

# Share Purchase Plan Offer

Burley Minerals Ltd

ACN 645 324 992

The Offer closes at 5pm (WST) on 10 May 2024

This is an important document and should be read in its entirety.

This document has been prepared by Burley Minerals Ltd. The Offer is an initiative that provides Eligible Shareholders with the opportunity to purchase additional Shares at a discount without brokerage and transaction costs.

The Offer does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision whether or not to accept the Offer, you should consult your financial or other professional adviser.

This document is not a prospectus or other disclosure document under the Corporations Act.

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US PERSONS

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# Key Offer Information

## Introduction

Burley Minerals Ltd (**Company**) is pleased to provide Eligible Shareholders the opportunity to subscribe for up to \$30,000 of new fully paid ordinary shares in the Company (**New Shares**) under a share purchase plan on the terms and conditions set out in this document (**Offer**). Participation in the Offer will not incur brokerage costs. This document has been issued by the Company and explains the features of the Offer.

## Key Dates

Event	Date
Record Date	5:00pm WST on 16 April 2024
Announcement Date	17 April 2024
Offer Documents mailed to Eligible Shareholders	24 April 2024
Offer opens	24 April 2024
Offer closes	10 May 2024
Allotment Date	15 May 2024
Commencement of trading of New Shares	16 May 2024

The timetable is indicative only and the Company may, at its discretion, vary any of the above dates (other than the Record Date) by making an announcement to ASX including closing the Offer early.

Defined terms and abbreviations used in this document are set out in **clause 19** of the Terms and Conditions.

## Important Notices

The offer contained in this document is not a recommendation to purchase New Shares. If you are in any doubt about the Offer, you should consult your financial or other professional adviser.

If you apply to participate in the Offer by making a BPAY<sup>®1</sup> payment or completing and returning the Application Form with an EFT payment, you are accepting the risk that the market price of Shares may change between the date of the Offer and the Allotment Date.

This means it is possible that, up to or after the Allotment Date, you may be able to buy Shares on market at a lower price than the Offer Price. If the market price of Shares is lower than the Offer Price after the Allotment Date, the price at which you will be able to sell your New Shares, and their value, will be less than what you paid for them.

Participation in the Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person.

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<sup>1</sup> <sup>®</sup> Registered to BPAY Pty Limited ABN 69 079 137 518. New Zealand based shareholders cannot apply using BPAY<sup>®</sup> unless they have an Australian bank account.

This document has been prepared to comply with the requirements of the laws of Australia. This document does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register the New Shares or otherwise permit an offering of New Shares in any jurisdiction outside of Australia except to the extent permitted below.

The New Shares 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 of New Shares is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand). 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.

The offer of New Shares under the Plan is made in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 and therefore does not require a prospectus for the purposes of Chapter 6D of the *Corporations Act 2001* (Cth).

The Company recommends that you monitor its announcements and the Share price, which can be found on its website at [www.burleyminerals.com.au](http://www.burleyminerals.com.au) and on the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX code: BUR).

### **Further information**

Please refer to the announcement made by Company on 17 April 2024 for further background and information in relation to the Offer.

If you have any questions in relation to the Offer or how to complete the Application Form, please call the Share Registry, Automic Group, on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia), or consult your financial or other professional adviser.

# Letter to Eligible Shareholders

24 April 2024

Dear Shareholder

## **Burley Minerals Ltd - Share Purchase Plan**

On behalf of the Board of Burley Minerals Ltd (ABN 44 645 324 992) (**Company**), I am pleased to offer you the opportunity to subscribe for fully paid ordinary shares in the Company (**Shares**) under a Share Purchase Plan (**SPP**).

The Company is offering eligible shareholders the opportunity to apply under the SPP for up to a maximum of \$30,000 worth of Shares at an offer price of \$0.05 per Share (**Offer Price**). Shareholders will be eligible to participate in the SPP if they have a registered address in Australia and are registered on the Company's share registry as at 5.00pm (WST) on 16 April 2024.

The Offer Price represents a 13.4% discount to the volume weighted average market price of Shares over the last five days on which sales of Shares were recorded on ASX immediately prior to the SPP being announced. The SPP is to raise up to a maximum of \$500,000 (before costs).

Applications for new Shares under the SPP can be made in accordance with the instructions on the enclosed Application Form. The offer of Shares under the SPP is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* and therefore does not require a prospectus or other disclosure document for the purposes of Chapter 6D of the Corporations Act.

### **Important Information**

The SPP is governed by the enclosed terms and conditions. Please read these terms and conditions carefully and in their entirety, together with announcements made by the Company to ASX, before deciding whether to participate in the SPP.

If you are uncertain whether Shares are a suitable investment for you, you should consult your financial or other professional adviser. The Board recommends that you obtain your own financial advice in relation to the SPP and consider price movements of Shares in the Company prior to electing to participate in the SPP.

### **Enquiries**

If you have any questions in relation to how to participate in the SPP, please contact the Company's share registry, Automic Group, on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside of Australia) or by email to:

[corporate.actions@automicgroup.com.au](mailto:corporate.actions@automicgroup.com.au).

Applications must be received by no later than at 5.00pm (AWST) on Friday, 10 May 2024. The Company reserves the right in its sole discretion to close the SPP early.

Yours faithfully

**Bryan Dixon**

Non-executive Chairman  
Burley Minerals Ltd

## Frequently Asked Questions

This section provides a summary of the key aspects of the Offer. You should read it in conjunction with the terms and conditions of the Offer provided in the annexure to this document.

<p><b>What is the Offer?</b></p>	<p>This share purchase plan is a means by which Eligible Shareholders may subscribe for up to \$30,000 worth of New Shares without brokerage or other transaction costs. New Shares issued under the Offer will rank equally with other Shares as at the date of issue, and will be able to be traded on ASX (subject to ASX granting quotation of the New Shares).</p> <p>The Company is seeking to a maximum of \$500,000 under the Offer. If total applications in the SPP exceed the \$500,000 to be raised under the Offer, the Directors may, in their absolute discretion, accept or scaleback all applications on an equitable basis. Directors may also, in their absolute discretion, decide to increase acceptances in the event of oversubscriptions (up to the maximum permitted by the ASX Listing Rules).</p>
<p><b>Who is eligible to participate in the Offer?</b></p>	<p>Shareholders with a registered address in either Australia (and its external territories) or New Zealand as at 5pm (WST) on Tuesday, 16 April 2024 are eligible to participate in the Offer, provided that such shareholder is not in the United States and is not, and is not acting for the account or benefit of, a US Person.</p> <p>For New Zealand shareholders, you must still be a shareholder at the date of the Offer, that is 25 April 2024.</p>
<p><b>Do I have to participate in the Offer?</b></p>	<p>No. Participation is voluntary. If you do not wish to participate in the Offer, you do not need to do anything, and the Offer will lapse at 5pm (WST) on 10 May 2024.</p>
<p><b>Can a third party participate in the Offer in my place?</b></p>	<p>No. The Offer is non-renounceable and cannot be transferred.</p>
<p><b>How much can I invest under the Offer?</b></p>	<p>The maximum investment under the Offer is \$30,000. You may apply to purchase a parcel of \$2,000, \$5,000, \$10,000, \$15,000, \$20,000 or \$30,000 worth of New Shares.</p> <p>The number of New Shares is rounded up to the nearest whole number after dividing the dollar amount by the Offer Price.</p>
<p><b>What is the price of New Shares under the Offer?</b></p>	<p>The offer price for New Shares under the SPP is \$0.05 per New Share.</p> <p>In accordance with the requirements of ASIC Instrument 2019/547, the Company notes that on the last trading day immediately prior to the announcement date of the Offer, the VWAP of Shares over the last five days traded on the ASX was \$0.05772 per Share. The Offer Price is a 13.4% discount to that price.</p> <p>The New Shares are a speculative investment, and the price of the Shares might rise or fall between the date of this Offer and the date the New Shares are issued. This means that the price paid for a New Share under the SPP may be greater or less than the price of Shares at the time they are issued to Eligible Shareholders and affect the actual number of New Shares to be issued to each applicant pursuant to the SPP.</p>

<p><b>How do I apply for New Shares under the Offer?</b></p>	<p>If you wish to participate in the Offer, you need to do either of the following:</p> <p><b>Option 1</b>      To pay via BPAY you will need to:</p> <p>Pay via BPAY®</p> <ul style="list-style-type: none"> <li>• be an account holder with an Australian financial institution;</li> <li>• use the personalised reference number shown on your Application Form, which is required to identify your holding; and</li> </ul> <p>ensure that your payment is received by the Share Registry before 5.00pm (WST) on 10 May 2024.</p> <p>If paying via BPAY, you <b>do not</b> need to complete and submit the Application Form but you will be taken to have made the statements and certifications on the Application Form.</p> <p>Please note that your financial institution may implement earlier cut-off times with regards to electronic payment. Please take this into consideration when making payment via BPAY.</p> <p><b>Option 2</b>      Please complete the Application Form and forward it with receipt of your payment by EFT in Australian dollars made payable to “Burley Minerals Ltd” to the Share Registry, using the bank account details on the Application Form.</p> <p>Pay by EFT</p> <p>Your completed Application Form and payment must be received by the Share Registry prior to the close of the Offer at 5.00pm (WST) on 10 May 2024.</p>
<p><b>Are there any other terms and conditions attached to the Offer?</b></p>	<p>The terms and conditions relating to the Offer are set out in full in the annexure to this document. Please read the Terms and Conditions carefully, as you will be bound by them in participating in the Offer. Shareholders accepting the Offer will also be bound by the constitution of the Company.</p>
<p><b>What is the maximum investment for each shareholder?</b></p>	<p>The maximum investment for each shareholder is \$30,000. You may not apply for more than \$30,000 of New Shares in aggregate under the Offer, even though you may receive more than one offer, or offers in more than one capacity, under the Offer.</p>
<p><b>How many New Shares will I receive?</b></p>	<p>You may apply for a parcel of New Shares with one of the application amounts set out in <b>clause 6</b> of the Terms and Conditions.</p> <p>In the absence of the Company exercising its right to scale back your entitlement (see <b>clause 10</b> of the Terms and Conditions), the number of New Shares to be issued to you will be calculated by dividing your chosen application amount by the Offer Price, with any resulting fractions of a New Share being rounded up to the nearest whole number of New Shares.</p>
<p><b>When will I receive my New Shares?</b></p>	<p>New Shares are expected to be allotted on 15 May 2024 (<b>Allotment Date</b>).</p>
<p><b>When can I trade allocated New Shares?</b></p>	<p>You can trade your New Shares after the Allotment Date. However, given the possibility that applications may be scaled back, you should confirm your holding on or after the Allotment Date before trading any New Shares you believe you have acquired under the Offer.</p>
<p><b>Is the Offer underwritten?</b></p>	<p>The Offer is not underwritten.</p>

# Terms and Conditions of the Share Purchase Plan

## 1. Offer

- 1.1. The Offer entitles eligible shareholders of the Company to apply to purchase up to \$30,000 worth of New Shares through this share purchase plan.

## 2. Eligibility to participate

- 2.1. You are eligible to participate in the Offer if you were a registered holder of Shares at 5pm (WST) on 16 April 2024 (**Record Date**) with a registered address in Australia (and its external territories) or New Zealand, unless:
  - (a) you hold Shares on behalf of another person who resides outside Australia (and its external territories) or New Zealand; or
  - (b) you are, or are acting for the account or benefit of, a US Person.
- 2.2. For New Zealand shareholders, you must still be a shareholder at the date of the Offer, that is 25 April 2024.
- 2.3. The Company has determined that it is either unlawful or impracticable for holders of Shares with registered addresses in jurisdictions outside Australia (and its external territories) and New Zealand to participate in the Offer.
- 2.4. If you are the only registered holder of a holding of Shares, but you receive more than one offer (for example, due to multiple registered holdings), you may only apply for a maximum of \$30,000 of New Shares in aggregate under the Offer.
- 2.5. Joint holders of Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification under **clause 7.1(k)** by one joint holder will be effective in respect of the other joint holder(s).
- 2.6. If you are a Custodian for a beneficiary or beneficiaries, you may apply for one maximum parcel of New Shares for each beneficiary (or if you are a Custodian for two or more joint beneficiaries, for each such holding as if it was held by a single person). Further information in relation to how Custodians may apply for New Shares is set out in **clause 7.2**.

## 3. Rights to apply for New Shares are non-renounceable

- 3.1. If you are an Eligible Shareholder, your rights under the Offer are personal to you and are non-renounceable, which means that you cannot transfer your rights to another person.

## 4. Offer Price

- 4.1. The New Shares to be issued under the Offer will be issued at a price of \$0.05 per New Share (**Offer Price**), which represents a 13.4% discount to the VWAP of Shares traded on the ASX for the five trading days immediately prior to the announcement of the Offer.
- 4.2. The New Shares are a speculative investment, and the price of the Shares might rise or fall between the date of this Offer and the date the New Shares are issued. This means that the price paid for a New Share under the SPP may be greater or less than the price of Shares at the time they are issued to Eligible Shareholders and affect the actual number of New Shares to be issued to each applicant pursuant to the SPP.

## 5. Timing

- 5.1. The Offer opens on 24 April 2024 and closes at 5pm (WST) on 10 May 2024, unless extended or closed earlier. The Company proposes to allot New Shares on 15 May 2024 and send confirmations to shareholders on or around 17 May 2024.



- 5.2. The Company reserves the right to extend the Offer or the proposed Allotment Date at any time by making an announcement to ASX.

## 6. Applying for New Shares

You may apply for a parcel of New Shares under the Offer with one of the application amounts set out in the table below. The maximum investment by an Eligible Shareholder under the Offer is \$30,000.

Amounts Payable
\$30,000
\$20,000
\$15,000
\$10,000
\$5,000
\$2,000

- 6.1. If you apply for New Shares under the Offer, you are applying for a certain value of New Shares at the Offer Price (defined above), rather than a certain number of New Shares. Fractional New Shares will not be issued and any fraction of a New Share will be rounded up to the nearest whole number of New Shares.
- 6.2. You may not apply for more than \$30,000 of New Shares in aggregate under the Offer, even though you may receive more than one offer, or offers in more than one capacity, under the Offer.
- 6.3. If you wish to apply for New Shares under the Offer you should either:
- (a) pay directly via BPAY® on the internet or by telephone, using the details on the Application Form (New Zealand based shareholders cannot apply using BPAY unless they have an Australian bank account). Please ensure that your payment is received by the Share Registry before 5pm (WST) on 10 May 2024. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should take this into consideration when making any electronic payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received in time. The Application Form does not need to be returned in this case. Please note that New Zealand shareholders having an Australian bank account can also use BPay@; or
  - (b) complete the Application Form and forward it with receipt of your payment by EFT using the bank account details on the Application Form. Application Forms (with application payments) must be received by the Share Registry by 5pm (WST) on 10 May 2024.
- 6.4. Do not forward cash. Receipts for payment will not be issued.
- 6.5. Funds paid via BPAY® or Application Forms (with application payments) must be received by the Share Registry by the applicable time (specified above) on 10 May 2024. The Company may reject applications received after this time.
- 6.6. If your Application Form or application is incomplete, contains errors or is otherwise invalid or defective, the Company may, in its sole discretion, accept, reject, correct or amend your application, issue such number of New Shares to you as it considers appropriate, refund your application money, or take any combination of these actions. Any necessary refund will be paid to you shortly after the close of the Offer. No interest will be paid on any refunded money.

6.7. You cannot withdraw or revoke your application once you have sent in an Application Form with EFT payment or paid via BPAY®.

## 7. Effect of making an application

7.1. If you submit a BPAY® payment or complete and return the Application Form:

- (a) you will be deemed to have represented and warranted that you are an Eligible Shareholder, you have read and understood these Terms and Conditions and you subscribe for New Shares in accordance with these Terms and Conditions;
- (b) you declare that all details and statements in your application are true and complete and not misleading;
- (c) you authorise the Company to correct or amend your Application Form as contemplated by **clause 6.6**;
- (d) you acknowledge that the market price of Shares may rise or fall between the date of the Offer and the Allotment Date and that the Offer Price you pay for the New Shares may exceed the market price of the Shares on the Allotment Date;
- (e) you accept the risk associated with any refund that may be despatched by direct credit to you at your address as shown on the Share register;
- (f) you acknowledge that the New Shares have not, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia (and its external territories) or New Zealand, and accordingly, the New Shares purchased under the Offer 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;
- (g) you are lawfully permitted to accept the Offer and participate in the Plan in accordance with the terms and conditions of the Offer and all applicable laws;
- (h) you represent and warrant that you are not a US Person, and are not applying under the Offer for or on behalf of a US Person;
- (i) you represent and warrant that you have not and will not send any materials relating to the Offer to any person in the United States that is, or is acting for the account or benefit of, a US Person;
- (j) you acknowledge that you have not been provided with investment advice or financial product advice by the Company or the Share Registry;
- (k) you certify that you have not applied for, or instructed a Custodian to apply on your behalf for, New Shares with an application price which, when aggregated with the application price for any Shares issued to you or a Custodian on your behalf under the Offer or any similar Company arrangement in the 12 months prior to your application, exceeds \$30,000. This certification by one joint holder of Shares will be effective in respect of the other joint holder(s);
- (l) you authorise the Company and its affiliates, officers and representatives to do anything on your behalf necessary for New Shares to be issued to you in accordance with these Terms and Conditions; and
- (m) the Company may at any time irrevocably determine that your application is valid in accordance with these Terms and Conditions, even if the application is incomplete, contains errors or is otherwise defective.

7.2. If you are a Custodian, you certify:

- (a) that, as at the Record Date, you hold Shares on behalf of one or more beneficiaries, and that those beneficiaries have been provided with a copy of this document and instructed you to apply for New Shares;
  - (b) details of the number of beneficiaries who have instructed you to apply for New Shares on their behalf, their names and addresses, the number of Shares you hold on their behalf and the number of New Shares they have instructed you to apply for are correct;
  - (c) you have not applied for New Shares on behalf of any beneficiary with an application price which, when aggregated with the application price for any Shares issued to you on behalf of that beneficiary under the Offer or any similar Company arrangement in the 12 months prior to your application, exceed \$30,000; and
  - (d) that you:
    - (i) hold an Australian financial services licence that covers the provision of a custodial or depository service (within the meaning given by section 766E of the Corporations Act) or covers the operation of an IDPS (as defined in ASIC Class Order CO 13/763); or
    - (ii) do not hold an Australian financial services licence for the provision of a custodial or depository service as described in the ASIC Instrument and are exempt from the requirement to hold such a licence; or
    - (iii) otherwise meet the definition of Custodian in the ASIC Instrument.
- 7.3. Custodians wishing to participate on behalf of one or more beneficiaries should contact the Share Registry to obtain more information on how to apply and the form of certification to be given.
- 7.4. Please note that if you hold Shares in the capacity of a trustee or a nominee for another person but you do not meet the definition of Custodian in the ASIC Instrument, you cannot participate for beneficiaries in the manner outlined in **clause 7.2** above. In this case, the rules for multiple registered holdings as described in **clause 2.4** apply.

## **8. Rights attached to the New Shares**

- 8.1. New Shares issued under the Offer will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements as at the Allotment Date. The Company will apply for the New Shares to be quoted on ASX.

## **9. Costs of participation**

- 9.1. No brokerage, commissions or other transaction costs will be payable by Eligible Shareholders in respect of the application for, and allotment of, New Shares under the Offer.

## **10. Right to scale back entitlements or accept oversubscriptions**

- 10.1. Under the Offer, the Company seeks to raise a minimum of \$500,000. Notwithstanding this, the Company reserves absolute discretion regarding the amount raised under the SPP.
- 10.2. In the event of an oversubscription by the Closing Date the Directors may, in their absolute discretion, accept or scale-back all applications on an equitable basis.
- 10.3. If applications under the SPP are received in excess of \$500,000, the Company retains the absolute discretion to issue more New Shares to satisfy all or part of such applications up to the maximum permitted under the ASX Listing Rules. If the Company rejects or scales back an application or purported application, the Company will promptly return to the shareholder the relevant application monies, without interest. Any scale back will be applied to the extent and in the manner the Company sees fit, which may include taking into account a number of factors such as the size of an Eligible Shareholder's shareholding at the Record Date, the extent to which the Eligible Shareholder has sold or purchased shares both before and since

the Record Date, whether the Eligible Shareholder may have multiple registered holdings, the date on which the application was made, and the total applications received from Eligible Shareholders.

## **11. Refunds**

- 11.1. Refunds under the Offer may be paid under various circumstances. For example, if applications are made incorrectly the entire payment may be refunded, or if allocations are scaled back a partial refund may be made.
- 11.2. If a refund is made, payment will be by EFT with the shareholder's bank details lodged with Automic.
- 11.3. You will not receive any interest on funds refunded to you.
- 11.4. Any refund made to you is despatched at your risk.

## **12. United States**

- 12.1. Participation in the Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person. Participation in the Offer, directly or indirectly, in violation of these restrictions is not permitted, and any such participation will be invalid.
- 12.2. This document is not an offer of securities for sale in the United States or to any person that is, or is acting for the account or benefit of, a US Person. The Shares have not been, and will not be, registered under the US Securities Act and may not be offered, sold or delivered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person, except in accordance with an available exemption from registration.
- 12.3. Because of the legal restrictions summarised above, you must not send copies of any Offer materials to any of your clients (or any other person) in the United States or to any person that is, or is acting for the account or benefit of, a US Person. Consistent with the warranties set out above, you are also advised not to submit any Application Form or make payment by BPAY® or otherwise in respect of the purchase of New Shares under the Offer on behalf of any of your clients (or any other person) in the United States or that is, or is acting for the account or benefit of, a US Person. Failure to comply with these restrictions may result in violations of applicable securities laws.

## **13. Dispute resolution**

- 13.1. The Company reserves the right to settle, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Offer. The Company's decision will be conclusive and binding on all shareholders and other persons to whom the determination relates.

## **14. Waiver, amendment, suspension and termination**

- 14.1. The Company may, in its discretion, waive compliance with any provision of these Terms and Conditions, amend or vary these Terms and Conditions or suspend, withdraw or terminate the Offer at any time. Any such waiver, amendment, variation, suspension, withdrawal or termination will be binding on all Eligible Shareholders even where the Company does not notify you of the event.
- 14.2. The Company is not liable for loss, cost or expense arising out of any exercise of its discretions under these Terms and Conditions.
- 14.3. The Company reserves the right not to issue New Shares or to issue fewer New Shares than that applied for under the Plan by an Eligible Shareholder (including a Custodian applying on

behalf of its beneficiaries) if the Company believes that the issue of those New Shares would contravene any law or the ASX Listing Rules.

## 15. ASIC relief

- 15.1. The Offer is made in accordance with the ASIC Instrument. The ASIC Instrument grants relief from the requirement to prepare a prospectus for the offer of New Shares up to \$30,000 under the Offer, subject to certain terms and conditions.
- 15.2. In accordance with the terms of the ASIC Instrument, the Company will give a notice to ASX that complies with the ASIC Instrument.

## 16. Governing law

- 16.1. These Terms and Conditions are governed by the laws in force in Western Australia.

## 17. Binding terms

- 17.1. By accepting the offer to purchase New Shares under the Offer, you agree to be bound by these Terms and Conditions and the constitution of the Company (as amended from time to time).

## 18. Underwriting

- 18.1. The Offer is not underwritten.

## 19. Definitions

In this document the following terms have these meanings:

<b>\$</b>	Australian dollars.
<b>Allotment Date</b>	The date the New Shares are allotted, expected to be 15 May 2024.
<b>Application Form</b>	The application form which accompanies this document.
<b>ASIC</b>	The Australian Securities and Investments Commission.
<b>ASIC Instrument</b>	ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547
<b>ASX</b>	ASX Limited or the Australian Securities Exchange, as the context requires.
<b>Company</b>	Burley Minerals Ltd ACN 645 324 992.
<b>Corporations Act</b>	<i>The Corporations Act 2001</i> (Cth).
<b>Custodian</b>	The meaning given in the ASIC Instrument.
<b>Directors</b>	The directors of the Company.
<b>Eligible Shareholder</b>	A person who is eligible to participate in the Offer in accordance with <b>clause 2</b> of the Terms and Conditions.
<b>New Shares</b>	The Shares offered in this document.
<b>Offer</b>	The offer of New Shares in this document.
<b>Offer Price</b>	\$0.05 per New Share.
<b>Record Date</b>	The record date for the Offer being 5pm (WST) 16 April 2024.

<b>Share Purchase Plan Offer, SPP or Plan</b>	This document.
<b>Share Registry</b>	Automic Group.
<b>Shares</b>	Fully paid ordinary shares in the capital of the Company.
<b>Terms and Conditions</b>	The terms and conditions of the Offer set out in this document.
<b>US Person</b>	A “U.S. person” as defined in Regulation S under the US Securities Act.
<b>US Securities Act</b>	The US Securities Act of 1933, as amended.
<b>VWAP</b>	Has the meaning given to that term in the Official Listing Rules of the ASX.