

HILLGROVE RESOURCES LIMITED

ACN 004 297 116

Entitlement Offer

Details of a 1 for 6.5 pro rata non-renounceable entitlement offer of new ordinary shares in Hillgrove Resources Limited at an offer price of \$0.031 per New Share to raise approximately \$2.8 million.

This Entitlement Offer opens on Wednesday, 30 December 2020 and closes at 5.00pm (AEDT) on Monday, 8 February 2021, unless extended.

This Offer Booklet is an important document and requires your immediate attention. It should be read in its entirety before you decide whether to participate in the Entitlement Offer.

This document is not a prospectus and does not contain all of the information that an investor may require in order to make an informed decision regarding the New Shares offered under this Offer Booklet.

If you have any questions please contact your professional adviser or the Hillgrove Offer Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) from 9.00am to 5.00pm (AEDT) Monday to Friday during the offer period.

Lead Manager: Taylor Collison Limited ACN 008 172 450 (AFSL No. 247083).

This Offer Booklet may not be released to US wire services or distributed in the United States.

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Important Notice

This Offer Booklet (including the Chairman's letter and Investor Presentation reproduced in it) and accompanying personalised Entitlement and Acceptance Form have been prepared by Hillgrove Resources Limited (Hillgrove or Company). The information in this Offer Booklet is dated Wednesday, 30 December 2020.

Defined terms used in these important notices have the meaning given in this Offer Booklet.

The information in this Offer Booklet is not a prospectus, product disclosure statement, disclosure document or other offering document under the Corporations Act (or any other law) and has not been lodged with ASIC.

The information in this Offer Booklet contains an offer of New Shares to Eligible Shareholders in Australia or New Zealand (and to certain existing shareholders who are institutional or professional investors in any other jurisdictions as determined by Hillgrove) and has been prepared in accordance with section 708AA of the Corporations Act as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*. Please refer to Section 2.2 of this Offer Booklet for Eligible Shareholder criteria.

This Offer Booklet should be read in conjunction with Hillgrove's other periodic and continuous disclosure announcements to the ASX available at www.asx.com.au.

No party other than Hillgrove has authorised or caused the issue of the information in this Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Offer Booklet.

This information is important and requires your immediate attention.

You should read the information in this Offer Booklet carefully and in its entirety before deciding whether to invest in New Shares (and Additional New Shares). In particular, you should consider the risk factors outlined in the "Risks" section of the Investor Presentation released to ASX on Thursday, 17 December 2020 (a copy of which is included in this Offer Booklet) any of which could affect the operating and financial performance of Hillgrove or the value of an investment in Hillgrove.

You should consult your stockbroker, accountant, solicitor or other independent professional adviser to evaluate whether or not to participate in the Entitlement Offer.

International offer restrictions

This Offer Booklet including the Chairman's letter and the Investor Presentation reproduced in it and the Entitlement and Acceptance Form do not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. This Offer Booklet is intended for use only in connection with the Entitlement Offer to Eligible Shareholders with a registered address in Australia or New Zealand.

The distribution of this Offer Booklet (including an electronic copy) outside Australia and New Zealand, is restricted by law. This Offer Booklet is not to be distributed in, and no offer of New Shares may be made, in countries other than Australia or New Zealand. No action has been taken to register or qualify the Entitlement Offer or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia.

In particular, this Offer Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (**US Securities Act**) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Future performance

Forward looking statements, opinion and estimates provided in this Offer Booklet are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on the interpretations of current market conditions. Forward looking statements including projections, guidance on future revenues, earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance.

References to 'you', 'your Entitlement' and 'your Entitlement'

In this Offer Booklet, references to 'you' are references to Eligible Shareholders and references to 'your Entitlement' (or 'your Entitlement and Acceptance Form') are references to the Entitlement (or Entitlement and Acceptance Form) of Eligible Shareholders, unless the context provides otherwise.

Summary of the Equity Raising

Institutional Placement¹

Issue price	\$0.031 per New Share
Tranche 1 size	Approximately 76.2 million New Shares
Tranche 1 proceeds	Approximately \$2.4 million
Tranche 2 size ²	Approximately 185.1 million New Shares
Tranche 2 proceeds ³	Approximately \$5.7 million
Total size ⁴	261.3 million New Shares
Gross proceeds	Approximately \$8.1 million

Entitlement Offer^{5,6}

Ratio	1 New Share for every 6.5 Existing Shares held
Issue Price	\$0.031 per New Share (same as the Placement)
Size	Approximately 90.1 million New Shares
Maximum gross proceeds	Approximately \$2.8 million

Following the Offer

Number of Shares on issue following the Placement and Entitlement Offer	Approximately 937.0 million Shares
Total gross proceeds of the equity raising	Approximately \$10.9 million

¹ Subject to rounding

² Subject to shareholder approval

³ Subject to shareholder approval

⁴ Subject to shareholder approval

⁵ Subject to rounding

⁶ Assuming fully subscribed

Summary of the Entitlement Offer

Key offer terms

Issue Price	\$0.031 per New Share
Your entitlement	1 New Share for every 6.5 Existing Shares in Hillgrove held on the Record Date
Top-Up Facility	Eligible Shareholders (as defined in Section 2.2) taking up their entitlement in full will have the opportunity to apply for and be allocated Additional New Shares in excess of their Entitlement (subject to scale back at the sole discretion of Hillgrove, in accordance with the procedure as set out in 2.3).

Key Dates

Activity	Date
Announcement of Equity Raising and results of Placement, Investor Presentation, Appendix 3B lodged with ASX	Thursday, 17 December 2020
'Ex ' date	Tuesday, 22 December 2020
Record Date (7.00pm AEDT)	Wednesday, 23 December 2020
Settlement of New Shares under the Tranche 1 Placement	Thursday, 24 December 2020
Allotment and commencement of trading of New Shares issued under the Tranche 1 Placement	Tuesday, 29 December 2020
Entitlement Offer opens	Wednesday, 30 December 2020
Entitlement Offer Booklet and Entitlement and Acceptance Forms despatched to Eligible Shareholders	Wednesday, 30 December 2020
Last day for the Entitlement Offer to be extended	Wednesday, 3 February 2021
Hold general meeting to approve Tranche 2 Placement	Friday, 5 February 2021
Entitlement Offer closes (5.00pm AEDT)	Monday, 8 February 2021
Settlement date for Tranche 2 Placement	Thursday, 11 February 2021
Announce results of the Entitlement Offer	Thursday, 11 February 2021
Allotment and commencement of trading of New Shares issued under the Tranche 2 Placement	Thursday, 11 February 2021
Allotment of New Shares issued under the Entitlement Offer	Monday, 15 February 2021
Despatch of holding statements in respect of New Shares issued under the Entitlement Offer	Tuesday, 16 February 2021
Normal trading of New Shares issued under the Entitlement Offer expected to commence on ASX	Tuesday, 16 February 2021

The timetable above is indicative only and may be subject to change without notice. Hillgrove reserves the right to amend this indicative timetable at any time and in particular, subject to the Corporations Act and ASX Listing Rules, to extend the closing date of the Entitlement Offer, to accept late applications either generally or in particular cases, or to cancel the Entitlement Offer without prior notice.

Enquiries

For any enquiries please call Boardroom Pty Limited, Hillgrove's Share Registry, on the Hillgrove Offer Information Line on 1300 737 760 within Australia or +61 2 9290 9600 outside Australia from 9.00am to 5.00pm (AEDT) Monday to Friday during the offer period or contact your stockbroker, accountant or other professional adviser.

Chairman's Letter

Dear Shareholder

On behalf of Hillgrove (**Hillgrove or Company**), I am pleased to invite you to participate in the recently announced 1 for 6.5 pro rata non-renounceable entitlement offer of new Hillgrove ordinary shares (**New Shares**) at an issue price of \$0.031 per New Share (**Entitlement Offer**).

On 17 December 2020, Hillgrove announced its intention to raise approximately \$10.9 million through an institutional placement (raising approximately \$8.1 million) (**Placement**) and the Entitlement Offer (raising approximately \$2.8 million) (the Placement and the Entitlement Offer collectively, **Equity Raising**).

As announced to ASX on Thursday, 17 December 2020, Hillgrove has received strong support for the Placement. The Placement will be settled in two tranches as follows:

- the issue of 76,209,676 New Shares pursuant to Hillgrove's available placement capacity under ASX Listing Rule 7.1 raising approximately \$2.4 million (**Tranche 1 Placement**); and
- subject to shareholder approval, the issue of 185,080,646 New Shares to raise approximately \$5.7 million (**Tranche 2 Placement**). As the Tranche 2 Placement will exceed Hillgrove's 15% limit under ASX Listing Rule 7.1, it is subject to shareholder approval at a general meeting of Hillgrove to be held on 5 February 2021.

Two of Hillgrove's directors have committed to investing a combined \$150,000 in the Tranche 2 Placement.

This offer booklet (**Offer Booklet**) relates to the Entitlement Offer (**Entitlement Offer**).

Hillgrove's major shareholder, Portfolio Services Pty Limited (**Ariadne**) has, subject to the Tranche 2 Placement being approved by shareholders, committed to take up 19,354,839 New Shares with a value of approximately \$600,000 under the Entitlement Offer.

The proceeds of the Equity Raising will be used to fund:

- infill and expansion drilling and engineering studies for the first stage of the Kanmantoo Underground project to reach a final investment decision (**FID**);
- exploration targeted at depth extensions below the current Mineral Resource Estimate to continue to expand Resources;
- care and maintenance costs on the existing processing plant and tailings dam to keep these assets production ready for fast restart; and
- general working capital purposes,

as set out in the table below.

Sources (to Oct-21)		Uses (to Oct-21)	
Item	Amount (\$M)	Item	Amount (\$M)
Current Net Cash	\$3.3	Restricted Cash	\$1.8
Placement	\$8.1	Drilling & Studies	\$5.0
Non Underwritten Entitlement Issue	\$0.6 - \$2.8	C&M & Site Optionality	\$2.7
Capital Raising Costs	(\$0.4)	Corporate	\$1.3
		Residual Cash	\$0.8 - \$3.0
TOTAL SOURCES	\$11.6 - \$13.8		\$11.6 - \$13.8

Entitlement Offer

Under the Entitlement Offer, Eligible Shareholders have the opportunity to subscribe for 1 New Share for every 6.5 Existing Shares in Hillgrove held at 7.00pm (AEDT) on Wednesday 23 December 2020 (**Entitlement**) at the price of \$0.031 per New Share (**Issue Price**), which is the same price as the institutional investors who participated in the Placement and as set out in the personalised Entitlement and Acceptance Form enclosed with this Offer Booklet.

If you take up your Entitlement in full, you may also apply for New Shares in excess of your Entitlement (**Additional New Shares**) in a 'top-up' facility (**Top-Up Facility**) (refer to Section 2.3 of this Offer Booklet for more information).

The Issue Price represents:

- a 8% discount to the theoretical ex-rights price (TERP⁷) based on the closing price of Hillgrove's shares on Friday, Monday 14 December 2020; and
- a 13% discount to the closing price of \$0.0355 per share on Monday, 14 December 2020; and
- a 21% discount to the 10-day Volume Weighted Average Price (VWAP) of Hillgrove's shares.

The Entitlement Offer is non-renounceable and Entitlements will not be tradeable on the ASX or otherwise transferable. Shareholders who do not take up their Entitlement in full will not receive any value in respect of those Entitlements they do not take up. I encourage you to consider this offer carefully.

Other Information

This Offer Booklet contains important information, including:

- the Investor Presentation referred to above, which was released to the ASX on Thursday, 17 December 2020, and provides information on Hillgrove, the benefits expected from the Equity Raising, details of the Entitlement Offer and key risks for you to consider;
- instructions on how to apply, detailing how to participate in the Entitlement Offer if you choose to do so, and a timetable of key dates; and
- instructions on how to take up all or part of your Entitlement.

A personalised Entitlement and Acceptance Form accompanies this Offer Booklet. This form details your Entitlement. If you want to participate in the Entitlement Offer this form must be completed in accordance with the instructions contained in the form.

The Entitlement Offer closes at 5.00pm (AEDT) on Monday, 8 February 2021 (Closing Date).

Please read carefully the details on how to submit your Application, which are set out in this Offer Booklet.

You should also consult your stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the Entitlement Offer.

On behalf of the Board of Hillgrove, I encourage you to consider this investment opportunity and thank you for your ongoing support.

Yours sincerely



Derek Carter
Chairman

⁷ Theoretical ex-rights price ("TERP") includes shares issued under the Placement and the Entitlement Offer and proceeds received (excluding fees). TERP is a theoretical calculation only and the actual price at which Hillgrove shares trade immediately following the ex-date for the Entitlement Offer may be different from TERP.

Entitlement Offer

1. Summary of options available to you

If you are an Eligible Shareholder (as defined in Section 2.2), you may take one of the following actions:

- (a) take up all of your Entitlement and, if you wish, also apply for New Shares in excess of your Entitlement (**Additional New Shares**) under the Top-Up Facility;
- (b) take up part of your Entitlement and allow the balance to lapse; or
- (c) do nothing, in which case your Entitlement will lapse and you will receive no value for those lapsed Entitlements.

The Entitlement Offer closes at 5.00pm (AEDT) on Monday, 8 February 2021.

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.

Options available to you	Key considerations
1. Take up all of your Entitlement	<ul style="list-style-type: none"> • You may elect to apply for New Shares at the Issue Price (see Section 3 for instructions on how to take up your Entitlement). • If you take up all of your Entitlement, you may also apply for Additional New Shares under the Top-Up Facility (see Section 3 for instructions on how to apply for Additional New Shares). There is no guarantee that you will be allocated any Additional New Shares under the Top-Up Facility. • The New Shares (including any Additional New Shares) will rank equally in all respects with Existing Shares, including rights to dividends and distributions.
2. Take up part of your Entitlement	<ul style="list-style-type: none"> • If you do not take up your Entitlement in full, those Entitlements not taken up will lapse and you will not receive any payment or value for them. That part of your Entitlement not taken up will form part of the shortfall which will be issued to satisfy applications for Additional New Shares under the Top-Up Facility. • You will not be entitled to apply for Additional New Shares under the Top-Up Facility. • If you do not take up your Entitlement in full, you will have your percentage holding in Hillgrove reduced as a result of the Entitlement Offer.
3. Do nothing, in which case your Entitlement will lapse and you will receive no value for those lapsed Entitlements	<ul style="list-style-type: none"> • If you do not take up your Entitlement, you will not be allocated New Shares and your Entitlements will lapse. Your Entitlement is non-renounceable, which means your Entitlements are non-transferrable and cannot be sold, traded on ASX or any other exchange, nor can they be privately transferred. • If you do not take up your Entitlement you will have your percentage holding in Hillgrove reduced as a result of the Entitlement Offer.

2. The Entitlement Offer

Eligible Shareholders (as defined in Section 2.2) are being offered the opportunity to subscribe for 1 New Share for every 6.5 Existing Shares held at 7.00pm (AEDT) on Wednesday, 23 December 2020 (**Record Date**), at the Issue Price.

2.1 Entitlement Offer

Each Eligible Shareholder is entitled to subscribe for 1 New Share for every 6.5 Existing Shares held on the Record Date. The Entitlement Offer is non-renounceable. This means that Eligible Shareholders of Hillgrove who do not take up their Entitlements by the Closing Date, will not receive any payment or value for those Entitlements, and their proportionate equity interest in Hillgrove will be diluted.

The Entitlement Offer is being made pursuant to section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**) (as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*) which allows rights issues to be made without a prospectus, provided certain conditions are satisfied. As a result, it is important for Eligible Shareholders to read and understand the information on Hillgrove and the Entitlement Offer made publicly available, prior to accepting all or part of their Entitlement or applying for Additional New Shares. In particular, please refer to this Offer Booklet and Hillgrove's other periodic and continuous disclosure announcements to the ASX available at www.asx.com.au.

Your Entitlement is set out on the accompanying personalised Entitlement and Acceptance Form and has been calculated as 1 New Share for every 6.5 Existing Shares you held as at the Record Date rounded up to the nearest whole New Share, if the fractional entitlement is 0.5 or more. If you have more than one holding of Existing Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. Fractional entitlements to New Shares of 0.5 or more have been rounded up to the nearest whole number of New Shares.

New Shares issued pursuant to the Entitlement Offer will be fully paid and rank equally with Existing Shares on issue, including in respect of entitlement to dividends. If you take no action you will not be allocated any New Shares and your Entitlement will lapse.

The Entitlement Offer is not underwritten.

2.2 Eligible Shareholders

Eligible Shareholders are those holders of Existing Shares who:

- (a) are registered as a holder of Existing Shares as at 7.00pm (AEDT) on the Record Date;
- (b) have a registered address in Australia or New Zealand as recorded on Hillgrove's share register on the Record Date or are beneficial shareholders who are institutional or professional investors in certain foreign countries to the extent contemplated in this Offer Booklet or as Hillgrove may otherwise permit in compliance with applicable law;
- (c) are not in the United States and are not acting for the account or benefit of person in the United States (to the extent such a person holds Shares for the account or benefit of such a person in the United States); and
- (d) are eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus or other formal offer document to be lodged or registered,

(Eligible Shareholder).

Determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal requirements, logistical and registry constraints, and the discretion of Hillgrove. Hillgrove disclaims any liability in respect of the exercise or otherwise of that determination and discretion, to the maximum extent permitted by law.

Shareholders who do not satisfy the above criteria are ineligible to participate in the Entitlement Offer. Hillgrove reserves the right to determine whether a shareholder is an Eligible Shareholder or an Ineligible Shareholder.

2.3 Top-Up Facility

Eligible Shareholders who take up their Entitlements in full may also apply for Additional New Shares in the Top-Up Facility.

In summary:

- (a) the Top-Up Facility is only made to Eligible Shareholders who have fully taken up their Entitlement;
- (b) the Top-Up Facility is not capped but no Eligible Shareholder may receive any New Shares which would result in the relevant Shareholder being in breach of the takeover provisions under the Corporations Act;
- (c) there is no guarantee that any Application in the Top-Up Facility will be successful in receiving the amount of Additional New Shares applied for and Hillgrove reserves the right to issue any shortfall by way of the Top-Up Facility or by other means and reserves the right to satisfy Applications in the Top-Up Facility at its sole and complete discretion, including by applying any scale back mechanism;
- (d) in applying its sole and complete discretion, Hillgrove will have regard to all relevant circumstances, including (but not limited to) the current shareholding (as at the Record Date) of any Eligible Shareholders to ensure that any issue of Additional New Shares is done in a manner proportionate (as determined by Hillgrove) to the current shareholding of any Eligible Shareholder (as at the Record Date);
- (e) the Top-Up Facility has the same closing date as the Entitlement Offer (being Monday, 8 February 2021);
- (f) the issue price of Additional New Shares under the Top-Up Facility is the same as the Issue Price, \$0.031 per Additional New Share;
- (g) Hillgrove will not issue Additional New Shares under the Top-Up Facility where to do so would result in a breach of its constitution, the Corporations Act or the ASX Listing Rules; and
- (h) in the event of a scale-back, the difference between the Application Monies received, and the number of Additional New Shares allocated to you multiplied by the Issue Price will be refunded following allotment. No interest will be paid on any Application Monies received and returned.

2.4 ASX quotation

Hillgrove has applied for official quotation of New Shares issued under this Offer Booklet. If permission for quotation is not granted by ASX, the New Shares will not be issued and Application Monies accompanying a completed Entitlement and Acceptance Form or funds paid by BPAY® will be refunded (without interest) as soon as practicable.

2.5 Brokerage and stamp duty

No brokerage fee is payable by Eligible Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for New Shares and/or Additional New Shares (as the case may be) under the Entitlement Offer.

2.6 Nominees and custodians

The Entitlement Offer is being made to all Eligible Shareholders on the register of Hillgrove at the Record Date. Hillgrove is not required to determine whether or not any registered holder is acting as a nominee or custodian or the identity or residence of any beneficial owners of Existing Shares. Where any holder is acting as a nominee or custodian for a person that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Entitlement Offer is compatible with applicable laws.

Nominees with registered addresses in the eligible jurisdictions, irrespective of whether they participate under the Placement, may also be able to participate in the Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold Shares, provided that the applicable beneficiary would satisfy the criteria for an Eligible Shareholder.

Nominees and custodians which hold Shares as nominees or custodians will have received, or will shortly receive, a letter from Hillgrove. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Entitlement Offer is not available to:

- (a) beneficiaries on whose behalf they hold Shares who would not satisfy the criteria for an Eligible Shareholder;

- (b) Shareholders who are not eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

Due to legal restrictions, nominees and custodians may not send copies of this Offer Booklet or accept the Entitlement Offer on behalf of any person in the United States or any other jurisdiction outside Australia or New Zealand, except to beneficial shareholders who are institutional or professional investors in certain foreign countries to the extent contemplated in this Offer Booklet or as Hillgrove may otherwise permit in compliance with applicable law.

3. How to apply

If you wish to take up all or part of your Entitlement, or you wish to apply for Additional New Shares, you can do either of the following:

3.1 Payment by BPAY®

If you wish to pay for payment by BPAY®, please follow the instructions on your personalised Entitlement and Acceptance Form.

You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

Please note that should you choose to pay by BPAY® :

- (a) you do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the representations, warranties and authorisations on that Entitlement and Acceptance Form;
- (b) if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies; and
- (c) if you pay for more than your full Entitlement, you are deemed to have applied for as many Additional New Shares as your excess amount will pay for in full (subject to any scale-back determined by Hillgrove in its absolute discretion).

It is your responsibility to ensure that your BPAY® payment is received by Hillgrove's share registry, Boardroom Pty Limited (**Share Registry**), by no later than 5.00pm (AEDT) on Monday, 8 February 2021 (being the Closing Date). You should take into account any cut-off times implemented by your financial institution with regard to electronic payments when making payment.

If you are paying by BPAY®, please make sure to use the specific Biller Code and unique Customer Reference Number and or unique payment reference number on the front of your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form, please only use the Customer Reference Number or unique payment reference number specific to the Entitlement on that form. You must use the reference number shown on each Entitlement and Acceptance Form to pay for each holding separately. If you inadvertently use the same Customer Reference Number or unique payment reference number for more than one of your Entitlements, you will be deemed to have applied only for New Shares (and Additional New Shares) on the Entitlement to which that Customer Reference Number or unique payment reference number applies.

Your BPAY® acceptance, once received by the Share Registry, cannot be withdrawn.

If you pay for your Entitlement by BPAY®, which is highly recommended in light of delays to postal services caused by the COVID-19 pandemic, it is not necessary to return the Entitlement and Acceptance Form. Your payment must be received by the Share Registry before 5.00pm (AEDT) on Monday, 8 February 2021.

3.2 Payment by cheque, bank draft or money order

For payment by cheque, bank draft or money order, you should complete your Entitlement and Acceptance Form in accordance with the instructions on the form and return it accompanied by a cheque, bank draft or money order in Australian currency for the amount of the Application Monies, payable to 'Hillgrove Resources Limited', drawn on an Australian

financial institution and crossed 'Not Negotiable' in an envelope by mail to the applicable Share Registry address:

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia

Payment by cheque, bank draft or money order may also be made (together with the completed Entitlement and Acceptance Form) by hand delivery to:

Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000

You should ensure that sufficient funds are held in the relevant account(s) to cover the Application Monies on the day of receipt. If the amount of your cheque, bank draft or money order for Application Monies is insufficient to pay for the number of New Shares you have applied for in your Entitlement and Acceptance Form, you will be taken to have applied for such lower number of whole New Shares as your cleared Application Monies will pay for and to have specified that number of shares on your Entitlement and Acceptance Form.

Should you choose to pay by cheque, bank draft or money order, it is your responsibility to ensure that your payment is received by the Share Registry by no later than 5.00pm (AEDT) on the relevant Closing Date.

3.3 Consequences of not taking up all or part of your Entitlement

If you do not take up all or part of your Entitlement in accordance with the instructions set out above, your Entitlement will lapse and those New Shares for which you would have otherwise been entitled under the Entitlement Offer (including New Shares that relate to the portion of your Entitlement that has not been taken up) may be acquired by Eligible Shareholders under the Top-Up Facility.

By allowing your Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up your Entitlement and you will not receive any value for your Entitlement. Your Entitlement to participate in the Entitlement Offer is non-renounceable and will not be tradeable or otherwise transferable. Your interest in Hillgrove will also be diluted to the extent that New Shares are issued under the Entitlement Offer.

3.4 Representations, allotment and refunds

By completing and returning an Entitlement and Acceptance Form with the requisite Application Monies, or by making a payment in respect of an Application by BPAY®, you will be deemed to have acknowledged, represented and warranted on your own behalf and on behalf of each person on whose account you are acting that:

- (a) you are an Eligible Shareholder (as defined in Section 2.2);
- (b) you are not in the United States and you are not acting for the account or benefit of any person in the United States in connection with the subscription for Entitlements or the purchase of New Shares (including any Additional New Shares) in the Entitlement Offer and you are not otherwise a person to whom it would be illegal to make an offer of or issue of Entitlements and New Shares (including any Additional New Shares) under the Entitlement Offer and under any applicable laws and regulations;
- (c) you understand that the Entitlements and the New Shares (including any Additional New Shares) have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States, or in any other jurisdiction outside Australia or New Zealand. Accordingly, you understand and acknowledge that, under the Entitlement Offer, the Entitlements and the New Shares (including any Additional New Shares) may not be issued to, taken up, acquired or exercised by persons who are, or are acting for the account or benefit of, a person in the

United States (to the extent that such person holds Shares and is acting for the account or benefit of a person in the United States);

- (d) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is a resident in Australia or New Zealand and is not in the United States and is not acting for the account or benefit of a person in the United States (to the extent that such person holds Shares and is acting for the account or benefit of a person in the United States), and you have not sent this Offer Booklet, the Entitlement and Acceptance Form or any information relating to the Entitlement Offer to any such person;
- (e) you are acquiring New Shares (including any Additional New Shares) outside the United States in 'offshore transactions' as defined and in reliance on Regulation S under the US Securities Act;
- (f) you and each person on whose account you are acting have not and will not send any materials, or copies thereof, relating to the Entitlement Offer to any person in the United States or any other country outside Australia or New Zealand;
- (g) you acknowledge that you have read and understand this Offer Booklet and your Entitlement and Acceptance Form in their entirety;
- (h) you agree to be bound by the terms of the Entitlement Offer, the provisions of this Offer Booklet and Hillgrove's constitution;
- (i) you authorise Hillgrove to register you as the holder(s) of New Shares (including any Additional New Shares) allotted to you;
- (j) you declare that all details and statements in your Entitlement and Acceptance Form are complete and accurate;
- (k) if you are a natural person, you declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under your Entitlement and Acceptance Form;
- (l) you acknowledge that after Hillgrove receives your Entitlement and Acceptance Form or any payment of Application Monies through BPAY®, you may not withdraw your Application or funds provided except as allowed by law;
- (m) you agree to apply for and be issued up to the number of New Shares specified in the Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies through BPAY®, at the Issue Price;
- (n) you authorise Hillgrove, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares (including any Additional New Shares) to be issued to you, including to act on instructions of the Share Registry on using the contact details set out in your Entitlement and Acceptance Form;
- (o) you declare that you were the registered holder(s) at the Record Date of the Shares indicated on your Entitlement and Acceptance Form as being held by you on the Record Date;
- (p) you acknowledge that the information contained in this Offer Booklet and your 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;
- (q) you acknowledge that this Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in Hillgrove and is given in the context of Hillgrove's past and ongoing continuous disclosure announcements to ASX;
- (r) you acknowledge the statement of risks in the "Risks" section of the Investor Presentation included in this Offer Booklet, and that investments in Hillgrove are subject to risk;
- (s) you acknowledge that none of Hillgrove, nor its respective affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of Hillgrove, nor do they guarantee the repayment of capital;

- (t) 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;
- (u) you authorise Hillgrove to correct any errors in your Entitlement and Acceptance Form or other form provided by you;
- (v) you represent and warrant (for the benefit of Hillgrove and its respective affiliates) that you, are an Eligible Shareholder and are otherwise eligible to participate in the Entitlement Offer;
- (w) you acknowledge and 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 Hillgrove, and Hillgrove and their 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;
- (x) you represent and warrant that the law of any place does not prohibit you from being given this Offer Booklet and your Entitlement and Acceptance Form, nor does it prohibit you from making an Application for New Shares (including any Additional New Shares) and that you are otherwise eligible to participate in the Entitlement Offer; and
- (y) if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in a regular way transactions on the ASX are conducted or otherwise where neither you nor any person acting on your behalf know, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States or is acting for the account or benefit of a person in the United States.

If you take up and pay for all or part of your Entitlement before the Closing Date, you will be allotted your New Shares on Monday, 15 February 2021, pending any adjustment to the timetable by Hillgrove. If you apply for Additional New Shares under the Top-Up Facility then, to the extent your Application for Additional New Shares is accepted (in whole or part), you will be issued the Additional New Shares on the same day. Hillgrove's decision on the number (if any) of Additional New Shares to be allocated to you will be final and binding.

Cash payments will not be accepted. Receipts for payment will not be issued.

Any Application Monies received for more than your final allocation of New Shares and Additional New Shares will be refunded to you as soon as practicable. No interest will be paid to you on any Application Monies received or refunded.

If you have a query on how to complete the Entitlement and Acceptance Form, you should contact the Share Registry on the Hillgrove Offer Information Line on 1300 737 760 within Australia or +61 2 9290 9600 outside Australia from 9.00am to 5.00pm (AEDT) Monday to Friday during the offer period.

4. Important information

This Offer Booklet (including the Chairman's letter and the Investor Presentation reproduced in it) and accompanying personalised Entitlement and Acceptance Form have been prepared by Hillgrove. The information in this Offer Booklet is dated 30 December 2020. This Offer Booklet remains subject to change without notice and Hillgrove is not responsible for updating this Offer Booklet.

This Offer Booklet should be read in conjunction with Hillgrove's other periodic and continuous disclosure announcements to the ASX available at www.asx.com.au.

No party other than Hillgrove has authorised or caused the issue of the information in this Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Offer Booklet.

This information is important and requires your immediate attention.

You should read the information in this Offer Booklet carefully and in its entirety before deciding whether to invest in New Shares (and Additional New Shares). In particular, you should consider the risk factors outlined in the "Risks" section of the Investor Presentation released to ASX on (a copy of which is included as an annexure to this Offer Booklet) any of which could

affect the operating and financial performance of Hillgrove or the value of an investment in Hillgrove.

You should consult your stockbroker, accountant, solicitor or other independent professional adviser to evaluate whether or not to participate in the Entitlement Offer.

4.1 Effect of the Entitlement Offer on control

The potential effect the Entitlement Offer will have on control of Hillgrove, and the consequences of that effect, will depend on a number of factors, including shareholder demand under the Entitlement Offer and the extent to which Eligible Shareholders take up New Shares under the Entitlement Offer and apply for shares under the Top-Up Facility. Having regard to those factors, the Entitlement Offer is not expected to have any material effect or consequence on the control of Hillgrove.

If all of the Eligible Shareholders take up their entitlements to New Shares under the Entitlement Offer, there will be no material effect on the control of Hillgrove as Eligible Shareholders would continue to hold the same percentage interest in Hillgrove. Shareholders who are ineligible to participate in the Entitlement Offer will have their percentage holding in the Hillgrove's shares diluted as a consequence of the issue of New Shares. If the New Shares of Ineligible Shareholders are acquired by Eligible Shareholders, those shareholders percentage interest in Hillgrove would increase.

To the extent that an Eligible Shareholder fails to take up their Entitlement under the Entitlement Offer, that Eligible Shareholder's percentage holding in Hillgrove's shares would be diluted by the issue of the New Shares relative to those who did take up their full entitlement (and those who acquire more New Shares than their Entitlement). Given the terms of the Entitlement Offer, the maximum possible dilution to an Eligible Shareholder's interest in the Company would be 12%.

Ariadne, the largest shareholder in Hillgrove, has voting power in Hillgrove of 25.31% at the date of this Offer Booklet. Ariadne has:

- (a) subscribed for 32,258,065 New Shares with a value of approximately \$1.0 million under Tranche 1 Placement; and
- (b) subject to the Tranche 2 Placement being approved by shareholders in general meeting, committed to taking up 19,354,839 New Shares with a value of approximately \$600,000 under the Entitlement Offer (being part of Ariadne's pro rata entitlement under the Entitlement Offer).

The New Shares acquired by Ariadne will be within, and limited to, Ariadne's 3% capacity to acquire further shares in Hillgrove under item 9 of section 611 of the Corporations Act.

Following completion of the Equity Raising, Ariadne's voting power in Hillgrove will not exceed a maximum of 28.31%.

4.2 No Entitlements trading

Entitlements are non-renounceable and are not tradeable on ASX or otherwise transferable.

4.3 Rounding of Entitlements

Where fractions of 0.5 or more arise in the calculation of Entitlements, they will be rounded up to the nearest whole number of New Shares.

4.4 Ranking of New Shares (and Additional New Shares)

The New Shares (and Additional New Shares) will be issued on a fully paid basis and will rank equally in all respects with Existing Shares.

The rights and liabilities attaching to the Shares are set out in Hillgrove's constitution and are regulated by the Corporations Act, the general law, the ASX Listing Rules and the ASX Settlement Operating Rules. Hillgrove's constitution may only be varied by a special resolution which is a resolution passed by at least 75% of the votes cast by Shareholders present (and entitled to vote).

Full details of the rights and liabilities attaching to the Shares are detailed in Hillgrove's constitution, a copy of which can be inspected free of charge at Hillgrove's registered office during normal business hours.

4.5 Continuous disclosure

Hillgrove is a disclosing entity for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations including an obligation under the ASX Listing Rules (subject to certain exceptions) to disclose to ASX any information of which it is or becomes aware concerning Hillgrove and which a reasonable person would expect to have a material effect on the price or the value of shares. All such disclosures are available at www.asx.com.au. You have the opportunity to access any information about Hillgrove which has previously been disclosed to ASX. In particular, please refer to the Hillgrove Half Year Results for the 6 months ended 30 June 2020 and the Hillgrove Annual Report for the financial year ended 31 December 2019. You should also have regard to any further announcements which may be made by Hillgrove to ASX after the date of this Offer Booklet.

4.6 Taxation

You should be aware that there may be taxation implications associated with participating in the Entitlement Offer and receiving New Shares (and any Additional New Shares).

Hillgrove does not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares (and any Additional New Shares) under the Entitlement Offer. Hillgrove, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders.

Shareholders should consult their professional tax adviser in connection with subscribing for New Shares (and Additional New Shares) under this Offer Booklet.

4.7 Risks

There are a number of risks associated with an investment in Hillgrove which may affect its financial performance, financial position, cash flows, distributions, growth prospects and Share price. The key risk factors are set out in the "Risks" section of the Investor Presentation included in this Offer Booklet.

4.8 Future performance and forward-looking statements

This Offer Booklet contains certain "forward-looking statements" that are based on the management of Hillgrove's beliefs, assumptions and expectations and on information currently available to the management of Hillgrove. The words "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan" and other similar expressions are intended to identify forward-looking statements. Any indications of, and guidance on, future operating performance, earnings, financial position and performance or production are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this Offer Booklet are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions.

Forward-looking statements, including projections, guidance on future operations, earnings, estimates or production targets (if any), are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. This Offer Booklet contains statements that are subject to risk factors associated with Hillgrove's business activities, including the risks described in the "Risks" section in the accompanying Investor Presentation. It is believed that the expectations reflected in these statements are reasonable, but they may be affected by a range of variables which could cause actual results or trends to differ materially, including but not limited to earnings, capital expenditure, cash flow and capital structure risks and general business risks. No representation, warranty or assurance (express or implied) is given or made in relation to any forward-looking statement by any person (including Hillgrove or any of its advisers).

In particular, no representation, warranty or assurance (express or implied) is given that the occurrence of the events expressed or implied in any forward-looking statements in this Offer Booklet will actually occur. Actual operations, results, performance, production targets or achievement may vary materially from any projections and forward-looking statements and the

assumptions on which those statements are based. Any forward-looking statements in this Offer Booklet speak only as of the date of this Offer Booklet. Subject to any continuing obligations under applicable law or regulation (including the ASX Listing Rules), Hillgrove disclaims any obligation or undertaking to provide any updates or revisions to any forward-looking statements in this Offer Booklet to reflect any change in expectations in relation to any forward-looking statements or any change in events, conditions or circumstances on which any such statement is based.

4.9 Past performance

Past performance information given in this Offer Booklet is provided for illustrative purposes only and should not be relied upon as (and is not) an indication of future performance. The historical information in this Offer Booklet is, or is based upon, information that has been released to the market. For further information, please see past announcements released to ASX.

4.10 No cooling off rights

Cooling off rights do not apply to an investment in New Shares (and Additional New Shares). You cannot withdraw your Application once it has been accepted.

4.11 Not investment or financial product advice

The Entitlement Offer to which the information in this Offer Booklet relates complies with the requirements of section 708AA of the Corporations Act as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*. The information in this Offer Booklet is not a prospectus, product disclosure statement, disclosure document or other offering document under the Corporations Act (or any other law) and has not been lodged with ASIC. It is also not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. Hillgrove is not licensed to provide financial product advice in respect of the New Shares or any other financial products.

The information in this Offer Booklet does not purport to contain all the information that you may require to evaluate a possible application for New Shares, nor does it contain all the information which would be required in a prospectus or product disclosure statement prepared in accordance with the requirements of the Corporations Act. It should be read in conjunction with Hillgrove's other periodic statements and continuous disclosure announcements lodged with ASX, which are available at www.asx.com.au. The information in this Offer Booklet does not take into account your investment objectives, financial situation or needs or those of any particular investor. Before deciding whether to apply for New Shares, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial objectives and having regard to the merits or risks involved. You should conduct your own independent review, investigation and analysis of the Shares, the subject of the Entitlement Offer.

If, after reading this Offer Booklet, you have any questions about the Entitlement Offer, you should contact your stockbroker, accountant, solicitor, tax adviser or other independent professional adviser. You should obtain any professional advice you require to evaluate the merits and risks of an investment in Hillgrove before making any investment decision based on your investment objectives.

4.12 Foreign jurisdictions

Hillgrove has determined that it is unreasonable to extend the Entitlement Offer to Ineligible Shareholders because of the small number of such Shareholders, the number and value of Shares that they hold and the cost of complying with the applicable regulations in jurisdictions outside Australia and New Zealand.

The information in this Offer Booklet, the Investor Presentation, any accompanying ASX announcement and the Entitlement and Acceptance Form do not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer, and no action has been taken to register the New Shares or otherwise permit a public offering of the New Shares in any jurisdiction outside of Australia or New Zealand. Return of the personalised Entitlement and Acceptance Form or your BPAY® payment will be taken by Hillgrove to constitute a representation by you that there has been no breach of any such laws.

The distribution of this Offer Booklet (including an electronic copy) outside Australia or New Zealand may be restricted by law. In particular, this Offer Booklet or any copy of it must not be taken into or distributed or released to any person in the United States or any other jurisdiction outside Australia or New Zealand. If you come into possession of this Offer Booklet, you must observe such restrictions and should seek your own advice on such restrictions.

Due to legal restrictions, nominees and custodians may not send copies of this Offer Booklet or any material relating to the Entitlement Offer or accept the Entitlement Offer in relation to any person in the United States or any other jurisdiction outside Australia or New Zealand, except to beneficial Shareholders who are institutional or professional investors in certain foreign countries to the extent contemplated in this Offer Booklet, the Investor Presentation or as Hillgrove may otherwise permit in compliance with applicable law.

United States

This Offer Booklet, the Investor Presentation, any accompanying ASX announcements and the Entitlement and Acceptance Form do not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States.

The New Shares have not been, and will not be, registered under the US Securities Act and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws. The New Shares in the Entitlement Offer are being offered and sold outside the United States in 'offshore transactions' as defined and in reliance on Regulation S under the US Securities Act.

New Zealand

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

This document has been prepared in compliance with Australian law and 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.

4.13 Financial amounts

Money as expressed in this Offer Booklet is in Australian dollars unless otherwise indicated. Any discrepancies between totals in tables and sums of components in tables in this Offer Booklet and between those figures and figures referred to in other parts of this document may be due to rounding.

4.14 Privacy

Chapter 2C of the Corporations Act requires information about you as a Shareholder (including your name, address and details of your Shares) to be included in the public register of Hillgrove. Information is collected to administer your Shares. Your personal information may be disclosed to Hillgrove. You can obtain access to your personal information by contacting the Share Registry at the address or telephone number listed in the corporate directory. The Share Registry's privacy policy is available on its website <https://boardroomlimited.com.au/corp/privacy-policy/>.

4.15 Disclaimer of representations

No person is authorised to give any information or make any representation in connection with the Entitlement Offer described in this Offer Booklet, which is not contained in this Offer Booklet. Any information or representation not contained in this Offer Booklet may not be relied on as having been authorised by Hillgrove in connection with the Entitlement Offer. Except as required by law, and only to the extent so required, none of Hillgrove, or any other person, warrants or guarantees the future performance of Hillgrove or any return on any investment made pursuant to this Offer Booklet.

4.16 Governing law

This Offer Booklet, the Entitlement Offer and the contracts formed on acceptance of the Entitlement and Acceptance Forms are governed by the laws applicable in South Australia, Australia. Each applicant for New Shares (and Additional New Shares) submits to the non-exclusive jurisdiction of the courts of South Australia, Australia.

Glossary

Term	Definition
\$, A\$ or AUD	the currency of Australia.
ASIC	the Australian Securities and Investments Commission.
ASX or Australian Securities Exchange	ASX Limited ACN 008 624 691 or the financial market known as the Australian Securities Exchange operated by it, as the context requires.
ASX Listing Rules	the listing rules of the ASX.
ASX Settlement	ASX Settlement Pty Limited ABN 49 008 504 532.
ASX Settlement Operating Rules	the operating rules of ASX Settlement as amended from time to time, except to the extent of any express written waiver by ASX Settlement.
Additional New Share	a New Share offered and issued under the Top-Up Facility.
Application	the submission of a completed Entitlement and Acceptance Form accompanied by the relevant Application Monies or the payment of the relevant Application Monies via BPAY® in accordance with the instructions on the Entitlement and Acceptance Form.
Application Monies	the total amount payable for the New Shares applied for via BPAY® or a completed Entitlement and Acceptance Form.
Ariadne	Portfolio Services Pty Limited (ACN 010 565 670).
Board or Board of Directors	the Board of Directors of Hillgrove.
Closing Date	5.00pm (AEDT), Monday 8 February 2021 (or such later date as Hillgrove determines in its sole and absolute discretion).
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Directors	the directors of Hillgrove as at the date of this Offer Booklet.
Eligible Shareholder	has the meaning given in Section 2.2.
Entitlement	the number of New Shares that an Eligible Shareholder is entitled to apply for under the Entitlement Offer, as determined by the number of Shares held by that Eligible Shareholder on the Record Date.
Entitlement and Acceptance Form	the relevant personalised form accompanying this Offer Booklet which Eligible Shareholders may use to apply for New Shares.
Entitlement Offer	the non-renounceable pro-rata entitlement offer made to Eligible Shareholders to apply for 1 New Share for every 6.5 Existing Shares held as at the Record Date at the Issue Price of \$0.031 per New Share.
Equity Raising	the Placement and the Entitlement Offer.
Existing Shares	a Share issued as at 7.00pm (AEDT) on the Record Date.
Hillgrove or Company	Hillgrove Resources Limited ACN 004 297 116.
Ineligible Shareholder	a Shareholder on the Record Date to whom an offer was not made by Hillgrove under the Entitlement Offer.
Ineligible Shareholder	a Shareholder other than an Eligible Shareholder, on the Record Date.
Investor Presentation	Hillgrove's presentation released to ASX on 17 December 2020, included in Annexure A of this Offer Booklet.
Lead Manager	Taylor Collison
New Shares	Shares to be issued and allotted under the Equity Raising.
Offer Booklet	this document dated 30 December 2020.

Term	Definition
Placement	the two tranche placement of approximately 261.3 million New Shares to institutional and professional/sophisticated investors to raise approximately \$8.1 million, as announced on Thursday, 17 December 2020.
Record Date	7.00pm (AEDT) Wednesday, 23 December 2020.
Share(s)	a fully paid ordinary share in the capital of Hillgrove.
Share Registry	Boardroom Pty Limited ACN 003 209 836.
Shareholder	a registered holder of Shares.
Taylor Collison	Taylor Collison Limited ACN 008 172 450 (AFSL No. 247083).
Tranche 1 Placement	means the first tranche of the Placement of approximately 76.2 million New Shares to institutional and professional/sophisticated investors to raise approximately \$2.4 million, as announced on Thursday, 17 December 2020.
Tranche 2 Placement	means the second tranche of the Placement of approximately 185.1 million New Shares to institutional and professional/sophisticated investors to raise approximately \$5.7 million, subject to shareholder approval at a general meeting of Hillgrove.
Top-Up Facility	the facility under which Eligible Shareholders may apply for Additional New Shares in excess of their Entitlement as described in Section 2.3 of this Offer Booklet.
US Securities Act	the <i>Securities Exchange Act of 1934</i> (US).

Corporate Directory

Company

Hillgrove Resources Limited 5-7 King William Road
Unley SA 5061

Directors

Mr Derek Northleigh Carter (Chairman)

Mr Lachlan Wallace

Mr Murray Boyte

Company Secretary

Mr Joe Sutanto

Lead Manager

Taylor Collison

Level 16, 211 Victoria Square

Adelaide SA 5000

AFSL 247 083

Share Registry

Boardroom Pty Limited

Level 12, 225 George Street

Sydney NSW 2000

Legal Adviser

MinterEllison

Level 10, 25 Grenfell Street

Adelaide SA 5000 Australia

Boardroom information line:

Boardroom Information Line:

1300 737 760 within Australia

+61 2 9290 9600 outside Australia

Open from 9.00am to 5.00pm (AEDT) Monday to Friday during the offer period

Annexure A - Investor presentation