

10 March 2025**SHARE PURCHASE PLAN OFFER BOOKLET**

Hillgrove Resources Limited (ASX: HGO) (**Hillgrove** or **Company**) encloses a copy of the Share Purchase Plan (**SPP**) Offer Booklet which will be made available to Eligible Shareholders today in accordance with the opening of the SPP.

To participate in the SPP, Eligible Shareholders can either:

- download a copy of their personalised Application Form online at www.investorserve.com.au; or
- contact the Offer Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) from 8.30am to 5.00pm (Sydney, Australia time) Monday to Friday to request a copy of their personalised Application Form.

This announcement is authorised for release to the ASX by the Board of Hillgrove Resources Limited.

For more information contact:

Mr Bob Fulker
CEO & Managing Director
Tel: +61 (0)8 7070 1698

Mr Joe Sutanto
CFO & Company Secretary
Tel: +61 (0)8 7070 1698



Hillgrove Resources Limited
ACN 004 297 116

Share Purchase Plan Booklet

Eligible Shareholders have the opportunity to participate in the Offer by applying for up to \$30,000 worth of Shares without incurring brokerage, commissions, stamp duty or other transaction costs. Details of the Offer and how to participate are set out in these Terms and Conditions. Shares issued under the Offer will rank equally in all respects with all other Shares on issue as at the date of issue and will carry the same voting rights, dividend rights and other entitlements as those Shares.

This Share Purchase Plan Booklet is dated 10 March 2025.

Important Information

This document is intended for use only in connection with the Offer to Shareholders in Australia and New Zealand. No action has been taken to permit an offering of Shares in any jurisdiction outside of Australia and New Zealand. The distribution of this document may be restricted by law and persons (including Custodians, trustees and nominees) who come into possession of this document should observe any such restrictions.

The Shares under the Offer are not being offered or sold to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the Offer is being made in reliance on the Financial Markets Conduct Act 2013 (NZ) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (NZ).

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

This document does not constitute an offer to sell, or the solicitation of an offer to buy, securities in the United States. The Shares have not been and will not be registered under the US Securities Act, or the securities laws of any state or other jurisdiction of the United States and may not be directly or indirectly, offered, sold or resold to:

- (a) a U.S. Person or a person acting for the account or benefit of a U.S. Person; or
- (b) a person within the United States or a person acting for the account or benefit of a person within the United States.

Because of these legal restrictions, and consistent with the representations contained in these Terms and Conditions and the Application Form, you must not:

- (c) send copies of these Terms and Conditions or any other material relating to the Offer to any person in the United States or who is, or is acting for the account or benefit of, U.S. Persons; or
- (d) submit an Application Form or make payment by BPAY® or otherwise for Shares for any person in the United States or who is, or is acting for the account or benefit of, U.S. Persons.

Hillgrove Resources is not licensed to provide financial product advice in relation to the Shares issued under the Plan or any other financial products. No cooling off regime applies in respect of the acquisition of Shares under the Plan (whether the regime is provided for by law or otherwise). Eligible Shareholders should obtain their own advice on whether or not to participate in the Plan.

Letter from the Chairman

10 March 2025

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO US PERSONS

Dear Shareholder

Hillgrove Resources Limited Share Purchase Plan

I am pleased to invite you to participate in the offer of fully paid ordinary shares (**Shares**) in Hillgrove Resources Limited ACN 004 297 116 (**Hillgrove, HGO or Company**) under the share purchase plan established by Hillgrove (**Offer or Plan**).

The Company is seeking to raise, in total, \$3,000,000 under the Offer. The capital raising is not underwritten, but the Company reserves the right to increase this maximum based on overall applications received.

Overview of the Offer

The Offer provides you, as an Eligible Shareholder of Hillgrove (subject to certain conditions), with the opportunity to acquire a minimum of \$1,000 and up to, in aggregate, \$30,000 of Shares in Hillgrove at an issue price of \$0.035 per Share (**Issue Price**) free from any brokerage or transaction costs. The Issue Price is the same as the issue price applicable to the placement to institutional and sophisticated investors to raise approximately \$13.0 million (**Placement**).

The Issue Price represents a 15.8% discount to the volume weighted average price of Shares traded on ASX over the 5 trading days up to, and including, Friday, 28 February 2025, which was the last day of trading of Shares on ASX prior to Hillgrove's announcement of the Offer.

Hillgrove is seeking to raise a maximum of \$3,000,000 under the Offer. The directors have reserved the right to increase this maximum by accepting oversubscriptions under the Plan of up to \$2,000,000 to ensure all Eligible Shareholders have a reasonable opportunity to participate in the SPP.

Similarly, the Company reserves the right to either increase the maximum or scale back applications in its sole and absolute discretion. Should any scale back be necessary, the Company intends that any scale back arrangements will be made having regard number of factors such as the size of your shareholding at the Record Date, the extent to which you have sold or purchased Shares since the Record Date, whether you have multiple registered holdings, and the total applications received from Eligible Shareholders. If applications are scaled back, excess funds will be returned to applicants without interest.

Participation in the Offer is optional and is open to Eligible Shareholders who, as at the Record Date (7:00pm (Sydney time) on Tuesday, 4 March 2025), were registered as holders of fully paid ordinary shares in Hillgrove and whose address on the share register is in Australia or New Zealand.

If an Eligible Shareholder holds shares as a Custodian the Offer is also being made to the Custodian and, subject to certain conditions, the Custodian has the discretion to extend the Offer to the relevant beneficiaries.

Use of Funds

The Offer is being undertaken in conjunction with the Placement. In addition to funding the costs of the Offer and the Placement, the proceeds of the Offer (along with the Placement) will be applied principally to:

- Accelerate Nugent Development
- Future working capital

Refer to Investor Presentation dated 5 March 2025 for further detail in respect of use of funds.

Timing

The Offer will be undertaken in accordance with the timetable below. However, Hillgrove reserves the right to vary the dates and times set out below in its complete discretion, subject to the Corporations Act and other applicable laws.

| Event | Date |
|---|--|
| Record Date (the business day prior to Hillgrove's announcement of the Plan) | 7:00pm (Sydney time), Tuesday 4 March 2025 |
| Opening Date | Monday, 10 March 2025 |
| Closing Date | Friday, 28 March 2025 |
| Allotment Date (i.e. the date of issue of Shares under the Offer) | Before noon (Sydney time) Friday, 4 April 2025 |
| Date on which Shares issued under the Offer are expected to commence quotation on ASX | Monday, 7 April 2025 |

To participate in the Offer, you should either pay via BPAY® online or by electronic funds payment in accordance with the instructions on your personalised Application Form. You do not need to return the Application Form enclosed with this document

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY® or EFT are received by 5.00pm (Sydney, Australia time) on Friday, 28 March 2025, unless the SPP is extended.

Further information

In accordance with the following terms and conditions (**Terms and Conditions**), the Offer is non-renounceable and Shares in Hillgrove may be issued under the Offer only to the Eligible Shareholder.

In deciding whether to participate in the Offer, you should seek your own independent financial, legal and taxation advice in respect of the Offer. No cooling off regime applies to the acquisition of Shares under the Offer.

On behalf of the Board, I thank you for your continued support of Hillgrove and I invite you to consider participating in the Offer.

Yours faithfully

Mr Derek Carter
Chairman
Hillgrove Resources Limited

TERMS AND CONDITIONS OF THE PLAN

1. Establishment

The Plan is established under *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* and in accordance with ASIC Regulatory Guide 125 and the ASX Listing Rules. *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* grants relief from the requirement to prepare a prospectus for the offer of Shares under the Plan, subject to the satisfaction of certain conditions.

2. Participation

The Board may make offers under the Plan to all persons who, as at the Record Date, are Eligible Shareholders.

You are an **Eligible Shareholder** if you were a registered holder of Shares at the Record Date (7.00pm (Sydney time) on Tuesday, 4 March 2025) and had a registered address in Australia or New Zealand (as shown on Hillgrove's share register) unless:

- (a) you hold shares on behalf of another person who resides outside Australia or New Zealand in which case you will not be eligible to participate in respect of the Shares of that person; or
- (b) you are, or are acting for the account or benefit of, a U.S. Person as defined in Regulation S under the *US Securities Act of 1933* (as amended) (**U.S. Person**).

Hillgrove has determined that it is not practical for a holder of Shares with a registered address (as shown on Hillgrove share register) in any jurisdiction other than Australia or New Zealand, to participate in the Offer. No Offer is made to persons who are not Eligible Shareholders.

Participation in the Offer by Eligible Shareholders is optional and is subject to these Terms and Conditions.

3. Offer

3.1 Nature of offer

The Offer is non-renounceable and Shares may be issued under the Plan only to an Eligible Shareholder.

The Offer will be made on these Terms and Conditions to each Eligible Shareholder. All Eligible Shareholders will receive the same offer, irrespective of the number of Shares which they hold on the Record Date.

3.2 Plan participation rules

The following rules apply to participation by Eligible Shareholders.

Single holders

Unless a holder is a Custodian, each Eligible Shareholder is entitled to apply under the Offer for up to a maximum amount of \$30,000 worth of Shares (irrespective of whether the holder receives multiple Offer documents, for example, due to multiple registered sole or joint holdings), subject to the holder certifying that the total of the application price for the following does not exceed \$30,000:

- (a) the Shares the subject of the application;
- (b) any other Shares applied for by the holder under the Plan or any similar arrangement in the 12 months before the application;

- (c) any other Shares which the holder has instructed a Custodian to acquire on their behalf under the Plan; and
- (d) any other Shares issued to a Custodian under an arrangement similar to the Plan in the 12 months before the application as a result of an instruction given by the holder to the Custodian or another Custodian which resulted in the holder holding beneficial interests in the Shares.

By completing and submitting an application for Shares under the Offer, a holder certifies the above.

Joint holders

Unless a holder is a Custodian, if an Eligible Shareholder is recorded with one or more other persons as a joint holder of Shares, that joint holding is considered to be a single registered holding for the purpose of the Plan and certifications or representations given by a joint holder are taken to have been given by all joint holders. Joint holders are only entitled to participate in the Offer in respect of that single holding. If the same joint holders receive more than one Offer document due to multiple identical holdings, the joint holders may only apply for one maximum amount of \$30,000 worth of Shares.

Custodians

If an Eligible Shareholder holds Shares as a Custodian, the Offer is made to the Custodian and, subject to certain conditions, the Custodian has the discretion to extend the Offer to the Beneficiaries. The Custodian may apply for up to a maximum amount of \$30,000 worth of Shares in respect of each Beneficiary. However, Hillgrove will not allocate Shares under the Offer to the Custodian unless the Custodian certifies the matters set out in a Custodian Certificate.

Custodians wishing to participate in the Offer on behalf of one or more Beneficiaries should contact Boardroom on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside of Australia) or at corporateactions@boardroomlimited.com.au to obtain further information on how to apply and how to obtain a Custodian Certificate. If a Custodian holds Shares jointly on behalf of two or more Beneficiaries, the \$30,000 limit applies jointly in relation to those Beneficiaries as if the Custodian held the Shares on behalf of a single person.

A Custodian must not participate in the Plan if their participation in the Plan would breach *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.

3.3 Other terms

The Offer opens at 9.00am (Sydney time) on Monday, 10 March 2025. Under the Offer you may apply for Shares up to a maximum value of \$30,000 and you must apply for a minimum value of \$1,000 worth of Shares. The Offer will be made subject to any other terms and conditions that the Board considers reasonable and appropriate.

4. Issue Price

Shares will be issued under the Offer at an issue price of \$0.035 per Share (**Issue Price**).

The Issue Price is the same as the issue price applicable to the placement to institutional and sophisticated investors to raise approximately \$13.0m, which was completed by Hillgrove on Tuesday, 4 March 2025 and announced to the ASX on Wednesday, 5 March 2025.

The Issue Price represents an 15.8% discount to the volume weighted average price of Shares traded on ASX over the 5 trading days up to, and including, Friday, 28 February 2025 which was the last day of trading of Shares on ASX prior to Hillgrove's announcement of the Offer.

5. Risks Associated with the Offer

Shareholders should note that there is a risk that the market price of Shares may change between the date of the Offer and the date on which Shares are issued under the Plan. This means it is possible that, between the time you make your application and the date on which Shares are issued under the Plan, you may be able to buy Shares at a lower price than the Issue Price. No cooling-off regime applies in relation to the application for or acquisition of Shares under the Plan.

There are also a number of other risks associated with an investment in Shares under the Offer. Further details about these risks and Hillgrove generally are included in the 'Risks' section of Hillgrove's investor presentation released to the ASX on Wednesday, 5 March 2025, which you are encouraged to read.

Hillgrove is a disclosing entity for the purposes of the Corporations Act and, as a result, is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules. Hillgrove recommends that you monitor the Share price and any Hillgrove announcements, which can be found on Hillgrove's website at <https://www.hillgroveresources.com.au/announcements> or in the financial pages of major Australian metropolitan newspapers, or on ASX's website at www.asx.com.au.

6. Costs of Participation

No brokerage, commissions, stamp duty or other transaction costs will be payable by Eligible Shareholders in respect of the application for, and issue of, Shares under the Plan.

7. Acceptance of Offers

7.1 Application for Shares

If you are an Eligible Shareholder, you can only apply for Shares under this Offer by electing, and making payment under, one of the following options:

| Offer | Amount Payable |
|---------|----------------|
| Offer A | A\$1,000 |
| Offer B | A\$2,500 |
| Offer C | A\$5,000 |
| Offer D | A\$10,000 |
| Offer E | A\$15,000 |
| Offer F | A\$20,000 |
| Offer G | A\$30,000 |

If you wish to participate in the Offer, applications may be made by:

- submitting a BPAY® payment; or
- EFT for Eligible Shareholders with an address outside Australia,

for the amount payable in respect of the number of Shares which you have applied for. Custodians must also complete the Custodian Certificate and provide a copy of such certificate to Hillgrove.

To apply for new Shares under the SPP, Eligible Shareholders can either:

- Eligible Shareholders can download a copy of the full Terms and Conditions of the Plan and their personalised application form online at www.investorserve.com.au; or
- contact the Offer Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) from 8.30am to 5.00pm (Sydney, Australia time) Monday to Friday to request a copy of the full Terms and Conditions of the SPP and their personalised Application Form.

7.2 Payment for Shares

All amounts in this Offer are expressed in Australian dollars. If you would like to participate in the SPP, you must pay for the Shares by:

- making a payment through BPAY®; or
- EFT for Eligible Shareholders with a New Zealand address,

in accordance with the instructions on the Application Form. Payments must be in Australian dollars.

For Eligible Shareholders with an Australian bank account, you may apply for Shares under the SPP by making a BPAY® payment on the internet by using the personalised customer reference number shown on your Application Form which is required to identify your holding.

Eligible Shareholders with a registered address in New Zealand who do not have an Australian bank account and who are otherwise unable to submit payment via BPay® will be able to pay by EFT. EFT is not available to Eligible Shareholders with a registered address in Australia. An accompanying letter has been provided to Eligible Shareholders in New Zealand with further details on how to pay by EFT.

If you make a payment using BPAY® you do not need to return your Application Form, but are taken to make the certifications, representations and warranties described in these SPP Terms and Conditions. However, Custodians applying for Beneficiaries must still complete and return a Custodian Certificate. Please note that your financial institution may apply limits on the use of your BPAY® or EFT and that you should make enquiries about the limits that apply in your personal circumstances.

7.3 Further information

For the avoidance of doubt, applications must be received by the Closing Date. Applications received after that time will not be accepted.

In the absence of a scale back in accordance with section 8 below, Hillgrove will divide the application money of an Eligible Shareholder by the Issue Price in order to determine the number of Shares for which they have applied (rounded down to nearest whole number of Shares).

If Hillgrove receives an amount that does not equal one of the amounts specified above, the Company may either:

- (a) reject the application and refund in full the application money (without interest) to the Eligible Shareholder; or
- (b) apply the dollar amount of the payment to the highest designated parcel that is less than the amount of the payment and refund the excess application money (without interest) to the Eligible Shareholder.

If you have more than one holding of Shares and consequently receive more than one Application Form, when applying for Shares in respect of one of those shareholdings you must only use the customer reference number specific to that shareholding as set out in the relevant Application Form. Do not use the same customer reference number for more than one of your shareholdings. This can result in your application monies being applied to your application in respect of only one of your shareholdings (with the result that any application in respect of your remaining shareholdings will not be recognised as valid).

If one or more Application Forms are received under the Plan from an Eligible Shareholder in relation to Shares with a value greater than \$30,000 in any 12 month period, the Shareholder will be issued with the maximum number of Shares permitted by the Plan and the terms of the Offer. Any excess subscription monies will be refunded to the Eligible Shareholder (without interest) as soon as reasonably practicable following allocation.

If an Eligible Shareholder subscribes for an amount which is not exactly divisible by the Issue Price, in calculating the number of Shares to be issued, all fractional entitlements will be rounded down to the nearest whole number of Shares. Hillgrove will not refund any resulting small excess in subscription monies (i.e. \$5 or less) which will be deemed to form part of the aggregate issue price for the Shares.

The minimum application for Shares under the Offer is \$1,000.

Applications and payments may not be withdrawn or revoked.

7.4 Board discretion

Despite any other provision of these Terms and Conditions, the Board may, at its sole and absolute discretion, accept, reject, correct or amend your application under the Offer, including, without limitation, if:

- (a) the Board decides to accept oversubscriptions under the Plan to ensure all Eligible Shareholders have a reasonable opportunity to participate in the Plan;
- (b) the Company considers that the application (whether alone or in conjunction with other applications) does not comply, or it is not reasonably satisfied that the application (whether alone or in conjunction with other applications) complies, with the requirements of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* or any other requirements in the ASX Listing Rules or the Act;
- (c) an application is received after the Closing Date;
- (d) an application is made by a Custodian and does not include the required Custodian Certificate;
- (e) the BPAY® or EFT payment received in respect of your application is for less than the full, requisite amount; or
- (f) the Board is not reasonably satisfied that you are an Eligible Shareholder.

8. Oversubscription or Scale Back

The amount that each Eligible Shareholder can apply for under the Plan is capped at \$30,000.

The SPP aims to raise a maximum of \$3,000,000, subject to the Board's discretion to increase this maximum amount in its sole and absolute discretion.

Subject to complying with applicable laws and *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*, Hillgrove reserves the right to close the Offer early or to scale back applications in its sole and absolute discretion.

The aggregate maximum number of Shares that will be issued under the Plan will not exceed the lesser of:

- (a) 30% of the Shares already on issue (being the applicable maximum specified in Exception 5 in ASX Listing Rule 7.2); and
- (b) the number such that the total amount raised by the issue of the Shares under the Offer equals \$3,000,000, subject to the Board's discretion to increase this amount in its sole and absolute discretion.

If applications from Eligible Shareholders for participation in the Plan in aggregate exceed this limit or any lower limit determined by the Board, the Board has reserved the right to accept oversubscriptions under the Plan up to a total of \$2 million, to ensure all Eligible Shareholders have a reasonable opportunity to participate in the Plan.

It is the Board's intention that any oversubscription arrangements will be made having regard to the pro-rata shareholdings of Eligible Shareholders as at the Record Date who apply for Shares under the Plan.

Similarly, the Board retains the discretion to scale back applications to the extent and in the manner that the Board considers appropriate. Should any scale back be necessary, it is the Company's intention that any scale back arrangements will be made having regard to a number of factors such as the size of your shareholding at the Record Date, the extent to which you have sold or purchased Shares since the Record Date, whether you have multiple registered holdings and the total applications received from Eligible Shareholders.

If there is a scale back, Eligible Shareholders may receive less Shares than the number of Shares for which they applied. If a scale back produces a fractional number of Shares when applied to a particular parcel, the number of Shares allocated to an Eligible Shareholder will be rounded down to the nearest whole number of Shares.

In the event of a scale back, the difference between the application monies received, and the number of Shares allocated under the Offer multiplied by the Issue Price, will be refunded to you, without interest, as soon as reasonably practicable following allocation.

9. Issue of Shares

Hillgrove intends to issue Shares under the Offer on the Allotment Date Friday, 4 April 2025.

All Shares issued under the Plan will rank equally in all respects with all other Shares on issue as at the date of issue and will carry the same voting rights, dividend rights and other entitlements as those Shares.

Hillgrove will apply for Shares issued under the Plan to be quoted on ASX. It is expected that they will be quoted on ASX shortly after the Allotment Date.

Hillgrove will, within the period required by the ASX Listing Rules, send Eligible Shareholders, whose application has been accepted by the Board, a holding statement in respect of any Shares issued to them under the Plan.

10. Acknowledgements

If you apply to participate in the Offer by submitting a BPAY® payment or completing and returning the Application Form, you will be deemed to have represented on behalf of each person on whose account you are acting that:

- (a) you acknowledge that you are, and each person on whose account you are acting is, an Eligible Shareholder;
- (b) you agree that your application is made on, and you agree to be bound by, these Terms and Conditions and the terms and conditions set out in the Application Form and Hillgrove's constitution;
- (c) you declare that all details and statements in your Application Form are true and complete and not misleading;
- (d) your application is irrevocable and unconditional;
- (e) the Company may in its sole and absolute discretion scale back any application and/or participation in the Plan to the extent and in the manner it deems appropriate, including by

- having regard to the pro rata shareholding of Eligible Shareholders who apply for Shares under the Plan;
- (f) if there is a scale back you may receive less than the number of Shares for which you have applied;
 - (g) if your application results in a fractional number of Shares, the number of Shares you will be allotted (subject to the other terms of the Offer, including in relation to any scale back) will be rounded down to the nearest whole number of Shares;
 - (h) the Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (**US Securities Act**) or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand and accordingly, the Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
 - (i) you have not and will not send any materials relating to the Offer to any person in the United States or that is, or is acting for the account or benefit of a U.S. Person;
 - (j) that the total of the application price for the following does not exceed \$30,000:
 - (i) the Shares the subject of your application under the Plan;
 - (ii) any other Shares applied for by you under the Plan or any similar arrangement in the 12 months before the application;
 - (iii) any other Shares which you have instructed a Custodian to acquire on their behalf under the Plan; and
 - (iv) any other Shares issued to a Custodian under an arrangement similar to the Plan in the 12 months before the application as a result of an instruction given by you to the Custodian or another Custodian which resulted in you holding beneficial interests in the Shares;
 - (k) you are in compliance with all relevant laws and regulations (including, without limitation, section 1043A of the Corporations Act (insider trading) and laws and regulations designed to restrict terrorism financing and/or money laundering);
 - (l) you are not a 'designated person' or 'designated entity' (or other like term) for the purpose of any domestic or international law or regulation implementing United Nations sanctions; and
 - (m) you acknowledge that the market price of Shares may change between the date of the Offer and the date on which Shares are issued under the Plan; and that the price you pay per Share under the Offer may exceed the market price of the Shares at the time the Shares are issued, or otherwise allocated, to you under the Offer.

11. Miscellaneous

11.1 Amendment, suspension and termination of the Plan

The Board may, in its discretion, amend, suspend or terminate the Plan at any time and adopt any administrative procedures it thinks appropriate in relation to the Plan. Hillgrove will notify ASX of any material amendment, suspension or termination of the Plan, but failure to do so will not invalidate the amendment, suspension or termination.

Without limiting any other provision of these Terms and Conditions, the Board may vary the timetable for the Offer, including the Closing Date.

Hillgrove may issue to any person fewer Shares than subscribed for under the Plan (or none at all), including, if Hillgrove believes that the issue of those Shares would contravene any law (in any jurisdiction) or the rules of any financial market on which Shares are quoted.

11.2 Administration and Dispute Resolution

Hillgrove's principal objective in administering the Plan is to facilitate participation consistent with compliance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* and all applicable laws and efficient administrative practices. The Board may adopt any administrative procedures it thinks appropriate in relation to the Plan.

Hillgrove may settle, in any manner it considers appropriate, any difficulties, anomalies or disputes which may arise under or in connection with the operation of the Plan, whether generally or in relation to any participant or class of participants, application or Shares, and the decision of Hillgrove shall be conclusive and binding on all participants and other persons to whom the determination relates.

Hillgrove reserves the right to waive compliance with any provision of these Terms and Conditions.

11.3 Notices

Notices and statements to Eligible Shareholders may be given in any manner determined by the Board.

11.4 Privacy

The Application Form requires you to provide personal information.

Hillgrove and its service providers such as the registrar may collect, hold and use your personal information to assess your application, service you as an investor and for other permitted purposes under the Privacy Act 1988 (Cth).

Tax, company and anti-money laundering law also requires the collection of certain information in connection with your application. If you do not provide the information requested or provide us with incomplete or inaccurate information, your application may not be able to be processed efficiently, or at all. Your information may be disclosed to your financial adviser and to Hillgrove's agents and service providers on the basis that they deal with such information in accordance with the privacy policy of Hillgrove which can be accessed at <https://www.hillgroveresources.com.au/privacy>

11.5 No Registration in New Zealand

The Shares under the Offer are not being offered or sold to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the Offer is being made in reliance on the *Financial Markets Conduct Act 2013* (NZ) and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021* (NZ).

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

11.6 No U.S. Securities Act Registration

This document does not constitute an offer to sell, or the solicitation of an offer to buy, securities in the United States. The Shares have not been and will not be registered under the US Securities Act, or the securities laws of any state or other jurisdiction of the United States and may not be directly or indirectly, offered, sold or resold to:

- (a) a U.S. Person or a person acting for the account or benefit of a U.S. Person; or
- (b) a person within the United States or a person acting for the account or benefit of a person within the United States.

Because of these legal restrictions, and consistent with the representations contained in these Terms and Conditions and the Application Form, you must not:

- (c) send copies of these Terms and Conditions or any other material relating to the Offer to any person in the United States or who is, or is acting for the account or benefit of, U.S. Persons; or
- (d) submit an Application Form or make payment by BPAY® or otherwise for Shares for any person in the United States or who is, or is acting for the account or benefit of, U.S. Persons.

11.7 Taxation

Hillgrove makes no representations or warranties in respect of, and accepts no responsibility for, the liability of Eligible Shareholders to pay, any tax (including income tax and withholding tax) in respect of any issue of Shares, payment or other transaction under this Plan.

11.8 Shortfall

Hillgrove reserves its right to place any shortfall under the Plan at a price no less than the Issue Price, in accordance with its share issue capacity under the ASX Listing Rules or with the approval of shareholders in accordance with the ASX Listing Rules.

11.9 Underwriting

The Offer will not be underwritten.

11.10 Governing law

The Offer is governed by the law in force in South Australia. By accepting the Offer you submit to the non-exclusive jurisdiction of the courts of South Australia.

12. Glossary

Capitalised terms in these Terms and Conditions have the meaning set out below unless the context otherwise requires.

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| Application Form | the personalised application form enclosed with these Terms and Conditions. |
| ASIC | the Australian Securities and Investments Commission. |
| ASX | ASX Limited or the financial market it operates, the Australian Securities Exchange, as the context requires. |
| ASX Listing Rules | means the listing rules of ASX as they are amended from time to time. |
| Beneficiary | a person who resides in either Australia or New Zealand for whom a Custodian (being an Eligible Shareholder) held Shares on behalf of on the Record Date, and who is not, or is not acting for the account or benefit of, a U.S. Person. |
| Board | the board of directors of Hillgrove Resources. |
| Boardroom | Boardroom Pty Limited ACN 003 209 836, the Company's share registrar. |
| Corporations Act | means the <i>Corporations Act 2001</i> (Cth). |
| Custodian | has the meaning given to that term in paragraph 4 of <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i> and applies where that entity acts on behalf of more than one registered Beneficiary. |
| Custodian Certificate | a certificate complying with paragraph 8 of <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i> . |
| Eligible Shareholder | has the meaning given to that term in section 2 of these Terms and Conditions. |
| Hillgrove, HGO or Company | Hillgrove Resources Limited ACN 004 297 116. |

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| Issue Price | has the meaning given to that term in section 4 of these Terms and Conditions. |
| Offer | the offer of Shares under the Plan. |
| Plan | the share purchase plan which is the subject of these Terms and Conditions. |
| Share | a fully paid ordinary share in the capital of Hillgrove Resources. |
| Shareholder | a holder of one or more Shares. |
| Terms and Conditions | these terms and conditions. |
| U.S. Person | has the meaning given in section 2 of these Terms and Conditions. |