





ONCE IN A BLUE MOON High-grade gold in Bendigo

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ASX: FAL

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Competent Person Statement

The information contained within this Presentation concerning the Company's Exploration Results was first reported in accordance with ASX Listing Rule 5.7 in the following ASX announcements:

- "Multiple High-Grade Gold Intercepts At Ironbark East" released to the ASX 14 February 2023
- "Targets Upgraded at the Pyramid Hill Gold Project" released to the ASX 14 June 2023
- "Drilling at Bamganie Gold Prospect Confirms 1KM Long Trend" released to the ASX 11 January 2024
- "High-grade Mineral Sands Intersected at Pyramid Hill" released to the ASX 4 March 2024
- "High-Grade Mineral Sands Discovery" released to the ASX 28 May 2024
- "Favourable Metallurgical Characteristics at Farrelly" released to the ASX 29 August 2024
- "Land Access Update at the Farrelly Deposit" released to the ASX 5 September 2024
- "Falcon Acquires Craton Margin Gold Project In WA" released to the ASX 27 November 2024
- "Positive Mineralogical Results at Farrelly: released to the ASX on 24 March 2025
- "Regional Scale Gold Target Emerging at Pyramid Hill" released to the ASX on 24 April 2025
- "Drilling at Blue Moon Confirms Bendigo-style Mineralisation" released to the ASX on 3 July 2025
- "First Wedge Hole at Blue Moon Returns 1.2m at 543 g/t Au" released to the ASX on 11 July 2025
- "Visible gold identified in multiple stacked veins at Blue Moon" released to the ASX on 5 August 2025

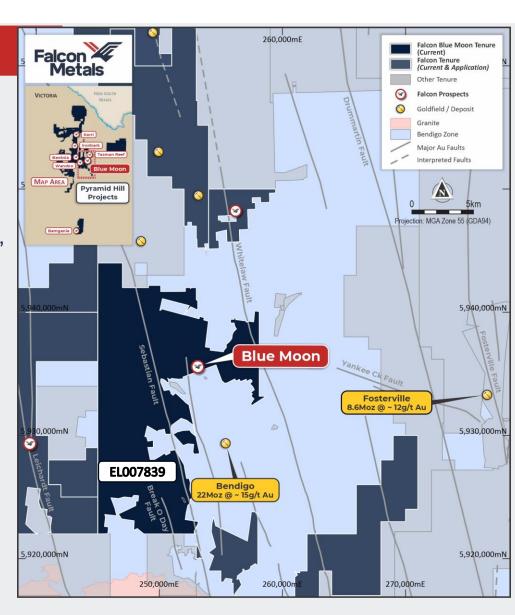
which are available to view on www.falconmetals.com.au. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original announcement and the Company confirms that the form and context in which the Competent Person's findings are presented have not materially modified from the original market announcement.



Unearthing Blue Moon

World Class Gold Province

- The Bendigo Zone is home to two world class gold deposits:
 - Bendigo Goldfield (22 Moz @ ~15 g/t Au) famous for its high-grade reef style free-milling gold since its discovery in 1851; and
 - Fosterville Gold Mine with the Swan Zone (2.3 Moz @ 49.6 g/t Au¹), owned by Agnico Eagle (NYSE: AEM)
- Falcon is targeting the down plunge northern extension of the Bendigo Goldfield, initially on the Garden Gully Line (~5.2Moz @ 15g/t Au^{2,3})
- First wedge hole at Blue Moon intersected 1.2m @ 543 g/t Au with visible gold
- Shows the untapped potential of the Bendigo Goldfield as it continues northwards through Falcon's ground, with multiple lines of reef to target
- Active drill program ongoing



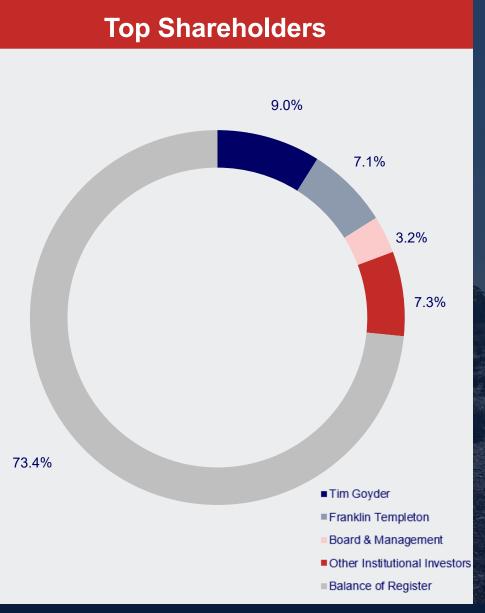


¹ Kirkland Lake Gold MD&A 31 Dec 2017, Press Release 11 Dec 2018, Press Release 21 Feb 2019

² November 2022. Catalyst Metals Ltd, AGM Presentation slide.13

³ November 2003 Fraser et al, The Role of Historical Research in the Development of the 'New Bendigo' Gold Project, Central Victoria

Corporate Overview







Directors & Management



DR MARK BENNETT

Non-Executive Chair

30+ years' experience in gold and base metal exploration

Founding Managing Director of Sirius Resources, discovered Nova-Bollinger

Currently the Executive Chairman of S2 Resources (S2R.ASX)



TIM MARKWELL

Managing Director

30+ years' experience in gold and base metal exploration with expertise in geology, fund management, and mining

Held the role of Investment Manager of the African Lion funds at Lion Selection Group (LSX.ASX) for 14 years



ALEX DORSCH

Non-Executive Director

As Managing Director when Chalice (CHN.ASX) made the Gonneville discovery, has led the company through an exceptional and transformational growth period

Diverse experience in the resources sector in a variety of management, advisory, and consultancy roles



KATINA LAW

Non-Executive Director

30+ years in the mining industry, including board roles with ASX-listed explorers

Served as Chair of Finance and Audit committees and has a strong commitment to corporate governance

Currently NED at Yandal Resources (YRL.ASX)



PRADEEP SUBRAMANIAM

Chief Financial Officer

Chartered accountant with broad financial and commercial experience across the mining, resources, and professional services sectors

Expertise spans treasury management, corporate governance, and technical project oversight



DOUG WINZAR

Exploration Manager

25+ years' experience in gold, base metal and diamond exploration

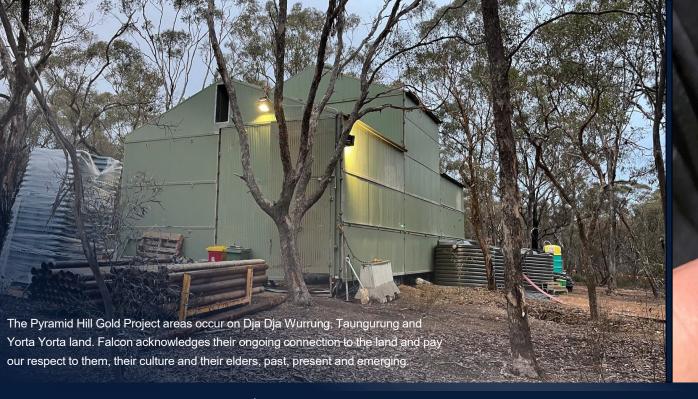
Held the role of Exploration Project Manager for IGO in the Kimberley Region and NT



Blue Moon

Gold, VIC

First wedge hole hits 1.2m at 543g/t Au

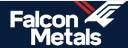




Blue Moon

The Right Location

- EL007839 surrounds the world class Bendigo goldfield (22 Moz @ ~15 g/t Au)
- Review of all historical data, with 3D reconstruction of the historical Bendigo workings, confirmed no previous modern exploration on the northern extension of the goldfield onto Falcon's tenure
- Focus on Blue Moon, located directly along strike and down plunge from the Garden Gully anticline trend (line of reefs):
 - The most productive in the goldfield (~5.2Moz @ 15g/t Au^{1,2})
 - Historical shafts closest to Falcon tenement boundary provided detailed information to target the Garden Gully anticline with the first drill hole
- Falcon's drilling is the first ever into this conceptual target, designed to test the eastern limb of the anticline down plunge from historical production

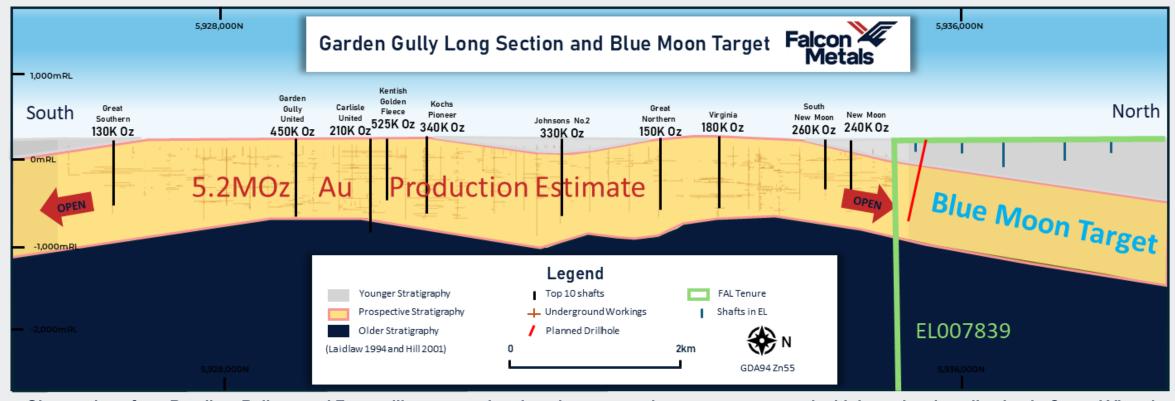


EL007839 **Blue Moon Garden Gully** .8Mt @ 15.0g/t Au (5.2M Oz) **New Chum** Hustlers .9Mt @ 15.1g/t Au 6Mt @ 17.6g/t Au (3.8M Oz) Sheepshead 2.2Mt @ 11.6g/t Au (0.9M Oz) Deborah 0.5Mt @ 14.7g/t Au (0.2M Oz) 5,925,000mN BENDIGO GOLDFIELD **Production Estimate** 1851 to 1954

¹ November 2022. Catalyst Metals Ltd, AGM Presentation slide.13

² November 2003 Fraser et al, The Role of Historical Research in the Development of the 'New Bendigo' Gold Project, Central Victoria

Blue Moon – Diamond Drilling



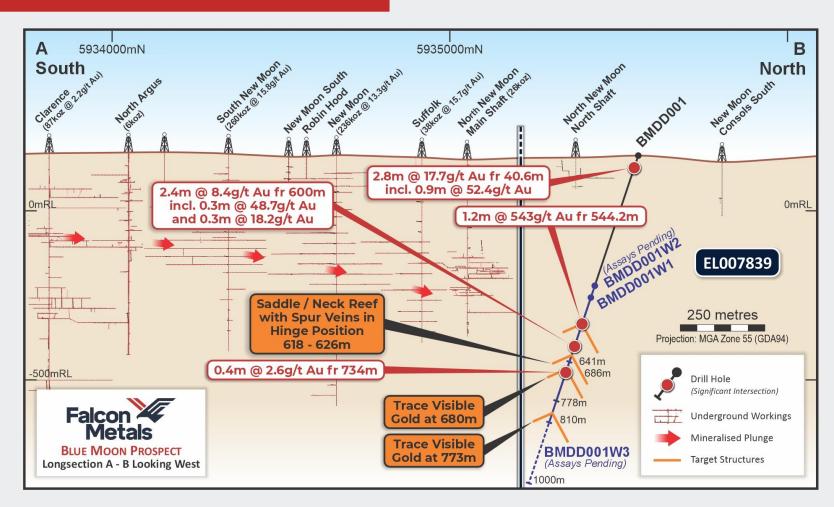
Observations from Bendigo, Ballarat and Fosterville suggest that there is a strong plunge component to the high-grade mineralisation in Central Victoria



Eight Priority Target Zones

Target Generation in World Class Goldfield

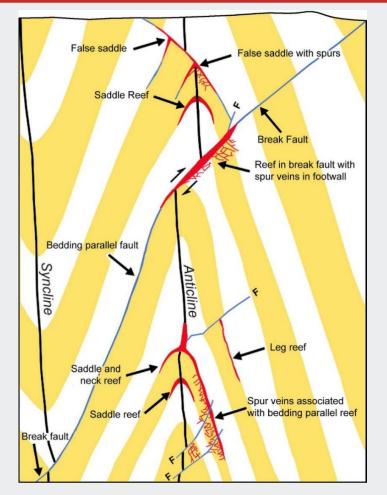
- Initial stratigraphic hole drilled to 778.1m depth:
 - Intersected 8 priority target zones including laminated quartz veins, spur veins and bedded veins
 - Two zones returned high-grade gold including visible gold
- First wedge intersected 1.2m @
 543 g/t Au from 544.2m (17.1 oz/t)
- Shows the untapped potential of the Bendigo Goldfield as it continues northwards through Falcon's ground



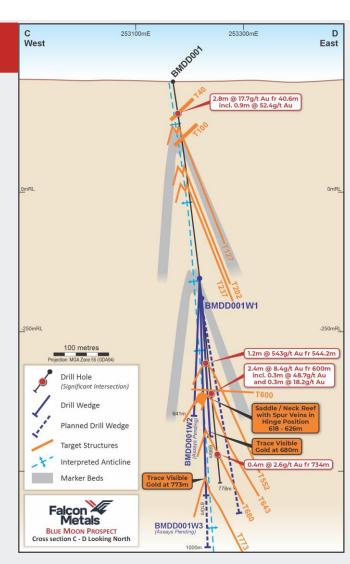


Positive Results

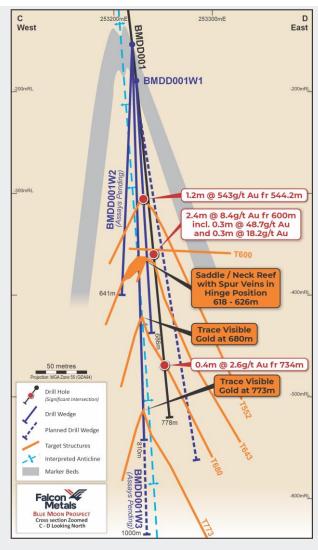
Cross sections



Schematic cross section showing quartz-gold reef geometries at Bendigo looking north (modified Dominy et al., 2003)



Cross section at Blue Moon



Magnified view of the wedge hole BMDD001W1 with assays, target zones and planned trace of proposed wedge



Visible Results

Drill Results & Future Plans

- **Positive results** from parent hole BMDD001:
 - 2.8m @ 17.7m g/t Au from 40.6m; incl.
 - **0.9m @ 52.4 g/t Au** from 40.6m
 - 2.4m @ 8.4 g/t Au from 600m; incl.
 - 0.3m @ 48.7 g/t Au from 600m; and
 - **0.3m @ 18.2 g/t Au** from 602.1m
 - 0.4m @ 2.6 g/t Au from 734m
- First Wedge hole BMDD001W1 intersected high-grade gold 5m up-dip from target zone T552:
 - **1.2m** @ **543** g/t Au from 544.2m; comprising
 - 0.6m @ 557 g/t Au from 544.2m; and
 - **0.6m @ 529 g/t Au** from 544.8m
- Bendigo-style stacked zones are present at Blue Moon
- Planning for additional wedge holes east of the parent hole is underway to test suspected lateral parasitic fold hinge targets
- Shallow targets to be drilled from surface
- Planning underway for a second diamond drill rig to test the north along strike of the Garden Gully line



Visible gold in BMDD001W1 from 544.9m depth



Visible gold in BMDD001 from 600.2m depth



Visible gold in BMDD001W1 from 544.6m depth



Mineralised Structures

Wedge holes in progress, all assays pending

- Third wedge hole (BMDD001W3) aimed to drill as close to the hinge position for as long as possible
- BMDD001W3 is in progress and is successfully drilling down the fold hinge, hitting several zones of visible gold, quartz veining and sulphides
 - Visible gold intersected in two veins, at 679.9m to 680.5m and 772.7m to 773.2m
 - 7.6-metre zone of intense quartz vein development, close to previous highgrade results in the parent hole, may represent a saddle reef in the core of the fold hinge
- BMDD001W3 planned to be extended to 1,000m, approaching the tenement boundary to the south
- Second wedge hole (BMDD001W2) drilled through and past the anticlinal hinge, and down the west limb of the fold
- All assays are pending for BMDD001W2 and BMDD001W3 expected during the September quarter

It is important to note that visual estimates of mineral abundance should never be considered a proxy or substitute for laboratory analyses where concentrations or grades are the factor of principal economic interest. Visual estimates also potentially provide no information regarding impurities or deleterious physical properties relevant to valuations. In this instance Falcon is not providing a visual estimate, just highlighting the abundance of quartz veining and that a small amount of gold was observed during logging.



Laminated quartz vein with trace visible gold (assays pending)

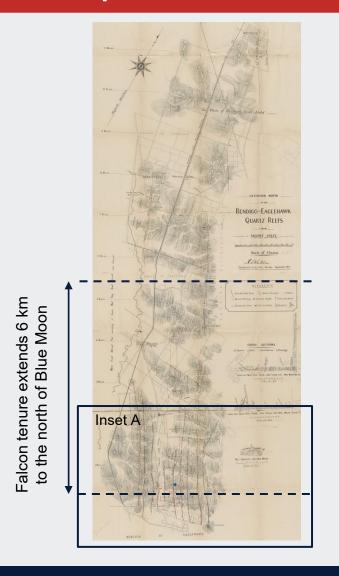


7.6m zone of intense quartz vein development - possible saddle reef in the core of the fold hinge (assays pending)



Continuation of the Bendigo Goldfield onto Falcon tenure

Multiple lines of reef to be tested



Inset A - Lines of Reef extending on to Falcon tenure Blue Moon EL007839 southern boundary EACLEHAWK OF BOROUCH

Falcon Metals

Investment Highlights

- Highly decorated team with a history of 'company making' discoveries (Julimar, Nova-Bollinger, Thunderbox, Waterloo)
- 2 High-grade visible gold confirms continuation of Bendigo Goldfield onto Falcon tenure
- 3 First wedge hit 1.2m @ 543 g/t Au with visible gold
- 4 Blue Moon is open 6 km to the north with multiple lines extending onto Falcon tenure
- 5 Aggressive drilling program underway, strong cash position of A\$7.8M cash at 30 June 2025





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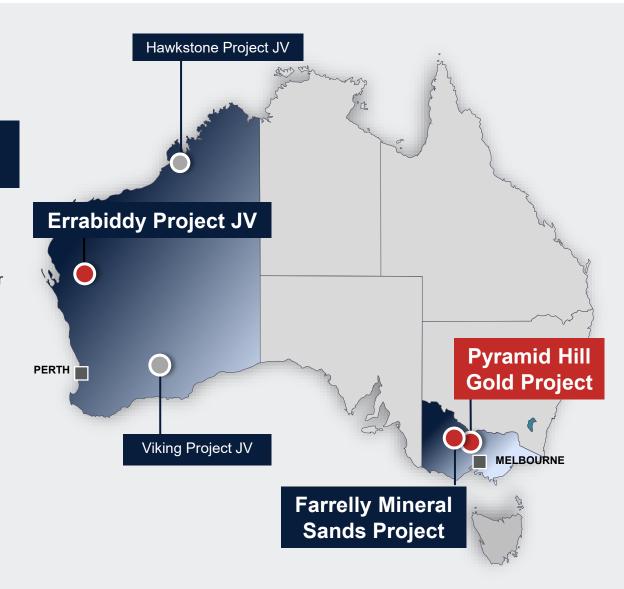
E benc@nwrcommunications.com.au



Falcon Project Portfolio

Errabiddy Gold Project, WA

- Earn-in to 70% plus 100% owned tenure
- Cratonic margin gold project in similar structural setting to the 5.4Moz¹
 Tropicana Gold Mine
- Includes Olsen Well Gold Target, a 3km-long untested soil anomaly



Pyramid Hill Gold Project, VIC

- Largest land position in the prospective Bendigo Zone Gold Province
- HIGH-GRADE INTERSECTIONS AT BLUE MOON
- Regional scale gold targets emerging

Farrelly Mineral Sands Project, VIC

- HIGH-GRADE MINERAL SANDS DISCOVERY AT THE FARRELLY DEPOSIT
- Positive results from first pass metallurgical test work
- Strategic land holding in the Murray Basin Mineral Sands Province



¹ https://www.anglogoldashanti.com/

Pyramid Hill Project

Gold, VIC

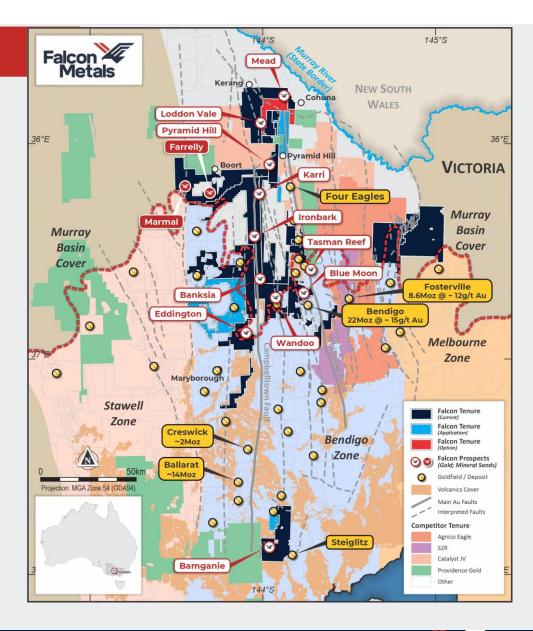
Multiple mineralised zones discovered

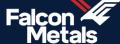


The Opportunity

Screening undercover program well advanced

- Over 200,000m of aircore drilled at Pyramid Hill
- Over 150km of strike length of prospective structures being targeted
- Rationalisation of tenure as reconnaissance drilling progresses
- Regional screening continues to generate multiple gold targets for follow up drilling with highlights including:
 - Loddon Vale Regional scale target emerging
 - Karri 3km strike-length of mineralised footprint
 - Ironbark 52.9g/t Au intercept in a mineralised diorite
 - Wandoo 9.5g/t Au intercept in quartz vein at base of hole
 - Bamganie 2m @ 20.0g/t Au adjacent to old workings
- New priority targets such as Tasman Reef, Raywood and Tarnagulla (under application) to be reviewed

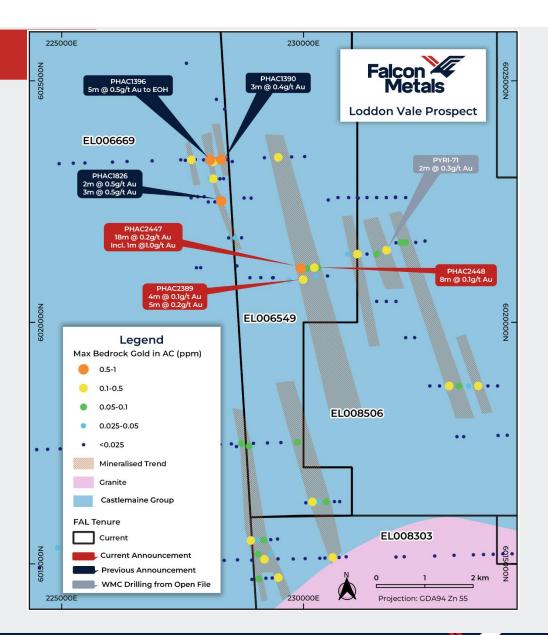




Regional Target

Large scale regional target emerging at Loddon Vale

- Located 20km south of Kerang
- Several north-northwest parallel zones are developing at Loddon Vale, similar to:
 - Falcon's Karri Prospect;
 - The Four Eagles discovery (ASX: CYL); and
 - The Bendigo Goldfield
- Next phase of drilling will use these results to vector into the more prospective lines





Farrelly Deposit

Mineral Sands, VIC

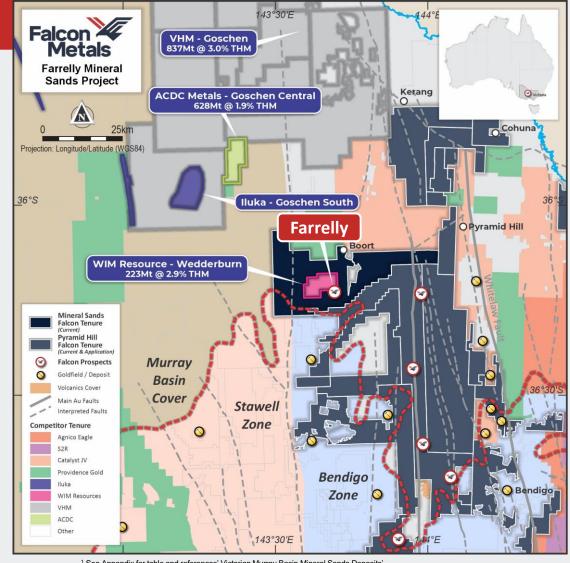
High-grade mineral sands discovery



High-grade Mineral Sands Discovery

Underexplored world class minerals province

- Victoria's Murray Basin hosts several major mineral sands projects with associated **Critical Minerals** including Rare Earth Elements (**REE**) at advanced stages of development
- Several of these are adjacent to Falcon's northwestern permits including WIM Resource, VHM, ACDC and Iluka
- FAL announced in May 2024 a high-grade mineral sands discovery at the Farrelly Deposit, 12km south of Boort:
 - Previously explored by CRA in 1980's
 - Despite intersecting some high-grade zones, limited follow-up
 - FAL completed regional mineral sands reconnaissance drilling in late 2023, testing several zones which returned multiple thick highgrade intercepts
 - Initial grain counting and mineralogical assessment shows potential for high value mineral suite similar to other Murray Basin deposits
 - Follow-up drilling in May 2024 confirmed high-grade Farrelly discovery, open in several directions



See Appendix for table and references' Victorian Murray Basin Mineral Sands Deposits

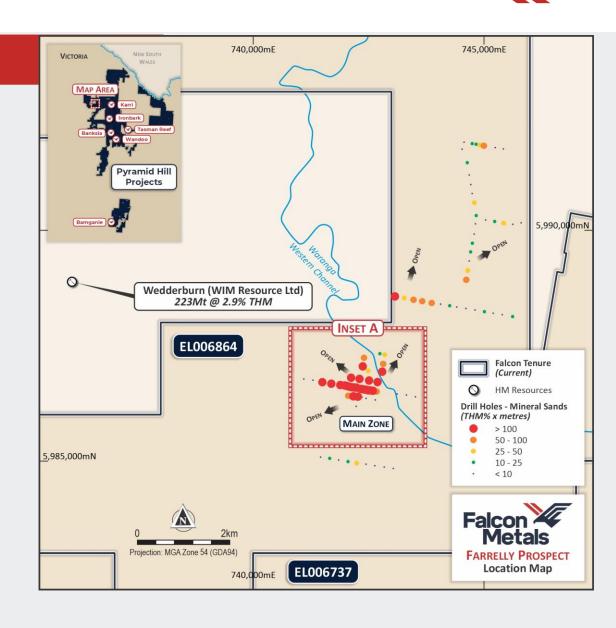
Note: The Farrelly Prospect has not yet been defined as a mineral sands deposit and does not currently have a JORC compliant resource



Farrelly Mineral Sands Deposit

Shallow high-grade discovery

- Of 91 holes announced in May 2024:
 - 33 holes contained intersections >10% THM
 - 11 holes contained intersections >20% THM
- Thick continuous zone of high-grade mineralisation defined over 1,200 x 600m
- Open in several directions with some of the best holes on the edge of the currently defined high-grade zone
- Drill holes grades appear significantly higher than other deposits in the region at this scale
- Positive sighter test with coarser grain size relative to other Victorian deposits and the potential for simplified processing and higher recoveries
- Planning for extensional drilling subject to cropping, land access and weather
 - Continuing to assess options to secure access to conduct low impact exploration drilling

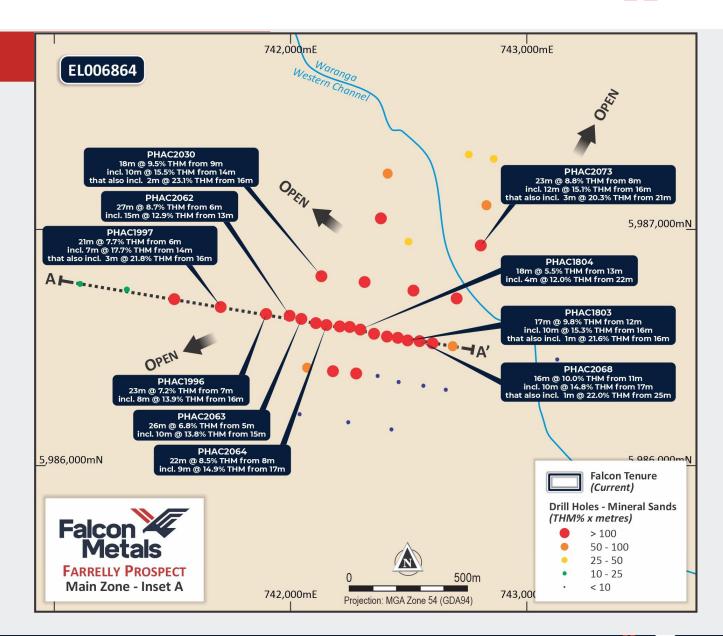




Consistent Results

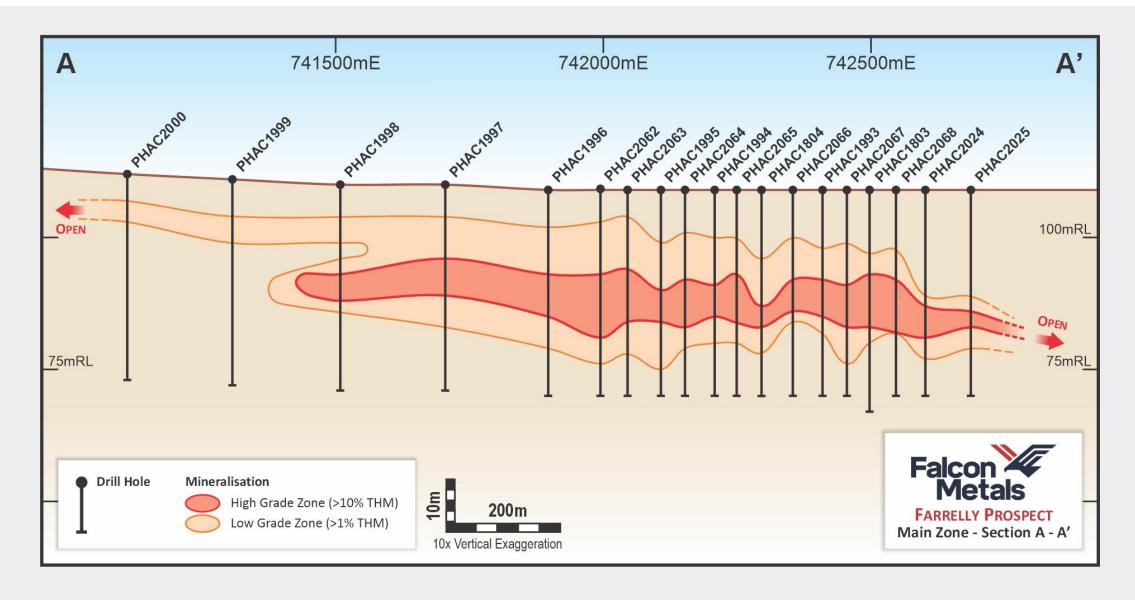
Shallow high-grade discovery

•	PHAC2062	26m @ 8.9% THM from 6m; including	
		15m @ 12.9% THM	from 13m
•	PHAC2073	22m @ 9.2% THM fr	om 8m; including
		12m @ 15.1% THM	from 16m; that also includes
		3m @ 20.3% THM fr	om 21m
•	PHAC2064	20m @ 9.0% THM fr	om 10m; including
		9m @ 14.9% THM fr	om 17m
•	PHAC2063	22m @ 7.8% THM fr	om 8m; including
		10m @ 13.8% THM	from 15m
•	PHAC2030	18m @ 9.5% THM fr	om 9m; including
		10m @ 15.5% THM	from 14m; that also includes
		2m @ 23.1% THM fr	om 16m
•	PHAC2046	16m @ 10.6% THM	from 11m; including
		8m @ 18.3% THM fr	om 13m; that also includes
		4m @ 20.2% THM fr	om 14m
•	PHAC1996	19m @ 8.5% THM fr	om 11m; including
		8m @ 13.9% THM fr	om 16m
•	PHAC1997	17m @ 9.3% THM fr	om 10m; including
		7m @ 17.7% THM fr	om 14m; that also includes
		3m @ 21.8% THM fr	om 16m
•	PHAC2068	11m @ 14.1% THM 1	rom 16m; including
		10m @ 14.8% THM	from 17m; that also includes
		1m @ 22.0% THM fr	om 25m





Farrelly Deposit Cross Section





Errabiddy Gold Project

Gold and Base Metals, WA

Gold and base metals targets

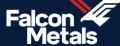




Errabiddy Project JV

Falcon Earning up to 70% of Craton Margin Gold Project

- Located 220km northwest of Meekatharra
- Situated in the Errabiddy shear zone on the north-western margin of the Yilgarn Craton
- Similar structural setting to the 5.4Moz¹ Tropicana Gold Mine
- Advanced Olsen Well gold target 3km long soil anomaly with peak value of 234ppb
- Key terms of JV on E09/2457 with West Coast Silver (WCE.ASX):
 - Earn 51% by spending \$0.75M within 24 months
 - Earn an additional 19% (70% total) by spending \$1.25M within 36 months
 - Minimum expenditure commitment \$0.2M prior to withdrawal
 - Once earn-in complete, both parties fund pro-rata or dilute
 - WCE can elect to convert its interest to a 2% NSR or otherwise automatic if it dilutes to <10%
 - Falcon can buy back 1% NSR by paying \$2M
- Falcon's recent 100% application adjacent to E09/2457 expands the project area further east along the Errabiddy shear zone



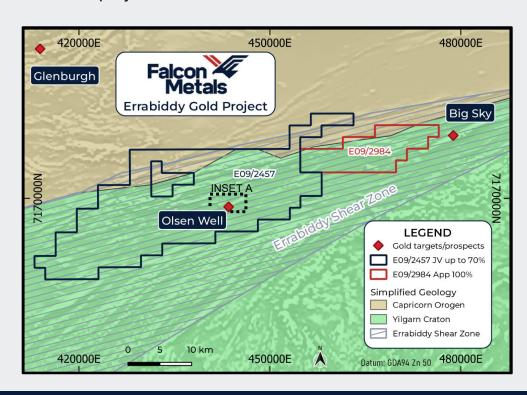
LEGEND Albany Fraser Orogen Craton Margin **Errabiddy Gold Project** 115°E

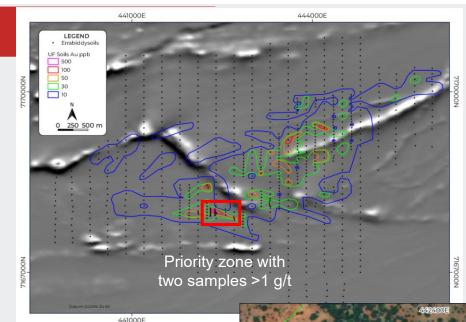
¹ https://www.anglogoldashanti.com/

Olsen Well Gold Target

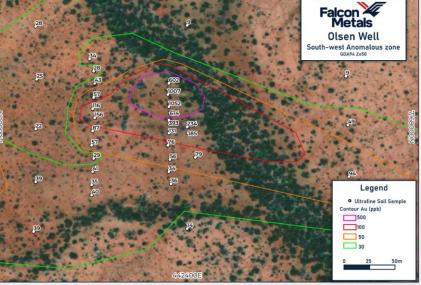
3km long soil anomaly, open along strike

- Initial phase of confirmatory soil sampling planned for Olsen Well extended the 10ppb Au soil anomaly from 3km to 5.8km in strike
- Errabiddy is considered highly prospective and remains underexplored with no exploration drilling for gold conducted within the project tenure

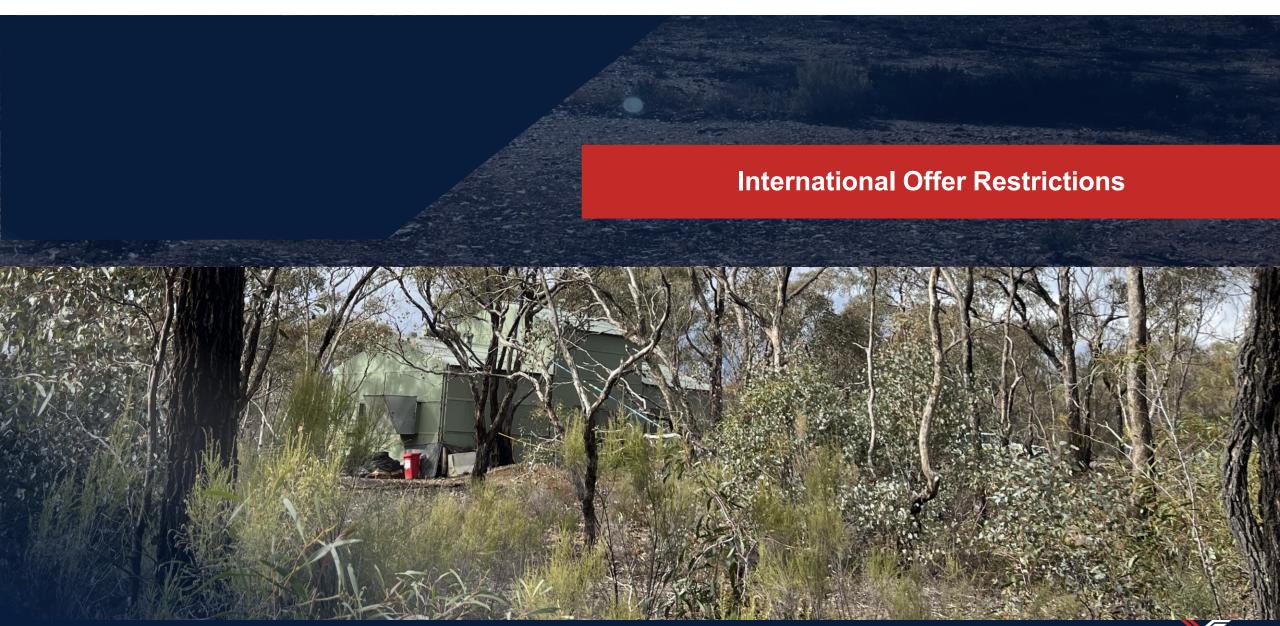




 Four consecutive samples on the same line >0.5 g/t gold that included two consecutive samples >1 g/t gold, defining a high-priority zone for targeting







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This presentation does not constitute an offer of new ordinary shares ("New Shares") of the Company in any jurisdiction in which it would be unlawful. In particular, this presentation may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

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This presentation constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces"), only to persons to whom New Shares may be lawfully distributed in the Provinces, and only by persons permitted to sell such securities. This document is not a prospectus, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons who are (i) "accredited investors" (as defined in National Instrument 45-106 – *Prospectus Exemptions*) and (ii) "permitted clients" (as defined in National Instrument 31-103 – *Registration Requirements, Exemptions and Ongoing Registrant Obligations*) if a lead manager offering the New Shares in Canada is relying upon the international dealer exemption under NI 31-103.

No securities commission or authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of the New Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws. While such resale restrictions generally do not apply to a first trade in a security of a foreign, non-Canadian reporting issuer that is made through an exchange or market outside Canada, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

Statutory rights of action for damages and rescission. Securities legislation in certain Provinces may provide a purchaser with remedies for rescission or damages if an offering memorandum contains a misrepresentation, provided the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's Province. A purchaser may refer to any applicable provision of the securities legislation of the purchaser's Province for particulars of these rights or consult with a legal adviser.

Certain Canadian income tax considerations. Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Shares as there are Canadian tax implications for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.

European Union (excluding Austria)

This presentation has not been, and will not be, registered with or approved by any securities regulator in the European Union. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, in the European Union except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation").

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Shares in the European Union is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation).

Hong Kong

WARNING: This presentation has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this presentation may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this presentation have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.



International Offer Restrictions

New Zealand

This presentation has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Singapore

This presentation and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA.

This presentation has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United Kingdom

Neither this presentation nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" within the meaning of Article 2(e) of the UK Prospectus Regulation. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated ("relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

United States

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

The New Shares may be offered and sold in the United States only to:

- "qualified institutional buyers" (as defined in Rule 144A under the US Securities Act); and
- dealers or other professional fiduciaries organized or incorporated in the United States that are acting for a discretionary or similar account (other than an estate or trust) held for the benefit or account of persons that are not US persons and for which they exercise investment discretion, within the meaning of Rule 902(k)(2)(i) of Regulation S under the US Securities Act.

