

24 September 2020

Dear Shareholder

**Force Commodities Limited General Meeting of Shareholders**

The Notice of General Meeting of Force Commodities Limited (**Force or the Company**) is now available at <http://www.forcecommodities.com.au/investor-information>.

Safety of our shareholders and staff is our paramount concern, and therefore, in line with State Government regulations and ASIC recommendations during the COVID 19 pandemic, we will hold the meeting by way of live video conference. There will be no physical meeting.

The consequences of this are as follows:

If you wish to attend the virtual AGM, you must register at:

<https://us02web.zoom.us/meeting/register/tZltcuqqTwqGNW4xbBk6VFCnB3Ap5qn3ZfK>

at least 24 hours prior to the meeting. You will then be sent a link to the meeting webcast;

We will provide an opportunity to ask questions at the meeting however there may be connectivity and other issues during the video conference. Therefore, we recommend that any questions concerning the business of the meeting are submitted during registration or [henry.kinstlinger@forcecommodities.com.au](mailto:henry.kinstlinger@forcecommodities.com.au) in advance of the meeting;

Please mute your microphone unless you wish to ask a question; and

All resolutions will be determined by way of a poll. The poll will be conducted based on votes submitted by proxy and by Shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions below.

Due to the virtual nature of the Meeting, Computershare, the Company's share registry, will be facilitating voting during the Meeting. If you wish to cast your vote during the Meeting, you will need to visit [web.lumiagm.com/377886763](http://web.lumiagm.com/377886763) on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at please view the online meeting user guide: [www.computershare.com.au/onlinevotingguide](http://www.computershare.com.au/onlinevotingguide)

Shareholders are strongly encouraged to lodge a proxy vote to vote at the AGM at least 48 hours before the meeting.

**For more information please contact**

**Henry Kinstlinger**

Company Secretary

Email: [henry.kinstlinger@forcecommodities.com.au](mailto:henry.kinstlinger@forcecommodities.com.au)



4CE

MR SAM SAMPLE  
FLAT 123  
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SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**

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



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 am (WST) Monday, 26 October 2020.**

# Force Commodities Limited Annual General Meeting

This year, as part of the Australian Government's response to the Coronavirus crisis, temporary modifications have been made to the *Corporations Act 2001* under the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020*.

These modifications allow notices of meeting, and other information regarding a meeting to be provided online where it can be viewed and downloaded. We are relying on technology to facilitate shareholder engagement and participation in the meeting. Details of where you can access the notice of meeting, lodge a proxy and participate in the meeting are contained in this letter.

## Meeting date and location:

The Annual General Meeting of Force Commodities Limited will be a virtual meeting, which will be conducted online on Wednesday, 28 October 2020 at 10:00 am (WST).

## Attending the meeting online:

If you choose to participate online on the day of the meeting you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your vote in real time.

## Webcast and Questions

To view the live webcast and ask questions online you will need to visit <https://us02web.zoom.us/join/register/tZltcuqppqTwqGNW4xbBk6VFCnB3Ap5qn3ZfK>

## Voting

To vote online during the meeting you will need to visit [web.lumiagm.com/377886763](http://web.lumiagm.com/377886763) on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at [www.computershare.com.au/onlinevotingguide](http://www.computershare.com.au/onlinevotingguide)

## Access the meeting documents and lodge your proxy online:

### Online:

Access the meeting documents and lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.



# Force Commodities Limited

ACN 145 184 667

Notice of  
Annual General Meeting  
28 October 2020  
10:00 am WST

By Videoconference

**This is an important document. Please read it carefully.**

Please speak to your professional advisers if you have any questions about this document or how to vote at the Meeting.



## Notice of 2020 Annual General Meeting

Notice is hereby given that the 2020 Annual General Meeting of Force Commodities Limited (the **Company** or **4CE**) is to be held at 10:00 am WST on 28 October 2020 by Videoconference.

### Ordinary Business of the Meeting

#### Financial Statements and Reports

To receive the Company's financial statements and the reports of the Directors and the Auditor for the financial year ended 31 December 2019. There is no requirement for a formal resolution on this item.

#### 1. Resolution 1: Non-binding resolution to adopt the Remuneration Report

To consider and if thought fit, pass the following as a **non-binding ordinary resolution**:

"That the Directors' Remuneration Report for the year ended 31 December 2019 be and is hereby adopted for the purposes of the *Corporations Act 2001* (Cth)"

#### Voting Exclusion Statement

A voting exclusion applies to this Resolution 1. The Company will disregard any votes cast (in any capacity, whether as proxy or as shareholder) by any of the following:

- a) Key Management Personnel;
- b) Closely Related Parties of Key Management Personnel; and
- c) as a proxy by a member of Key Management Personnel or a Key Management Personnel's Closely Related Party

However, the Company need not disregard a vote if it is:

- i. Cast by a person as proxy appointed in accordance with the directions on the proxy form that specify how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a), (b) and (c) above; or
- ii. Cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a), (b) and (c) above.

#### Election of Directors

#### 2. Resolution 2: Ordinary Resolution to Elect Jihad Malaeb as a Director

To consider and if thought fit, pass the following as an **ordinary resolution**:

"That, Jihad Malaeb, retiring in accordance with rule 7.3(c) of the Company's Constitution be re-elected as a director of the Company."

#### 3. Resolution 3: Ordinary Resolution to Elect David Sproule as a Director

To consider and if thought fit, pass the following as an **ordinary resolution**:

"That, David William Sproule, retiring in accordance with rule 7.3(c) of the Company's Constitution be re-elected as a director of the Company."



## Share Capital Approvals

### 4. Resolution 4: Ordinary Resolution to Ratify November 2019 Unlisted Options Issue

To consider and if thought fit, pass the following as **an ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the allotment and issue of 43,000,000 Unlisted Options exercisable at \$0.02 per option expiring 31 October 2021 on 13 November 2019 as set out in the Explanatory Statement be approved and ratified.”

#### **Voting Exclusion Statement**

A voting exclusion applies to this Resolution 4. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- a) Any person who participated in the option issue or is a counterparty to the agreement being approved; or
- b) Any associates of those persons

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### 5. Resolution 5: Ordinary Resolution to Ratify November 2019 Share Placement

To consider and if thought fit, pass the following as **an ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the allotment and issue of 50,000,000 Fully Paid Ordinary Shares on 13 November 2019 as set out in the Explanatory Statement be approved and ratified.”

#### **Voting Exclusion Statement**

A voting exclusion applies to this Resolution 5. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- a) Any person who participated in the share issue or is a counterparty to the agreement being approved; or
- b) Any associates of those persons

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



## 6. Resolution 6: Ordinary Resolution to Ratify November 2020 Note Issue

To consider and if thought fit, pass the following as **an ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the allotment and issue of 200,000 November 2020 Convertible Notes on 14 September 2020 as set out in the Explanatory Statement be approved and ratified.”

### **Voting Exclusion Statement**

A voting exclusion applies to this Resolution 6. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- b) Any associates of those persons

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 7. Resolution 7: Ordinary Resolution to Approve Issue of Securities to Creditors

To consider and if thought fit, pass the following as **an ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of 7,446,404 Fully Paid Ordinary Shares on the terms and conditions set out in the Explanatory Statement be approved.”

### **Voting Exclusion Statement**

A voting exclusion applies to this Resolution 7. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- a) A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- b) Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



## 8. Resolution 8: Ordinary Resolution to Approve Issue of Securities to Further Creditors

To consider and if thought fit, pass the following as **an ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of up to 52,000,000 Fully Paid Ordinary Shares on the terms and conditions set out in the Explanatory Statement be approved."

### **Voting Exclusion Statement**

A voting exclusion applies to this Resolution 8. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- a) A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- b) Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 9. Resolution 9: Ordinary Resolution to Approve Issue of Securities to Jess Oram

To consider and if thought fit, pass the following as **an ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of 4,000,000 Fully Paid Ordinary Shares, to Jess Oram or his nominee, on the terms and conditions set out in the Explanatory Statement be approved."

### **Voting Exclusion Statement**

A voting exclusion applies to this Resolution 9. The Company will disregard any votes cast in favour of the resolution by or on behalf of Jess Oram or an associate of Jess Oram and any other person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



## 10. Resolution 10: Ordinary Resolution to Approve Issue of Securities to Jihad Malaeb

To consider and if thought fit, pass the following as **an ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of 1,071,429 Fully Paid Ordinary Shares, to Jihad Malaeb or his nominee, on the terms and conditions set out in the Explanatory Statement be approved.”

### **Voting Exclusion Statement**

A voting exclusion applies to this Resolution 10. The Company will disregard any votes cast in favour of the resolution by or on behalf of Jihad Malaeb or an associate of Jihad Malaeb and any other person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 11. Resolution 11: Ordinary Resolution to Approve Issue of Securities to Gedeon Pelesa

To consider and if thought fit, pass the following as **an ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of 2,500,000 Fully Paid Ordinary Shares, to Gedeon Pelesa or his nominee, on the terms and conditions set out in the Explanatory Statement be approved.”

### **Voting Exclusion Statement**

A voting exclusion applies to this Resolution 11. The Company will disregard any votes cast in favour of the resolution by or on behalf of Gedeon Pelesa or an associate of Gedeon Pelesa and any other person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



## 12. Resolution 12: Ordinary Resolution to Approve Issue of Securities to Simon Grant-Rennick

To consider and if thought fit, pass the following as **an ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of 2,142,857 Fully Paid Ordinary Shares, to Simon Grant-Rennick or his nominee, on the terms and conditions set out in the Explanatory Statement be approved.”

### **Voting Exclusion Statement**

A voting exclusion applies to this Resolution 12. The Company will disregard any votes cast in favour of the resolution by or on behalf of Simon Grant-Rennick or an associate of Simon Grant-Rennick and any other person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 13. Resolution 13: Ordinary Resolution to Approve Issue of 4CE001 Convertible Notes

To consider and if thought fit, pass the following as **an ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of 100,000 4CE001 Convertible Notes, 1,667,000 Fully Paid Ordinary Shares, and 833,500 Unlisted Options exercisable at \$0.025 per option expiring two years from the date of issue, on the terms and conditions set out in the Explanatory Statement be approved.”

### **Voting Exclusion Statement**

A voting exclusion applies to this Resolution 13. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- a) A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- b) Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



#### 14. **Resolution 14: Ordinary Resolution to Approve Issue of 4CE002 Convertible Notes to a Related Party**

To consider and if thought fit, pass the following as **an ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue of 300,000 4CE002 Convertible Notes, 5,001,000 Fully Paid Ordinary Shares, and 2,500,500 Unlisted Options exercisable at \$0.025 per option expiring two years from the date of issue, to Jihad Malaeb or his nominee, on the terms and conditions set out in the Explanatory Statement be approved."

##### **Voting Exclusion Statement**

A voting exclusion applies to this Resolution 14. The Company will disregard any votes cast in favour of the resolution by or on behalf of Jihad Malaeb or an associate of Jihad Malaeb and any other person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### 15. **Resolution 15: Ordinary Resolution to Approve Capital Raising**

To consider and if thought fit, pass the following as **an ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of up to 300,000,000 Fully Paid Ordinary Shares on the terms and conditions set out in the Explanatory Statement be approved."

##### **Voting Exclusion Statement**

A voting exclusion applies to this Resolution 15. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- a) A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- b) Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



## 16. Resolution 16: Ordinary Resolution to Ratify July 2020 Note Issue

To consider and if thought fit, pass the following as **an ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the allotment and issue of 50,000 September 2020 Convertible Notes on 22 July 2020 as set out in the Explanatory Statement be approved and ratified.”

### **Voting Exclusion Statement**

A voting exclusion applies to this Resolution 16. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- c) a person who participated in the issue or is a counterparty to the agreement being approved; or
- d) Any associates of those persons

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 17. Resolution 17: Ordinary Resolution to Approve Fee Shares for September 2020 Notes

To consider and if thought fit, pass the following as **an ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of 500,000 Fully Paid Ordinary Shares on the terms and conditions set out in the Explanatory Statement be approved.”

### **Voting Exclusion Statement**

A voting exclusion applies to this Resolution 17. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- b) Any associates of those persons

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



**18. Resolution 18: Ordinary Resolutions to Approve Issue of Securities in consideration of the Acquisition of the Oman Project**

To consider and if thought fit, pass the following as **an ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of up to 50,000,000 Fully Paid Ordinary Shares on the terms and conditions set out in the Explanatory Statement be approved.”

**Voting Exclusion Statement**

A voting exclusion applies to this Resolution 18. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- a) A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- b) Any associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**19. Resolution 19: Special Resolution to Approve Additional 10% Placement Capacity**

To consider and if thought fit, pass the following as **a special resolution**:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given to allow the Company to issue equity securities up to 10% of the issued capital of the Company

(at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Note: this resolution is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by members who are entitled to vote on the resolution, vote in favour.

As at the date of this Notice, the Company is not proposing to make an issue of equity securities under ASX Listing Rule 7.1A.2.

**Voting Exclusion Statement**

A voting exclusion applies to this Resolution 19. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- a) Any person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary shares in the Company); or
- b) Any associates of those persons

However, this does not apply to a vote cast in favour of a resolution by:



- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Other Business

### 20. Other Business

To transact any other business which may be legally brought before this Annual General Meeting, in accordance with the Company's Constitution and the *Corporations Act 2001* (Cth).

A handwritten signature in blue ink, appearing to read 'J Oram'.

**Jess Oram**

Chairman

Force Commodities Limited

24 September 2020



## Explanatory Statement

This Explanatory Statement is intended to provide shareholders of Force Commodities Limited (**4CE** or the **Company**) with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact 4CE or seek advice from your professional advisors.

### Financial Statements and Reports

#### Financial Statements and Reports – Financial Year Ended 31 December 2019

The *Corporations Act 2001* (Cth) (the **Corporations Act**) requires the Financial Report, Directors' Report and Auditor's Report for the past financial year to be tabled before the Annual General Meeting, and the Company's Constitution provides for such reports to be received and considered at that meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such Reports. The Annual General Meeting provides a forum for shareholders to ask questions and make comments on the Company's reports and accounts and on the business and operations of the Company for the year ended 31 December 2019.

In addition, at the meeting, shareholders may ask questions of the auditor in relation to the following:

- the conduct of the audit;
- the content of the auditor's report;
- the accounting policies adopted by the Company for the preparation of the financial statements; and
- the auditor's independence in relation to the above items.

Shareholders may view the Company's 2019 Annual Report on the Company's website: [4CE.global](http://4CE.global).

#### Resolution 1: Non-binding resolution to adopt the Remuneration Report

In accordance with Section 250R(2) of the Corporations Act a resolution that the Remuneration Report be adopted must be put to a vote at the Company's Annual General Meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's 2019 Annual Report and is also available from the Company's website.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and
- explains the difference between the bases for remunerating non-executive directors and senior executives.



If Resolution 1 receives a 'No' vote of 25% or more of the votes cast at the meeting, the Company's Remuneration Report for 2020 will include a report on actions taken by the Board in response. The Board will take the outcome of the vote, even if less than 25% 'No' into consideration when reviewing the Company's remuneration policy. A 'No' vote of more than 25% was not received at last year's AGM.

#### Directors Recommendation

The Directors unanimously recommend that the shareholders vote in favour of adopting the Remuneration Report. The Chairman intends to vote all undirected proxies in favour of Resolution 1.

#### Voting Exclusion Statement

A Voting Exclusion Statement applies to this Resolution 1 relating to Key Management Personnel identified in the 2019 Annual Report and their Closely Related Parties as these terms are defined in the Corporations Act.

### **Election of Directors**

#### **Resolutions 2 and 3: Ordinary Resolutions to Elect Jihad Malaeb and David Sproule as Directors**

The Company's Constitution requires that a director must retire and stand for re-election at the first Annual General Meeting following their appointment unless they have previously stood for re-election at an earlier general meeting. Having been appointed in January 2020 and August 2020 respectively, Jihad Malaeb and David Sproule retires and stands for re-election at this Annual General Meeting.

Further information on Jihad Malaeb and David Sproule including their qualifications and experience have been disclosed in the 2019 Annual Report.

#### Directors Recommendation

The Directors, other than Jihad Malaeb and David Sproule themselves in respect of their own appointments, recommend that shareholders vote in favour of Resolution 2 to re-elect Jihad Malaeb and Resolution 3 to re-elect David Sproule as directors of the Company. The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolutions 2 and 3.

### **Share Capital Approvals**

#### **Resolutions 4 to 6 and 16: Ordinary Resolutions to Ratify Past Issues of Securities**

Resolutions 4 to 6 and 16 seek to ratify prior issues of securities by the Company where the securities were issued to third parties without shareholder approval under the Company's capacity to issue securities which amount to no more than 15% of the Company's issued capital in any 12 month period per ASX Listing Rule 7.1. The effect of the ratification proposed by Resolutions 4 to 6 and 16 are to provide subsequent approval for those issues of securities under ASX Listing Rule 7.4 which 'refreshes' the Company's 15% placement capacity.

The Company seeks this approval to allow the Company to have the flexibility to issue further securities in the Company should the need arise such as for the Company to undertake an acquisition using it securities as consideration, to conduct a capital raising, or for other purposes.

If Resolutions 4 to 6 and 16 are passed, the securities will be excluded in calculating the Company's combined 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the



Company can issue without Shareholder approval over the 12 month period following the date of issue of the securities.

With respect to Resolution 6 the company will rely on Exception 9 of Listing Rule 7.2 to convert the notes to Shares upon conversion and that no further shareholder approval will be obtained to issue the shares the subject of the notes.

If Resolutions 4 to 6 and 16 are not passed, the securities will be included in calculating the Company's combined 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the securities.

The Company provides the following information with respect to each of Resolutions 4 to 6 pursuant to ASX Listing Rule 7.5:

Resolution 4: Ordinary Resolution to Ratify November 2019 Unlisted Option Issue

Number of Securities	43,000,000 Unlisted Options exercisable at \$0.02 per option expiring 31 October 2021 (See Appendix 3B 13/11/19)
Price	<p>Non-cash consideration:</p> <p>(a) 25,000,000 Unlisted Options: Issued as part of a Placement conducted in November 2019 on a 1 Unlisted Option for every 2 Placement Shares basis;</p> <p>(b) 15,000,000 Unlisted Options: In consideration for acting as lead manager to a placement conducted in November 2019;</p> <p>(c) 3,000,000 Unlisted Options: Issued in consideration for a \$250,000 working capital debt facility that was drawn by the Company as advised in an announcement dated 1 November 2019 and advised in an Appendix 3B dated 13 November 2019.</p>
Terms of Securities	Full terms of the Options are provided in Appendix C
Date of Issue	13 November 2019
Persons Issued To	<p>(a) 25,000,000 Unlisted Options: Sophisticated, professional, and institutional investors who participated in the November 2019 placement;</p> <p>(b) 15,000,000 Unlisted Options: Sixty Two Capital Pty Ltd as lead manager to the November 2019 placement;</p> <p>(c) 3,000,000 Unlisted Options: GTT Global Operations Limited, provider of a \$250,000 working capital debt facility that was drawn by the Company.</p> <p>In respect of the 25,000,000 Unlisted Options, Jihad Malaeb, a substantial shareholder in the Company, participated in the November 2019 Placement and accordingly received 3,333,334 Unlisted Options. At the time of this Placement, Jihad was not a related party of the Company although since January 2020, he has become a related party by way of becoming a Director.</p>



Purpose of Issue / Use of Funds	<p>(a) 25,000,000 Unlisted Options: Issued as part of a placement conducted in November 2019 on a 1 Unlisted Option for every 2 Placement Shares basis with no funds raised from the specific issue of the Unlisted Options;</p> <p>(b) 15,000,000 Unlisted Options: Issued to the lead manager of the November 2019 placement with no funds raised from the specific issue of the Unlisted Options;</p> <p>(c) 3,000,000 Unlisted Options: issued in respect a \$250,000 working capital debt facility that was drawn by the Company;</p> <p>(d) If all Unlisted Options are converted, the Company will raise \$860,000 which will be applied towards working capital.</p>
Material Terms of Relevant Agreement	<p>(a) 25,000,000 Unlisted Options: Refer to the disclosure provided with respect to Resolution 5;</p> <p>(b) 15,000,000 Unlisted Options: Sixty Two Capital Pty Ltd received the Unlisted Options and a 6% placement fee on all funds raised in the November 2019 placement;</p> <p>(c) 3,000,000 Unlisted Options: Global Operations Limited, an investment group, facilitated a \$250,000 working capital debt facility that was drawn by the Company to provide funds for general working capital purposes. The Unlisted Options were notified on 1 and 13 November 2019. The working capital debt facility provided stop gap funds pending completion of larger capital raising, referred to in Resolution 5.</p>
Voting Exclusion	A voting exclusion statement applies to this Resolution.

Resolution 5: Ordinary Resolution to Ratify November 2019 Share Placement

Number of Securities	50,000,000 Fully Paid Ordinary Shares
Price	\$0.015 per share raising \$750,000
Terms of Securities	Fully paid ordinary shares ranking equally with all existing fully paid ordinary shares on issue
Date of Issue	13 November 2019
Persons Issued To	<p>Sophisticated, professional, and institutional investors who participated in the November 2019 placement.</p> <p>Jihad Malaeb, a substantial shareholder in the Company, participated in the November 2019 Placement and accordingly received 6,666,667 Fully Paid Ordinary Shares. At the time of this Placement, Jihad was not a related party of the Company although since January 2020, he has become a related party by way of becoming a Director.</p>
Purpose of Issue / Use of Funds	Funds raised applied towards capital and working capital costs associated with the development of the Tshimpala Project, to fund further regional exploration expenditure on 1,414 km <sup>2</sup> of granted



	Exploration Licences at the Tshimpala Project, and for general working capital purposes.
Material Terms of Relevant Agreement	Securities were issued pursuant to a placement.
Voting Exclusion	A voting exclusion statement applies to this Resolution.

#### Resolution 6: Ordinary Resolution to Ratify November 2020 Note Issue

Number of Securities	200,000 November 2020 Convertible Notes converting to 20 million Shares
Price	Face value of \$1.00 per November 2020 Convertible Note
Terms of Securities	Convertible note maturing on 20 November 2020 each with a face value of \$1.00. Interest to be paid monthly at a fixed rate of 10.00% per annum in arrears. Interest is only payable as cash. Noteholder can convert into Fully Paid Ordinary Shares in the Company at any time on or before the maturity date at a fixed price of \$0.01 per share.
Date of Issue	14 September 2020
Persons Issued To	Dopevcic (WA) Pty Ltd.
Purpose of Issue / Use of Funds	The funds were used to provide working capital.
Material Terms of Relevant Agreement	<ul style="list-style-type: none"> <li>a) <b>Face value:</b> \$1.00 per Note.</li> <li>b) <b>Conversion:</b> The Notes shall convert into Shares in whole or part (to the extent to which they have not already been repaid) at the sole election of the noteholder at the Conversion Price (defined below) at any time on or before the Repayment Date (defined below).</li> <li>c) <b>Conversion price:</b> \$0.01 per Note (Conversion Price).</li> <li>d) <b>Interest:</b> Interest accrues at a rate of 10% per annum, paid monthly in arrears in cash.</li> <li>e) <b>Repayment date:</b> 20 November 2020.</li> </ul>
Voting Exclusion	A voting exclusion statement applies to this Resolution.

#### Directors Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolutions 4 to 6. Passing these resolutions will refresh the Company's capacity to issue securities enabling the directors to raise further capital, fund acquisitions, or otherwise issue securities for the benefit of shareholders. The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolutions 4 to 6.

#### **Resolutions 7 and 8: Ordinary Resolutions to Approve Issue of Securities to Creditors**

Resolutions 7 and 8 seek approval for the proposed issue of securities to various creditors of the Company. Over the past few months, the Company's Board and Senior Management have looked to right-size some of the Company's historical financial obligations in preparation for a new capital raising for working capital and requote of the Company's securities on the Australian Securities Exchange.



As part of this process, the Company has identified a number of outstanding creditors who were willing to accept repayment of amounts owing to them by way of a combination of shares and cash.

Accordingly, Resolution 7 proposes an issue of 7,446,404 Fully Paid Ordinary Shares to creditors who have already agreed to receive shares in lieu of cash repayment and Resolution 8 seeks further approval for up to another 52,000,000 Fully Paid Ordinary Shares for creditors who the Company is yet to come to an agreement with.

If Shareholders do not approve Resolutions 7 and 8, the Company will be required to either issue these securities to creditors under any capacity it has under ASX Listing Rule 7.1 or 7.1A (as applicable) or to repay creditors in cash, affecting the Company's working capital position and potentially further, increasing the amount of capital needed to be raised by the Company in the near term.

The Company provides the following information with respect to Resolutions 7 and 8 pursuant to ASX Listing Rule 7.3:

Resolution 7: Ordinary Resolution to Approve Issue of Securities to Creditors

Number of Securities	4,482,119 Fully Paid Ordinary Shares
Price	\$0.0140 in respect of 1,910,789 Fully Paid Ordinary Shares; and \$0.0187 in respect of 2,571,400 Fully Paid Ordinary Shares.
Terms of Securities	Fully paid ordinary shares ranking equally with all existing fully paid ordinary shares on issue
Date of Issue	Within three months from the date of this AGM.
Persons Issued To	Four creditors of the Company (who are not related parties of the Company) who are parties to Standstill Agreements with the Company.
Purpose of Issue / Use of Funds	Repayment of existing trade creditors
Material Terms of Relevant Agreement	<p>The Company entered into Standstill Agreements with four creditors over the course of June to August 2020. Under the Standstill Agreements, the Company agreed to repay the outstanding debts by way of an issue of shares in lieu of full or partial cash repayment of those debts, with the shares to be issued following the next capital raising to be completed by the Company.</p> <p>The total debt outstanding to the four creditors in aggregate, less any agreed debt forgiveness or discounts, is \$129,750 of which \$55,000 is to be repaid in cash and \$74,750 is to be repaid by way of issue of Fully Paid Ordinary Shares at the issue prices set out above.</p> <p>In consideration for this agreement, the relevant creditors agreed to not take any recovery action against the Company for the outstanding debts until 60 days after the next capital raising, by which time the Company expects those debts to have been repaid, either in cash or by issue of new Fully Paid Ordinary Shares.</p>



	Additionally, each creditor has agreed to a voluntary escrow of all Fully Paid Ordinary Shares issued under these agreements for 12 months from their date of issue.
Effect of Resolution Not Passing	If this Resolution is not approved by Shareholders, the Company will be required to pay all outstanding amounts in full to creditors under these Standstill Agreements in cash.
Voting Exclusion	A voting exclusion statement applies to this Resolution.

#### Resolution 8: Ordinary Resolution to Approve Issue of Securities to Further Creditors

Number of Securities	Up to 52,000,000 Fully Paid Ordinary Shares
Price	\$0.0140 or such other price to be determined by the Company that is in any case no less than \$0.01 per share.
Terms of Securities	Fully paid ordinary shares ranking equally with all existing fully paid ordinary shares on issue
Date of Issue	Within three months from the date of this AGM.
Persons Issued To	Various creditors of the Company who are not related parties of the Company.
Purpose of Issue / Use of Funds	Repayment of existing trade creditors
Material Terms of Relevant Agreement	The Company is currently in negotiation with a number of creditors to enter into Standstill Agreements on terms similar to those disclosed in the Explanatory Statement to Resolution 7. The Company estimates that outstanding creditors who are not already party to a Standstill Agreement or similar arrangement are owed, in aggregate, \$728,000 as at 30 June 2020. Accordingly, the Company proposes to seek shareholder approval to issue up to another 52,000,000 Fully Paid Ordinary Shares to be issued to trade creditors in settlement of outstanding amounts, calculated at an issue price of \$0.014 per share.
Effect of Resolution Not Passing	If this Resolution is not approved by Shareholders, the Company will be required to pay all outstanding amounts to creditors in cash.
Voting Exclusion	A voting exclusion statement applies to this Resolution.

#### Directors' Recommendation

The Directors recommend shareholders vote in favour of Resolutions 7 and 8 given that these resolutions will allow the Company to settle outstanding historical creditors whilst preserving the Company's cash balance and accordingly better placing the Company for requotation of its securities on the Australian Securities Exchange and continued growth for existing shareholders. The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolutions 7 and 8.



## **Resolutions 9 to 12: Ordinary Resolutions to Approve Issue of Securities to Related Party Creditors**

Resolutions 9 to 12 seeks approval for the proposed issue of securities to creditors of the Company who are related parties of the Company, including current and former directors.

For the purposes of both the ASX Listing Rules and the Corporations Act, a former director of the Company remains a related party of the Company for a period of six months following ceasing to be a director of the Company.

Chapter 2E of the Corporations Act requires that for a public company to give a financial benefit to a related party (including directors of the Company), the company must obtain approval of members in the manner set out in Sections 217 to 227 of the Corporations Act and give the benefit within 15 months following such approval unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act. Having considered the circumstances of the Company and the Directors as required by section 211 of the Corporations Act, the Directors rely on section 211 and confirm that, in their opinion, the issue of the securities to directors, being in lieu of cash remuneration already agreed to be paid, represents reasonable remuneration to the directors, and accordingly the Company does not seek shareholder approval pursuant to Chapter 2E of the Corporations Act.

ASX Listing Rule 10.11 requires that a Company seek shareholder approval for an issue of securities to a related party of the Company (including directors of the Company). The Company accordingly seeks shareholder approval pursuant to ASX Listing Rule 10.11 for Resolutions 9 to 12. Pursuant to ASX Listing Rule 7.2 Exception 14, an issue of securities approved under ASX Listing Rule 10.11 does not also require separate approval pursuant to ASX Listing Rule 7.1, and accordingly shareholder approval is not being sought pursuant to ASX Listing Rule 7.1.

The Company provides the following information with respect to Resolutions 9 to 12 pursuant to ASX Listing Rule 10.13:

### Resolution 9: Ordinary Resolution to Approve Issue of Securities to Jess Oram

Number of Securities	4,000,000 Fully Paid Ordinary Shares
Price	\$0.014 per share
Terms of Securities	Fully paid ordinary shares ranking equally with all existing fully paid ordinary shares on issue
Date of Issue	Within one month following the date of this AGM.
Persons Issued To	Timdee Resources Pty Ltd as nominee for Jess Oram. Jess Oram is a director of the Company and controls Timdee Resources Pty Ltd. Accordingly, both Jess Oram and Timdee Resources Pty Ltd are persons/entities referred to in ASX Listing Rule 10.11.1.
Purpose of Issue / Use of Funds	No funds raised – payment in lieu of cash remuneration owed to Jess Oram for the period of 1 May 2019 to 30 June 2020.
Summary of Existing Remuneration Package	Jess Oram is currently remunerated at \$4,000 per month for being the non-executive chairman of the Company. Jess Oram is not subject to



	any termination notice period and is not entitled to any termination benefits.
Material Terms of Relevant Agreement	<p>The Company and Timdee Resources Pty Ltd have entered into a Standstill Agreement on terms similar to other creditors of the Company (refer to the Explanatory Statement to Resolution 7) save to the extent that, as an agreement with a related party, this agreement is subject to shareholder and regulatory approval.</p> <p>The outstanding amounts relate to remuneration for Jess Oram's services as a director of the Company, with repayment to be made by way of an issue of shares in lieu of cash. The agreement is subject to shareholder and regulatory approval.</p> <p>Timdee Resources Pty Ltd has agreed to a voluntary escrow of all Fully Paid Ordinary Shares issued under this agreement for 12 months from their date of issue.</p>
Effect of Resolution Not Passing	If this Resolution is not approved by Shareholders, the Company will be required to pay all outstanding remuneration in cash.
Voting Exclusion	A voting exclusion statement applies to this Resolution.

Resolution 10: Ordinary Resolution to Approve Issue of Securities to Jihad Malaeb

Number of Securities	1,071,429 Fully Paid Ordinary Shares
Price	\$0.014 per share
Terms of Securities	Fully paid ordinary shares ranking equally with all existing fully paid ordinary shares on issue
Date of Issue	Within one month following the date of this AGM.
Persons Issued To	Jihad Malaeb or his nominee. Jihad Malaeb is a director of the Company and accordingly is a person referred to in ASX Listing Rule 10.11.1.
Purpose of Issue / Use of Funds	No funds raised – payment in lieu of cash remuneration owed to Jihad Malaeb for the period of 1 February 2020 to 30 June 2020.
Summary of Existing Remuneration Package	Jihad Malaeb is currently remunerated at \$3000 per month for being a non-executive director of the Company. Jihad Malaeb is not subject to any termination notice period and is not entitled to any termination benefits.
Material Terms of Relevant Agreement	<p>The Company and Jihad Malaeb have entered into a Standstill Agreement on terms similar to other creditors of the Company (refer to the Explanatory Statement to Resolution 7) save to the extent that, as an agreement with a related party, this agreement is subject to shareholder and regulatory approval.</p> <p>The Company and Jihad Malaeb have agreed that payment of all outstanding remuneration for his services as a director of the Company would be made by way of an issue of shares in lieu of cash.</p>



	Jihad Malaeb has agreed to a voluntary escrow of all Fully Paid Ordinary Shares issued under this agreement for 12 months from their date of issue.
Effect of Resolution Not Passing	If this Resolution is not approved by Shareholders, the Company will be required to pay all outstanding remuneration in cash.
Voting Exclusion	A voting exclusion statement applies to this Resolution.

Resolution 11: Ordinary Resolution to Approve Issue of Securities to Gedeon Pelesa

Number of Securities	2,500,000 Fully Paid Ordinary Shares
Price	\$0.014 per share
Terms of Securities	Fully paid ordinary shares ranking equally with all existing fully paid ordinary shares on issue
Date of Issue	Within one month following the date of this AGM.
Persons Issued To	Gedeon Pelesa or his nominee. Gedeon Pelesa resigned as a director on 24 August 2020. As a person remains a related party of the Company for a period of six months following ceasing to hold the office of director, Gedeon Pelesa will be a related party of the Company at the date of this AGM and accordingly is a person referred to in ASX Listing Rule 10.11.1.
Purpose of Issue / Use of Funds	No funds raised – payment in lieu of cash remuneration owed to Gedeon Pelesa for the period of 1 April 2019 to 30 <sup>th</sup> June 2020.
Material Terms of Relevant Agreement	<p>The Company and Gedeon Pelesa have entered into a Standstill Agreement on terms similar to other creditors of the Company (refer to the Explanatory Statement to Resolution 7) save to the extent that, as an agreement with a related party, this agreement is subject to shareholder and regulatory approval.</p> <p>The Company and Gedeon Pelesa have agreed that payment of \$35,000 of the total outstanding remuneration for his services as a director of the Company would be made by way of an issue of shares in lieu of cash.</p> <p>Gedeon Pelesa has agreed to a voluntary escrow of all Fully Paid Ordinary Shares issued under this agreement for 12 months from their date of issue.</p>
Effect of Resolution Not Passing	If this Resolution is not approved by Shareholders, the Company will be required to pay all outstanding remuneration in cash.
Voting Exclusion	A voting exclusion statement applies to this Resolution.

Resolution 12: Ordinary Resolution to Approve Issue of Securities to Simon Grant-Rennick

Number of Securities	2,142,857 Fully Paid Ordinary Shares
Price	\$0.014 per share



Terms of Securities	Fully paid ordinary shares ranking equally with all existing fully paid ordinary shares on issue
Date of Issue	Within one month following the date of this AGM.
Persons Issued To	Simon Grant-Rennick or his nominee. Simon Grant-Rennick resigned as a director of the Company on 27 May 2020. As a person remains a related party of the Company for a period of six months following ceasing to hold the office of director, Simon Grant-Rennick will be a related party of the Company at the date of this AGM and accordingly is a person referred to in ASX Listing Rule 10.11.1.
Purpose of Issue / Use of Funds	No funds raised – payment in lieu of cash remuneration owed to Simon Grant-Rennick for being a non-executive director for the period of 1 August 2019 to 27 May 2020.
Material Terms of Relevant Agreement	At the time of Simon Grant-Rennick's resignation, the Company entered into a mutual Deed of Release with Simon Grant-Rennick which provides for the payment of the outstanding remuneration by issue of shares in lieu of cash.
Effect of Resolution Not Passing	If this Resolution is not approved by Shareholders, the Company will be required to pay all outstanding remuneration in cash.
Voting Exclusion	A voting exclusion statement applies to this Resolution.

#### Directors' Recommendation

Given Resolutions 9 to 12 seek approval for a number of transactions with related parties of the Company, the Directors abstain from recommending that Shareholders vote in favour or against Resolutions 9 to 12. The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolutions 9 to 12.

#### **Resolution 13: Ordinary Resolution to Approve Issue of 4CE001 Convertible Notes**

In January 2020, Sufian Ahmad agreed to offer the Company a debt facility secured against the Company's assets totalling \$100,000. Resolution 13 seeks approval for the proposed replacement of the existing debt facility into a convertible note, the 4CE001 Convertible Notes, and the issue of the associated shares and options as facility fees for the note issue.

The terms of the 4CE001 Convertible Notes and associated share and option issues are set out below:

The 4CE001 Convertible Notes have a face value of \$1.00 per note and mature on 31 December 2020. 4CE001 can be converted at the election of the noteholder on or before the maturity date into Fully Paid Ordinary Shares in the Company at \$0.01 per share or will otherwise become repayable in cash by the Company at the maturity date. If all 4CE001 Convertible Notes were to be converted at maturity, 10,000,000 Fully Paid Ordinary Shares would be issued in the Company. To secure the repayment of the 4CE001 Convertible Notes, the Company agrees to grant a security interest, mortgage, and charge (as relevant) over the Company's right, title, estate and interest in any real property, tenements, personal property, assets, or other property capable of being mortgaged and charged or subject to a security interest.



Additionally, on the issue date of the 4CE001 Convertible Notes, the Company will pay a 16.67% fee on the amount invested by the Noteholder, to be paid in Fully Paid Ordinary Shares at \$0.01 per share, and for every two such Shares being issued, one Unlisted Option exercisable at \$0.025 expiring two years from the date of issue. Worked out, this results in the Noteholder receiving 1,667,000 Fully Paid Ordinary Shares and 833,500 Unlisted Options exercisable at \$0.025 expiring two years from the date of issue. If the Noteholder convert their Unlisted Options, the Company will receive a further \$20,837 in cash providing an additional boost to the Company's cash balance over the next two years and reducing the effective cost of this capital.

The company will rely on Exception 9 of Listing Rule 7.2 to convert the notes to Shares upon conversion and that no further shareholder approval will be obtained to issue the shares the subject of the notes.

The Company provides the following information pursuant to ASX Listing Rule 7.3:

Resolution 13: Ordinary Resolution to Approve Issue of 4CE001 Convertible Notes

Number of Securities	100,000 4CE001 Convertible Notes 1,667,000 Fully Paid Ordinary Shares 833,500 Unlisted Options exercisable at \$0.025 expiring two years from the date of issue.
Price	\$1 face value per 4CE001 Convertible Note Fully Paid Ordinary Shares and Unlisted Options being issued as consideration for entering into the Convertible Note
Terms of Securities	4CE001 Convertible Notes: Refer to above summary. Fully Paid Ordinary Shares: Fully Paid Ordinary Shares ranking equally with all existing fully paid ordinary shares on issue Unlisted Options: Unlisted Options exercisable at \$0.025 expiring two years from the date of issue.
Date of Issue	Within three months from the date of this AGM.
Interest	Interest accrues at a rate of 10% per annum, paid monthly in arrears in cash.
Persons Issued To	Sufian Ahmad or his nominee, being a person exempt from disclosure under section 708 of the Corporations Act and not being a related party.
Purpose of Issue / Use of Funds	Working capital. Additionally, if Sufian Ahmad exercises his Unlisted Options, the Company will receive a further \$20,837.50 which will be applied towards working capital at that time.
Material Terms of Relevant Agreement	Refer to the above summary. With respect to the Options refer to Appendix C.
Effect of Resolution Not Passing	If this Resolution is not approved by Shareholders, the existing debt facility will become repayable in cash as per the terms of the existing agreement.
Voting Exclusion	A voting exclusion statement applies to this Resolution.



#### **Resolution 14: Ordinary Resolution to Approve Issue of 4CE002 Convertible Notes**

In January 2020, director Jihad Malaeb agreed to offer the Company a debt facility secured against the Company's assets totalling \$300,000 (the securitisation of the debt facility was subsequently withdrawn). Resolution 14 seeks approval for the proposed replacement of the existing debt facility into a convertible note, the 4CE002 Convertible Note, and the issue of the associated shares and options as facility fees for the note issue.

The terms of the 4CE002 Convertible Notes and associated share and option issues are set out below:

The 4CE002 Convertible Notes have a face value of \$1.00 per note and mature on 11 February 2021. 4CE002 can be converted at the election of the noteholder on or before the maturity date into Fully Paid Ordinary Shares in the Company at \$0.01 per share, or will otherwise become repayable in cash by the Company at the maturity date. If all 4CE002 Convertible Notes were to be converted at maturity, 30,000,000 Fully Paid Ordinary Shares would be issued in the Company. Neither the existing loan facility nor the 4CE002 Convertible Notes will be secured by any security interest, mortgage, or charge.

Additionally, on the issue date of the 4CE002 Convertible Notes, the Company will pay a 16.67% fee on the amount invested by the Noteholder, to be paid in Fully Paid Ordinary Shares at \$0.01 per share, and for every two such Shares being issued, one Unlisted Option exercisable at \$0.025 expiring two years from the date of issue. Worked out, this results in the Noteholder receiving 5,001,000 Fully Paid Ordinary Shares and 2,500,500 Unlisted Options. If the Noteholder converts their Unlisted Options, the Company will receive a further \$62,512, in cash providing an additional boost to the Company's cash balance over the next two years and reducing the effective cost of this capital.

Jihad Malaeb is a director of the Company and accordingly a related party. Chapter 2E of the Corporations Act requires that for a public company to give a financial benefit to a related party (including directors of the Company), the company must obtain approval of members in the manner set out in Sections 217 to 227 of the Corporations Act and give the benefit within 15 months following such approval unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act. Having considered the relevant circumstances and the offers available at the time, the Directors relied on section 210 of the Corporations Act in accepting the debt facility offer from Jihad Malaeb as the offer was, in the directors' opinion, at arm's length terms as that is defined by section 210. With respect to the proposed replacement of the debt facility with the 4CE002 Convertible Notes, the directors further confirm that the terms of the 4CE002 Convertible Notes is at arm's length terms as that is defined by section 210. Accordingly, the Company does not seek shareholder approval pursuant to Chapter 2E of the Corporations Act.

ASX Listing Rule 10.11 requires that a Company seek shareholder approval for an issue of securities to a related party of the Company (including directors of the Company). The Company accordingly seeks shareholder approval pursuant to ASX Listing Rule 10.11 for Resolution 14. Pursuant to ASX Listing Rule 7.2 Exception 14, an issue of securities approved under ASX Listing Rule 10.11 does not also require separate approval pursuant to ASX Listing Rule 7.1, and accordingly shareholder approval is not being sought pursuant to ASX Listing Rule 7.1.

The company will rely on Exception 7 of Listing Rule 10.2 to convert the notes to Shares upon conversion and that no further shareholder approval will be obtained to issue the shares the subject of the notes.



The Company provides the following information with respect to Resolution 14 pursuant to ASX Listing Rule 10.13:

Resolution 14: Ordinary Resolution to Approve Issue of 4CE002 Convertible Notes

Number of Securities	300,000 4CE002 Convertible Notes 5,001,000 Fully Paid Ordinary Shares 2,500,500 Unlisted Options exercisable at \$0.025 expiring two years from the date of issue.
Price	\$1 face value per 4CE002 Convertible Note Fully Paid Ordinary Shares and Unlisted Options being issued as consideration for entering into the 4CE002 Convertible Notes.
Terms of Securities	4CE002 Convertible Notes: Refer to above summary. Fully Paid Ordinary Shares: Fully Paid Ordinary Shares ranking equally with all existing fully paid ordinary shares on issue Unlisted Options: Unlisted Options exercisable at \$0.025 expiring two years from the date of issue.
Date of Issue	Within one month from the date of this AGM.
Persons Issued To	Jihad Malaeb or his nominee. Jihad Malaeb is a director of the Company and accordingly is a person referred to in ASX Listing Rule 10.11.1. Jihad Malaeb is a person exempt from disclosure under section 708 of the Corporations Act.
Purpose of Issue / Use of Funds	Working capital. Additionally, if Jihad Malaeb exercises his Unlisted Options, the Company will receive a further \$62,512.50 which will be applied towards working capital at that time.
Material Terms of Relevant Agreement	Refer to the above summary. With respect to the Options refer to Appendix C.
Effect of Resolution Not Passing	If this Resolution is not approved by Shareholders, the existing debt facility will become repayable in cash as per the terms of the existing agreement.
Voting Exclusion	A voting exclusion statement applies to this Resolution.

Directors Recommendation

The Directors, other than Jihad Malaeb (due to his personal interest in the matter), recommend that shareholders vote in favour of Resolutions 13 and 14. Converting the existing debt facilities will allow the Company to discuss conversion into equity at maturity rather than repayment of cash to the Noteholders, freeing up working capital for advancement of the Company's projects. The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolutions 13 and 14.

**Resolution 15: Ordinary Resolution to Approve Capital Raising**

Resolution 15 seeks approval for the issue of additional Fully Paid Ordinary Shares for the purposes of completing a capital raising.



The Company is proposing 15, providing specific approval for the Company to complete a capital raising for the issue of up to 300,000,000 Fully Paid Ordinary Shares. The Company is not presently proposing to issue all 300 million Shares, with the actual number of Shares to be issued depending on the amount and terms of the future capital raising.

The Company has received funds with respect to the Pre-Payment Shares.

The Company provides the following information with respect to Resolution 15 pursuant to ASX Listing Rule 7.3:

Resolution 15: Ordinary Resolution to Approve Capital Raising

Number of Securities	Up to 300,000,000 Fully Paid Ordinary Shares (up to 53.8% of the current issued capital of the Company on a pre-dilution basis)
Price	\$0.01 per share
Terms of Securities	Fully paid ordinary shares ranking equally with all existing fully paid ordinary shares on issue
Date of Issue	Within three months from the date of this AGM.
Persons Issued To	Unrelated investors that have will participate in the Placement. 62 Capital are not connected with any directors of the Company and are eligible to participate in the Placement.
Purpose of Issue / Use of Funds	Working capital purposes. Please refer to the Use of Funds table on page 27.
Material Terms of Relevant Agreement	<p>The Company entered into a Mandate with 62 Capital Pty Ltd (<b>62 Capital</b>) under which 62 Capital has been engaged as the Company's corporate advisor.</p> <p>The key terms and conditions of the agreement are as follows:</p> <ol style="list-style-type: none"> <li>1) 62 Capital will act as Lead Manager to secure a capital raising of: <ol style="list-style-type: none"> <li>a) \$1.5 million as pre-payment for shares (<b>Pre-Payment Shares</b>) [These funds have been received by the Company];</li> <li>b) and an additional \$1.5 million for 150 million Shares for a total of \$3 million (300 million Shares) (together the <b>Placement</b>)</li> </ol> </li> <li>1) <b>Interest rate:</b> with respect to the Pre-Payment Shares, 10% interest per annum will be paid from when the funds are drawn down to when the shares are issued.</li> <li>2) <b>Issue of shares:</b> subject to shareholder approval, the investor will receive fully paid ordinary shares in the Company on the following terms: <ol style="list-style-type: none"> <li>a) price per share of \$0.01; or</li> </ol> </li> </ol>



	<p>b) the issue price under the next capital raising conducted by the Company (assuming the Company conducts an equity capital raising during the term)</p> <p>3) the Company will pay 62 Capital a capital raising fee of 6% of the amount raised under the Capital Raising.</p> <p>4) The Company will reimburse 62 Capital for all reasonable out of pocket expenses.</p>
Voting Exclusion	A voting exclusion statement applies to this Resolution.

### Proposed Use of Funds

It is proposed that funds raised under the capital raising will be used in the manner set out below:

Use of Funds	Minimum Subscription (\$1,500,000) \$	Percentage of Funds %	Maximum Subscription (\$3,000,000) \$	Percentage of Funds %
Expenditure on Existing Projects	187,500	13	375,000	13
Retirement of existing creditor	337,500	23	450,000	15
Exploration on Omani Projects	562,500	38	1,350,000	45
Expenses of the capital raising	67,500	5	90,000	3
Administration	187,500	13	250,000	8
Working capital	157,500	11	485,000	16
<b>Total</b>	<b>1,500,000</b>	<b>100</b>	<b>3,000,000</b>	<b>100</b>

In the event the amount raised is between the minimum subscription and the maximum subscription, the funds raised above the minimum subscription will be applied to expenses of the capital raising then to working capital.

It should be noted that the Company's budgets will be subject to modification on an ongoing basis depending on the results obtained from exploration and evaluation work carried out. This will involve an ongoing assessment of the Company's projects. The results obtained from exploration and



development activities may lead to increased or decreased levels of expenditure on certain projects reflecting a change in emphasis.

The above table is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board of Force reserves the right to alter the way funds are applied on this basis.

#### Directors Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 15 as it provides additional flexibility for the Company to complete a capital raising to fund working capital to comply with the Australian Securities Exchange's requirements. The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 15.

### **Oman Project Acquisition Approvals**

Resolutions 16 to 18 seek ratification or approval for the issue of Fully Paid Ordinary Shares with respect to the Acquisition of the Oman Copper Project (**Oman Project**) from AIM listed Savannah Resources Plc (the **Acquisition**).

Details of the Oman Project were released to the ASX on 1 September 2020.

Resolution 16 seeks approval to ratify the issue of Convertible Notes issued to provide funds for an Exclusivity Fee, to conduct due diligence, of \$50,000 paid by the Company.

Details of the regulatory framework relating to Listing Rule 7.1 with respect to Resolution 16 is provided on page 13.

#### Resolution 16: Ordinary Resolution to Ratify July 2020 Convertible Note Issue

Number of Securities	50,000 September 2020 Convertible Notes converting to 5 million Shares
Price	Face value of \$1.00 per September 2020 Convertible Note
Terms of Securities	Convertible note maturing on 20 September 2020 each with a face value of \$1.00. Interest to be paid monthly at a fixed rate of 10.00% per annum in arrears. Noteholder can convert into Fully Paid Ordinary Shares in the Company at any time on or before the maturity date at a fixed price of \$0.01 per share.
Date of Issue	22 July 2020
Persons Issued To	Sophisticated, professional, and institutional investors identified by the Company to participate in the raising: Bilal Ahmad (15,000); Bin Liu (10,000); and John Markovic (25,000).
Purpose of Issue / Use of Funds	The funds were used to pay an exclusivity fee of \$50,000 to Savannah to enable the Company to conduct exclusive due diligence investigations on Savannah and the Omani Projects until 22 July 2020. The payment was funded by way of general working capital raised from



	the issue of 50,000 convertible notes in the capital of the Company to certain Shareholders of the Company.
Material Terms of Relevant Agreement	<p>a) <b>Face value:</b> \$1.00 per Note.</p> <p>b) <b>Conversion:</b> The Notes shall convert into Shares in whole or part (to the extent to which they have not already been repaid) at the sole election of the noteholder at the Conversion Price (defined below) at any time on or before the Repayment Date (defined below).</p> <p>c) <b>Conversion price:</b> \$0.01 per Note (Conversion Price).</p> <p>d) <b>Interest:</b> Interest accrues at a rate of 10% per annum, paid monthly in arrears in cash.</p> <p>e) <b>Repayment date:</b> 60 days from the date of issue of the Notes (Repayment Date).</p> <p>f) <b>Fee:</b> a total of 500,000 Shares were issued to the Noteholders in lieu of fees payable in respect of the advance of funds.</p>
Voting Exclusion	A voting exclusion statement applies to this Resolution.

#### Directors Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolutions 16. Passing this resolution will refresh the Company's capacity to issue securities enabling the directors to raise further capital, fund acquisitions, or otherwise issue securities for the benefit of shareholders. The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 16.

#### **Resolution 17: Ordinary Resolution to Approve Fee Shares for September 2020 Convertible Notes**

Resolution 17 seeks approval for the proposed issue of 500,000 Fully Paid Ordinary Shares, being part of the consideration paid to investors in the September 2020 Convertible Notes issued in July 2020. The Company provides the following information with respect to Resolution 17 pursuant to ASX Listing Rule 7.3:

#### Resolution 17: Ordinary Resolution to Approve Fee Shares for September 2020 Convertible Notes

Number of Securities	500,000 Fully Paid Ordinary Shares
Price	No cash consideration – issued in lieu of a cash fee for the September 2020 Convertible Notes which raised \$50,000
Terms of Securities	Fully paid ordinary shares ranking equally with all existing fully paid ordinary shares on issue
Date of Issue	<p>The earlier of:</p> <p>(a) conversion of the September 2020 Convertible Notes into Fully Paid Ordinary Shares;</p> <p>(b) repayment of the September 2020 Convertible Notes; or</p> <p>(c) 20 September 2020</p> <p>and in any case no later than three months following the date of this AGM.</p>



Persons Issued To	The noteholders of the September 2020 Convertible Notes, all being sophisticated, professional, or institutional investors
Purpose of Issue / Use of Funds	No additional funds raised from the issue of securities.
Material Terms of Relevant Agreement	Refer to the material terms of the September 2020 Convertible Notes provided in the Explanatory Statement to Resolution 16.
Effect of Resolution Not Passing	If this Resolution is not approved by Shareholders, the Company will be required to pay this \$5,000 fee in cash.
Voting Exclusion	A voting exclusion statement applies to this Resolution.

#### Directors Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 17. In the event Resolution 17 is not approved by Shareholders, the Company will be required to pay this \$50,000 fee in cash. The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 17.

#### **Resolution 18: Ordinary Resolutions to Approve Issue of Securities in consideration of the Acquisition of the Oman Project**

Resolution 18 relates to the issue of up to 50,000,000 Fully Paid Ordinary Shares as part consideration of the Acquisition.

The Company provides the following information with respect to Resolution 18 pursuant to ASX Listing Rule 7.3:

#### Resolution 18: Ordinary Resolutions to Approve Issue of Securities in consideration of the Acquisition of the Oman Project

Number of Securities	50,000,000 Fully Paid Ordinary Shares
Price	In consideration for the acquisition of the Oman Project.
Terms of Securities	Fully paid ordinary shares ranking equally with all existing fully paid ordinary shares on issue
Date of Issue	Within three months from the date of this AGM.
Persons Issued To	Savannah Resources Plc ( <b>Savannah</b> )
Purpose of Issue / Use of Funds	For the purposes of funding the acquisition of the Oman Project. No funds will be raised.
Material Terms of Relevant Agreement	Details and terms of the Relevant Agreement are provided in Appendix B.
Effect of Resolution Not Passing	If this Resolution is not approved by Shareholders, the Company will issue the Shares through its refreshed Listing Rule 7.1 capacity, when available.
Voting Exclusion	A voting exclusion statement applies to this Resolution.



## Directors Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 18 as it enables to complete the Acquisition. The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 18.

### **Resolution 19: Special Resolution to Approve Additional 10% Placement Capacity**

Resolution 19 is a special resolution for the approval of an additional 10% placement capacity for the Company to issue securities without shareholder approval pursuant to ASX Listing Rule 7.1A. This provides the Company with a higher level of flexibility to undertake capital raisings, to complete acquisitions, or other corporate actions involving the issue of equity securities by the Company.

#### (a) Regulatory Framework

ASX Listing Rule 7.1 prohibits a listed company from issuing equity securities representing more than 15% of its issued capital in any twelve-month period without obtaining shareholder approval (subject to certain exceptions). However, ASX Listing Rule 7.1A allows a company to seek shareholder approval at an annual general meeting to have the capacity to issue an additional 10% of its equity securities in the same class as an existing quoted class of securities. If approved, the issuance capacity is available for twelve-months following the annual general meeting at which the approval was obtained. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

If Resolution 19 is approved as a special resolution then the Company, within 12 months after shareholder approval, may issue an additional 10% of the Company's issued capital as fully paid ordinary shares calculated in accordance with the formula in ASX Listing Rule 7.1A.2 which is as follows:

$$(A \times D) - E$$

Where:

A = the number of fully paid ordinary securities on issue 12 months before the date of issue or date of agreement to issue:

- (i) plus the number fully paid ordinary securities issued in the last 12 months under an exception in ASX Listing Rule 7.2;
- (ii) plus the number of partly paid ordinary securities that became fully paid within the last 12 months;
- (iii) plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4 (this does not include an issue of fully paid shares under the equity's 15% capacity without shareholder approval);
- (iv) less the number of fully paid ordinary securities cancelled in the 12 months.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D = 10%

E = the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4.

#### (b) Compliance Information

In compliance with ASX Listing Rule 7.3A, the Company provides the following information with respect to Resolution 19

- (i) The minimum price at which equity securities may be issued under the ASX Listing Rule 7.1A capacity will be calculated in accordance with ASX Listing Rule 7.1A.3 which requires that the issue price be no less than 75% of the volume weighted average price for securities



in the same class as the security being issued, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- a. The date on which the price at which the securities are to be issued is agreed; or
  - b. If the securities are not issued within 10 trading days of the date in paragraph a, the date on which the securities are issued.
- (ii) Resolution 10 is approved by shareholders and the Company issues equity securities under the 10% Placement Facility, existing shareholders economic and voting power in the Company will be diluted as shown in the table below. There is a risk that:
- a. the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of this approval under rule 7.1A; and
  - b. the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of the equity securities.

- (iii) If Resolution 19 is approved by shareholders, the approval commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:
- a. The date that is 12 months after the date of the Annual General Meeting at which the approval is gained, being 28 October 2021;
  - b. The time and date of the entity's next annual general meeting;
  - c. The time and date of the approval by holders of the Company's ordinary securities of a transaction under rule 11.1.2 or rule 11.2
- (iv) The Company may seek to issue securities under this capacity for cash consideration only. As the Company continues to pursue growth opportunities and expand its global footprint, the Company may seek to raise capital using this additional capacity. Funds raised may be applied towards working capital, for funding acquisitions or investments, or other opportunities identified by the Directors.

The Company will ensure it remains compliant with its disclosure obligations under ASX Listing Rule 7.1A.4 upon the issue of any securities under this capacity.

- (v) The allocation policy of the Company will be dependent upon the prevailing market conditions at the time of any proposed issue of securities under this capacity. The identity of any allottees will be determined on a case-by-case basis having regard to various factors including without limitation:
- a. the alternate methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
  - b. the effect of the issue of the securities on the control of the Company;
  - c. the financial situation of the Company; and
  - d. advice from corporate, financial and broker advisers (as may be applicable from time to time).
- (vi) As at the date of this Notice, the Company has not identified any allottees proposed to be offered securities under this placement capacity but may include new or existing investors who are not Related Parties or Associates of Related Parties of the Company. In the event that the 10% capacity is utilised for the purpose of conducting an acquisition, the allottees will be the vendors (or their nominees) of the acquisition target. At present, no such acquisition target has been definitively identified by the Company.
- (vii) In the 12 months preceding the date of this Meeting, the Company made one issue of securities under ASX Listing Rule 7.1A2, being an issue of 50,000,000 Fully Paid Ordinary Shares in a placement completed in November 2019. This represented 9.85% of the issued



shares in the Company on issue on 4 August 2019. The recipients were sophisticated, professional, and institutional investors who participated in the November 2019 placement, including Jihad Malaeb. Jihad Malaeb, a substantial shareholder in the Company, received 6,666,667 Fully Paid Ordinary Shares and 3,333,334 Unlisted Options. At the time of this Placement, Jihad was not a related party of the Company although since January 2020, he has become a related party by way of becoming a Director. The issue price of these securities was \$0.015 per share. The Company's securities were suspended from quotation on the date the securities were agreed to be issued, however the last traded price at that time was \$0.018 and as a result the issue was at a 17% discount to the last traded price. The funds raised have since been expended, having been applied towards general working capital and for the Malawi Tshipala project .

- (viii) As at the date of this Notice, the Company has not agreed to issue any equity securities under 7.1A.2 which at the date of this Notice are yet to be issued.

The following table sets out the possible dilution of existing shareholders of the Company on the basis of the last traded price of the Company's securities of \$0.012 on 4 August 2020 and on the issued capital of the Company at 4 August 2020 as variable "A" per Listing Rule 7.1A.

Variable A Listing Rule 7.1A	Dilution Effect			
		50% Decrease in Share Price \$0.0060	Current Share Price \$0.0120	100% Increase in Share Price \$0.0240
Current Variable A 557,654,757	10% Dilution	55,765,476	55,765,476	55,765,476
	Funds Raised	\$334,593	\$669,186	\$1,338,371
50% Increase Variable A 836,482,136	10% Dilution	83,648,214	83,648,214	83,648,214
	Funds Raised	\$501,889	\$1,003,779	\$2,007,557
100% Increase Variable A 1,115,309,514	10% Dilution	111,530,951	111,530,951	111,530,951
	Funds Raised	\$669,186	\$1,338,371	\$2,676,743

The above table makes the following assumptions:

- (i) All securities have been issued under the 10% capacity and the Company has issued the maximum number of equity securities available under the 10% capacity
- (ii) The dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue
- (iii) The table only shows the effect of issues of securities under ASX Listing Rule 7.1A and does not consider the 15% capacity the Company has under ASX Listing Rule 7.1 nor the Company's ability to issue securities without shareholder approval under the exceptions in ASX Listing Rule 7.2 or any of the other resolutions in this Notice.



### Directors Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 19. The approval sought in Resolution 19 can be used for issuing quoted securities for cash consideration and provides further flexibility to the Company should an opportunity arise requiring the issue of new quoted securities. The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 19.



## Appendix A

### Indicative Capital Structure

An indicative capital structure table assuming all resolutions relating to the issue of securities being considered by Shareholders are approved is set out below.

	Shares	Options	Convertible Notes
<b>Number currently on issue</b>	<b>557,654,757</b>	<b>77,444,446</b>	<b>250,000</b>
Shares to be issued in consideration for Acquisition (Resolution 17)	50,000,000	-	-
Shares to be issued against \$3,000,000 (Resolution 16)	300,000,000	-	-
Shares to be issued by way of creditors setoff (Resolutions 8 and 9)	7,446,404	-	-
Shares to be issued in lieu of remuneration to directors (Resolutions 10 – 13)	9,714,286	-	-
Securities to be issued with respect to issue of Convertible Notes (including fees) (Resolutions 7, 14, 15)	7,168,000	3,334,000	400,000
<b>Number on issue following approval of all resolutions relating to the issue of securities.</b>	<b>1,071,843,447</b>	<b>80,778,446</b>	<b>650,000</b>



## Appendix B

The Company paid an exclusivity fee of \$50,000 to Savannah to enable the Company to conduct exclusive due diligence investigations on Savannah and the Omani Projects until 22 July 2020. The payment was funded by way of general working capital raised from the issue of 50,000 convertible notes in the capital of the Company to certain Shareholders of the Company.

### **Key Terms and Conditions of Acquisition**

The material terms and conditions of the Share Purchase Agreement (**SPA**) between Force and Savannah are as follows:

- 1) **Acquisition:** The Company will acquire 100% of the issued shares of Savannah's wholly owned subsidiary SAV BV (**Sale Shares**) from Savannah, free from any encumbrances.
- 2) **Consideration:** The consideration payable to Savannah for the acquisition of the Sale Shares shall be, subject to any required shareholder approvals, 50,000,000 fully paid ordinary shares in the capital of the Company (**Consideration Shares**).
- 3) **Reimbursement:** The Company will reimburse Savannah up to a maximum of AUD \$3,500,000, being a portion of the loan owing to Gentor in respect of historical expenditure at the Block 5 Project (the current loan balance, being Omani Rial 4,280,466 (equivalent to approximately SD\$11.1m) as at 10 July 2020). This amount is proposed to be paid to Savannah in priority to Gentor out of annual profits generated from production at the Block 5 Project. During the preparation of the Definitive Agreement the most appropriate way to structure the mechanics of this will be determined by the parties (which may include an assignment of the loan balance owing to Gentor to Savannah).
- 4) **Net Smelter Return Royalty:** In addition to the Consideration, the Company has agreed to pay Savannah an amount equivalent to a 1% net smelter return royalty from the Company's respective portion of revenue generated from production at the Block 4 Project and Block 5 (being up to 65%) subject to Settlement occurring.
- 5) **Conditions Precedent:** Settlement of the Acquisition of the Sale Shares (**Settlement**) will be conditional upon satisfaction (or waiver) of the following conditions precedent:
  - a) the Company completing and being satisfied in its sole discretion with its due diligence investigations of the Mining Companies and Projects;
  - b) the Company having obtained all necessary shareholder and regulatory approval required to complete the Acquisition as required by the listing rules of the ASX, and the Corporations Act 2001 (Cth);
  - c) and Savannah, SAV BV, Gentor and the Mining Companies obtaining all necessary third-party approvals, consents or waivers to give effect to the Proposed Acquisition and to allow Savannah, SAV BV, Gentor and the Mining Companies to lawfully complete the sale of the Sale Shares.
- 6) **Post Settlement Obligations:** On and from Settlement, the parties propose that the Company will be responsible for funding the costs of the Omani field at the Projects and the logistics team, being, approximately US\$100,000. Additionally, the Company will be responsible for keeping the Projects in good standing, including the obligation to pay all minimum expenditure obligations, rents, rates and taxes.

The SPA contains such other terms and conditions considered standard for an agreement of its nature including restrictions on conduct before Settlement, representations and warranties and confidentiality provisions.



## Appendix C

### Option Terms

#### 1. Definitions

In these option conditions:

**ASX** means ASX Limited;

**Bonus Issue** has the same meaning as ascribed to the expression "bonus issue" in the Listing Rules;

**Business Day** means any day except a Saturday or a Sunday or other public holiday in any State or Territory of Australia;

**Exercise Commencement Date** means the date on which the Options are issued;

**Exercise Notice** means a notice in writing by the Optionholder to the Issuer pursuant to which the Optionholder states that the Optionholder wishes to exercise the Option duly completed and signed accompanied by the Exercise Price;

**Exercise Period** means:

with respect to Resolutions 4 the period between the Exercise Commencement Date and 31 October 2021; and

with respect to Resolutions 13 and 14 means the period between the Exercise Commencement Date and two years from the date of issue.

**Exercise Price** means:

with respect to Resolution 4, \$0.02 per Share; and

with respect to Resolutions 13 and 14 – means \$0.02 per Share.

**Issuer** means Force Commodities Limited ACN 145 184 667;

**Listing Rules** means the listing rules of the ASX;

**Option** means an option to acquire a Share on the terms and conditions set out in this Schedule;

**Option Certificate** means a certificate of holding of an Option issued by or on behalf of the Issuer;

**Pro Rata Issue** has the same meaning as the expression "pro rata issue" has in the Listing Rules;

**Register** means the register of Optionholders maintained by or for and on behalf of the Issuer;

**Share** means a fully paid ordinary share in the Issuer;

**Tax** includes all income tax, company tax, fringe benefits tax, withholding tax, undistributed profits tax, group tax, payroll tax, sales tax, GST, customs or excise duties, land tax, stamp duty or any other tax or levy imposed by a governmental authority together with any interest, penalty, charge, fee or other amount imposed or made on or in respect of any of the foregoing and "Taxation" has a corresponding meaning.

#### 2. Interpretation

In these Option Conditions, unless the context otherwise requires:

- (a) the Introduction is correct;
- (b) headings do not affect interpretation;



- (c) singular includes plural and plural includes singular;
- (d) words of one gender include any gender;
- (e) reference to legislation includes any amendment to it, any legislation substituted for it, and any subordinate legislation made under it;
- (f) reference to a person includes a corporation, joint venture, association, government body, firm and any other entity;
- (g) reference to a party includes that party's personal representatives, successors and permitted assigns;
- (h) reference to a thing (including a right) includes a part of that thing;
- (i) reference to two or more persons means each of them individually and any two or more of them jointly;
- (j) if a party comprises two or more persons:
- (k) reference to a party means each of the persons individually and any two or more of them jointly;
- (l) a promise by that party binds each of them individually and all of them jointly;
- (m) a right given to that party is given to each of them individually;
- (n) a representation, warranty or undertaking by that party is made by each of them individually;
- (o) a provision must not be construed against a party only because that party prepared it;
- (p) a provision must be read down to the extent necessary to be valid. If it cannot be read down to that extent, it must be severed;
- (q) if a thing is to be done on a day which is not a Business Day, it must be done on the Business Day before that day;
- (r) another grammatical form of a defined expression has a corresponding meaning;
- (s) an expression defined in the Corporations Act 2001 has the meaning given by the act at the date of this agreement.

### **3. Option Certificates**

The Issuer must issue to the Optionholder an Option Certificate with respect to the Options.

### **4. Registration**

The Issuer must register the Optionholder as the Optionholder of the Options in the Register.

### **5. Exercise of the Options**

#### **5.1 Method**

The Optionholder must exercise the Options during the Exercise Period by completing and lodging with the Issuer an Exercise Notice duly executed by the Optionholder and paying the Exercise Price.

### **6. Allotment of Shares**

The Issuer must after an Exercise Notice and payment of the Exercise Price is received in accordance with this clause 6 allot the number of Shares referred to in the Exercise Notice to the Optionholder in accordance with the Listing Rules.

### **7. Cancellation or endorsement of Option Certificate**



Upon the allotment of Shares in accordance with clause 6, the Issuer must in respect of the Option Certificate lodged with the Issuer for the purposes of an exercise of Options:

- (a) if the outstanding Options have been exercised, cancel the Option Certificate; or,
- (b) if part only of the outstanding Options have been exercised, endorse the Option Certificate with the number of Options that have been exercised and the number of outstanding Options and return the same to the Optionholder.

## **8. Issues and Reorganisations**

### **8.1 New Issues**

The Optionholder is not entitled by reason only of being a Optionholder of Options to participate in any Bonus Issue, Pro Rata Issue or any other issue of rights to subscribe for additional Shares or any other securities to be issued by the Issuer.

### **8.2 Reorganisation of Capital**

- (a) If an Option has not been exercised and the Issuer reorganises its issued capital including without limitation
  - (1) a consolidation of capital;
  - (2) a subdivision of capital
  - (3) a return of capital;
  - (4) a reduction of capital by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled;
  - (5) a pro rate cancellation or capital,

the number or the Exercise Price of the Options or both to which the Optionholder is entitled will be adjusted in accordance with Listing Rule 7.22.

- (b) This clause 8.2 is subject to the same provisions with respect to rounding of entitlements as sanctioned by the meeting of shareholders approving the reorganisation of capital.
- (c) Any other rights of the Holder will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of reorganisation but in all other respects the terms for the exercise of the Options shall remain unchanged.

### **8.3 Rights issues**

If the Issuer makes an offer of Shares pro rata to all or substantially all holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Shares have been allotted in respect of an Option before the date for determining entitlements to the rights issue then the new Exercise Price of the Option will be adjusted in accordance with the following formula:

$$O^1 = \frac{O - E(P - (S + D))}{N + 1}$$

- Where
- $O^1$  = the new exercise price of the Option;
  - $O$  = the old exercise price of the Option;
  - $E$  = the number of Shares into which one Option is exercisable;
  - $P$  = average market price per share (weighted by reference to volume) of the Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date;



- S = the subscription price (application money plus calls) for new Shares Issued under the rights issue;
- D = any dividends declared but not yet paid on existing Shares which will not be payable in respect of new Shares issued under the rights issue; and
- N = the number of Shares required to be held to receive a right to one new share under the rights issue.

The number of Shares which the Optionholder is entitled to subscribe for on exercise of the Option will not change.

#### **8.4 ASX Listing Rules**

- (a) This clause 8 is to be read subject to the requirements of the Listing Rules.
- (b) In the event of any inconsistency between the provisions of this clause 8 and the provisions of the Listing Rules, the provisions of the Listing Rules must prevail.

### **9. Shares**

#### **9.1 Rights attaching to Shares**

Shares issued pursuant to the exercise of an Option rank pari passu in all respect with all other issued Shares of the Issuer.

#### **9.2 Quotation of Shares**

The Issuer must apply to the ASX within ten (10) business days after the date of issue of any Shares issued upon exercise of the Options, for such Shares to be admitted to quotation.

#### **9.3 Interest in Shares**

A Holder has no interest in the Shares the subject of the Optionholder's Options until those Options are exercised in accordance with this agreement and the Shares allotted to the Optionholder pursuant to the exercise.

#### **9.4 Assignment**

The Options are transferable but will not be quoted on the ASX.

#### **9.5 Duty**

The Optionholder must pay all stamp duty with respect to this agreement and/or the exercise of an Option.

### **10. Application of Listing Rules**

- (a) Notwithstanding anything contained in these option conditions, if the Listing Rules prohibit an act being done, the act must not be done.
- (b) Nothing contained in this agreement prevents an act being done that the Listing Rules required to be done.
- (c) If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done as the case may be.
- (d) If the Listing Rules require this agreement not to contain a provision and it contains such a provision, this agreement is deemed not to contain that provision.
- (e) If any provision of this agreement is or become inconsistent with the Listing Rules, this agreement is deemed not to contain that provision to the extent of any inconsistency.



## Further Information

For further information, please contact the Company at [henry.kinstlinger@forcecommodities.com.au](mailto:henry.kinstlinger@forcecommodities.com.au)

## Voting Information

In accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth), persons holding shares at 10:00 am WST on 26 October 2020 will be treated as Shareholders. This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to attend and vote in respect of that Share at the meeting.

**Electronic Voting:** Details of how to vote electronically will be provided upon registration. You cannot vote on the same device on which you are viewing the meeting. A separate device is required. Should you have multiple holdings, you will need to logon to your voting device separately for each holding.

**Voting by proxy:** To vote by proxy, please complete and sign the enclosed Proxy Form and return it in accordance with the instructions set out in the Voting form so it is received no later than 10:00 am WST on 26 October 2020.

Pursuant to section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, then in pursuant to section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

If a Proxy Form is signed by an attorney, the original or a certified copy of the power of attorney or other authority under which the Proxy Form is signed must be provided to the Company's share registry in the manner specified in the Proxy Form by no later than 10:00 am WST on 26 October 2020.

**Voting by corporate representative:** A Shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act. The representative should provide evidence of his or her appointment to the Company's share registry by the time and in the manner specified in the Proxy Form.

**Voting by attorney:** Pursuant to rule 6.16 of the Company's Constitution a Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney does not need to be a Shareholder. The power of attorney appointing the attorney must be signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one. To be effective, the power of attorney (or certified copy) must also be returned in the same manner and time as specified for Proxy Form

**Key Management Personnel:** The Chair of the meeting may vote an undirected proxy (ie. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given informed consent, in the form of an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel (**Informed Consent**).


The Company recommends that shareholders consider the following options to ensure the validity of their votes:


- that shareholders direct proxies on a remuneration related resolution instead of leaving them undirected; or
- that shareholders nominate a proxy who is not a member of Key Management Personnel or any of their Closely Related Parties to vote on a remuneration related resolution; or
- that shareholders who wish to vest their undirected proxies in the chair on a remuneration related resolution ensure that they follow instructions provided on the proxy form in order to provide Informed Consent.

4CE  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## Need assistance?

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

 **Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 am (WST)** Monday, 26 October 2020.

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I9999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

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

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Force Commodities Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Force Commodities Limited to be held at virtually on Wednesday, 28 October 2020 at 10:00 am WST and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 9 - 12 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 9 - 12 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 9 - 12 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain		For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Approve Issue of Securities to Gedeon Pelesa	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-elect Jihad Malaeb as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Approve Issue of Securities to Simon Grant-Rennick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-elect David Sproule as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Approve Issue of 4CE001 Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratify November 2019 Unlisted Options Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 Approve Issue of 4CE002 Convertible Notes to a Related Party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratify November 2019 Share Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 Approve Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ratify November 2020 Note Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 Ratify July 2020 Note Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approve Issue of Securities to Creditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17 Approve Fee Shares for September 2020 Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approve Issue of Securities to Further Creditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18 Approve Issue of Securities in consideration of the Acquisition of the Oman Project	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Approve Issue of Securities to Jess Oram	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19 Approve Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Approve Issue of Securities to Jihad Malaeb	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

Mobile Number  Email Address   
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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