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Announcement

Friday 10th May 2024

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

Share Purchase Plan Documents to be dispatched to Eligible Shareholders

As announced to the market on 6 May 2024, Hot Chili Limited (ASX: HCH) (TSXV: HCH) (OTCQX: HHLKF) ("Hot Chili" or the "Company") will offer eligible shareholders the opportunity to participate in a fully underwritten share purchase plan (SPP).

Share Purchase Plan Offer

Full details of the previously announced SPP are set out in an offer document for the SPP (**SPP Offer Document**) which is attached to this announcement and will be dispatched to Eligible Shareholders today Friday, 10 May 2024.

The SPP Offer period opens today, Friday, 10 May 2024 and is expected to close at 5pm WST on Friday, 24 May 2024.

This announcement is authorised by the Board of Directors for release to ASX.

Hot Chili's Managing Director and Chief Executive Officer Mr Christian Easterday is responsible for this announcement and has provided sign-off for release to the ASX.

For more information please contact:

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Managing Director – Hot Chili	Email: admin@hotchili.net.au
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Investor & Public Relations (Canada)	Email: jonathan.paterson@harbor-access.com

or visit Hot Chili's website at www.hotchili.net.au

US Securities Laws

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States. The securities have not been and will not be registered under the 1933 Act or any state securities laws, and may not be offered or sold within the United States unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

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OFFER DOCUMENT

2024 Share Purchase Plan

Hot Chili Limited

ACN 130 955 725

SPP Offer

For an offer to each Eligible Shareholder to subscribe for up to $30,000 of New Shares at an issue price of $1.00 per New Share under the Share Purchase Plan, to raise approximately $5,000,000 before costs. The Board reserves the right to accept oversubscriptions at its discretion. Please refer to Section 2 of this Offer Document for more information in respect of the SPP Offer.

Offer Period

The SPP Offer opens on Friday, 10 May 2024 and closes at 5.00pm (AWST) on Friday, 24 May 2024, unless extended or closed early.

Lead Manager and Underwriter

Veritas Securities Limited (AFSL No. 297043)

IMPORTANT NOTICES

This Offer Document and the accompanying Application Form contain important information and should be read in their entirety.

This Offer Document is not a prospectus or other form of disclosure document. It does not contain the same level of information.

The SPP Offer contained in this Offer Document does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Eligible Shareholders should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept the SPP Offer. In particular, Eligible Shareholders are strongly cautioned to not place undue reliance on any forward-looking statement or guidance contained in this Offer Document.

The New Shares offered by this Offer Document should be considered as a speculative investment.

The distribution of this Offer Document (including electronic copies) outside Australia and New Zealand may be restricted by law. This Offer Document may not be released or distributed in the United States of America. This Offer Document does not constitute an offer of securities, or a solicitation of an offer to buy securities, in the United States of America or in any other jurisdiction where such offer or solicitation would be illegal or to, or for the account or benefit of, any person in the United States of America or in any other jurisdiction where such offer or solicitation would be illegal, and may not be sent or disseminated in, directly or indirectly, the United States of America or any other jurisdiction where such offer or solicitation would be illegal.

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Chairman's Letter

10 May 2024

Dear Eligible Shareholder,

Hot Chili Limited Share Purchase Plan

On 6 May 2024, Hot Chili Limited (ACN 130 955 725) (**Hot Chili** or **Company**) announced that it would undertake a share purchase plan to raise up to $5,000,000 (**SPP**).

On behalf of the Board, I am pleased to offer you the opportunity to participate in the SPP (**SPP Offer**). The SPP allows you to apply to purchase up to $30,000 worth of Shares (**New Shares**) (subject to scale back at the Company's absolute discretion) at a subscription price of $1.00 per New Share (**SPP Price**), without brokerage or other transaction costs that would normally apply to an on-market purchase of securities. The minimum application amount is $1,000. The SPP Offer applies irrespective of the number of Shares currently held by the Eligible Shareholder.

The SPP Price of $1.00 per New Share represents a 20% discount to the volume weighted average price (**VWAP**) of the Company's Shares on the Australian Securities Exchange (**ASX**) during the 5 trading days immediately prior to the date on which the SPP was announced on 6 May 2024.

The SPP also provides an opportunity to any Eligible Shareholder holding an unmarketable parcel of Shares on ASX (being less than $500 worth of Shares) to increase their holdings without incurring transaction costs.

Please give your urgent attention to this SPP Offer as it closes at 5:00pm (AWST) on Friday, 24 May 2024, unless extended.

The maximum amount to be raised under the SPP is $5,000,000 (**Maximum Amount**), however, the Board reserves the absolute discretion to determine the final amount raised under the SPP.

The Company has been receiving increasing interest from potential strategic funding parties in its advanced Costa Fuego copper-gold development and its recently announced Water Supply Studies. This interest, in combination with a rising copper price environment, provides confidence to accelerate the Company's growth and development plans while preserving control of these assets.

Together with the proceeds from the recently announced Placement (see ASX announcement dated 6 May 2024 "Hot Chili Arranges A$29.9 Million Funding to Accelerate Costa Fuego Copper Hub, Chile"), the proceeds will provide up to 18 months funding to be used for the completion of the Costa Fuego Pre-Feasibility Study, completion of the Water Supply Business Case Study, completion of the Costa Fuego Environmental Impact Assessment, ongoing exploration, drilling and consolidation activities, and for general working capital purposes.

The Placement and SPP aim to increase Hot Chili's trading liquidity on the TSXV, and provide all shareholders with access to the same offer price. The Placement and SPP will also maintain the Company's strategic funding optionality, while ensuring Costa Fuego remains one of a limited number of globally significant copper developments, not owned by a major mining company, that could deliver meaningful new copper supply this decade.

Participation in the SPP is optional and is open exclusively to Eligible Shareholders, being shareholders in Australia or New Zealand who were holders of Shares on the ASX at 5:00pm (AWST) on 3 May 2024 (**Record Date**).

The offer of New Shares under this SPP is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* and therefore does not require a prospectus for the purposes of Chapter 6D of the Corporations Act.

Important information regarding potential Scale-Back in the SPP

The SPP is intended to raise up to the Maximum Amount and entitles Eligible Shareholders, irrespective of the size of their holding, to purchase up to $30,000 worth of New Shares. If subscriptions received by the Company under the SPP exceed the Maximum Amount, or such other amount determined by the Directors, the Company may elect to scale back the maximum number of New Shares issued to each Eligible Shareholder to the extent and in the manner that it sees fit in its absolute discretion (**Scale-Back**).

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You may be allocated New Shares to a value which is significantly less than the parcel which you applied for, and the difference will be refunded to you without any interest.

The Company may Scale-Back the maximum number of New Shares issued to each Eligible Shareholder at its absolute discretion. The Company may take into consideration the size of an Applicant's holding when determining the amount of any potential Scale-Back and therefore the extent of the Scale-Back may differ between applications.

Eligible Shareholders should keep this potential Scale-Back in mind when deciding how much to apply for under the SPP.

How to apply

If you are an Eligible Shareholder and wish to participate in the SPP, you may apply to purchase New Shares up to $30,000 at the SPP Price. The minimum application amount is $1,000.

You can apply as follows:

(a) New Zealand shareholders can make a payment by direct transfer using the instructions on your personalised Application Form or contacting the Information Line on the numbers below to seek payment instructions; or

(b) Eligible Shareholders can make payment in accordance with the details on the Application Form (including directly by BPAY® if eligible to do so). BPAY® payments must be made from an Australian dollar account of an Australian financial institution. Instructions are on your personalised Application Form which is available online at www.computersharecas.com.au/hchsppoffer.

Your Application and payment of Application Monies must be received by 5:00pm (AWST) on Friday, 24 May 2024, unless extended (**Closing Date**).

Timetable

Event	Target date
Record Date (5:00pm (AWST))	Friday, 3 May 2024
Announcement of intention to conduct SPP	Monday, 6 May 2024
Despatch of Offer Document and Application Forms to Eligible Shareholders, and announcement of despatch Opening Date	Friday, 10 May 2024
Closing Date (5:00pm (AWST))	Friday, 24 May 2024
Announcement of results of SPP	Thursday, 30 May 2024
Allotment and Issue of New Shares under SPP	Thursday, 30 May 2024
Quotation of New Shares	Friday, 31 May 2024

Important information

This Offer Document contains further information about the SPP. The Board urges you to read this Offer Document carefully and in its entirety before deciding whether to participate in the SPP.

You should note that this Offer Document is not a prospectus or other disclosure document. It does not contain all of the information which would be found in a prospectus or other disclosure document, or which may be required by an investor to make an informed investment decision regarding the SPP.

In addition, the information in this Offer Document does not constitute investment or financial product advice and does not take into account the investment objectives, financial situation, taxation impact or particular needs of individual Eligible Shareholders. The potential tax effects of the SPP will vary between Eligible Shareholders.

If you are in any doubt about the course of action you should follow, you should consult your financial, taxation or other professional adviser before participating in the SPP.

The Company's current share price can be obtained from the ASX website (ASX Code: HCH).

Should you have any questions in relation to the SPP please contact the Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 6:30am and 3:00pm (AWST), Monday to Friday.

On behalf of the Board, I thank you for your continued support of Hot Chili.

Yours faithfully,



Dr Nicole Sheri Adshead-Bell
Non-Executive Chairman

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These materials do not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or to, or for the account of "U.S. Persons" (as defined in Regulation S under the U.S. Securities Act of 1993, as amended (**U.S. Securities Act**) (**U.S. Persons**). These materials have been prepared for publication in Australia and New Zealand only and may not be sent or disseminated in, distributed, or released, directly or indirectly, in the United States or to any U.S. Person in any place, or elsewhere. The New Shares have not been, and will not be, registered under the U.S. Securities Act or under the securities laws of any state or other jurisdiction of the United States, and may not be offered, sold or otherwise transferred in the United States or to, or for the account of any U.S. Person except in compliance with the registration requirements of the U.S. Securities Act and any other applicable state securities laws or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The New Shares may only be offered and sold outside the United States in "offshore transaction" (as defined in Regulation S of the U.S. Securities Act) in compliance with the U.S. Securities Act and laws of the jurisdiction in which the New Shares are offered and sold.

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Frequently Asked Questions

Set out below are some frequently asked key questions about the SPP and the SPP Offer. The information in this table is a summary only and is subject to the Other SPP Terms set out in this Offer Document.

What is the SPP?	The SPP entitles Eligible Shareholders, irrespective of the size of their shareholding, to subscribe for up to $30,000 worth of New Shares in aggregate pursuant to offers under the SPP over a 12-month period, without incurring brokerage or transaction costs. The SPP Offer is made under the SPP for this purpose, though the Company may make further offers of Shares under the SPP in the next 12 month period. The Company has established the SPP under this Offer Document. This Offer Document and the SPP terms have been prepared in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (**SPP Instrument**).
What is the SPP Offer?	The SPP Offer is an offer to Eligible Shareholders to each subscribe for up to $30,000 of New Shares at an issue price of $1.00 per New Share under the SPP (**SPP Price**), to raise up to $5,000,000.00 before costs. The SPP Price represents a discount of 20% to the VWAP of Shares traded on the ASX over the 5 trading days prior to the announcement of the SPP on 6 May 2024. Eligible Shareholders who hold Shares on the ASX on the Record Date will be eligible to apply for New Shares under the SPP Offer.
How will the funds raised under the SPP be applied?	Funds raised under the SPP Offer will strengthen the Company's financial position and be applied towards 18 months' funding to be used for the completion of the Costa Fuego Pre-Feasibility Study, completion of the Water Supply Business Case Study, completion of the Costa Fuego Environmental Impact Assessment, ongoing exploration, drilling and general working capital requirements.
Am I eligible to participate in the SPP?	All Shareholders with a registered address in Australia or New Zealand and who were registered as a holder of Shares on the ASX at the Record Date (i.e. of 5:00pm (AWST) on 3 May 2024) are Eligible Shareholders (except where a Shareholder holds Shares on behalf of another person who resides outside of Australia or New Zealand) and entitled to participate in the SPP Offer.
Is participation voluntary?	Yes. Participation in the SPP Offer is entirely voluntary.
Can I assign my right to participate in the SPP?	No. An Eligible Shareholder's right to participate in the SPP is not renounceable and cannot be assigned to any third party.
How do I apply for New Shares?	To apply for New Shares under the SPP Offer, Eligible Shareholders must: • make payment by BPAY® using the instructions on their personalised Application Form located at the offer website link www.computersharecas.com.au/hchsppoffer; or • New Zealand shareholders can make a payment by direct transfer using the instructions on your personalised Application Form or contact the Information Line to seek payment instructions. All Applications must be submitted prior to the Closing Date.

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<table>
<tr><td>What do I do if I am a Custodian?</td><td>Eligible Shareholders that are Custodians may choose whether or not to apply for New Shares on behalf of their Beneficiaries. To do so, a Custodian must submit a completed Custodian Certificate.
Custodian Certificates can be requested from the Share Registry on 1300 850 505 (callers in Australia), +61 03 9415 4000 (callers outside Australia)
A Custodian is taken to warrant that each Beneficiary for whom they submit an Application has not applied for more than $30,000 worth of New Shares across that Beneficiary's holdings.</td></tr>
<tr><td>Can I apply for the Shortfall?</td><td>No. You may only apply for up to $30,000 worth of New Shares.
Under the terms of the SPP Instrument, an Eligible Shareholder cannot receive more than $30,000 worth of New Shares.</td></tr>
<tr><td>What are the key dates of the SPP?</td><td><table>
<tr><td>Record Date (5:00pm (AWST))</td><td>3 May 2024</td></tr>
<tr><td>Despatch of Offer Document and Application Forms to Eligible Shareholders, and announcement of despatch Opening Date</td><td>10 May 2024</td></tr>
<tr><td>Closing Date (5:00pm (AWST))</td><td>24 May 2024</td></tr>
<tr><td>Allotment and Issue of New Shares under SPP</td><td>30 May 2024</td></tr>
<tr><td>Quotation of New Shares</td><td>31 May 2024</td></tr>
</table></td></tr>
<tr><td>What are the costs of participating?</td><td>There are no brokerage or transaction costs payable by Eligible Shareholders under the SPP.</td></tr>
<tr><td>Will Applications be scaled-back?</td><td>Applications may be scaled-back at the Directors' discretion.
If the Company receives Applications in excess of the Maximum Amount, the Company may elect to scale back the maximum number of New Shares issued to each Eligible Shareholder to the extent and in the manner that it sees fit in its absolute discretion, having regard to the size of an Applicant's holding (or, in the case of an Application made by a Custodian, the relevant Beneficiary) and the number of New Shares applied for.
If Applications are scaled-back, Applicants may receive less New Shares than the number applied for, in which case the difference will be refunded without interest.</td></tr>
<tr><td>What rights will the New Shares have?</td><td>New Shares will rank equally in all respects with existing Shares quoted on the ASX, with the same voting rights, dividend / distribution rights and other entitlements from issue.</td></tr>
<tr><td>Will the New Shares by quoted?</td><td>Yes, the Company will apply for the New Shares to be issued under the SPP to be quoted on the ASX.</td></tr>
<tr><td>Can I withdraw my Application?</td><td>No. An Application is unconditional once it is submitted and cannot be withdrawn.</td></tr>
<tr><td>Is the SPP underwritten?</td><td>Yes, the SPP is conditionally underwritten by Veritas Securities Limited (AFSL 297043).</td></tr>
<tr><td>Where can I obtain more information?</td><td>Should you have any questions in relation to the Plan please contact the Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 6:30am and 3:00pm (AWST), Monday to Friday.</td></tr>
</table>

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Other SPP Terms

Important Notice

If you apply to participate in the SPP, you should be aware, and accept the risk, that the market price of Shares may change between the date of the Offer Document Date and the date when the New Shares are issued under the SPP Offer. As such, it is possible that, up to or after the date you receive New Shares under the SPP, you may be able to buy Shares on the ASX at a lower price than under the SPP. We encourage you to seek your own professional advice regarding your participation in the SPP.

By submitting your payment for New Shares under the SPP via BPAY®, you certify and represent to the Company that the total of the SPP Price for New Shares under current and previous plan purchases (as that term is defined below) is not more than $30,000.

1. Application

The terms of the SPP set out in this Offer Document (**SPP Terms**) govern the SPP. They apply to all Applications made under the SPP Offer. Each Eligible Shareholder who submits an Application is taken to have accepted and agreed to be bound by these SPP Terms.

2. SPP Offer

2.1 **Offer**

Under the SPP Offer, the Company invites each Eligible Shareholder to subscribe for up to $30,000 of New Shares at an issue price of $1.00 per New Share under the Share Purchase Plan.

The SPP Offer is made in:

- Australia under the SPP Instrument; and
- New Zealand under the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021* (NZ).

2.2 **Number of New Shares Offered**

An Eligible Shareholder wishing to participate in the SPP Offer must apply for a minimum of $1,000 of New Shares (i.e. 1000 New Shares), up to a maximum of $30,000 (or 30,000 New Shares), as follows:

Option	Value	Number of New Shares
A	$1,000	1,000
B	$2,000	2,000
C	$5,000	5,000
D	$10,000	10,000
E	$15,000	15,000
F	$20,000	20,000
G	$25,000	25,000
H	$30,000	30,000

You can only choose one of the eight parcels.

2.3 Terms of New Shares

All New Shares issued pursuant to the SPP Offer will be issued as fully paid and will rank equally in all respects with the Existing Shares on issue.

2.4 Oversubscriptions

Subject to obtaining all necessary ASX and other approvals, the Board reserves the right to accept oversubscriptions under the SPP Offer, at its absolute discretion.

2.5 Allocation and Scale-Back

The Board reserves the right to scale-back any Application, at its absolute discretion.

If the Company receives Applications in excess of the total amount of the SPP Offer (i.e. oversubscriptions), then unless the Board determines to accept some of those oversubscriptions, all Applications will be scaled-back to the extent and in the manner that the Company sees fit in its absolute discretion (**Scale-Back**) having regard to the number of Shares applied for by the Applicant (or, in the case of an Application made by a Custodian, the relevant Beneficiary).

In determining the amount an application will be scaled back, the Company will consider (without limitation) the following factors:

- the size of the Applicant's shareholding;
- the extent to which the Eligible Shareholders have sold or bought additional Shares after the Record Date; and
- the date an Application was made.

Any entitlement to a fraction of a New Share will be rounded down to the nearest whole number of Shares. The Company may retain any difference in the Application Moneys as a result of such rounding.

The Company cannot guarantee that all Applicants will receive the number of New Shares applied for under the SPP Offer. If an Eligible Shareholder does not receive any or all of the New Shares applied for, the excess Application Moneys will be refunded to the Eligible Shareholder without interest.

The Company will only issue New Shares to an Applicant where the Directors are satisfied, in their sole discretion, that the issue of the New Shares will not result in a person's (whether or not the Applicant) voting power exceeding any applicable restriction under section 606 of the Corporations Act.

2.6 Maximum Applications

In accordance with the maximum amount prescribed by ASIC under the SPP Instrument, Eligible Shareholders may only pay up to $30,000 to subscribe for New Shares under the SPP in any 12-month period.

This maximum amount applies irrespective of the number of Shares held by a Shareholder on the Record Date or whether the Shareholder holds Shares in multiple accounts or capacities.

Shareholders must certify in their Application for New Shares that the aggregate application amount of all applications under the SPP, together with any other Shares acquired by the Shareholder (or acquired on the Shareholder's behalf) under the SPP or any similar Company share purchase plan in the previous 12 months, does not exceed $30,000.

2.7 Participation

Participation in the SPP is optional (subject to meeting the eligibility criteria outlined in Section 3) and the offer to acquire New Shares is not a recommendation by the Company.

Shareholders who are unsure whether they should participate in the SPP or how participation will affect them should contact a professional advisor.

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2.8 Participation costs

Shareholders must pay the SPP Price per Share and any fees or charges incurred in paying the SPP Price (for example, bank fees or fees of professional advisors). No transfer or stamp duty or brokerage, commission or other participation costs are payable by Shareholders in respect of the acquisition of New Shares under the SPP.

2.9 Non-renounceable

An Eligible Shareholder's right to participate in the SPP is not renounceable and cannot be assigned to any third party.

2.10 Timetable

The indicative timetable for the SPP Offer is set out on page 2 of this Offer Document. The Company may extend the Offer Period, close the Offer Period early, or otherwise vary the timetable for the SPP Offer at any time. Any change to the timetable will be notified by way of announcement on the ASX and on the Company's website.

2.11 Withdrawal of SPP Offer

The Company reserves the right to withdraw the SPP Offer at any time before New Shares are issued pursuant to it. In that event, relevant Application Moneys will be refunded without interest in accordance with the Corporations Act.

3. Eligibility

3.1 Eligible Shareholders

The SPP Offer is made to Eligible Shareholders only.

All Shareholders with a registered address in Australia or New Zealand and who were registered as a holder of Shares on the ASX at the Record Date of **5:00pm (AWST) on Friday, 3 May 2024** are Eligible Shareholders (except where a Shareholder holds Shares on behalf of another person who resides outside of Australia or New Zealand) and entitled to participate in the SPP Offer. The SPP Offer is not extended to Shareholders who do not meet this criteria.

The Directors have determined that it is either not lawful or not practical for Shareholders in jurisdictions outside of Australia and New Zealand to participate in the SPP.

The Company reserves the right (in its sole discretion) to:

(a) reject any Application that it believes comes from a person who is not an Eligible Shareholder; and

(b) reduce the number of New Shares allocated to Eligible Shareholders, or persons claiming to be Eligible Shareholders, if their claim to be entitled to participate in the SPP Offer proves to be false, exaggerated or unsubstantiated.

3.2 Eligible Shareholders outside of Australia

Important information for New Zealand investors

The New Shares are not being offered or sold to the public within New Zealand other than to existing members of the Company with registered addresses in New Zealand to whom the offer of the Shares is being made in reliance on the *Financial Markets Conduct Act 2013* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016*.

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

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3.3 Joint holders

Shareholders who are joint holders of Shares are taken to be a single registered Shareholder for the purposes of the SPP and the certification in the Application Form by any joint holder is taken to have been given by all joint holders. An Eligible Shareholder who receives more than one invitation to participate in the SPP Offer (e.g. if the Eligible Shareholder holds Shares in more than one capacity) may not apply for New Shares:

(a) with an aggregate value of more than $30,000; or

(b) which would result in the aggregate value of the New Shares applied for (including through a Custodian (see Section 4)) under the SPP and any similar arrangement in the last 12 months being more than $30,000.

3.4 Trustees and Nominees

If a Shareholder holds Shares as a trustee or nominee for another person but is not a Custodian as defined in Section 4.1, the beneficiaries for whom they hold Shares will be taken to be the registered holder of those Shares. Any application by the trustee or nominee will be taken to be an Application by the beneficiary.

Trustees and nominees may not participate in the SPP on behalf of beneficial shareholders located outside Australia and New Zealand.

3.5 SPP Instrument compliance

A registered holder of Shares will be ineligible to participate in the SPP if their participation would be in breach of the SPP Instrument.

4. Custodians

4.1 Determination of Custodian

A Shareholder is a Custodian if they provide a custodial or depository service in relation to Shares and:

(a) hold an Australian financial services licence covering the provision of a custodial or depository service;

(b) are exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;

(c) hold an Australian financial services licence covering the operation of an IDPS or is a responsible entity of an IDPS-like scheme;

(d) are a trustee of a self-managed superannuation fund or a superannuation master trust; or

(e) are a registered holder of shares or interests in the class and is noted on the register of members of the body or scheme as holding the shares or interests on account of another person.

If a Shareholder holds Shares as a trustee or nominee for another person but is not a Custodian as defined above, that Shareholder cannot participate in the SPP for beneficiaries for whom they hold Shares in the manner described above. In such instance, the rules for multiple single holdings (above) apply.

4.2 Application by Custodian

An Eligible Shareholder who holds Shares as a Custodian (see Section 4.1) for one or more persons on the Record Date (**Beneficiaries**) may apply for up to the maximum number of New Shares under the SPP Offer for each Beneficiary for whom the Custodian holds Shares.

The Custodian must annex a Custodian Certificate to their Application Form confirming the following information:

Item	Requirements
Nature of relationship	Either or both of the following: • that the Custodian holds Shares on behalf of one or more Beneficiaries who are residents in Australia or New Zealand (each a **Participating Beneficiary**) who are not Custodians; or • that another Custodian (**Downstream Custodian**) holds beneficial interests in Shares on behalf of one or more Participating Beneficiaries, and the Custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian, on the Record Date and that each Participating Beneficiary has instructed the Custodian or the Downstream Custodian (as applicable) to apply for New Shares under the SPP Offer on their behalf.
Participating Beneficiary details	The number of Participating Beneficiaries as well as their names and addresses (which addresses must be located in Australia or New Zealand).
Holding	Either: • the number of Shares that the Custodian holds on behalf of each Participating Beneficiary; and/or • in the case of a Downstream Custodian, the number of Shares to which each Participating Beneficiary's beneficial interest relates.
Application amount	The number or dollar amount of New Shares that each Participating Beneficiary has instructed the Custodian or the Downstream Custodian (as applicable) to apply for on behalf of each Participating Beneficiary.
Confirmation that maximum application not exceeded	That the total Application Moneys for: • New Shares applied for under the SPP Offer for each Participating Beneficiary for whom the Custodian acts, directly or indirectly through a Downstream Custodian does not exceed $30,000; and • any other Shares issued to the Custodian or Downstream Custodian, in the capacity as custodian or nominee for each Participating Beneficiary, under any arrangement similar to the SPP in the last 12 months does not exceed $30,000.
Provision of Offer Document to Beneficiaries	That a copy of this Offer Document was given to each Beneficiary.
Downstream Custodians	In the case where Shares are held for a Downstream Custodian, the name and address of each Downstream Custodian.

Custodian Certificates can be requested from the Share Registry during the Offer Period, using the contact details set out in the Corporate Directory section on page 19 of this Offer Document.

5. Applying for New Shares

5.1 Making an Application

An Eligible Shareholder that would like to participate in the SPP and apply for New Shares under the SPP Offer must complete the Application Form located at the offer website link located at the offer website link www.computersharecas.com.au/hchsppoffer; or, if applicable, pay their Application Moneys using BPAY®. The Application Form forms part of this Offer Document for the purposes of the SPP Offer.

Applications may be for a minimum of 1,000 New Shares for a total of $1,000, and up to a maximum of 30,000 New Shares for a total of $30,000.

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If an Application is not submitted correctly or if the accompanying payment is for an incorrect amount, it may be treated by the Company as valid at the Directors' discretion.

The Directors' decision as to whether to treat such an Application as valid and how to construe, amend or complete the Application Form is final. However, an Applicant will not be treated as having applied for more New Shares than is indicated by the amount of Application Money.

If the exact Application Moneys applicable to an Application are not tendered in connection with an Application Form, the Company reserves the right to either:

(a) refund the Application Moneys received (by cheque or electronic funds transfer as soon as possible, without interest), and not issue any New Shares to the Applicant; or

(b) issue to the Applicant the maximum number of New Shares represented by the Application Moneys received, and refund any excess amount to that Applicant by cheque or electronic funds transfer as soon as possible, without interest.

The Company reserves the right to accept a lesser amount to the total number of New Shares applied for by an Applicant (including if the SPP Offer closes oversubscribed), at the Directors' complete discretion.

By making an Application under the SPP Offer, the Applicant makes each of the acknowledgements set out in Section 6 below.

5.2 Applications by BPAY®

Eligible Shareholders who wish to pay their Application Moneys using BPAY® should follow the instructions on the Application Form which includes including the 'Biller Code' and the Eligible Shareholder's individual 'Customer Reference Number' located at the offer website link www.computersharecas.com.au/hchsppoffer;.

Eligible Shareholders can only make payment using BPAY® if they have an account with an Australian financial institution that supports such transactions.

Eligible Shareholders must ensure to use the specific 'Biller Code' and 'Customer Reference Number' on their individual Application . An Application may not be accepted if these details are incorrect. The 'Customer Reference Number' is used to identify each Eligible Shareholder's holding.

Eligible Shareholders with more than one holding of Shares may receive multiple 'Customer Reference Numbers'. Such Eligible Shareholders can apply under one or more of their holdings, provided their Applications do not exceed 30,000 New Shares or $30,000 in aggregate.

Payments must be made in Australian dollars for an amount equal to the number of New Shares for which the Eligible Shareholder wishes to apply, multiplied by the SPP Price (i.e. $1.00 per New Share).

BPAY® payments of Application Moneys must be received before **5:00pm (AWST) on the Closing Date**.

Eligible Shareholders should take into account, when applying for New Shares, that their individual financial institutions may implement earlier cut-off times for BPAY® payments. It is an Eligible Shareholder's responsibility to ensure that the Application Moneys are received before the Closing Date.

5.3 Application Moneys to be held in trust

Application Money will be held by the Company in trust in accordance with the requirements of the Corporations Act until the New Shares to which the Application Money pertains are issued under the SPP Offer, or a refund of Application Money occurs in the circumstances described in this Offer Document.

The Company will retain any interest earned on Application Money, including in the event of any refund of Application Money.

5.4 No cooling-off rights

Cooling-off rights do not apply to an investment in the New Shares. An Application is unconditional once it is submitted and cannot be withdrawn by an Applicant.

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6. Acknowledgements

If you submit a BPAY® payment or otherwise make a payment by direct transfer using the instructions on your Application Form or as otherwise directed by the Company:

(a) you acknowledge that you have read and irrevocably and unconditionally agree to the terms and conditions in this Offer Document in full and you agree not to do any act or thing which would be contrary to the intention or purpose of the SPP;

(b) you acknowledge that you are an Eligible Shareholder and that you are lawfully permitted to accept the SPP Offer and participate in the SPP;

(c) you acknowledge and agree that you do not reside outside of Australia or New Zealand and that you are not in the United States, a U.S. Person, or a person acting on the account of a U.S. Person;

(d) if you are a trustee or nominee and are the registered holder of Shares (and this is expressly noted on the register of the Company) and hold Shares on account of another person (**Beneficiary**), you acknowledge that the Beneficiary will be taken to be the registered holder of those Shares and any application, certification or issue of New Shares to you (as trustee or nominee) will be taken to be an application, certification by, or an issue to, the Beneficiary;

(e) if you are acting as a trustee or nominee, each beneficial holder on whose behalf you are participating is a resident in Australia or New Zealand and is not in the United States, a U.S. Person, or a person acting on the account of a U.S. Person, and you have not sent any materials relating to the SPP to any such person;

(f) you agree to pay the SPP Price for each New Share which they have applied for, subject to any Scale-Back (refer to Section 2.5);

(g) you certify that the total of the SPP Price for the following does not exceed $30,000:

  (i) the New Shares the subject of your Application;

  (ii) any other New Shares or other Shares issued under any similar arrangement to the SPP in the 12 months before the date of your Application;

  (iii) any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and

  (iv) any other Shares issued to a Custodian under an arrangement similar to the SPP in the 12 months before the date of your Application under the SPP as a result of an instruction given by you to the Custodian or other Custodian and which results in you holding beneficial interests in such Shares (**current and previous plan purchases**) even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;

(h) you acknowledge that your Application is irrevocable, unconditional and non-transferable;

(i) you acknowledge that your Application is only effective when received by the Company or the Share Registry and not when posted;

(j) if you are a Custodian, you warrant that you have provided a Custodian Certificate to the Company (in a form that is true, correct and not misleading) and make additional representations that you:

  (i) are a Custodian;

  (ii) you held Shares on behalf of the Beneficiaries as at the Record Date who has instructed you to apply for New Shares on their behalf under the SPP and that that Beneficiary has been given a copy of this Offer Document;

  (iii) you are not applying for New Shares on behalf of any Beneficiary with an aggregate application amount of more than $30,000 under the SPP; and

  (iv) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;

(k) you declare that all details and statements in your Application Form are true and complete and not misleading;

(l) you authorise the Company to correct minor errors in your Application Form and to complete the Application Form by inserting any missing minor details;

(m) you acknowledge that the Company may at any time, determine that your Application Form is valid, in accordance with this Offer Document, even if the Application Form is incomplete, contains errors or is otherwise defective;

(n) you acknowledge that no interest will be paid on any Application Monies held pending the issuance of the New Shares or subsequently returned to you for any reason;

(o) you acknowledge that the Company, in its absolute discretion, may either accept or reject your Application for New Shares;

(p) you accept that the Company, in its absolute discretion may make reductions in issuance of New Shares under the Scale-Back;

(q) you acknowledge that the Company is not liable for any exercise of its discretions referred to in this Offer Document;

(r) you accept the risk associated with any refund that may be dispatched to you by cheque to your address or by direct credit to your nominated bank account as shown on the Company's register;

(s) you acknowledge that the New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities law of any state or other jurisdiction of the United States and accordingly, the New Shares may not be offered, sold or otherwise transferred, directly or indirectly, in the United States except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other application U.S. state securities laws;

(t) you agree not to send any materials relation to the SPP to any person in the United States, a U.S. Person, or a person acting on the account of a U.S. Person;

(u) you have not purchased the New Shares as a result of any "directed selling efforts" (within the meaning of Rule 902(c) of Regulation S under the U.S. Securities Act);

(v) you agree to be bound by the constituent documents of the Company;

(w) you acknowledge that neither the Company nor the Share Registry has provided you with investment advice or financial product advice, and that neither has any obligation to provide this advice, concerning your decision to apply for New Shares, and that this Offer Document has been prepared without taking into account the objects, financial situation, tax position or needs of individuals;

(x) you declare that you are at least 18 years of age and have full legal capacity and power to perform all your rights and obligations in respect of the SPP Offer; and

(y) you are aware, and accept the risk that the market price of Shares may change between the Offer Document Date and the date when the New Shares are issued under the SPP Offer and that the SPP Price may exceed the market price of Shares on the issue date.

7. Quotation of New Shares

The Company has applied to ASX for quotation of the New Shares offered pursuant to this Offer Document. If ASX does not grant quotation of the New Shares, then the Company will not issue any of the New Shares and will refund all Application Moneys without interest as soon as practicable.

New Shares will not be issued unless and until ASX grants permission for quotation of the New Shares.

It is an Eligible Shareholder's responsibility to determine their holdings before trading in New Shares. Any person who sells New Shares before receiving confirmation of their holding will do so at their own risk.

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New Shares under the SPP Offer are expected to be issued, and Holding Statements despatched, as soon as practicable after the Closing Date, in accordance with the ASX Listing Rules and the timetable set out on page 2.

8. Underwriting and Lead Management

8.1 Underwriting and Lead Management of SPP

Veritas Securities Limited (ACN 117 124 535) AFSL 297043 (**Veritas**) is acting as underwriter and lead manager to the SPP.

The SPP is fully underwritten to the value of $5,000,000 (**Underwritten Amount**). In the event that Hot Chili does not raise the Underwritten Amount from Eligible Shareholders under the SPP, then the resultant Shortfall between the amount raised and the Underwritten Amount will, subject to the terms of the underwriting agreement between the Company and Veritas, be subscribed for (or Veritas will procure the subscription of) or be paid for (or Veritas will procure payment for). Any Shortfall shares issued under this underwriting will be issued using the Company's available placement capacity pursuant to ASX Listing Rule 7.1.

The underwriting agreement between the Company and Veritas contains customary conditions, warranties and undertakings and is subject to various customary termination events exercisable by Veritas.

In connection with the SPP, Veritas will be paid:

(a) a capital raising fee equal to 3% of proceeds from the SPP;

(b) a management fee equal to 3% of the Underwritten Amount; and

(c) subject to shareholder approval at a forthcoming general meeting, 300,000 non-transferable and unlisted options in the Company, each exercisable within 24 months of issue at an exercise price of $1.50 per option.

8.2 Placement

In conjunction with the SPP, Hot Chili has conducted a placement to raise $24,900,000 (before costs) (**Placement**). The Placement has been undertaken without shareholder approval using the Company's available placement capacity pursuant to ASX Listing Rules 7.1 and 7.1A. Veritas is joint lead managing the Placement with Cormark Securities Inc. (**JLMs**), together with BMO Nesbitt Burns Inc. and Beacon Securities Limited as co-managers (collectively, with the JLMs, the **Agents**).

In connection with the Placement, the Agents will be paid:

(a) a capital raising fee equal to 6% of the proceeds of the Placement; and

(b) subject to shareholder approval at a forthcoming general meeting, a number of non-transferable and unlisted options in the Company equal to 6% of the number of Shares issued under the Placement, each exercisable within 24 months of issue at a price of $1.50 per option.

9. General Matters

9.1 Modification of Share Purchase Plan

The Company may modify or terminate the SPP at any time, in which case it will announce such modification or termination on the ASX Market Announcements Platform. The omission to give notice of any modification to, or termination of, the SPP or the failure of ASX to receive such notice will not invalidate the modification or termination.

9.2 No brokerage

Brokerage or transfer/stamp duty is not payable by Applicants in relation to the SPP Offer.

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9.3 Continuous disclosure obligations

The Company is a "disclosing entity" for the purposes of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. As a company listed on ASX, the Company is subject to the Chapter 6CA of the Corporations Act and the ASX Listing Rules which require it to immediately notify ASX of any information concerning the Company of which it is or becomes aware and which a reasonable person would expect to have a material effect on the price or value of the Company's Shares, subject to certain exceptions.

Eligible Shareholders should have regard to the other publicly available information in relation to the Company before making a decision whether or not to subscribe for New Shares under this Offer Document.

Copies of documents lodged with ASX in relation to the Company (including its corporate governance policies) may be obtained from the Company's website, www.hotchili.net.au, or at the ASX market announcements platform, www.asx.com.au, using the Company's ASX code 'HCH'.

9.4 SPP Instrument

This SPP Offer is made in accordance with the requirements of the SPP Instrument. The SPP Instrument grants relief from the requirement of the Corporations Act to prepare a prospectus or other disclosure document for the offer of New Shares under the SPP, subject to satisfaction of certain conditions set out in the instrument.

9.5 Forward-looking statements

This Offer Document contains forward-looking statements which incorporate an element of uncertainty or risk, such as 'intends', 'may', 'could', 'believes', 'estimates', 'targets' or 'expects'. These statements have been prepared with all reasonable care and attention, based on an evaluation of current economic, financial and operating conditions, as well as assumptions regarding future events. These events are, as at the date of this Offer Document, expected to take place, but there cannot be any guarantee that such events will occur as anticipated or at all given that many of the events are outside the Company's control. This may result in the actual circumstances being materially different to those anticipated. Eligible Shareholders are cautioned not to place undue reliance on any forward-looking statements.

The Company and the Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Offer Document will actually occur as and when stated. Except to the extent required by law (including the Corporations Act and the Listing Rules), the Company does not give any undertaking to update or revise any forward-looking statements after the date of the Offer Document to reflect any changes in expectations in relation to forward-looking statements or any change in events, conditions or circumstances on which any such statement is based.

Eligible Shareholders should note that past performance (including past share price performance) cannot be relied on as an indicator of, and does not provide any guidance as to, future performance, including future share price performance.

9.6 Taxation

The Board does not consider that it is appropriate to give Eligible Shareholders advice regarding the taxation consequences of applying for New Shares under the SPP Offer, as it is not possible to provide a comprehensive summary of the possible taxation positions of Eligible Shareholders.

Eligible Shareholders should obtain their own independent taxation advice from a suitably qualified professional adviser about participating in the SPP Offer and the taxation implications of an investment in New Shares.

9.7 Privacy

Eligible Shareholders who apply for New Shares will provide personal information to the Company and the Share Registry. By applying for New Shares under the SPP Offer, an Eligible Shareholder will be taken to have consented to the Company and the Share Registry collecting, holding and using the Eligible

Shareholder's personal information in order to assess their Application, process the Application, service their needs as Shareholders, provide facilities and services that the Eligible Shareholders requests, and carry out appropriate administrative functions.

Corporate and taxation laws require the Company to collect some personal information. Eligible Shareholders who do not provide the information requested may not have their Applications processed efficiently, or at all.

9.8 Dispute resolution, waiver, withdrawal, suspension and termination

The Company may settle in any manner it deems appropriate any difficulties, anomalies or disputes which may arise in connection with the operation of the SPP and its decision shall be conclusive and binding on all Applicants and other persons to whom the determination relates. The Company reserves the rights to waive strict compliance with any provisions of this Offer Document, to amend or vary the terms and conditions set out in this Offer Document and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all Eligible Shareholders even where the Company does not notify you of that event. In the event that the SPP is terminated prior to the issue of New Shares, all relevant Application Moneys will be refunded without interest in accordance with the Corporations Act.

9.9 Governing law

The Share Purchase Plan and the SPP Offer are governed by the laws applicable in the State of Western Australia.

9.10 Currency

References to "$", "A$", "AUD", or "dollar" are references to Australian currency, unless expressly stated otherwise.

9.11 Time

References to time relate to Australian Western Standard Time (AWST), being the time in Perth, Western Australia, unless otherwise stated.

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10. Glossary

In this Offer Document, the following terms have the following meanings:

Application	A valid application for New Shares by an Eligible Shareholder.
Application Form	The application form accompanying this Offer Document.
Application Moneys	The moneys payable by Eligible Shareholders who apply for New Shares under the SPP Offer.
ASIC	The Australian Securities & Investments Commission.
Associate	Has the meaning given to that term under sections 10 to 17 of the Corporations Act.
ASX	ASX Limited (ACN 008 624 691), including the financial market operated by it as the Australian Securities Exchange.
ASX Listing Rules	The listing rules of ASX.
ASX Settlement	ASX Settlement Pty Ltd (ACN 008 504 532).
ASX Settlement Rules	The ASX Settlement Operating Rules.
AWST	Australian Western Standard Time, being the time in Perth, Western Australia.
Beneficiary	Has the meaning given to that term in Section 4.2, being an Eligible Shareholder on behalf of whom a Custodian holds Shares.
Board	The Company's Board of Directors.
Business Day	A day: (a) that is a business day as defined in the ASX Listing Rules; and (b) which is not a Saturday, Sunday, public holiday or bank holiday in Perth, Western Australia.
CHESS	Clearing House Electronic Sub-register System operated by ASX Settlement.
Closing Date	The closing date of the SPP Offer, being 5.00pm (AWST) on 24 May 2024, or such later date as determined by the Company if the SPP Offer is extended.
Company	Hot Chili Limited (ACN 130 955 725).
Corporations Act	The *Corporations Act 2001* (Cth).
Custodian	A custodian, trustee or nominee holder of Shares within the meaning of "custodian" in the SPP Instrument.
Custodian Certificate	A certificate by a Custodian for the purposes of section 8(3) of the SPP Instrument.
Director	A director of the Company as at the Offer Document Date.
Eligible Shareholder	A Shareholder who is: (a) a registered holder of Shares on the ASX on the Record Date; (b) has a registered address in Australia or New Zealand as shown in the Share Registry; (c) not in the United States or a US Person or acting for the account of or benefit of a US Person; and (d) eligible under all applicable securities laws to receive the SPP Offer.
Exempt Investor	An investor under section 708 of the Corporations Act to whom securities may be offered without a prospectus or other disclosure document.
Existing Share	A share issued before the Offer Document Date.

GST	Goods and services tax levied under the *A New Tax System (Goods and Services Tax) Act 1999* (Cth).
Holding Statement	A holding statement for securities under CHESS or Security Holder Reference Number.
IDPS	Has the meaning given to that term in ASIC Class Order CO 13/763.
New Shares	The Shares that may be issued under this Offer Document pursuant to the SPP Offer.
Offer Document	This offer document, including any electronic or online version of this offer document.
Offer Document Date	The date of this Offer Document, being 10 May 2024.
Offer Period	The period commencing on the Opening Date and ending on the Closing Date.
Offer Price	The price at which a New Share is offered to Eligible Shareholders under the SPP Offer, being $1 per New Share.
Opening Date	The opening date of the SPP Offer, being 10 May 2024.
Placement	The capital raising by way of placement of Shares to various institutional, professional and other investors to raise $24,900,000 (before costs), as announced by the Company on 6 May 2024.
Privacy Act	The *Privacy Act 1988* (Cth).
Record Date	The date at which eligibility of Shareholders to participate in the SPP Offer was determined, being 5.00pm (AWST) on 3 May 2024.
Scale-Back	Has the meaning given to that term in Section 2.5.
Section	A section of this Offer Document.
Share	A fully paid ordinary share in the capital of the Company.
Share Purchase Plan or **SPP**	The 2024 Share Purchase Plan established by the Company under the SPP Instrument in accordance with the SPP Terms.
Share Registry	The Company's share registry, being at the Offer Document Date Computershare Investor Services Pty Limited
Shareholder	The registered holder of a Share.
Shortfall	The New Shares offered under the SPP Offer for which valid Applications are not received from Eligible Shareholders before the Closing Date.
SPP Instrument	*ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.*
SPP Offer	An offer to each Eligible Shareholder to subscribe for up to $30,000 of New Shares at an issue price of $1.00 per New Share under the Share Purchase Plan, to raise up to $5,000,000.00 before costs.
SPP Price	$1.00 per New Share.
SPP Terms	The terms and conditions of the SPP Offer under the Share Purchase Plan, as set out in this Offer Document.
US Person	Any person in the United States of America or any person that is, or is acting for the account or benefit of, a "U.S. person" (as defined in Regulation S under the Securities Act of 1933 (USA), as amended).
Veritas	Veritas Securities Limited (ACN 117 124 535), AFSL no. 297043.
VWAP	Volume-weighted average price of Shares traded on ASX.

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Corporate Directory

Directors

Nicole Sheri Adshead-Bell	Non-Executive Chair
Christian Easterday	Managing Director
Mark Jamieson	Non-Executive Director
Stephen Paul Quin	Non-Executive Director
Roberto de Andraca Adriasola	Non-Executive Director

Company Secretary

Penelope Beattie

Registered Office

First Floor
768 Canning Highway
Applecross, Western Australia 6153

Telephone: +61 8 9315 9009

Website

www.hotchili.net.au

ASX Code

HCH

Lead Manager and Underwriter

Veritas Securities Limited
Level 4, 175 Macquarie Street
Sydney NSW 2000

Share Registry*

Computershare Investor Services Pty Ltd
Level 17, 221 St Georges Terrace
PERTH WA 6000

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

Auditor*

RSM Australia Partners
Level 32, Exchange Plaza
2 The Esplanade
Perth, Western Australia 6000

*Included for information purposes only. These entities have not been involved in the preparation of this Offer Document.