale Nominee; and

TS is the total number of Forrestania Shares allotted and issued to the Sale Nominee under this Section 12.6.

(b) You will receive your share of the proceeds of the sale of Forrestania Shares calculated in accordance with Section 12.6.

(c) Delivery of your share of the proceeds will be made in the following manner: (i) if you have nominated account details to Kula and these details are provided to Forrestania before the date of despatch of payment, or you have nominated account details directly to Forrestania, payment will be made electronically to that account. If you have not nominated account details to Kula and wish to register to be paid electronically, or if you wish to verify or update any existing account details on your Kula holding, you must provide your details via the website https://portal.automic.com.au/investor/home when accepting the Offer. If you have already registered, login using your username and password. If you are not yet a member, you will need to register. To update your bank

details: 1. Once you have logged in, click “My Portfolio Profile” 2. Select “Payment Instructions” from the menu. 3. Input your payment details (please ensure to enter domestic bank account details in the “Domestic” section and international bank account details in the “International” section). 4. Once you have added your payment details, click “save”; (ii) if you have not nominated account details to Kula or the registry provider, or these details are not provided to Forrestania before the date of despatch of payment, your share of the sale proceeds will be withheld until an account has been provided according to the instructions above. Under no circumstances will interest be paid on the consideration to which you are entitled, regardless of any delay in providing the consideration or any extension of the Offer as soon as practicable and in any event within the period required by the Corporations Act to the address provided on your Share Acceptance Form.

(d) Under no circumstances will interest be paid on your share of the proceeds of the sale of Forrestania Shares by the Sale Nominee, regardless of any delay in remitting these proceeds to you or your receipt of those proceeds.

(e) The Sale Nominee may sell the Forrestania Shares in such manner, at such price or prices and on such terms as the Sale Nominee determines, and at the risk of the Ineligible Foreign Securityholder. The Sale Nominee will sell the Forrestania Shares on ASX following the issue of those shares to it.

(f) As the market price of Forrestania Shares will be subject to change from time to time, the sale price of the Forrestania Shares sold by the Sale Nominee and the proceeds of those sales cannot be guaranteed. Neither Forrestania nor the Sale Nominee gives any assurance as to the price that will be achieved for the sale of the Forrestania Shares by the Sale Nominee.

(g) The Sale Nominee will be appointed by and will provide services to, Forrestania. In acting as nominee, the Sale Nominee will not be acting as agent or sub-agent of any Ineligible Foreign Securityholder, does not have duties or obligations (fiduciary or otherwise) to any Ineligible Foreign Securityholder and does not underwrite the sale of the Forrestania Shares.

12.7 The Effect of Acceptance

(a) Once you have accepted this Offer, you will be unable to revoke your acceptance, the contract resulting from your acceptance will be binding on you and you will be unable to withdraw that acceptance or otherwise dispose of your Kula Shares to which this Offer relates, except as follows:

(i) if the Conditions in Section 12.9 have not been fulfilled or freed by:

(A) in the case of the Conditions in Section 12.9, at the end of the third Business Day after the end of the Offer Period; or

(B) in relation to all other Conditions, the end of the Offer Period,

the Offer will automatically terminate and your Kula Shares the subject of your acceptance will be returned to you; or

(ii) if the Offer Period is varied in a way that postpones the obligations of Forrestania to deliver the consideration for more than one month and, at the time, this Offer remains subject to one or more of the Conditions contained in Section 12.9, you may be able to withdraw your acceptance in relation to your Kula Shares in accordance with section 650E of the Corporations Act. Should such rights arise, a notice will be sent to you at the relevant time explaining your rights in this regard.

(b) By following the procedure described in Section 12.4 to accept this Offer, you will be deemed to have:

(ii) accepted this Offer (and any variation to it, subject to section 650E of the Corporations Act) in respect of the Kula Shares registered in your name to which this Offer relates, regardless of the number of Kula Shares specified in the Acceptance Form, subject to Sections (b) and (c);

(iii) agreed to accept the Forrestania Shares to which you become entitled by accepting this Offer, subject to Forrestania’s constitution and the terms of issue of the Forrestania Shares and to have authorised Forrestania to place your

For personal use only

name on its register of shareholders as the holder of the Forrestania Shares issued to you under the Offer;

(iv) irrevocably authorised Forrestania (and any director, secretary, nominee or agent of Forrestania) to alter the Acceptance Form on your behalf by inserting correct details of your Kula Shares, filling in any blanks and correcting any errors in or omissions from the Acceptance Form as may be considered necessary by Forrestania to make the Acceptance Form an effective acceptance of this Offer or to enable registration of the transfer to Forrestania of your Kula Shares;

(v) irrevocably authorised and directed Kula to pay to Forrestania or to account to Forrestania for all Rights which are declared, paid or which arise or accrue after the Announcement Date in respect of your Kula Shares (subject to Forrestania accounting to you for any Rights received by it if your acceptance of this Offer is validly withdrawn pursuant to section 650E of the Corporations Act or the contract resulting from that acceptance becomes void);

(vi) irrevocably authorised Forrestania to notify Kula on your behalf that your place of address for the purpose of serving notices upon you in respect of your Kula Shares is the address specified by Forrestania in the notification;

(vii) represented and warranted to Forrestania that, unless you have notified Forrestania in accordance with Section 12.2(d), your Kula Shares do not consist of separate parcels of Kula Shares;

(viii) represented and warranted to Forrestania that as a fundamental condition going to the root of the contract resulting from your acceptance that, at the time of acceptance, and the time the transfer of your Kula Shares (including any Rights) to Forrestania is registered:

(A) Forrestania will acquire good title to and beneficial ownership of all of your Kula Shares free from all mortgages, charges, liens, Encumbrances and adverse interests of any nature (whether legal or equitable) and free from restrictions on transfer of any nature (whether legal or otherwise) and other third-party interests of any kind;

(B) you have paid Kula all amounts which are due in respect of your Kula Shares;

(C) all of your Kula Shares are fully paid; and

(D) you have full power and capacity to accept the Offer and to sell and transfer the legal and beneficial ownership of your Kula Shares (including all Rights attached to them) to Forrestania;

(ix) if you reside outside of Australia, represented and warranted to Forrestania that the making by Forrestania to you, and your acceptance, of this Offer is lawful under any law of a country other than Australia which apply to you to the making of this Offer and to your acceptance of this Offer;

(x) with effect from the time and date on which all the Conditions to this Offer in Section 12.9 have been fulfilled or freed, to have irrevocably appointed Forrestania (and each of Forrestania's Directors, secretaries and other officers) severally from time to time as your agent and true and lawful attorney, with power to do all things which you could lawfully do concerning your Kula Shares or in exercise of any right or power derived from the holding of your Kula Shares including, (without limitation) powers and rights to requisition, convene, attend and vote in person, by proxy or by body corporate representative, at all general meetings and all court-convened meetings of Kula and to request Kula to register, in the name of Forrestania or its nominee, your Kula Shares, as appropriate, with full power of substitution (such power of attorney, being coupled with an interest, being irrevocable);

(xi) agreed that in exercising the powers conferred by the power of attorney under Section 12.6(b)(x), the attorney shall be entitled to act in the interests of Forrestania as the beneficial owner and intended registered holder of your Kula Shares;

For personal use only

(xii) with effect from the time and date on which all the Conditions to this Offer in Section 12.9 have been fulfilled or freed, agreed not to vote in person, by proxy or otherwise at any general meeting of Kula or to exercise (or purport to exercise) in person, by proxy or otherwise, any of the powers conferred on Forrestania and the Forrestania Directors, secretaries and other officers of Forrestania by Section 12.6(b)(x);

(xiii) agreed to do all such acts, matters and things that Forrestania may require to give effect to the matters the subject of this Section 12.6(b)(xii) (including the execution of a written form of proxy to the same effect as this Section 12.6(b)(xii) which complies in all respects with the requirements of the constitution of Kula) if requested by Forrestania;

(xiv) agreed, subject to the Conditions of this Offer in Section 12.9 being fulfilled or freed, to execute all such documents, transfers and assurances, and do all such acts, matters and things that Forrestania may consider necessary or desirable to convey your Kula Shares registered in your name and Rights to Forrestania; and

(xv) irrevocably authorised the Bidder to transfer your Kula Shares into the Bidder's name, regardless of whether it has paid the consideration due to you under this Offer.

(c) The representations, warranties, undertakings and authorities referred to in this Section 12.6 will (unless otherwise stated) remain in force after you receive the consideration for your Kula Shares and after Forrestania becomes registered as the holder of your Kula Shares.

12.8 Consideration

(a) Subject to the terms of this Offer and the Corporations Act, Forrestania will provide the consideration for your Kula Shares on or before the earlier of:

(i) one month after the date of your acceptance, or if this Offer is subject to a defeating condition when you accept this Offer, within one month after this Offer becomes unconditional; and

(ii) 21 days after the end of the Offer Period.

(b) Where the Acceptance Form requires an additional document to be delivered with your Acceptance Form (such as a power of attorney):

(i) if that document is given with your Acceptance Form, Forrestania will provide the consideration in accordance with Section 12.8(a);

(ii) if that document is given after your Acceptance Form and before the end of the Offer Period while this Offer is subject to a defeating condition, Forrestania will provide the consideration on or before the earlier of one month after this Offer becomes unconditional and 21 days after the end of the Offer Period;

(iii) if that document is given after your Acceptance Form and before the end of the Offer Period while this Offer is not subject to a defeating condition, Forrestania will provide the consideration on or before the earlier of one month after that document is given and 21 days after the end of the Offer Period; and

(iv) if that document is given after the end of the Offer Period and the Offer is not subject to a defeating condition, Forrestania will provide the consideration within 21 days after that document is given. However, if at the time the document is given, the Offer is still subject to a defeating condition that relates only to the happening of an event or circumstance referred to in section 652C(1) or (2) of the Corporations Act, Forrestania will provide the consideration due to you within 21 days after the Offer becomes unconditional.

(c) If you accept this Offer, Forrestania is entitled to all Rights in respect of your Kula Shares. Forrestania may require you to provide all documents necessary to vest title to those Rights in Forrestania, or otherwise to give it the benefit or value of those Rights. If you do not give those documents to Forrestania, or if you have received the benefit of those Rights, Forrestania will deduct from the consideration otherwise due to you the amount (or value, as reasonably assessed by Forrestania) of those Rights.

For personal use only

(d) The obligations of Forrestania to allot and issue any Forrestania Shares to which you are entitled under the Offer will be satisfied:

(i) by entering your name on the register of members of Forrestania; and

(ii) dispatching or procuring the dispatch to you by prepaid post to your address specified in your Acceptance Form, an uncertificated holding statement in your name. If your Kula Share to which the Offer relates are held in a joint name, an uncertificated holding statement will be forwarded to the holder whose name appears first in your Acceptance Form.

(e) Under no circumstances will interest be paid on the consideration to which you are entitled to under the Offer, regardless of any delay in providing the consideration or any extension of the Offer.

(f) If, at the time you accept this Offer, any of the following:

(i) Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth);

(ii) Charter of the United Nations (Dealing with Assets) Regulations 2008 (Cth);

(iii) Autonomous Sanctions Act 2011 (Cth); or

(iv) any other law of Australia,

require that an authority, clearance or approval of the Reserve Bank of Australia, the Department of Foreign Affairs and Trade, the ATO or any other Government Authority be obtained before you received any consideration for your Kula Shares, or would make it unlawful for Forrestania to provide any consideration to you for your Kula Shares, then you will not be entitled to receive any consideration for your Kula Shares until all requisite authorities, clearances or approvals have been received by Forrestania.

12.9 Conditions of the Offer

Subject to Section 12.11, the Offer and any contract that results from an acceptance of the Offer are subject to the fulfilment of the following Conditions:

(a) **Minimum Acceptance**

At or before the end of the Offer Period, Forrestania has a Relevant Interest in the number of Kula Shares that represents at least 50% of the aggregate of all the Kula Shares on issue (on a fully diluted basis).

(b) **No regulatory action**

Between the Announcement Date and the end of the Offer Period (each inclusive):

(i) there is not in effect any preliminary or final decision, order or ruling issued by any Governmental Authority;

(ii) no application is made to any Governmental Authority (other than by Forrestania or any Associate of Forrestania); and

(iii) no action or investigation is announced, commenced, or threatened by any Governmental Authority,

in consequence of or in connection with the Offer (other than an application to, or a decision or order of, or action or investigation by, ASIC or the Takeovers Panel in exercise of the powers and discretions conferred by the Corporations Act) which restrains, prohibit or impedes, or threatens to restrain, prohibit or impede, or materially impact on, the making of the Offer and the completion of any transaction completed by the Bidder's Statement (including, without limitation, full, lawful, timely and effectual implementation of Forrestania's intentions expressed in the Bidder's Statement) or which requires the divestiture by Forrestania of any Kula Share or any material assets of the Kula Group.

(c) **No Kula Prescribed Occurrences**

Between the Announcement Date and the date 3 Business Days after the end of the Offer Period (each inclusive) no Kula Prescribed Occurrence occurs.

For personal use only

(d) **No exercise of rights under certain agreements or arrangements**

If between the Announcement Date and the end of the Offer Period (each inclusive) any person:

(i) is entitled to exercise, or will as a result of the Takeover Bid, the acquisition of KGD Shares by FRS or the removal of KGD from the official list of ASX if the Takeover Bid is successful, become entitled to exercise; or

(ii) purports to exercise, states an intention to exercise (whether or not that intention is stated to be final decision), or asserts the ability to exercise as a result of the Takeover Bid,

any right under any provision of any agreement or other arrangement to which any member of the Kula Group is a party or to which any member of the Kula Group or any of its assets or businesses may be subject, which results in, or could result in:

(iii) any moneys borrowed by any member of the Kula Group being or becoming repayable or being declared repayable immediately or earlier than the repayment date provided for in such agreement or arrangement;

(iv) any such agreement or arrangement that imposes or may impose obligations or liabilities on any party of more than $250,000 per annum or more than $500,000 in total or that is otherwise material to the business of the Kula Group being terminated or modified or not renewed or the performance of any obligations under any such agreement or arrangement being accelerated; or

(v) any assets of any member of the Kula Group, including any interest of any member of the Kula Group in any body corporate, trust, joint venture or other entity, being sold, transferred or offered for sale or transfer, including under any pre-emptive rights or similar provisions, or any contractual arrangements relating to any such asset or interest, being terminated or modified,

unless that person gives the relevant member of the Kula Group and Forrestania in writing a binding, irrevocable and unconditional release or waiver of that right.

(e) **Conduct of business**

Between the Announcement Date and the end of the Offer Period (each inclusive), no member of the Kula Group:

(i) announces, declares, determines to pay, makes or pays any dividend or other distribution (whether in cash or in specie);

(ii) incurs capital expenditure exceeding $500,000 or, except in the ordinary course of trading, transfers or otherwise disposes of or creates any Encumbrance in respect of, assets having a value exceeding $200,000;

(iii) acquires or disposes of any shares or other securities in any body corporate or any units in any trust, or substantially all of the assets of any business except where the aggregate consideration paid or received by all members of the Kula Group for all such acquisitions or disposals does not exceed $500,000 or enters into, or terminates any participation in, any partnership, joint venture or similar commitment;

(iv) borrows an amount which when combined with all other amounts borrowed since the Announcement Date exceeds $300,000 or enters into any swap, option, futures contract, forward commitment or other derivative transaction;

(v) enters into, waives any material rights under, varies or terminates any contract, commitment or arrangement which may require annual expenditure by the relevant member of Kula Group in excess of $200,000 or is otherwise of material importance to the business of the Kula Group;

(vi) enters into any unusual or abnormal contract or commitment which is outside the ordinary course of business and which could reasonably be expected to:

(A) change the nature of the business conducted by the Kula Group; or

(B) have a material adverse impact on the business conducted by the Kula Group;

For personal use only

(vii) enters into, amends, or agrees to enter into or amend any contract, commitment or other arrangement with a related party (as defined in section 228 of the Corporations Act), or an Associate of that related party, of Kula;

(viii) other than in the ordinary course of business and consistent with past practice, Kula or any of its subsidiaries disposes of, acquires or agrees to dispose of or acquire, or creates or agrees to create an equity interest in respect of any assets (including, without limitation, under any off-take, joint venture or similar deed), properties or businesses, or incurs, agrees to incur or enters into a commitment or a series of commitments involving capital expenditure by the Kula Group, whether in one or more transactions, where the amounts or value involved in such transaction or transactions, commitments or series of commitments exceeds $250,000 in aggregate;

(ix) pays or agrees to pay the costs and expenses of all advisers to Kula Group in connection with the Offer where such costs and expenses exceed $400,000;

(x) accelerates the rights of any of its directors or employees to compensation or benefits of any kind (including, without limitation, the vesting of any performance rights);

(xi) increases the remuneration of, makes any bonus payment, retention payment or termination payment to, or otherwise changes the terms and conditions of employment of:

(A) any Kula Directors; or

(B) any employee of any member of the Kula Group whose total employment cost exceeds $150,000;

(xii) issues any securities convertible into Kula Shares;

(xiii) changes its constitution (including adopting a new constitution or modifying or repealing its constitution or a provision of it) or passes any resolution of shareholders or any class of shareholders;

(xiv) commences, compromises or settles any litigation or similar proceedings for an amount exceeding $250,000;

(xv) becomes Insolvent; or

(xvi) agrees, conditionally or otherwise, to do any of the things referred to in paragraphs above, or announces or represents to any person that any of those things will be done,

unless the doing of that thing was disclosed in any ASX announcement made by Kula before the Announcement Date.

(f) **No inaccurate public information**

Forrestania does not become aware, during the period between the Announcement Date and the end of the Offer Period (each inclusive) that:

(i) any announcement made by Kula to ASX;

(ii) any document lodged by or on behalf of Kula with ASIC; or

(iii) any other public statement made by or on behalf of Kula,

is inaccurate or misleading in any material way, including by omission.

(g) **No Kula Material Adverse Change**

Between the Announcement Date and the end of the Offer Period (each inclusive), no Kula Material Adverse Change occurs.

(h) **No breach of representation or warranty**

Between the Announcement Date and the end of the Offer Period (each inclusive), all Kula warranties given under the Bid Implementation Agreement are true and correct in all material respects.

For personal use only

12.10 Nature and benefit of Conditions

(a) The Conditions in Section 12.9 are conditions subsequent. The nonfulfillment of any condition subsequent does not, until the end of the Offer Period, prevent a contract to sell your Forrestania Shares from arising, but non-fulfilment of any of those Conditions will have the consequences set out in Section 12.11(b).

(b) Subject to the Corporations Act, Forrestania alone is entitled to the benefit of the Conditions in Section 12.9, or to rely on any non fulfilment of any of them.

(c) Each Condition in Section 12.9 is a separate, several and distinct condition. No Condition will be taken to limit the meaning or effect of any other Condition.

12.11 Freeing the Offer of Conditions

(a) Forrestania may free the Offer, and any contract resulting from its acceptance, from all or any of the Conditions in Section 12.9, either generally or by reference to a particular fact, matter, event, occurrence or circumstance (or class thereof), by giving a notice to Kula and to ASIC declaring this Offer to be free from the relevant Condition or Conditions specified, in accordance with section 650F of the Corporations Act. This notice may be given in relation to all Conditions in Section 12.9 not less than 7 days before the end of the Offer Period.

(b) If, at the end of the Offer Period if, the Conditions in Section 12.9 have not been fulfilled and Forrestania has not declared the Offer (or it has not become) free from those Conditions, all contracts resulting from the acceptance of the Offer will be automatically void.

12.12 Notice of Status of Conditions

The date for giving the notice required by section 630(1) of the Corporations Act is 1 January 2026, subject to extension in accordance with section 630(2) of the Corporations Act if the Offer Period is extended.

12.13 Official Quotation

(a) Forrestania has already been admitted to the Official List of ASX and the Forrestania Shares issued under the Offer are of the same class as Forrestania Shares already quoted on the ASX.

(b) An application will be made within 7 days after the start of the bid period to ASX for the granting of Official Quotation of the Forrestania Shares to be issued in accordance with the Offer. However, Forrestania cannot guarantee, and does not represent or imply that Forrestania Shares will be listed on ASX following their issue.

(c) Pursuant to the Corporations Act, the Offer and any contract that results from your acceptance of it is subject to a condition that permission for quotation by ASX of the Forrestania Shares to be issued pursuant to the Offer being granted no later than 7 days after the end of the Bid Period. If this condition is not fulfilled, all contracts resulting from the acceptance of the Offer will be automatically void.

12.14 Withdrawal of Offer

(a) Forrestania may withdraw this Offer with the consent in writing of ASIC, which may be given subject to such conditions. If ASIC gives such consent, Forrestania will give notice of the withdrawal to ASX and to Kula and will comply with any other conditions imposed by ASIC.

(b) If, at the time this Offer is withdrawn, the Offer has been freed of all the Conditions contained in Section 12.9, all contracts arising from acceptance of the Offer before it was withdrawn will remain enforceable.

(c) If at the time this Offer is withdrawn, the Offer remains subject to one or more of the Conditions in Section 12.9, all contracts arising from its acceptance will become void (whether or not the events referred to in the relevant Conditions have occurred).

(d) A withdrawal under Section 12.14(a) will be deemed to take effect:

(i) if the withdrawal is not subject to conditions imposed by ASIC, on the date after the date on which that consent in writing is given by ASIC; or

(ii) if the withdrawal is subject to conditions imposed by ASIC, on the date after the date on which those conditions are satisfied.

For personal use only

12.15 Variation

Forrestania may vary this Offer in accordance with the Corporations Act.

12.16 Costs

(a) Forrestania will pay any stamp duty payable on the Offer. Kula shareholders will not incur a personal stamp duty liability by accepting the Offer. Landholder duty will be payable by Forrestania where the value of the Kula tenements is at least $2,000,000 and at least 90% of the shares in Kula are acquired. The implied value of the Offer is $42.7 million (or $0.037 per Kula Share). Based on this implied valuation, landholder duty is likely to be payable by Forrestania where 90% or more of the Kula shares are acquired

(b) If your Kula Shares are registered in your name and you deliver them directly to Forrestania, you will not incur any brokerage charges in connection with your acceptance of this Offer.

12.17 Governing Law

This Offer and any contract that results from your acceptance of it is governed by the laws in force in Western Australia.

For personal use only

For personal use only

13. GLOSSARY OF TERMS

13.1 Definitions

In this Bidder's Statement, unless the context otherwise requires:

Acceptance Form means the forms of acceptance for the Offer accompanying this Bidder's Statement or alternatively any acceptance form sent to a Kula Shareholder by Forrestania's share registry in relation to the Offer, as the context requires.

Advisers means, in relation to an entity, its legal, financial and other expert advisers.

Announcement Date means 14 October 2025, being the date the Offer was announced on ASX.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given in Chapter 6 of the Corporations Act.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange (as the context requires).

ASX Listing Rules means the official listing rules of ASX, as amended from time to time.

Australian Dollars, AUD, A$, Dollar or **cents** means the lawful currency of Australia.

Bell Potter Mandate has the meaning given in Section 11.2.

Bell Potter means Bell Potter Securities Ltd ACN 006 390 772.

Bid Implementation Agreement means the agreement between Forrestania and Kula pursuant to which Forrestania agreed to make the Offer, a copy of which was announced by Forrestania on 14 October 2025.

Bidder's Statement means this document.

Board or **Forrestania Board** means the board of directors of Forrestania as the date of this Bidder's Statement.

Business Day means a day that is not a Saturday, Sunday or any other day which is a public holiday or a bank holiday in Western Australia.

CGT means capital gains tax as defined in the *Income Tax Assessment Act 1997* (Cth).

Combined Group means Forrestania and its subsidiaries, including Kula, after 100% acceptance of the Offer.

Competing Transaction means any expression of interest, proposal, offer or transaction notified to the Kula Board which, if completed substantially in accordance with its terms, would mean a person (other than Forrestania or its Related Bodies Corporate) would:

(a) directly or indirectly, acquire an interest or Relevant Interest in or become the holder of:

  (i) 20% or more of all Kula Shares; or

  (ii) all or a substantial part of the business conducted by the Kula Group;

(b) acquire control of Kula, within the meaning of section 50AA of the Corporations Act; or

(c) otherwise directly or indirectly acquire or merge with Kula or acquire an economic interest in the whole or a substantial part of Kula or its businesses or assets (including by takeover offer, scheme of arrangement, capital reduction, sale of assets, strategic alliance, joint venture, partnership or reverse takeover bid).

Completion means the close of the Offer in circumstances where the Conditions have been satisfied or waived.

Conditions means the conditions of the Offer set out in Section 12.9.

Consideration means Forrestania Shares offered to Kula Shareholders in consideration for the acquisition of the Kula Share under the Offer.

Consideration Shares means Forrestania Shares offered to Kula Shareholders as Consideration.

Constitution means the constitution of Forrestania.

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

Director or **Forrestania Director** means a director of Forrestania as at the date of this Bidder's Statement.

Encumbrance means any mortgage, fixed or floating charge, pledge, lien, option, right to acquire a security or to restrain someone from acquiring a security (including under a right of pre-emption or right of first refusal), assignment by way of security, trust arrangement for the purpose of providing security, retention arrangement or other security interest of any kind (including a "security interest" as defined under the *Personal Property Securities Act 2009* (Cth)), and any agreement to create any of the foregoing or allow any of the foregoing to exist.

Forrestania, FRS or **Bidder** or **Company** means Forrestania Resources Limited (ACN 647 899 698) or the Combined Group as the context requires.

Forrestania Group means Forrestania and its Subsidiaries, including the Kula Group as the context requires.

Forrestania Material Adverse Change means:

(a) any act, omission, event, change, matter or circumstance occurring, or being discovered or becoming public (either individually or aggregated with other acts, omissions, events, changes, matters or circumstances) which has, will or is reasonably likely to have a material adverse effect on the assets, liabilities, financial position, performance, profitability or prospects of the Forrestania Group taken as a whole (whether individually or when aggregated with one or more other events, matters or things); or

(b) any event, matter or thing, as described in sub-paragraph (a), which occurred before the date of the Bid Implementation Agreement but was not apparent from public filings by Forrestania before then, becomes public,

where the financial impact of such event, change, condition, matter or thing on the Forrestania Group exceeds $10,000,000 but does not include:

(c) anything which has arisen solely as a result of any actions taken by any member of the Forrestania Group in the ordinary course of its business;

(d) those events or circumstances required to be done or procured by Forrestania pursuant to the Bid Implementation Agreement;

(e) those events or circumstances relating to changes in the global gold, and critical minerals industry or security markets generally or a change in the market price of gold and critical minerals which impacts on Forrestania and its competitors in a similar manner; or

(f) an event, circumstance, matter or information that is known to Kula or its Representatives on or prior to the date of the Bid Implementation Agreement or otherwise disclosed in public filings by Forrestania with ASIC on or prior to the date of the Bid Implementation Agreement.

Forrestania Securities means an Option, Performance Right or Forrestania Share, as the context requires.

Forrestania Shareholder or **Shareholder** means a holder of Forrestania Shares.

Forrestania Shares or **Share** means a fully paid ordinary share in the capital of Forrestania.

Government Authority means:

(a) any government or governmental, semi-governmental or local authority within the Commonwealth of Australia or any of its states and territories and any department, office, minister, commission, board, delegate or agency of any such government or authority;

(b) any judicial or administrative entity or authority within the Commonwealth of Australia or any of its states and territories; or

(c) any other authority, commission, board, agency or other entity established or having power under statute within the Commonwealth of Australia or any of its states and territories or the ASX Listing Rules, including ASIC, ASX and the Takeovers Panel.

Ineligible Foreign Securityholder means a Kula Shareholder whose address is shown in the Kula share register as being outside Australia or New Zealand.

JORC means Joint Ore Reserves Committee.

For personal use only

JORC Code means The Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.

Kula Board means the board of directors of Kula as at the date of this Bidder's Statement.

Kula Group means Kula and its Subsidiaries.

Kula Material Adverse Change means:

(a) any act, omission, event, change, matter or circumstance occurring, or being discovered or becoming public (either individually or aggregated with other acts, omissions, events, changes, matters or circumstances) which has, will or is reasonably likely to have a material adverse effect on the assets, liabilities, financial position, performance, profitability or prospects of the Kula Group taken as a whole (whether individually or when aggregated with one or more other events, matters or things); or

(b) any event, matter or thing, as described in sub-paragraph (a), which occurred before the date of the Bid Implementation Agreement but was not apparent from public filings of Kula before then, becomes public,

where the financial impact of such event, change, condition, matter or thing on the Kula Group exceeds $3,000,000, but does not include:

(c) anything which has arisen solely as a result of actions taken by any member of the Kula Group either in the ordinary course of its business;

(d) those events or circumstances required to be done or procured by Kula pursuant to the Bid Implementation Agreement;

(e) those events or circumstances relating to changes in the global gold and critical minerals industry or security markets generally or a change in the market price of gold and critical minerals which impacts on Kula and its competitors in a similar manner; or

(f) an event, circumstance, matter or information that has been disclosed by Kula to Forrestania or is otherwise known to Forrestania or its Representatives on or prior to the date of the Bid Implementation Agreement or otherwise disclosed in public filings by Kula with ASIC.

Kula means Kula Gold Limited (ACN 126 741 259).

Kula Prescribed Occurrence means, other than in respect to any matters disclosed in the Disclosure Materials, any of the following events:

(a) Kula converts all or any of its shares into a larger or smaller number of shares under section 254H of the Corporations Act;

(b) Kula or a Subsidiary resolve to reduce its share capital in any way;

(c) Kula or a Subsidiary enters into a buy-back agreement or resolves to approve the terms of a buy-back agreement under subsection 257C(1) or 257D(1) of the Corporations Act;

(d) Kula or a Subsidiary issue shares, or grant an option over its shares, or agrees to make such an issue or grant such an option, other than upon conversion of existing convertible securities or other instruments on issue or in existence prior to the date of the Bid Implementation Agreement;

(e) Kula or a Subsidiary issue, or agree to issue, convertible notes;

(f) Kula or a Subsidiary dispose, or agree to dispose, of the whole or a substantial part of its business or property, other than in relation to an Excluded Arrangement;

(g) Kula or a Subsidiary grants, or agrees to grant, a security interest in the whole, or a substantial part, of its business or property, other than in relation to an Excluded Arrangement;

(h) Kula or a Subsidiary resolves to be wound up;

(i) A liquidator or provisional liquidator of Kula or a Subsidiary is appointed;

(j) A court makes an order for the winding up of Kula or a Subsidiary;

(k) An administrator of Kula or a Subsidiary is appointed under section 436A, 436B or 436C of the Corporations Act;

For personal use only

(l) Kula or a Subsidiary executes a deed of company arrangement; or

(m) A receiver, or a receiver and manager, is appointed in relation to the whole, or a substantial part, of the property of Kula or a Subsidiary.

Kula Securities means all Kula Shares, performance rights and any other convertible securities in the issued capital of Kula.

Kula Share means fully paid ordinary shares in the capital of Kula.

Kula Shareholders means all persons who holds a Kula Share.

Minimum Acceptance Condition means the condition of the Offer set out in Section 12.9.

Offer means the off-market offer to Kula Shareholders by way of the Takeover Bid in respect of the Kula Shares on issue as at the date of the Offer and those Kula Shares that are issued during the Offer Period as a result of the exercise or conversion of convertible securities or any other instrument convertible into Kula Shares (subject always to any necessary ASIC modifications being obtained and to the extent they are permitted to vest in accordance with the Bid Implementation Agreement) that are on issue as at the date of the Bid Implementation Agreement, on the terms and conditions set out in this Bidder's Statement.

Offer Period means the period during which the Offer is open for acceptance.

Officers means, in relation to an entity, its directors, officers, and employees.

Official Quotation means official quotation on ASX.

Placement means the two tranche Share placement announced by the Company on 18 November 2025 to raise up to $32 million (before costs).

Register Date means the date set by Forrestania under section 633(2) of the Corporations Act, being 5:00pm (AWST) on 24 November 2025.

Related Bodies Corporate has the meaning given to it in the Corporations Act.

Relevant Interest has the meaning given in sections 608 and 609 of the Corporations Act.

Representatives of a party includes:

(a) a Related Bodies Corporate of the party; and

(b) each of the Officers and Advisers of the party or any of its Related Bodies Corporate.

Resource means a Mineral Resource as defined in the JORC Code.

Rights means all accreditations, benefits and rights attaching to or arising from the Kula Share directly or indirectly at or after the Announcement Date (including, but not limited to, all dividends and all rights to receive dividends and to receive or subscribe for shares, stock units, notes or options declared, paid, or issued by Kula).

Sale Nominee has the meaning given in Sections 12.6 of this Bidder's Statement, being Bell Potter Securities Ltd ACN 006 390 772 being the nominee approved by ASIC.

Section means a section of this Bidder's Statement.

Subsidiary has the meaning given in section 9 of the Corporations Act.

Superior Proposal means a Competing Transaction which is, in the determination of the Kula Board acting in good faith and in order to satisfy what the Kula Board consider to be their fiduciary and statutory duties:

(a) reasonably capable of being completed taking into account all aspects of the Competing Transaction; and

(b) more favourable to Kula Shareholders than the Takeover Bid, taking into account all terms and conditions of the Competing Transaction.

Takeovers Panel means the body called the Takeovers Panel continuing in existence under section 261 of the A*ustralian Securities and Investments Commission Act 2001* (Cth) and given various powers under Part 6.10 of the Corporations Act.

Takeover Bid means the off-market takeover bid by Forrestania for all Kula Shares to be implemented in accordance with Chapter 6 of the Corporations Act.

For personal use only

Target's Statement means the target's statement prepared by Kula in respect of the Takeover Bid under section 638 of the Corporations Act.

VWAP means volume weighted average price.

13.2 Interpretation

The following rules of interpretation apply unless intention appears or the context requires otherwise:

(a) a reference to a time is a reference to AWST time, unless otherwise stated;

(b) headings are for convenience only and do not affect interpretation;

(c) the singular includes the plural and conversely;

(d) a reference to a Section is to a section of this Bidder's Statement;

(e) a gender includes all genders;

(f) where a word or phrase is defined, the other grammatical forms have a corresponding meaning;

(g) $, or cents is a reference to the lawful currency in Australia, unless otherwise stated;

(h) a reference to a person includes a body corporate, an unincorporated body or other entity and conversely;

(i) a reference to a person includes a reference to the person's executors, administrators, successors, substitutes (including persons taking by novation) and assigns;

(j) a reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it and all regulations and statutory instruments issued under it;

(k) a reference to any instrument or document includes any variation or replacement of it;

(l) a term not specifically defined in this Bidder's Statement has the meaning given to it (if any) in the Corporations Act;

(m) a reference to a right or obligation of any two or more persons confers that right, or imposes that obligation, as the case may be, jointly and individually;

(n) a reference to you is to a person to whom the Offer is made; and

(o) the words 'include', 'including', 'for example' or 'such as' are not used as, nor are they to be interpreted as, words of limitation, and, when introducing an example, do not limit the meaning of the words to which the example relates to that example or examples of a similar kind.

For personal use only

14. BOARD AUTHORISATION

This Bidder's Statement is dated 24 November 2025 and was approved pursuant to a unanimous resolution passed at a meeting of the Forrestania's Directors.

Signed by

David Geraghty
Executive Chair
For and on behalf of
FORRESTANIA RESOURCES LIMITED

For personal use only