

Ferro-Alloy Resources Limited

(registered as a non-cellular company limited by shares under the laws of Guemsey with registration number 63449)

TERMS AND CONDITIONS OF THE 3-YEAR COUPON BONDS DUE 19 SEPTEMBER 2026 (ISIN: KZX000001623) UNDER THE KAZAKHSTAN USD 20,000,000 10-YEAR EXEMPT OFFER BOND PROGRAMME

The Bonds will be constituted by and have the benefit of a Kazakhstan USD 20,000,000 exempt offer bond programme (the “Exempt Offer Programme”) established by Ferro-Alloy Resources Limited (the “Issuer”). The Bonds of this Tranche have been issued under the Exempt Offer Programme to Accredited Investors in accordance with the Acting Law of the Astana International Financial Center (the “AIFC”) (the “Bonds”). Terms used herein shall be deemed to be defined as such for the purposes of the conditions set forth in the Exempt Offer Programme dated July 24, 2023 (the “Exempt Offer Document”). This document constitutes the Terms and Conditions of the Bonds (the “Terms and Conditions”) described herein. This document is prepared for the purposes of the AIFC rules and must be read in conjunction with the Exempt Offer Document. Full information on the Issuer and the exempt offer of the Bonds is only available on the basis of the combination of these Terms and Conditions and the Exempt Offer Document. The Terms and Conditions and the Exempt Offer Document have been published on the website of the Astana International Exchange (hereinafter the “AIX”) at www.aix.kz.

AIX and its related companies and their respective directors, officers and employees do not accept responsibility for the content of these Terms and Conditions including the accuracy or completeness of any information or statements included in them. Liability for the Terms and Conditions lies with the issuer of the Terms and Conditions and other persons such as Experts whose opinions are included in the Terms and Conditions with their consent. Nor has AIX, its directors, officers or employees assessed the suitability of the securities to which the Terms and Conditions relate for any particular investor or type of investor. If you do not understand the contents of these Terms and Conditions or are unsure whether the securities are suitable for your individual investment objectives and circumstances, you should consult an authorised financial adviser.

Terms defined in the Exempt Offer Document have the same meanings in these Exempt Offer Terms unless they are expressly defined herein.

Tranche number	The second tranche (2 nd)
Type and name	Unsecured Bonds with Coupon payment, Exempt bonds of Ferro-Alloy Resources Limited
ISIN	KZX000001623
Specified currency	US Dollars
Face value	US\$ 100 (one hundred US Dollars)
Number of Bonds	50,000 (fifty thousand) units
Total nominal amount of the Bonds	US\$ 5,000,000 (five million US Dollars)
Issue date	September 19, 2023
Last date of the circulation period	September 18, 2026
Maturity date	September 19, 2026
Coupon rate	10.0% fixed of the nominal value of the Bonds during the entire circulation period of the Bonds
Frequency of interest payments and/or dates of payment interest on Bonds	Four times per a year: 19 December, 19 March, 19 June and 19 September in each year during the circulation period. The first coupon payment is made on 19 December 2023
Calculation of interest payments	The amount of interest payable to each Bondholder at the payment date is calculated as the multiplication of the face value of the placed Bonds owned by the respective Bondholder and the Coupon rate divided by four
Coupon basis	30/360
Interest accrual commencement date	Interest accrual commencement date is the Issue date
Interest accrual last date	Interest accrual last date is the Last date of the circulation period

The offer period opening and closing dates	During the entire circulation period starting from the Issue date until the Last date of the circulation period
Allotment date	The settlement of the Bonds' transactions executed on the AIX within the whole circulation period is T+2 in accordance with the AIX CSD Rules
Use of proceeds	To fund the ongoing commercial activities of the Issuer and the completion of the Issuer's Balasausqandiq deposit feasibility study
Issue price	100%

Coupon Payment Dates

Coupon period sequence number	Coupon period commencement date	Coupon period expiry date and Record Date (23:59:59 time)	Interest payment commencement date	Interest payment expiry date
1	19 September 2023	18 December 2023	19 December 2023	Coupon interest payments on Bonds shall be paid no later than 10 (ten) Business Days after the relevant Record Date
2	19 December 2023	18 March 2024	19 March 2024	
3	19 March 2024	18 June 2024	19 June 2024	
4	19 June 2024	18 September 2024	19 September 2024	
5	19 September 2024	18 December 2024	19 December 2024	
6	19 December 2024	18 March 2025	19 March 2025	
7	19 March 2025	18 June 2025	19 June 2025	
8	19 June 2025	18 September 2025	19 September 2025	
9	19 September 2025	18 December 2025	19 December 2025	
10	19 December 2025	18 March 2026	19 March 2026	
11	19 March 2026	18 June 2026	19 June 2026	
12	19 June 2026	18 September 2026	19 September 2026	

Each interest payment date is subject to postponement to the following Business Day if such day is not a Business Day.

Bonds repurchase schedule by the Issuer

Coupon period sequence number	Bond repurchase announcement date (if the Issuer's Board of Directors made a resolution on repurchase)	Bond repurchase period commencement date	Bond repurchase period last date
1	4 March 2024	19 March 2024	5 April 2024
2	5 September 2024	19 September 2024	3 October 2024
3	4 March 2025	19 March 2025	7 April 2025
4	5 September 2025	19 September 2025	3 October 2025
5	4 March 2026	19 March 2026	7 April 2026
6	7 September 2026	19 September 2026	2 October 2026

Signature: 

By: Nicholas Bridgen

Title: Chief Executive Officer

Date: September 14, 2023

