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OFFER DOCUMENT

Non-Renounceable Entitlement Offer

Hot Chili Limited
ACN 130 955 725

Entitlement Offer

For a non-renounceable, pro rata rights issue offer to Eligible Shareholders of 2 (two) New Shares for every 13 (thirteen) Shares held at the Record Date, at an issue price of A$0.60 per New Share, to raise up to approximately A$14 million before costs.

Shortfall Facility

Eligible Shareholders who take up their Entitlements in full may also apply for additional New Shares in the Shortfall Facility.

Offer Period

The Entitlement Offer and Shortfall Facility open on Wednesday, 13 August 2025 and close at 5:00pm (AWST) on Friday, 29 August 2025, unless they are extended.

Lead Manager

Veritas Securities Limited (AFSL No. 297043)

IMPORTANT NOTICES

This Offer Document and the accompanying Entitlement and Acceptance 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 that a prospectus would include for an offer of securities. If you have any questions about the Offer or this Offer Document, you should speak to your professional adviser.

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

The Company reserves the right, subject to the Corporations Act and the Listing Rules, to extend the Closing Date.

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

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Corporate Directory

Directors

Stuart Mathews	Non-Executive Chair
Christian Easterday	Managing Director
Mark Jamieson	Non-Executive Director
Fiona Van Maanen	Non-Executive Director
Roberto de Andraca Adriasola	Non-Executive Director

Company Secretary

Carol Marinkovich

Registered Office

First Floor
768 Canning Highway
Applecross, Western Australia 6153

Telephone: +61 8 9315 9009

ASX/TSX-V Code

HCH

Website

www.hotchili.net.au

Lawyers

Blackwall Legal LLP
Level 26, 140 St Georges Terrace
Perth, Western Australia 6000

Share Registry*

Computershare Investor Services Pty Limited
Level 17, 221 St Georges Terrace
Perth, Western Australia 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

Lead Manager

Veritas Securities Limited
Level 4, 175 Macquarie Street
Sydney, New South Wales 2000

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

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Important Information

Nature of document

This Offer Document is issued by the Company under section 708AA of the Corporations Act, as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*. It is dated 5 August 2025 and was lodged with ASX on that date. ASX does not take any responsibility for the contents of this Offer Document or the merits of the investment to which it relates. This Offer Document has not been lodged with ASIC.

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 Offer or Shares.

Eligible Shareholders should carefully read all of this Offer Document before making a decision about the Offer. Eligible Shareholders should pay particular attention to the risk factors set out in Section 5. These risks could affect the operations, financial position and performance of the Company.

Not investment or financial product advice

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 Offer will vary between Eligible Shareholders. Eligible Shareholders should contact their stockbroker, accountant or other professional adviser if they have any questions regarding the Offer and investing in the Company.

Publicly available information

This Offer Document should be read in conjunction with the public announcements and other public filings made by the Company which are available on the ASX market announcements platform (www.asx.com.au) using the Company's ASX code 'HCH', on SEDAR+ (www.sedarplus.ca) under the Company's issuer profile, as well as the Company's website (www.hotchili.net.au). These announcements do not contain all of the information that would be included in a prospectus, but still contain important information about the Company. Eligible Shareholders are encouraged to have regard to such materials before making a decision whether or not to participate in the Offer. These materials (and the contents of any websites on which they may be found) do not form part of this Offer Document.

The Company may release further announcements or make other filings after the date of this Offer Document and throughout the Offer Period, which may be relevant to Eligible Shareholders' consideration of the Offer. Eligible Shareholders are encouraged to check whether any new announcements or other filings have been released by the Company after the date of this Offer Document before deciding whether or not to participate in the Offer.

Disclaimer of representations

The Company has not authorised any person to give any information, or to make any representation, in relation to the Offer that is not contained in this Offer Document, and any such information or representation may not be relied on. Except and to the extent required by law, neither the Company nor any other person warrants or guarantees the future performance of the Company or any return on investment made pursuant to this Offer Document.

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 Offer Document Date, 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. They may be affected by matters such as those outlined in Section 5. 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 ASX 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.

Jurisdictional restrictions

The Company has not taken any action to register or qualify New Shares or the Offer, or otherwise to permit a public offering of New Shares, in any jurisdiction outside Australia and the Eligible Overseas Jurisdictions.

The distribution of this Offer Document (including in electronic form) in jurisdictions outside Australia and the Eligible Overseas Jurisdictions may be restricted by law and therefore persons outside Australia who obtain this Offer Document should seek advice on, and observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws. The Company disclaims all liability to such persons.

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This Offer Document does not constitute an offer or invitation in any jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or invitation.

By applying or paying for New Shares, an Eligible Shareholder represents and warrants that there has not been any breach of such laws.

Residents of New Zealand

The New Shares are only being offered under this Offer Document to Eligible Shareholders in New Zealand in reliance upon the *Financial Markets Conduct Act 2013* (New Zealand) and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021*.

This Offer Document is not an investment statement or prospectus under New Zealand law and may not contain all the information that such documents are required to contain.

Residents of Chile

The New Shares have not been, and will not be, registered under the securities law of Chile. Accordingly, this document may not be delivered to more than 49 persons in Chile in accordance with the conditions of the general ruling No. 336, as issued by the Financial Market Commission of Chile. There is no obligation to deliver public information relating to the Offer in Chile.

This document may be distributed, and the New Shares may be offered and sold, only to existing shareholders of the Company. The New Shares may not be offered to the public in Chile unless they are registered in the Securities Registry.

Residents of the United Kingdom

Neither this document nor any other document relating to the offer of New Shares 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 fewer than 150 persons who are existing shareholders of the Company. 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 (together "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.

Residents of Singapore

This document 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 relating to the 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 document has been given to you on the basis that you are an existing holder of the Company's shares. If you are not such a shareholder, 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.

Residents of Canada (Provinces of Alberta, British Columbia, Ontario and Quebec)

This document constitutes an offering of Entitlements and New Shares in the Canadian provinces of Alberta, British Columbia, Ontario and Quebec (the "Provinces") where existing Shareholders of the Company are resident. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in any Province or any other jurisdiction in Canada.

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

No prospectus has been, or will be, filed in any Province with respect to the offering of New Shares or the resale of such securities. Any person in a Province 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.

Any resale of the Entitlements or the New Shares in Canada must be made in accordance with applicable Canadian securities laws, which may require resales to be made in accordance with an exemption from prospectus requirements.

The Company as well as its directors and officers are 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 are 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.

Residents of 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 of 1933 and applicable US state securities laws.

The Offer is being made in the United States only to a limited number of shareholders of the Company who are "institutional accredited investors" (within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9) and (12) under the US Securities Act of 1933). In order to participate in the Offer, a US shareholder must sign and return a US investor certificate, together with an application form, that is available from the Company to confirm, amongst other things, that the US shareholder is an institutional accredited investor.

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 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 Acceptance, process the Acceptance, service your needs as a Shareholder, 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 Acceptances processed efficiently, or at all.

Governing law

This Offer Document and the accompanying Entitlement and Acceptance Form are governed by the laws of the State of Western Australia. Eligible Shareholders who apply for New Shares under the Offer submit to the non-exclusive jurisdiction of the courts of the State of Western Australia.

Meaning of terms and interpretation

Capitalised terms and certain other terms used in this Offer Document are defined in Section 0.

References to "our", "us" and "we" are references to the Company.

References to "I", "you" and "your" are references to an Eligible Shareholder.

In this Offer Document, the following rules of interpretation apply unless the context otherwise requires: (a) the singular includes the plural and the plural includes the singular; (b) other parts of speech and grammatical forms of a word or phrase defined in this Offer Document have a corresponding meaning; (c) a reference to a section or a paragraph is a reference to a section or a paragraph of this Offer Document; and (f) words and phrases not specifically defined in this Offer Document have the meaning given to them in the Corporations Act and a reference to a statutory provision is to the Corporations Act unless otherwise specified.

Currency

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

Time

References to time relate to the time in Perth, Western Australia, unless otherwise stated.

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Key Offer details

Offer	Details
Entitlement Offer	
Eligibility	Shareholders registered on the Record Date with an address in Australia or an Eligible Overseas Jurisdiction.
Ratio	2 (two) New Shares for every 13 (thirteen) Shares currently held.
Price per New Share	$0.60 (60 cents)
Number of New Shares offered	Up to approximately 23,648,228 Shares
Minimum subscription	Not applicable
Cash proceeds (before costs)	Up to approximately $14 million
Shortfall Facility	
Eligibility	Eligible Shareholders (Shareholders with registered addresses in Australia and an Eligible Overseas Jurisdiction registered on the Record Date).
Price per New Share	$0.60 (60 cents)

General enquiries

Any enquires relating to the Offer or this Offer should be made to the Company using the following contact details:

Attention: Carol Marinkovich, Company Secretary

Email: cosec@hotchili.net.au

By post: PO Box 1725, Applecross, Western Australia 6953

By telephone: +61 8 9315 9009

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Key dates

Event	Target Date
Announcement of Capital Raising to ASX Announcement of Capital Raising and Appendix 3B given to ASX.	Before commencement of trading, Tuesday, 5 August 2025
Release of Offer Document to ASX Release of Offer Document, notice under section 708AA(2)(f) of the Corporations Act, and ineligible shareholder letter to ASX	Before commencement of trading, Tuesday, 5 August 2025
"Ex" Date	Thursday, 7 August 2025
Record Date Determination of eligibility of Shareholders to participate in the Offer.	5:00pm (AWST) Friday, 8 August 2025
Opening Date Despatch of Offer Document and Acceptance Forms to Eligible Shareholders (last day). Offer opens for Applications.	Wednesday, 13 August 2025
Last day to extend the Offer Closing Date	Before 10:00am (AWST) / 12 noon Sydney time Thursday, 28 August 2025
Entitlement Offer Closing Date	5:00pm (AWST) Tuesday, 2 September 2025
Announce results Announcement to ASX with details of Acceptances and lodgement of Shortfall notification	Friday, 5 September 2025
Settlement Issue of New Shares under the Offer. Release of Appendix 2A to ASX.	Before 9:00am (AWST) / 12 noon Sydney time Tuesday, 9 September 2025
Quotation Quotation of New Shares on ASX commences on a normal basis	Wednesday, 10 September 2025

Note: These dates are indicative only and subject to change. Subject to the Listing Rules, the Company, may vary these dates without notice, including whether to close the Offer early, extend the Offer, or accept late Acceptances, either generally or in particular cases, without notification. In particular, the Company reserves the right to extend the Closing Date and to accept late Acceptances either generally or in particular cases. Any extension of the Closing Date will have a consequential effect on the allotment date of New Shares. The commencement of quotation of the New Shares is subject to confirmation from ASX. The listing of the New Shares on the TSX Venture Exchange (**TSXV**) is subject to the approval of the TSXV.

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1. Overview of the Offer and options available to you

1.1 The Entitlement Offer

Under this Offer Document, the Company makes a pro-rata non-renounceable entitlement offer of 2 (two) fully paid ordinary shares (**New Shares**) for every 13 (thirteen) Shares held by eligible shareholders at 5:00pm (AWST) on Friday, 8 August 2025 (**Record Date**).

Details of the Entitlement Offer and how to apply are outlined in Sections 2 and 3.

1.2 Shortfall Facility

Any New Shares not applied for under the Entitlement Offer will form part of the Shortfall.

Eligible Shareholders who take up their Entitlements in full may also apply for additional New Shares comprising the Shortfall in the Shortfall Facility.

Details of the Shortfall Facility and how to apply are outlined in Sections 2 and 3.

New Shares in excess of Entitlements will only be allocated to Eligible Shareholders if and to the extent that the Company determines in its absolute discretion based on the Allocation Policy outlined in Section 2.6.

1.3 Options available to you

If you are an Eligible Shareholder, you may take one of the following actions:

(a) take up all or part of your Entitlement – see Section 3.2;

(b) take up all of your Entitlement and apply for additional New Shares under the Shortfall Facility – see Section 3.3;

(c) take up part of your Entitlement and allow the balance to lapse – see Sections 3.2 and 3.4; or

(d) do nothing, in which case your Entitlement will lapse and you will receive no value for the lapsed Entitlement – see Section3.4.

If you are a Shareholder that is not an Eligible Shareholder, you are an '**Ineligible Shareholder**'. Ineligible Shareholders are not entitled to participate in the Entitlement Offer and should refer to Section 2.11 for further information.

1.4 No underwriting

The Entitlement Offer is not underwritten.

1.5 Rights of New Shares

The New Shares issued under the Entitlement Offer will be fully paid and rank equally with existing Shares on issue. The rights attaching to the New Shares are set out in the Company's constitution and are regulated by the Corporations Act, Listing Rules and general law. Further details of the rights attaching to Shares are set out in Section 6.

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1.6 Purpose of the Entitlement Offer

The Entitlement Offer provides an opportunity for all Eligible Shareholders to participate in the funding of the Company at a pivotal time, removing near-term funding uncertainty and providing a pathway to delivering several transformational catalysts over the coming months, including:

- **Completion of the Company's asset-level strategic partnering process**

  As detailed in the Company's recent quarterly report for the period ending 30 June 2025 (released 29 July 2025), following completion of the pre-feasibility studies (**PFS**) for Costa Fuego and Huasco Water, the Company has initiated asset-level strategic partnering processes (**Partnering Process**) to introduce one or more qualified partners with the financial, technical and operational capability to assist in funding and delivering each project.

  The Partnering Process is ongoing, and the Company confirms it is currently assessing several non-binding, indicative, incomplete and conditional proposals. The Partnering Process may result in a range of possible transactions for the projects. Shareholders are cautioned that there is no certainty the Partnering Process will result in a transaction or binding agreement.

- **Commencement of phase-two diamond drilling at the La Verde copper-gold discovery**

  The La Verde copper-gold (Cu-Au) discovery (**La Verde**) is located approximately 30km south of the Company's Costa Fuego Cu-Au Project (**Costa Fuego**) planned central processing hub, at low elevation, in the coastal range of the Atacama region, Chile.

  The Company concluded a phase-one drilling campaign across La Verde on 10 April 2025, with a total of 31 reverse circulation (RC) drill holes (9,600 m) completed to date. Drill results have defined an extensive +0.2% Cu mineralisation footprint of 1,000 m by 750 m extending up to 400 m vertical depth and remaining open laterally and at depth.

  Importantly, multiple distinct higher-grade centres have been confirmed from near surface, with several stand-out drill results reported including 308m grading 0.5% Cu and 0.3g/t Au from 46m depth to end of hole, which included 100m grading 0.7% Cu, 0.3g/t Au from 118m depth (announced 18 December 2024). Over half of Hot Chili's drill holes have ended in significant mineralisation (at the depth of RC drill rig capability).

  Planned diamond drilling is expected to facilitate a maiden resource estimate for La Verde, providing near-term, material resource growth and potential front-end, open pit, higher grade mine life additions for Costa Fuego.

Further details

The information in this Section 1.6 is extracted from the Company's announcements to ASX, which are available on the ASX market announcements platform (https://www.asx.com.au/markets/trade-our-cash-market/historical-announcements) using the Company's ASX code 'HCH', or the Company's website (https://www.hotchili.net.au/investors/market-announcements/). The information in this announcement that relates to exploration results for the La Verde project was previously reported in the Company's announcements released to ASX on 18 December 2024 'Hot Chili Intersects Significant Copper-Gold, Porphyry-style Mineralisation at La Verde' and 19 May 2025 'Hot Chili Announces Latest Drill Results for La Verde, Doubling Porphyry Discovery Footprint', which are available to view on the Company's website at www.hotchili.net.au/investors/market-announcements/. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements.

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2. The Offer

2.1 Entitlement Offer

Under the Entitlement Offer, Eligible Shareholders are invited to subscribe for 2 (two) New Shares for every 13 (thirteen) Shares held at the Record Date, at an issue price of $0.60 per New Share, to raise up to approximately $14 million before costs.

All New Shares issued pursuant to the Entitlement Offer will be issued as fully paid and will rank equally in all respects with the Existing Shares on issue. Further details of the rights attaching to Shares are set out in Section 6.

Eligible Shareholders may apply for New Shares but are not required to do so.

Please refer to Section 3 for details on how to accept the Offer and apply for New Shares under the Entitlement Offer.

2.2 Entitlement and eligibility

The Entitlement Offer is made to Eligible Shareholders only.

Eligible Shareholders are those holders of Shares who:

(a) are registered as a holder of Shares on the Record Date;

(b) have an address on the register in Australia or an Eligible Overseas Jurisdiction;

(c) if in the United States of America or are acting for the account or benefit of a person in the United States of America to the extent such persons hold Shares for the account or benefit of persons in the United States of America, that person is an "institutional accredited investors" (within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9) and (12) under the US Securities Act of 1933) who has signed and returned a US investor certificate, together with an application form, that is available from the Company to confirm, amongst other things, that the US shareholder is an institutional accredited investor; and

(d) are otherwise eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus or offer document to be lodged or registered.

All Shareholders with a registered address in Australia or an Eligible Overseas Jurisdiction and who are registered as the holder of Shares at 5:00pm (AWST) on Friday, 8 August 2025 (**Record Date**) are Eligible Shareholders. The Entitlement Offer is not extended to Shareholders who do not meet this criterion.

The number of New Shares to which Eligible Shareholders are entitled (i.e. their **Entitlement**) is shown on each Eligible Shareholder's Entitlement and Acceptance Form accompanying this Offer Document. Where the determination of the Entitlement of any Eligible Shareholder results in a fraction of a New Share, such fraction will be rounded to the nearest whole New Share.

An Eligible Shareholder's Entitlement to participate in the Entitlement Offer will lapse if not accepted by the Closing Date. Any New Shares not applied for will form part of the Shortfall.

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

- reject any application that it believes comes from a person who is not an Eligible Shareholder; and

- 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 Entitlement Offer proves to be false, exaggerated or unsubstantiated.

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

2.3 Non-Renounceable Entitlement Offer

The Entitlement Offer is non-renounceable. Accordingly, Entitlements will not be tradeable on ASX or otherwise transferable.

2.4 No minimum subscription

The Offer is not subject to any minimum subscription condition or requirement.

2.5 Shortfall Facility

Any New Shares not subscribed for under the Entitlement Offer will form the Shortfall and will be offered under the Shortfall Facility.

The Shortfall Offer is a separate offer under this Offer Document. The issue price of the New Shares under the Shortfall Offer is $0.60 (i.e. the Offer Price).

The funds raised under the Shortfall Offer will be applied towards the same uses as the Entitlement Offer (see Section 4.1).

An Eligible Shareholder may apply for New Shares under the Shortfall Offer provided they are eligible under all applicable securities laws to receive an offer under the Shortfall Offer.

The Company cannot guarantee that Eligible Shareholders will receive the number of New Shares applied for under the Shortfall Facility. If an Eligible Shareholder does not receive any or all of the New Shares applied for under the Shortfall Facility, the excess Application Moneys will be returned without interest.

2.6 Allocation policy and scale back for Shortfall Facility

In the event that Acceptances for New Shares under the Shortfall Facility exceed the total amount of the Shortfall, the Directors will have absolute discretion as to how to allocate the Shortfall under the Shortfall Facility.

In exercising this discretion:

- the Directors propose to allocate the Shortfall in a manner considered appropriate to applicants having regard to the best interests of the Company and the Company's desire to maximise the funds raised from the Offer;
- subject to the above, the Directors will generally endeavour to allocate the Shortfall in a manner which is considered fair to those applicants, having regard to their existing shareholding interests;
- the Directors will not allocate any portion of the Shortfall to an applicant who is a 'related party' of the Company (for the purposes of the Listing Rules) in priority to, or to the exclusion of, any other applicant, and in any event only to the extent permitted by the Listing Rules;

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- the Company will not allocate New Shares under the Shortfall Facility to the extent that the voting power in the Company of the applicant and their Associates (if known) exceeds the takeover thresholds in the Corporations Act (i.e., acquiring voting power of 20% or more in the Company, or increasing an existing controlling voting power of more than 20%); and

- the Directors will not otherwise exercise their discretion regarding allocation of the Shortfall in a manner likely to exacerbate a potential unacceptable control effect, except to the extent they consider necessary (acting reasonably) to prevent the issue of New Shares contrary to law or the Listing Rules.

The Company cannot guarantee that Eligible Shareholders who apply under the Shortfall Facility will receive the number of New Shares applied for. If an Eligible Shareholder does not receive any or all of the New Shares subscribed for, the excess Application Monies will be returned to them without interest.

2.7 Placement of remaining shortfall

If there is a further shortfall after completion of the Offer (including the Shortfall Facility), the Company reserves the right to place any further shortfall with any professional or sophisticated investors residing in Australia (**Shortfall Placement**) at the discretion of the Board for a period of up to 3 months following the close of the Offer.

New Shares issued under the Shortfall Placement will be issued at a price of $0.60 per New Share.

2.8 Timetable for the Offer

The indicative timetable for the Offer is set out in the key dates section on page 2.

2.9 Nominees, custodians and trustees

Persons acting as nominees, trustees, or custodians for other persons must not take up any Entitlements on behalf of, or send any documents related to the Offer to, any person in any jurisdiction where it is unlawful to do so, or to any person that is acting for the account or benefit of a person in any jurisdiction where it is unlawful to do so. By applying for New Shares under this Offer Document, including by submitting an Entitlement and Acceptance Form or making a payment using BPAY® or EFT, a nominee, trustee or custodian represents and warrants this is the case.

The Company is not required to determine whether or not a registered holder or investor is acting as a nominee, trustee or custodian or the identity or residence of any beneficial holder of Shares.

Where any person is acting as a nominee, trustee or custodian for a foreign person, that person, in dealing with its beneficiary, will need to assess whether indirect participation in the Offer by the beneficiary complies with applicable laws.

2.10 Shareholders outside Australia

(a) **General restrictions**

Neither this Offer Document nor the Entitlement and Acceptance Form constitutes an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

The distribution of this Offer Document and accompanying Entitlement and Acceptance Form (including electronic copies) outside Australia or an Eligible Overseas Jurisdiction may be restricted by law and therefore persons who come into possession of this Offer Document should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

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The Entitlement Offer is made to all Eligible Shareholders. The Company is not required to determine whether or not any registered Eligible Shareholder holds Shares on behalf of persons who are resident outside Australia or an Eligible Overseas Jurisdiction (including nominees, custodians and trustees) or the identity or residence of any beneficial owners of Shares.

Any Eligible Shareholders who hold Shares on behalf of persons who are resident outside Australia and an Eligible Overseas Jurisdiction are responsible for ensuring that any dealing with New Shares issued under the Entitlement Offer do not breach the laws and regulations in the relevant overseas jurisdiction, and should seek independent professional advice and observe any applicable restrictions relating to the taking up of Entitlement or the distribution of this Offer Document or the Entitlement and Acceptance Form.

(b) **New Zealand resident Shareholders**

The Entitlement Offer is made to Eligible Shareholders with an address in New Zealand, in reliance on the *Financial Markets Conduct Act 2013 (New Zealand)* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021*.

The New Shares are not being offered or sold to the public within New Zealand other than to such Eligible Shareholders.

Neither this Offer Document nor either Offer has been registered, filed with or approved by any New Zealand regulatory authority. This Offer Document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

(c) **Chile resident Shareholders**

The New Shares have not been, and will not be, registered under the securities law of Chile. Accordingly, this document may not be delivered to more than 49 persons in Chile in accordance with the conditions of the general ruling No. 336, as issued by the Financial Market Commission of Chile. There is no obligation to deliver public information relating to the Offer in Chile.

This document may be distributed, and the New Shares may be offered and sold, only to existing shareholders of the Company. The New Shares may not be offered to the public in Chile unless they are registered in the Securities Registry.

(d) **United Kingdom resident Shareholders**

Neither this document 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.

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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.

(e) **Singapore resident Shareholders**

This document 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 document 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.

(f) **Canadian resident Shareholders in the Provinces of Alberta, British Columbia, Ontario and Quebec**

This document constitutes an offering of the Entitlements and the New Shares in the Canadian provinces of Alberta, British Columbia, Ontario and Quebec (the "Provinces") where existing Shareholders of the Company are resident. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in any Province or any other jurisdiction in Canada.

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

No prospectus has been, or will be, filed in any Province with respect to the offering of New Shares or the resale of such securities. Any person in a Province 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.

Any resale of the Entitlements or the New Shares in Canada must be made in accordance with applicable Canadian securities laws, which may require resales to be made in accordance with an exemption from prospectus requirements.

The Company as well as its directors and officers are 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 are 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.

(g) **United States resident Shareholders who are "institutional accredited investors"**

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 of 1933 and applicable US state securities laws.

The Offer is being made in the United States only to a limited number of shareholders of the Company who are "institutional accredited investors" (within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9) and (12) under the US Securities Act of 1933). In order to participate in the Offer, a US shareholder must sign and return a US investor certificate, together with an application form, that is available from the Company to confirm, amongst other things, that the US shareholder is an institutional accredited investor.

2.11 Ineligible Shareholders

The Offer is not made to Shareholders who on the Record Date have a registered address outside Australia or an Eligible Overseas Jurisdiction (i.e. Ineligible Shareholders).

In making the decision to not extend the Offer to Ineligible Shareholders, the Company has taken into account:

- the small number Shareholders outside Australia and the Eligible Overseas Jurisdictions;
- the number and value of New Shares that would be offered to Shareholders outside Australia and the Eligible Overseas Jurisdictions; and
- the cost of complying with the legal requirements and requirements of regulatory authorities in the overseas jurisdictions.

2.12 Taxation implications

The Directors do not consider that it is appropriate to give potential applicants advice regarding the taxation consequences of applying for New Shares under this Offer Document as it is not possible to provide a comprehensive summary of the possible taxation positions of potential applicants.

The Company, its advisers and officers do not accept any responsibility or liability for any taxation consequences to potential applicants in relation to the Offer.

Potential applicants should, therefore, consult their own tax adviser in connection with the taxation implications of the Offer.

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3. Accepting the Offer and how to apply for your Entitlement

3.1 Options available to you

The number of New Shares to which each Eligible Shareholder is entitled is shown on the personalised Entitlement and Acceptance Form accompanying this Offer Document.

An Eligible Shareholder may do any of the following:

(a) accept their Entitlement in full or in part – see Section 3.2;

(b) accept their Entitlement in full and apply for additional New Shares under the Shortfall Facility – see Section 3.3;

(c) accept part of their Entitlement and allow the balance to lapse – see Sections 3.2 and 3.4; or

(d) do nothing and allow all of their Entitlement to lapse – see Section 3.4.

3.2 Accepting Entitlement in full or in part

To accept the Entitlement in full or in part, an Eligible Shareholder may either:

- make a payment through the BPay® facility for the number of New Shares that the Eligible Shareholder wishes to apply for in accordance with the instructions on the Entitlement and Acceptance Form – see Section 3.6; or

- make a payment by EFT for the number of New Shares that the Eligible Shareholder wishes to apply for in accordance with the instructions accompanying the Entitlement and Acceptance Form – see Section 3.7. EFT payment is only available to Eligible Shareholders in Eligible Overseas Jurisdictions who are unable to make a BPay® payment.

3.3 Accepting Entitlement in full and applying for additional New Shares under the Shortfall Facility

Eligible Shareholders who wish to accept their Entitlement in full and apply for New Shares under the Shortfall Facility may either:

- make a payment through the BPay® facility for all of their Entitlement and the number of additional New Shares that the Eligible Shareholder wishes to apply for in accordance with the instructions on the Entitlement and Acceptance Form – see Section 3.6; or

- make a payment by EFT for all of their Entitlement and the number of additional New Shares that the Eligible Shareholder wishes to apply for in accordance with the instructions accompanying the Entitlement and Acceptance Form – see Section 3.7. EFT payment is only available to Eligible Shareholders in Eligible Overseas Jurisdictions who are unable to make a BPay® payment.

The allocation and issue of New Shares under the Shortfall Facility will be determined by the Directors in their discretion. The allocation policy in relation to the Shortfall Facility is set out in Section 2.5.

3.4 Allowing Entitlement to lapse

Eligible Shareholders who do not wish to accept any of their Entitlement are not required to take any action.

If an Eligible Shareholder does not accept all of their Entitlement, then:

- the balance of their Entitlement will lapse and the New Shares that are not subscribed for will form part of the Shortfall; and
- their percentage shareholding in the Company will be diluted and reduce.

3.5 Payment

Payment should be made using BPAY® (see Section 3.6).

If you are based in an Eligible Overseas Jurisdiction and unable to pay using BPAY®, payments can be made by Electronic Funds Transfer (**EFT**) (see Section 3.7).

Cash, cheques, bank drafts and money order payments will not be accepted. Receipts for payments will not be issued.

The Company will treat you as applying for as many New Shares as your payment will pay for in full up to your Entitlement. If your payment will pay for more than your full Entitlement, the Company will treat you as applying for your full Entitlement and in respect of any excess amount, applying for as many additional New Shares under the Shortfall Facility as it will pay for in full.

Any Application Monies received for more than your final allocation of New Shares will be refunded as soon as practicable after the close of the Entitlement Offer. No interest will be paid to applicants on any Application Monies received or refunded.

If you have multiple holdings and consequently receive more than one personalised Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings only use the CRN specific to that holding. If you do not use the correct CRN specific to that holding your application will not be recognised as valid.

3.6 Payment by BPay®

Eligible Shareholders who wish to accept their Entitlement, or accept their Entitlement in full and apply for New Shares under the Shortfall Facility, using BPay® should follow the instructions on the Entitlement and Acceptance Form which includes including the 'Biller Code' and the Eligible Shareholder's individual 'Customer Reference Number'. Eligible Shareholders can access their personalised Entitlement and Acceptance Form containing BPay® payment instructions online at www.computersharecas.com.au/hchoffer.

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 Entitlement and Acceptance Form. 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.

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 Offer Price (i.e. $0.60 per New Share).

If BPay® is used, an Entitlement and Acceptance Form **does not** need to be submitted to the Company. However, by paying Application Monies, the Eligible Shareholder will be taken to have made the declarations on the Entitlement and Acceptance Form. If payment is not received for the full Entitlement, an Eligible Shareholder will be deemed to have taken up their Entitlement in respect of such whole number of New Shares that is covered by their Application Monies.

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The Company will treat you as applying for as many New Shares as your payment will pay for in full up to your Entitlement. If your payment will pay for more than your full Entitlement, the Company will treat you as applying for your full Entitlement and in respect of any excess amount, applying for as many additional New Shares under the Shortfall Facility as it will pay for in full.

Any Application Monies received for more than your final allocation of New Shares will be refunded as soon as practicable after the close of the Entitlement Offer. No interest will be paid to applicants on any Application Monies received or refunded.

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

Eligible Shareholders should take into account, when making an application 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 Monies are received before the Closing Date.

3.7 Payment by Electronic Funds Transfer (EFT)

Payment by electronic funds transfer (**EFT**) should be made according to the instructions accompanying the Entitlement and Acceptance Form using the unique payment reference number shown on the form. Eligible Shareholders in Eligible Overseas Jurisdictions can access electronic funds transfer payment instructions from www.investorcentre.com/au by using the 'Single holding' login option, selecting 'Documents' and downloading the document titled 'Entitlement Acceptances'.

The reference number shown on each Entitlement and Acceptance Form (**Reference Number**) is used to identify your holding. If you have multiple holdings you will have multiple Reference Numbers. You must use the Reference Number to pay for each holding separately. Failure to do so may result in an underpayment. If you pay by EFT and do not pay for your full Entitlement, the remaining Entitlement will form part of the Shortfall.

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 Offer Price (i.e. $0.60 per New Share).

If EFT is used, an Entitlement and Acceptance Form **does not** need to be submitted to the Company. However, by paying Application Monies, the Eligible Shareholder will be taken to have made the declarations on the Entitlement and Acceptance Form. If payment is not received for the full Entitlement, an Eligible Shareholder will be deemed to have taken up their Entitlement in respect of such whole number of New Shares that is covered by their Application Monies.

The Company will treat you as applying for as many New Shares as your payment will pay for in full up to your Entitlement. If your payment will pay for more than your full Entitlement, the Company will treat you as applying for your full Entitlement and in respect of any excess amount, applying for as many additional New Shares under the Shortfall Facility as it will pay for in full.

Any Application Monies received for more than your final allocation of New Shares will be refunded as soon as practicable after the close of the Entitlement Offer. No interest will be paid to applicants on any Application Monies received or refunded.

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

3.8 Entitlement and Acceptance Form is binding

A payment made through BPAY® or by EFT constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Offer Document and, once paid, cannot be withdrawn. The Company's decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By making a payment by BPAY® or by EFT, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

(a) you are (or the person on whose account you are acting is) an Eligible Shareholder;

(b) you have read and understand this Offer Document and your personalised Entitlement and Acceptance Form in their entirety;

(c) you agree to be bound by the terms of the Entitlement Offer, the provisions of this Offer Document (and accompanying Entitlement and Acceptance Form), and the Company's constitution;

(d) you authorise the Company to register you as the holder(s) of New Shares allotted to you;

(e) you declare that all details and statements in the personalised Entitlement and Acceptance Form are complete and accurate;

(f) you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Entitlement and Acceptance Form;

(g) once the Company receives any payment of Application Monies via BPAY® or by direct transfer, you may not withdraw your Acceptance or Application Monies provided except as allowed by law;

(h) you agree to apply for and be issued up to the number of New Shares for which you have submitted payment of any Application Monies via BPAY® or by direct transfer, at the Offer Price per New Share;

(i) you authorise the Company, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;

(j) you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date;

(k) the information contained in this Offer Document and your personalised Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;

(l) this Offer Document is not a prospectus, does not contain all of the information that you may require in order to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to ASX and pursuant to Canadian securities laws on SEDAR+;

(m) you understand the statement of risks in Section 5, and that investments in the Company are subject to risk;

(n) neither the Company, its related bodies corporate and affiliates and its directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the Company, the performance of the New Shares offered under the Entitlement Offer, nor do they guarantee the repayment of capital;

(o) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and of your holding of Shares on the Record Date;

(p) you authorise the Company to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;

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(q) you agree that determination of eligibility of investors for the purposes of the Entitlement Offer was determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company, and the Company, its related bodies corporate and affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise of that discretion to the maximum extent permitted by law;

(r) the law of any place does not prohibit you from being given this Offer Document and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Shares and that you are otherwise eligible to participate in the Entitlement Offer; and

(s) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia or, subject to the restrictions in Section 2.10, an Eligible Overseas Jurisdiction.

3.9 Application Money to be held on trust

Application Money will be held by the Company on trust in accordance with the requirements of the Corporations Act until the New Shares to which the Application Money pertains are issued under the 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.

3.10 Quotation of New Shares

New Shares under the 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 in the key dates section on page 2.

New Shares issued under the Shortfall Facility will be issued on a progressive basis.

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

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

The Company has applied to list the New Shares on the TSXV. Listing will be subject to the Company fulfilling all of the listing requirements of the TSXV. The Entitlements will not be listed on the TSXV.

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.

3.11 No brokerage

No brokerage is payable in relation to the Offer.

3.12 CHESS

The Company participates in CHESS operated by ASX Settlement (a wholly owned subsidiary of ASX), in accordance with the ASX Listing Rules and ASX Settlement Rules. The Company operates an electronic issuer-sponsored sub-register and an electronic CHESS sub-register. The two sub-registers together make up the Company's principal register of Securities.

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Under CHESS, the Company will not issue certificates to Eligible Shareholder who accept their Entitlement. Instead, the Company will provide Eligible Shareholder with a Holding Statement (similar to a bank account statement) that sets out the number of Offer Securities allotted to them under this Offer Document.

This statement also advises Shareholders of either their Holder Identification Number (**HIN**) in the case of a holding on the CHESS sub-register or Security Holder Reference Number (**SRN**) in the case of a holding on the issuer sponsored sub-register.

A statement will be routinely sent to holders at the end of any calendar month during which their holding changes. A holder may request a statement at any other time. However, a charge may be incurred for additional statements.

3.13 Privacy

If you apply for New Shares you will be providing personal information to the Company and the Share Registry. The Company and the Share Registry collect, hold and use your personal information in order to assess your application, service your needs as an investor, provide facilities and services that you request, carry out appropriate administration and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Share Registry.

Collection, maintenance and disclosure of certain personal information are governed by legislation including the Privacy Act (as amended), the Corporations Act and certain rules of ASX. If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your application.

Under the Privacy Act, you may request access to your personal information held by, or on behalf of, the Company or the Share Registry. You can request access to your personal information by writing to the Company through the Share Registry at:

Hot Chili Limited
C/- 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)

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4. Purpose and effect of the Offer

4.1 Purpose of the Offer and use of funds from the Offer

The purpose of the Offer is to raise up to approximately $14 million before costs, which, together with the Company's existing cash and tradeable securities, will be used for:

- completion of the Company's asset-level strategic partnering process;
- commencement of phase-two diamond drilling at the La Verde copper-gold discovery; and
- corporate costs and general working capital requirements.

The Company proposes to use the funds from the Offer as set out in the table below (amounts are rounded to the nearest $1,000).

Use	50% subscription to the Offer ($7 million)	100% subscription to the Offer ($14 million)
Completion of the Company's asset-level strategic partnering process;	$1,400,000	$1,400,000
Commencement of phase-two diamond drilling at the La Verde copper-gold discovery	$1,500,000	$3,000,000
Estimated costs of the Offer [1]	$250,000	$450,000
General working capital [2]	$3,850,000	$9,150,000
Total	**$7,000,000**	**$14,000,000**

Notes:

1. The Company has not paid any costs of the Offer as at the Offer Document Date.
2. Working capital costs comprises the Company's administrative and overhead costs, including operating expenses, accounting costs, auditing costs, insurance costs, legal costs, Share Registry costs, Directors' fees, ASX fees and regulatory compliance costs.

The information set out in the above table is a statement of present intention as at the Offer Document Date. The exact amount of funds spent by the Company will depend on many factors that cannot be presently ascertained. Accordingly, the Directors reserve the right to alter how the funds raised will be applied.

4.2 Principal effects of the Offer on the Company

The principal effect of the Offer if fully subscribed will be to:

(a) increase the number of Shares on issue by up to approximately 23,648,228 Shares, from 153,713,485 Shares at the Record Date to up to 177,361,713 Shares; and

(b) increase the Company's cash position by up to approximately $14 million (before costs).

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4.3 Capital structure

The table below sets out the potential effect of the Offer on the Company's capital structure, assuming full (100%) subscription to the Offer.

Security	Full Subscription to Offer (100%)
Shares	
Shares on issue prior to Offer	153,713,485
New Shares offered under the Offer (approximately)	23,648,228
Shares on issue after the Offer (approximately)	**177,361,713**
Convertible securities	
Unlisted Options on issue[1]	1,914,000
Service Rights (HCHAW)	1,308,391
Performance Rights (HCHAJ)	2,263,395

Notes:

1 The unlisted Options are all Options expiring 25 July 2026 and exercisable at $1.50 each (HCHAX).

4.4 Substantial Shareholders

Based on latest publicly available information, the Shareholders (and their Associates) in the table below have a substantial holding (i.e. control 5% or more of the issued Shares) in the Company at the Offer Document Date.

Name	Latest available holding	Percentage of total Shares on issue
Glencore Australia Holdings Pty Ltd	11,450,890	7.45%
Murray Edward Black (grouped)	8,367,481	5.44%
GS Group Australia Pty Ltd as trustee for the GS Group Australia Trust	8,320,123	5.41%

Note:

The table above does not include interests pursuant to Options or performance rights (if any), nor the potential holdings if Shares are issued on the exercise of Options or performance rights (if any).

The Company has not received any commitments from existing substantial Shareholders as to whether they will accept their Entitlements.

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4.5 Directors' interests

The table below sets out the Relevant Interest of each of Director in the Securities of the Company at the Offer Document Date.

Director	Shares	Options	Service Rights	Performance Rights
Stuart James Mathews	-	-	-	-
Christian Easterday	1,359,078[1]	-	276,250[2]	635,375[2]
Mark Jamieson	-	-	-	-
Fiona Jayne Van Maanen	-	-	-	-
Roberto de Andraca Adriasola	150,000	-	87,000	-
Total	**1,509,078**	**Nil**	**363,250**	**635,375**

Notes:

1. Shares held as follows:
   (a) 438,430 directly held by Mr Easterday;
   (b) 181,049 indirectly held through Ostertag Holdings Pty Ltd as trustee for Easterday Super Fund;
   (c) 738,570 indirectly held through Ostertag Holdings Pty Ltd as trustee for Easterday Family Trust; and
   (d) 1,029 indirectly held through Ingrid Easterday.
2. Held by Ostertag Holdings Pty Ltd as trustee for the Easterday Family Trust.

4.6 Directors' Entitlements and commitments

The table below sets out the Entitlements of Directors (and their associates) and intentions of Directors who have committed to accepting their full Entitlements.

Director Name	Current holding[1]	Entitlement	Entitlement committed to	Estimated post-Offer holding	Estimated post-Offer percentage holding[2]
Stuart Mathews	-	-	-	-	0.00%
Christian Easterday	1,359,078	209,089	209,089	1,568,167	0.88%
Mark Jamieson	-	-	-	-	0.00%
Fiona Van Maanen	-	-	-	-	0.00%
Roberto de Andraca Adriasola	150,000	23,077	-	150,000	0.08%
Total	**1,509,078**	**232,166**	**209,089**	**1,718,167**	**0.97%**

Notes:

1. The holdings shown in this table do not include holdings of convertible securities (refer table in Section 4.5 for holdings of existing options and performance rights).
2. Assumes that the maximum of 23,648,228 New Shares are issued under the Offer.

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4.7 Effect on control

The potential effect that the Offer could have on the control of the Company, and the consequences of that effect, will depend upon a number of factors, including investor demand and Existing Shareholdings.

If all Eligible Shareholders subscribe for their Entitlements in full, each Eligible Shareholder's percentage shareholding should remain substantially the same as at the Record Date, save for adjustments as a result of Ineligible Shareholders not being able to subscribe under the Entitlement Offer. In such instance, the Offer should not have a material effect on control of the Company.

The Offer is not expected to have any material effect on control of the Company.

The Company has not appointed a sale nominee for Ineligible Shareholders under section 615 of the Corporations Act. Accordingly, Eligible Shareholders may not rely on the rights issue exception to the takeover restrictions set out in item 10 of section 611 of the Corporations Act in relation to the Entitlement Offer. Therefore, the Company will not issue New Shares under either Offer in circumstances where it is aware doing so will result in a person's voting power increasing above 20% or increasing an existing voting power of more than 20%.

4.8 Effect on interests of Existing Shareholders

The potential effect the Offer will have on each Shareholder's relevant interest in Shares and voting power in the Company is summarised as follows:

- If all Eligible Shareholders take up their Entitlement in full, each Eligible Shareholder's percentage interest in the total issued Shares will remain the same and not be diluted.
- In the more likely event that not all Eligible Shareholders subscribe for their full Entitlement and a Shortfall remains, Eligible Shareholders who do not subscribe for their full Entitlement under the Entitlement Offer and Ineligible Shareholders unable to participate in the Entitlement Offer will be diluted relative to those Shareholders who subscribe for some or all of their Entitlement. The extent of the dilution will depend on the degree to which Eligible Shareholders take up their Entitlement.
- Eligible Shareholders may apply for additional New Shares under the Shortfall Facility. However, as noted above, the Company will not issue New Shares under the Shortfall Facility to the extent it may result in the voting power of a person and their Associates exceeding 20%, or increasing an existing voting power of more than 20%.

The table below sets out the estimated maximum dilutive effect of the Offer on Existing Shareholders, assuming various subscription scenarios and that other Shares are not issued (including on the exercise of Options or vesting of Performance Rights) prior to the close of the Offer.

Scenario	New Shares issued to Eligible Shareholders	Maximum Shortfall Shares issued	Dilution to Existing Shareholders as a result of Shortfall only[1]
100% subscription under Entitlement Offer	23,648,228	0	0.00%
75% subscription under Entitlement Offer	17,736,171	5,912,057	3.33%
50% subscription under Entitlement Offer	11,824,114	11,824,114	6.67%

Scenario	New Shares issued to Eligible Shareholders	Maximum Shortfall Shares issued	Dilution to Existing Shareholders as a result of Shortfall only[1]
25% subscription under Entitlement Offer	5,912,057	17,736,171	10.00%
0% subscription under Entitlement Offer	0	23,648,228	13.33%

Notes:

1. The dilution percentages assume that all Shortfall Shares are issued to investors other than Eligible Shareholders.
2. Calculations are based on 153,713,485 Shares on issue and assumes a maximum of 23,648,228 New Shares are issued.

4.9 Effect on financial position

The Company will raise up to approximately $14 million from the Offer (before costs).

4.10 Effects of the Offer on activities

The issue of New Shares under the Offer will provide funds for the purposes set out in Section 4.1.

5. Risk factors

5.1 Introduction

Activities in the Company and its subsidiaries (the **Group**), as in any business, are subject to risks, which may impact on the Company's future performance. The Group has implemented appropriate frameworks, strategies, actions, systems and safeguards for known risks, however, some are outside its control.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which potential Applicants and Shareholders need to be aware in evaluating the Company's business and risks of increasing your investment in the Company.

5.2 Specific risks relating to the Company

The following risks have been identified as being key risks specific to an investment in the Company. These risks may adversely affect the Company's financial position, prospects and price of its quoted Securities

(a) **Exploration**

The success of the Company depends on the delineation of economically mineable reserves and resources, access to required development capital, movement in the price of commodities, securing and maintaining title to the Company's exploration and mining tenements and obtaining all consents and approvals necessary for the conduct of its exploration activities.

The actual costs of exploration may materially differ from those estimated by the Company. There cannot be any assurance that the cost estimates and the underlying assumptions used as a basis for those estimates will be realised in practice, which may materially and adversely affect the Company's viability.

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(b) **Sovereign risks**

While Chile is considered to be one of South America's most politically stable and prosperous nations, it may nonetheless be subject to social and economic uncertainty. Civil and political unrest and outbreaks of hostilities in Chile could affect the Company's access to its projects and subsequent exploration and development.

Adverse changes in government policies or legislation in Chile affecting foreign ownership of mineral interests, taxation, profit repatriation, royalties, land access, labour relations, and mining and exploration activities may affect the operations of the Company.

(c) **Resource estimates**

Resource estimates are expressions of judgment based on knowledge, experience and industry practice. These estimates were appropriate when made but may change significantly when new information becomes available.

There are risks associated with such estimates. Resource estimates are necessarily imprecise and depend to some extent on interpretations, which may ultimately prove to be inaccurate and require adjustment. Adjustments to resource estimates could affect the Company's future plans and ultimately its financial performance and value.

(d) **Key personnel**

Recruiting and retaining qualified personnel is important to the Company's success. The number of persons skilled in the exploration and development of mining properties is limited and competition for such persons is strong. If such persons cease to be employed or otherwise engaged by the Company for whatever reason, the Company may be adversely affected.

(e) **Future capital requirements**

The Company will require further financing for its future business activities. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the current market price or may involve restrictive conditions which limit the Company's operations and business strategies.

There cannot be any assurance that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce, delay or suspend its operation and this could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern.

(f) **Commodity price fluctuations**

In the event of exploration and development success, any future revenue derived through the future sale of copper, gold, silver and molybdenum exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include world demand for such commodities, forward selling by producers and the level of production costs. Moreover, prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, these commodities.

(g) **Market volatility**

The price at which the Shares may trade may be affected by market sentiment arising from factors including changes in interest rates and economic conditions and movements in the Australian and international financial markets.

(h) **Exchange rate fluctuations**

The expenditures of the Company are and will be taken into account in Australian, US and Chilean currencies, exposing the Company to the fluctuations and volatility of the rates of exchange between the US dollar, the Australian dollar and Chilean currencies as determined in international markets.

5.3 Industry specific risks

Mineral exploration, development and mining activities are high-risk undertakings and there can be no assurance that any exploration or development activity in regard to Hot Chili's current properties, or any properties that may be acquired in the future, will result in the discovery or exploitation of an economic resource.

Mineral exploration, development and mining may be hampered by circumstances beyond the control of Hot Chili and are speculative operations which by their nature are subject to a number of inherent risks, including the following

(a) **Ability to exploit successful discoveries**

It may not always be possible for the Company to exploit successful discoveries which may be made in areas in which the Company has an interest. Such exploitation would involve obtaining the necessary licences or clearances from relevant authorities that may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Further, the decision to proceed to further exploitation may require participation of other companies whose interests and objectives may not be the same as those of the Company.

(b) **Mining and development risks**

Profitability depends on successful exploration and/or acquisition of reserves, design and construction of efficient processing facilities, competent operation and management and proficient financial management.

Mining and development operations can be hampered by force majeure circumstances, environmental considerations and cost overruns for unforeseen events.

(c) **Title risks**

The Company's interests in tenements in Chile are governed by legislation in that jurisdiction and are evidenced by the granting of mining concessions. Each mining concession is granted subject to conditions requiring compliance. Consequently, the Company could lose title to or its interest in tenements if the tenement conditions are not met.

(d) **Environmental risks**

The operations and activities of the Company in Chile are subject to its environmental laws and regulations. As with most exploration projects and mining operations, the Company's operations and activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Company attempts to conduct its operations and activities to the highest standard of environmental obligation, including compliance with all environmental laws.

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(e) **Joint venture parties, agents and contractors**

There is a risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party, or the insolvency or managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity.

(f) **Competition**

The Company competes with other companies, including major mining companies in Australia and internationally. Some of these companies have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. There cannot be any assurance that the Company will be able to compete effectively with these companies.

5.4 General investment risks

(a) **Securities market conditions**

As with all securities market investments, there are risks associated with an investment in the Company. Share prices may rise or fall and the price of Shares might trade below or above the price payable for Shares.

General factors that may affect the market price of Shares include economic conditions in both Australia and internationally, investor sentiment, local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity process, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

(b) **Liquidity risk**

There cannot be any guarantee that there will continue to be an active market for Shares or that the price of Shares will increase. There may be relatively few buyers or sellers of securities on ASX and TSXV at any given time. This may affect the volatility of the market price of Shares. It may also affect the prevailing market price at which Shareholders are able to sell Shares held by them.

(c) **Securities investment risk**

Applicants should be aware that there are risks associated with any Securities investment. Securities quoted on a securities market, and in particular securities of mining and exploration companies, have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of the Securities regardless of the Company's performance.

(d) **Other risks**

Other risk factors include those normally found in conducting business, including litigation resulting from the breach of agreements or in relation to employees (through personal injuries, industrial matters or otherwise) or any other cause, strikes, lockouts, loss of service of key management or operational personnel, pandemics, insurable and non-insurable risks, delay in resumption of activities following the occurrence of a risk and other matters that may interfere with the business or operations of the Company.

6. Rights attaching to New Shares

The New Shares issued under this Offer Document will be fully paid ordinary shares in the capital of the Company and will rank equally with the existing Shares.

Full details of the rights and liabilities attaching to the Shares are contained in the Constitution of the Company and, in certain circumstances, are regulated by the Corporations Act, the ASX Listing Rules and the common law. The Constitution is available for inspection free of charge at the Company's registered office.

The following is a broad summary (though not necessarily an exhaustive or definitive statement) of the rights and liabilities attaching to the Shares:

(a) **Share capital**: All issued Shares rank equally in all respects.

(b) **Voting rights**: At a general meeting of the Company, every holder of Shares present in person, by an attorney, representative or proxy has one vote on a show of hands and on a poll, one vote for each Share held, and for every contributing share (i.e. partly paid) held, a fraction of a vote equal to the proportion which the amount paid up bears to the total issue price of the contributing share.

(c) **Dividend rights**: Subject to the Corporations Act, the ASX Listing Rules and any rights of persons entitled to shares with special rights to dividends, all dividends as declared by the Directors are to be payable on all such shares in proportion to the amount of capital paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividends is paid, unless the share is issued on terms providing to the contrary.

(d) **Payment of dividends**: Dividends are payable out of the assets of the Company in accordance with section 254T of the Corporations Act and as determined by the Directors, which shall be conclusive. The Directors may direct that payment of the dividend be made wholly or in part by the distribution of specific assets or other Securities of the Company.

(e) **Rights on winding-up**: Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of Shares, the liquidator may on winding-up of the Company, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company and may for that purpose set such value as the liquidator considers fair upon any property to be so divided and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

(f) **Transfer of Shares** Subject to the Constitution, Shares in the Company may be transferred by:

  (i) a proper ASX Settlement transfer or any other method of transferring or dealing in shares introduced by the ASX or operated in accordance with the ASX Settlement Rules or the Listing Rules as recognised under the Corporations Act; ; or

  (ii) an instrument in writing in any usual or common form or in any other form that the Directors, in their absolute discretion, approve from time to time.

(g) **Refusal to transfer Shares**: The Directors may refuse to register a transfer of Shares (other than a proper ASX Settlement transfer) only where:

  (i) the law permits it;

  (ii) the law requires it; or

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(iii) the transfer is a transfer of restricted securities (as defined in Listing Rule 19.12) which is, or might be, in breach of the Listing Rules or any escrow agreement entered into by the Company in respect of those restricted securities

(h) **Further increases in capital:** Subject to the Constitution, the Corporations Act and the ASX Listing Rules:

(i) Shares in the Company are under the control of the Directors, who may allot or dispose of all or any of the Shares to such persons, and on such terms, as the Directors determine; and

(ii) the Directors have the right to grant options to subscribe for Shares, to any person, for any consideration.

(i) **Variation of rights attaching to shares**: The rights attaching to the shares of a class (unless otherwise provided by their terms of issue) may only be varied by a special resolution passed at a separate general meeting of the holders of those shares of that class, or in certain circumstances, with the written consent of the holders of at least seventy-five percent (75%) of the issued shares of that class.

(j) **General meeting**: Each holder of Shares will be entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Constitution, the Corporations Act and the ASX Listing Rules.

7. Additional information

7.1 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 Shares, subject to certain exceptions.

This Offer Document is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Eligible Shareholders should therefore 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 free of charge from the Company's website (www.hotchili.net.au) or at the ASX market announcements platform (https://www.asx.com.au/markets/trade-our-cash-market/historical-announcements) using the Company's ASX code 'HCH'.

The Company is also a "reporting issuer" under applicable Canadian securities laws and is generally subject to continuous disclosure obligations under such laws. However, the Company is a "designated foreign issuer" within the meaning of National Instrument 71-102 – *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers*. Accordingly, the Company is generally entitled to comply with Canadian continuous disclosure requirements by filing the materials it is required to file in Australia. Copies of the Company's continuous disclosure documents filed with the Canadian Securities Administrators are available under the Company's issuer profile on the SEDAR+ website maintained by the Canadian Securities Administrators at www.sedarplus.ca.

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7.2 Lead Manager Engagement

Under the Lead Manager Engagement, Veritas Securities Limited (the **Lead Manager**) has been engaged by the Company to exclusively manage the Offer and to provide corporate advisory services in respect of the Offer.

The Company has also engaged the Lead Manager Veritas to exclusively place any remaining shortfall to the Offer within three (3) months after the Closing Date (Shortfall Placement).

For performing these services, the Company has agreed to pay the Lead Manager:

(a) a management fee of 3.0% of the gross proceeds raised at the Closing Date from the take up of Entitlements under the Entitlement Offer, any applications from Eligible Shareholders for additional New Shares under the Shortfall Facility and from any Shortfall Placement after the Closing Date; and

(b) a selling fee of 3.0% of the gross proceeds raised from any Shortfall Placement after the Closing Date.

In addition to the above, the Company will pay the Lead Manager any expenses associated with the Offer including legal fees for the Lead Manager's legal advisors, travel, accommodation, settlement fees and other expenses. The Lead Manager will obtain the Company's consent prior to incurring any single expense greater than $1,000.

The Lead Manager Engagement is otherwise on terms and conditions considered usual for an agreement of its kind.

7.3 No legal proceedings

As at the Offer Document Date, the Company is not involved in any material legal proceedings and the Directors are not aware of any material legal proceedings pending or threatened against the Company.

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8. Definitions

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

Acceptance	A valid acceptance of an Entitlement and application for New Shares by an Eligible Shareholder.
Application Money	The money payable by Eligible Shareholders who apply for New Shares under the Offer.
ASIC	The Australian Securities & Investments Commission.
Associate	Has the meaning given to that term in 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.
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 Offer, being 5:00pm (AWST) on Tuesday, 2 September 2025.
Company	Hot Chili Limited ACN 130 955 725.
Constitution	The constitution of the Company.
Corporations Act	The *Corporations Act 2001* (Cth).
Director	A director of the Company as at the Offer Document Date.
EFT	Electronic funds transfer.
Eligible Jurisdictions	Australia and the Eligible Overseas Jurisdictions.
Eligible Overseas Jurisdictions	New Zealand, Chile, the United Kingdom, Singapore, the Canadian Provinces of Alberta, British Columbia, Ontario and Quebec and the United States of America.

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Eligible Shareholder	As described in Section 2.2 of this Offer Document.
Entitlement	The number of New Shares for which an Eligible Shareholder is entitled to apply under the Entitlement Offer, as determined by the number of Shares held by that Shareholder at the Record Date.
Entitlement and Acceptance Form	The Entitlement and Acceptance Form accompanying this Offer Document.
Entitlement Offer	A Renounceable, pro-rata Entitlement Offer to Eligible Shareholders under this Offer Document to subscribe for 2 (two) New Shares for every 13 (thirteen) Shares held at the Record Date, at an issue price of $0.60 per New Share, to raise up to approximately $14 million before costs.
Existing Share	A share issued before the Offer Document Date.
Existing Shareholder	A holder of an Existing Share.
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.
Ineligible Shareholder	A Shareholder as at the Record Date whose registered address is not situated in an Eligible Jurisdiction.
Lead Manager	Veritas Securities Limited (ACN 117 124 535); AFSL no. 297043.
Lead Manager Engagement	The agreement between the Company and Lead Manager dated 30th July 2025 in relation to the Offer, as summarised in Section 7.2.
New Shares	The Shares that may be issued under this Offer Document pursuant to the Offer.
Offer	The Entitlement Offer and the Shortfall Facility, or either one of those offers as the context requires.
Offer Document	This offer document dated 5 August 2025, including any electronic or online version of this offer document.
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 Offer, being $0.60 per New Share.
Opening Date	The opening date of the Offer, being Wednesday, 13 August 2025.
Option	An option to subscribe for a Share.
Performance Right	A contractual right granted by the Company entitling the holder to be issued with a Share on satisfaction of stated performance, service or other vesting conditions.

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Record Date	The date at which eligibility of Shareholders to participate in the Offer is determined, being 5:00pm (AWST) on Friday, 8 August 2025 or such other date as may be determined by the Directors, subject to the ASX Listing Rules.
Relevant Interests	A 'relevant interest' in a security within the meaning given by sections 608 and 609 of the Corporations Act.
Section	A section of this Offer Document.
Securities	Has the meaning given to that term in section 92(4) of the Corporations Act, including a Share and an option to subscribe for a Share.
Service Right	A contractual right granted by the Company entitling the holder to be issued with a Share on satisfaction of stated service or other vesting conditions.
Share	A fully paid ordinary share in the capital of the Company.
Share Registry	The Company's share registry, Computershare Investor Services Pty Limited.
Shareholder	The holder of a Share.
Shortfall	The New Shares offered under the Entitlement Offer for which valid Acceptances in respect of Entitlements are not received from Eligible Shareholders before the Closing Date.
Shortfall Facility	An offer under this Offer Document to Eligible Shareholders to subscribe for the New Shares which comprise the Shortfall at an issue price of $0.60 per New Share.
Shortfall Placement	The Placement of the remaining Shortfall (after the allocation of New Shares under the Shortfall Facility) to professional and sophisticated investors who reside in Australia or an Eligible Overseas Jurisdiction.
TSXV	TSX Venture Exchange.

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