



22 May 2019

ASX Announcements Office
152–158 St Georges Terrace
Perth WA 6000
Australia

CAPITAL RAISING SUCCESSFULLY COMPLETED

- ***Force has successfully completed a placement of \$0.350m.***
- ***Proceeds to be applied to undertaking due diligence activities on the Malawi high-grade lead and silver project (under option) and general working capital***
- ***Appendix 3B attached***

Force Commodities Ltd (**Force** or the **Company**) (ASX Code: 4CE) is pleased to announce that it has completed its share placement to professional and sophisticated investors (under section 708 of the Corporations Act, 2001) utilising the Company's 15% placement capacity (under ASX Listing Rule 7.1) and the Company's 10% enhanced capacity (under ASX Listing Rule 7.1A) (**Placement**).

In total, 38,888,889 new fully paid ordinary shares (**Shares**) have been issued at an average price of \$0.009 (0.9 cents) raising \$350,000 – refer Appendix 3B attached.

These Shares have been issued under ASX Listing Rule 7.1A.

Participants in the Placement have been issued one free attaching option for every two shares subscribed for, exercisable on or before 30 June 2021, at an exercise price of \$0.02 (2 cents) (**Options**) for a total of 19,444,446 Options.

In addition, Sixty Two Capital Pty Ltd (**Sixty Two**), who managed the Placement have been issued with 15,000,000 Options on the same terms.

In aggregate, a total of 34,444,446 Options have been issued. These Options have been issued under ASX Listing Rule 7.1.

The funds raised will primarily be used to undertake due diligence activities on, and to advance, the Malawi high-grade lead and silver project (under option), as recently announced.

Additional Disclosures under ASX LR3.10.5A

The Company provides the following additional disclosure in relation to ASX Listing Rules 7.1A4(b) and 3.10.5A in connection with the 38,888,889 Shares issued under Listing Rule 7.1A and referred to above:

(a) Details of the dilution to existing holders of ordinary securities caused by the issue:

- The number of Shares on issue prior to the issue of the Shares was 424,515,868
- The number of Shares on issue following the issue of the Shares is 463,404,757, resulting in a dilution of 8.49%.

(b) The Shares were issued for cash consideration. The Company issued the Shares under ASX Listing Rule 7.1A as it required the funds principally to undertake due diligence activities on the Malawi high-grade lead and silver project (under option), as recently announced.

The Board considered that a placement of securities provided the most certain and expedient manner to achieve this outcome.

(c) The Placement was not underwritten.

(d) The Company will pay to Sixty Two a fee of 6% on funds raised and issue to Sixty Two 15,000,000 Options for management of the Placement.

END

For further information please contact myself.

Yours sincerely
FORCE COMMODITIES LIMITED



JASON BREWER
MANAGING DIRECTOR

ISSUE OF PLACEMENT SHARES - CLEANSING NOTICE

Notice under Section 708A of the Corporations Act 2001(Cth)

Force Commodities Limited (the "**Company**") has issued a total of 38,888,889 fully paid ordinary shares in the Company (**Shares**) to investors, as outlined in the Company's announcement on 9 May 2019.

Pursuant to section 708A(5)(e) of the Corporations Act 2001(*Cth*) (**the Act**), the Company notifies ASX that:

- a) the Shares were issued without disclosure to investors under Part 6D.2 of the Act;
- b) this Notice is being given under Section 708A(5)(e) of the Act;
- c) as at the date of this Notice, the Company has complied with:
 - i) the provisions of Chapter 2M of the Act as they apply to the Company; and
 - ii) Section 674 of the Act; and
- d) as at the date of this Notice, there is no excluded information, within the meanings of section 708A(7) and 708A(8) of the Act.



JASON BREWER
MANAGING DIRECTOR

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

FORCE COMMODITIES LIMITED

ABN

12 145 184 667

We (the entity) give ASX the following information.

1.1 Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | (a) Fully paid ordinary shares (FPO Shares)
(b) Unlisted Options (Options) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 38,888,889
(b) 34,444,446 Options |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | (a) FPO Shares
(b) Exercise Price of \$0.002 on or before expiry date of 30 June 2021 |

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>(a) Yes. (b) Yes, FPO Shares issued on exercise of Options will rank equally in all respects from date of issue with existing ordinary fully paid ordinary shares.</p>
<p>5 Issue price or consideration</p>	<p>(a) \$350,000 (b) Nil.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(a) To fund due diligence activities and advancement of the Malawi high-grade lead silver project (under option) and for general working capital purposes (b) N/a.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>17 May 2019</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>34,444,446 Options</p>

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	38,888,889 FPO Shares				
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable				
6f	Number of +securities issued under an exception in rule 7.2	Not applicable				
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Issue Date: 20 May 2019; Issue price \$0.009 75% of 15 day VWAP: \$0.0078 Source: IRESS				
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable				
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Entity's remaining capacity under Rule 7.1 – 29,232,934 Rule 7.1A – 3,562,697				
7	+Issue dates <small>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.</small>	(a) 20 May 2019 (b) 20 May 2019				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td style="vertical-align: top;">463,404,757</td> <td style="vertical-align: top;">FPO Shares</td> </tr> </tbody> </table>	Number	+Class	463,404,757	FPO Shares
Number	+Class					
463,404,757	FPO Shares					

+ See chapter 19 for defined terms.

	Number	+Class					
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	24,416,662	Unlisted Options (exercisable at \$0.032 expiring 30 June 2019)					
	10,000,000	Unlisted Options (exercisable at \$0.035 expiring 30 June 2019)					
	937,500	Unlisted Options (exercisable at \$0.048 expiring 5 August 2019)					
	34,444,446	Unlisted Options (exercisable at \$0.02 expiring 30 June 2020)					
	2,500,000	Unlisted Options (exercisable at \$0.10 expiring 30 June 2020)					
	2,000,000	Unlisted Options (exercisable at \$0.06 expiring 1 July 2020)					
	2,000,000	Unlisted Options (exercisable at \$0.06 expiring 1 July 2020)					
	1,200,000	Performance Rights vesting as follows: <table border="1"> <thead> <tr> <th>Number</th> <th>Vesting date</th> </tr> </thead> <tbody> <tr> <td>600,000</td> <td>19-Feb-2020</td> </tr> <tr> <td>600,000</td> <td>19-Feb-2021</td> </tr> </tbody> </table>	Number	Vesting date	600,000	19-Feb-2020	600,000
Number	Vesting date						
600,000	19-Feb-2020						
600,000	19-Feb-2021						
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable						

Part 2 - Pro rata issue

11 Is security holder approval required?	Not applicable
12 Is the issue renounceable or non-renounceable?	Not applicable
13 Ratio in which the +securities will be offered	Not applicable

+ See chapter 19 for defined terms.

14	+Class of +securities to which the offer relates	Not applicable
15	+Record date to determine entitlements	Not applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Not applicable
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Not applicable
19	Closing date for receipt of acceptances or renunciations	Not applicable

+ See chapter 19 for defined terms.

20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable

+ See chapter 19 for defined terms.

- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Issue date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities (tick one)
- (a) ⁺Securities described in Part 1
- (b) All other ⁺securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

<p>38 Number of +securities for which +quotation is sought</p>	<p>Not applicable</p>					
<p>39 +Class of +securities for which quotation is sought</p>	<p>Not applicable</p>					
<p>40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Not applicable</p>					
<p>41 Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	<p>Not applicable</p>					
<p>42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)</p>	<table border="1"> <thead> <tr> <th data-bbox="798 1574 1101 1612">Number</th> </tr> </thead> <tbody> <tr> <td data-bbox="798 1612 1101 1839"></td> </tr> </tbody> </table>	Number		<table border="1"> <thead> <tr> <th data-bbox="1101 1574 1394 1612">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="1101 1612 1394 1839"></td> </tr> </tbody> </table>	+Class	
Number						
+Class						

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:
(Director/Company secretary)

Date: 21 May 2019

Print name: JASON BREWER

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i>	
<i>Insert</i> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	424,515,868
<i>Add</i> the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <i>Note:</i> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
<i>Subtract</i> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	424,515,868

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	63,677,380
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	34,444,446 Options (issued 20 May 2019)
“C”	34,444,446
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	63,677,380
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	34,444,446
Total [“A” x 0.15] – “C”	29,232,934 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	424,515,868
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	42,451,586
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	38,888,889 FPO Shares (issued 20 May 2019)
“E”	38,888,889

+ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
<p>"A" x 0.10</p> <p><i>Note: number must be same as shown in Step 2</i></p>	42,451,586
<p>Subtract "E"</p> <p><i>Note: number must be same as shown in Step 3</i></p>	38,888,889
<p>Total ["A" x 0.10] – "E"</p>	<p>3,562,697</p> <p><i>Note: this is the remaining placement capacity under rule 7.1A</i></p>

+ See chapter 19 for defined terms.