



Share Purchase Plan (SPP) Offer Booklet

CHASE MINING CORPORATION LIMITED

ACN 118 788 846

For an offer of fully paid ordinary Chase Mining Corporation Limited shares at an issue price of \$0.0125 per share targeting to raise a maximum of \$750,000

ASX Code: CML

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This Offer Booklet requires your immediate attention. It is an important document which is accompanied by a personalised Application Form and both should be read in their entirety. This Offer Booklet is not a prospectus under the Corporations Act and has not been lodged with the Australian Securities and Investments Commission.

These materials do not constitute an offer to sell, or a solicitation of an offer to buy, any Shares in the United States. The Shares to be offered and sold under the SPP have not been, and will not be, registered under the United States Securities Act of 1933 (U.S. Securities Act) or the securities laws of any state or other jurisdiction of the United States, and therefore will only be offered and sold to Eligible Shareholders in Australia or New Zealand in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.

1 TIMETABLE TO THE OFFER

Date (and time if relevant)	Event	Description
7.00 pm (Sydney time) 27 May 2020	Record Date	The date and time on which Chase Mining Corporation Limited determined the eligibility of Eligible Shareholders.
28 May 2020 (prior to the commencement of trading)	Announcing SPP	
2 June 2020	Opening Date	SPP opens for acceptances.
5.00 pm (Sydney time) 16 June 2020	Closing Date	SPP closes for acceptances. Applications must be received by 5.00 pm (Sydney time).
19 June 2020	Scale Back Date	The date on which any Scale Back is announced.
22 June 2020	Issue Date	Shares will be issued and allotted on this date.
23 June 2020	Trading Date	Trading of Shares allotted under the SPP is expected to commence on ASX.
26 June 2020	Despatch Date	Transaction confirmations will be despatched to Shareholders.

This timetable is indicative only and Chase Mining Corporation Limited, may at its discretion, vary any of the above dates by sending a revised timetable to the ASX.

All times are Sydney time.

2 CHAIRMAN'S LETTER

28 May 2020

Dear Shareholders

SHARE PURCHASE PLAN OFFER

On behalf of the Board, we are pleased to offer you the opportunity to participate in the Share Purchase Plan (SPP) recently announced by Chase Mining Corporation Limited (**Chase Mining**).

The offer

The SPP provides Eligible Shareholders, being Shareholders as at 7.00 pm (Sydney time) on 27 May 2020 (**Record Date**) with a registered address in Australia or New Zealand, with an opportunity to apply for up to \$30,000 in new Shares irrespective of the number of Shares they currently own. The offer price is \$0.0125, being a 18.2% discount to the volume weighted average market price for the Company's Shares calculated over the last 5 days on which sales in the Company's Shares were recorded before the SPP was announced.

The SPP targets to raise a maximum of \$750,000, and the Board has the discretion to scale back applications accordingly.

Background and Activities update

The Company has continued to focus on its 100% owned asset base approach, namely the Zeus Gold and Ni-Cu-PGE projects in Quebec Canada and the Torrington Topaz and Tungsten project in NSW Australia. The latter includes the Topfibre – UNSW research into the production of mullite fibre from the topaz concentrate.

At Zeus the Company undertook further diamond core drilling during 2019 on the advanced Alotta project and in evaluating the greenfields priority one VTEM geophysical anomalies. The former successfully delineated extensions to the known massive sulphide mineralisation, but more importantly was the recognition of what is potentially a new style of mineralisation and mineral assemblage related to the late-stage porphyry intrusive bodies at Alotta. Hole ZA-19-05 included a spectacular 'bonanza grade' 0.5m intersection of chalcopyrite - pyrrhotite massive sulphide hosted in feldspar porphyry assaying **22% Cu, 34g/t Pd, 3.5g/t Pt and 0.78% Ni**, 1.4% Zn, 65g/t Ag from 55.3m. This forms part of a wider 4.1m zone of mineralisation assaying 5.3% Cu, 4.9g/t Pd, 0.9g/t Pt, 0.26% Ni and 12g/t Ag. The reader is referred to the ASX Announcement dated 3 December 2019 and the March 2020 Quarterly Report for additional information on this.

As previously announced (ASX Announcement 21 January 2020 and 2 March 2020) the Company will undertake a gold exploration programme at the Lorraine Mine Site. This will focus on the results from the compilation of all historic mine data (1964 – 68) and digitization of all associated drilling. This study resulted in the recognition of gold mineralisation reported in the 5 and 6 Level drift development and the accurate location of the high-grade channel sampled intervals of **28m at 45.24g/t Au, 41g/t Ag and 3.19% Cu; and, 9.4m @ 14.12g/t Au, 22g/t Ag and 3.16% Cu**. The collar location of underground hole which intersected **1m @ 53.47 g/t Au and 12g/t Ag** was also confirmed. Importantly it places this mineralised intercept approximately 12m below the 6-Level 28m channel sample.

The reader is referred to the ASX Announcements mentioned above and the March 2020 Quarterly Report for additional information on this and other information included in this review summary. The Company confirms that it is not aware of any new information or data that materially affects the information included in its previous announcements.

At Torrington, the MLA and EIS processes as well as the TopFibre – UNSW ARC collaborative Research Project is ongoing.

Planned late June 2020 Zeus diamond drilling targeting Gold, Copper, Palladium and Nickel

As outlined in the ASX Announcement dated 21 January 2020, diamond core drilling was planned for the Lorraine Mine Site and Alotta project areas and scheduled to commence in mid-May. This was postponed due to COVID-19 restrictions as per the ASX Announcement Dated 18 March 2020 and is now scheduled to commence late June pending access approvals and permits being attained. Weather is of course always a potential issue.

At the **Lorraine** Mine Site drilling will focus on confirming the reported unmined high-grade gold and copper potential historically reported at 300m vertical depth in the mine workings as detailed above by drilling an initial 4 deep holes. Pending results additional holes may be drilled immediately.

At **Alotta** drilling will focus on the immediate vicinity of Hole ZA-19-05 which contained a spectacular 'bonanza grade' 0.5m intersection of chalcopyrite - pyrrhotite massive sulphide hosted in feldspar porphyry assaying **22% Cu, 34g/t Pd, 3.5g/t Pt and 0.78% Ni**, 1.4% Zn, 65g/t Ag from 55.3m as detailed above. At this stage the diamond drill programme will consist of an estimated four short holes most likely from the same drill pad as hole ZA-19-05 to test continuation of mineralisation above, below and either side of the 'discovery' hole. Pending results additional holes may be drilled immediately.

Use of funds

Although the Company has sufficient funds for its budgeted Zeus drilling programme and working capital requirements, the Board has taken the view that given the present price of gold and PGEs it was wise to have additional funds to allowing for additional drilling at Lorraine and / or Alotta pending positive results.

How to participate in the SPP

To apply for Shares under the SPP, please follow the instructions on the enclosed personalised Application Form. You can obtain a copy of your personalised Application Form and Offer Booklet and apply online from the SPP website at <https://www.chasemining.com.au>.

This document and its attachments set out the details and Terms and Conditions of the SPP. We encourage you to read the enclosed material, including in particular the summary of key risks in section 4, and seek your own financial and tax advice in relation to the SPP before you decide whether to participate.

The SPP opens at 9.00 am (Sydney time) on Tuesday 2 June 2020 and will close at 5.00 pm (Sydney time) on Monday 16 June 2020. Late applications will not be accepted. However, Chase Mining reserves the right to scale-back investors, withdraw the SPP, or vary the Closing Date without prior notice subject to the Corporations Act and the ASX Listing Rules.

On behalf of the Board, we invite you to consider participation in the SPP.

Yours sincerely



Leon Pretorius

Chairman

3 PROPOSED USE OF FUNDS

Although the Company has sufficient funds for its budgeted Zeus drilling programme and working capital requirements, the Board has taken the view that given the present price of gold and PGEs it was wise to have additional funds to allowing for additional drilling at Lorraine and / or Alotta pending positive results.

4 KEY RISKS

Shares are a speculative investment and the market price may change between the dates you apply for new Shares and the issue of new Shares to you. Accordingly, the value of new Shares applied for may rise or fall. This Offer Booklet is not a prospectus and does not require the types of disclosures required under the Corporations Act for a prospectus. You must rely on your own knowledge of the Company previous disclosures made by the Company to ASX, and, if necessary, should consult your professional advisor when deciding whether or not to participate in the offer.

There are a number of general and specific risks which may affect the future operating and financial performance and financial position of Chase Mining along with the trading price of the Shares and dividends (if any) paid on them in the future.

These risks include and are not limited to the following:

(a) Exploration and development risks generally

Whilst the Company has identified certain exploration targets it has not announced a mineral resource. The exploration for, and development of, mineral deposits involves a high degree of risk. Few properties which are explored are ultimately developed into producing mines. Resource exploration and development is a speculative business, characterized by a number of significant risks, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits, but also from finding minerals deposits that, although present, are insufficient in quantity and quality to return a viable profit from production. Whether a mineral deposit will be commercially viable depends on a number of factors, which include, without limitation, the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices (which fluctuate widely), and government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection.

(b) Title to properties

There can be no assurances that Chase Mining's interest in its properties is free from defects. Chase Mining has investigated its rights and believes that these rights are in good standing. There is no assurance, however, that such rights and title interests will not be revoked or significantly altered to the detriment of Chase Mining. All of the tenements in which Chase Mining has, or may have, an interest are expected to be subject to applications for renewal or grant (as the case may be). The renewal or grant of the term of each tenement requires the approval of the relevant government authority. If a tenement is not renewed or granted, Chase Mining may suffer significant damage.

(c) Financial risks

As disclosed in the Company's 31 December 2019 Half-Year Report, the Company achieved a net loss of \$432,487 and net operating cash outflows of \$336,272 for the half-year ended 31 December 2019. The Company's ability to continue as a going concern is dependent upon the ability of the Company to raise capital as and when necessary and / or the successful exploration and subsequent exploitation of the company's tenements. There are considerable financial risks in this.

(d) Overall market risk including supply and demand

The Company's operations may be affected by global mineral prices, mineral supply and demand, and economic and geopolitical events that may affect international trade and demand.

These risks are associated with an investment in Shares but are not an exhaustive list. In addition and as with an investment in any ASX listed company, the future prospects, operating and financial performance of the Company and the value of its Shares may be affected by a variety of factors, including changes in investor sentiment and overall performance or the Australian and overseas securities markets, and changes in general business, industry cycles and economic conditions.

As a Shareholder, you will continue to be exposed to such risks.

There may also be additional risks and uncertainties not currently known which may have an adverse effect on Chase Mining's business and the value of the Shares.

Where possible, Chase Mining will seek to minimise its exposure to, and mitigate the effects of, these risks. However, certain risks relate to matters that are outside the control of Chase Mining, and there can be no assurance that any steps that Chase Mining takes will successfully protect it from any particular risk.

These risks do not take into account the investment objectives, financial situation, tax position or other circumstances of any particular Shareholder.

Shareholders should have regard to their own investment objectives and financial circumstances and seek professional advice from their legal, financial or other independent adviser before determining whether or not to participate in the SPP.

5 QUESTIONS AND ANSWERS

What is the SPP? The SPP is an opportunity for Eligible Shareholders to purchase additional Shares of up to \$30,000 irrespective of the number of Shares they currently own.

You will not pay brokerage, commissions or other transaction costs.

All Shares issued to you under the SPP will rank equally with your existing fully paid Shares and will carry the same voting rights and entitlements to receive distributions.

Who may participate in the SPP?	<p>You may participate in the SPP if you are an Eligible Shareholder. You are an Eligible Shareholder if you are a registered holder of Shares on the Record Date with a registered address in:</p> <p>(a) Australia; or</p> <p>(b) New Zealand,</p> <p>unless you hold Share for the account of another person, who resides outside Australia or New Zealand.</p> <p>Certain Eligible Shareholders who are custodians holding Shares on behalf of certain beneficiaries are also able to participate in the SPP in accordance with the Terms and Conditions.</p> <p>Each custodian, trustee or nominee must not distribute any documents relating to the SPP to any person in the United States and must not submit an Application or make payment by BPAY® or otherwise apply for Shares for any person for whose account or benefit it acts that is a person in the United States.</p>
Do I have to participate in the SPP?	<p>No. Participation in the SPP is entirely voluntary.</p> <p>If you do not wish to participate in the SPP, no action is required on your part.</p> <p>Before you apply for Shares, Chase Mining recommends you seek independent financial and tax advice from your stockbroker, accountant or other professional advisor, and you monitor the price of Shares (which is quoted in the financial pages of the major metropolitan newspapers and on the ASX website). This Offer Booklet does not purport to contain all of the information that you may need to make an investment decision.</p>
Are there any risks in participating in the SPP?	<p>There are risks associated with holding Shares and participating in the SPP, as set out in section 4 of this Booklet.</p> <p>In addition, there is a risk that the prevailing market price for Shares may change between the date of the offer and when Shares are issued to you under the SPP. The market price or value of Shares is subject to market volatility. It may be higher or lower, and the value of Shares you receive under the SPP may change depending upon the prevailing market price.</p>
What is the Issue Price of the Shares under the SPP?	<p>The Issue Price of Shares under the SPP is \$0.0125, being a 18.2% discount to the volume weighted average market price for the Company's Shares calculated over the last 5 days on which sales in the Company's Shares were recorded immediately prior to the announcement date.</p>
How many Shares can I apply for under the SPP?	<p>If you are an Eligible Shareholder, you are entitled to apply for up to \$30,000 in new Shares, regardless of the number of Shares you currently hold. You may nominate one of the following values should you wish to apply for new Shares: \$6,000, \$12,000, \$18,000, \$24,000, or \$30,000 (Nominated Subscription).</p>

	<p>If you receive more than one copy of this Offer Booklet, or if you hold Shares in more than one capacity (e.g. because you are both a sole and joint holder of Shares), the maximum amount you may apply to invest under the SPP in all capacities, and in aggregate, is \$30,000. By applying to purchase Shares under the SPP, you certify you have not exceeded this \$30,000 limit.</p> <p>If the Issue Price cannot be divided into your Nominated Subscription, to give a whole number of Shares, there will be a rounding down of the number of Shares. By applying to purchase Shares under the SPP, you acknowledge that any remaining balance of your payment arising from any rounding down will be donated to a registered charity of Chase Mining's choosing. You will not receive a refund for this amount, which will always be less than the Issue Price of one Share.</p>
Can I transfer my offer to a third party?	No. Your rights under this offer are personal to you and non- renounceable, so you may not transfer them.
What will happen if the SPP is oversubscribed?	<p>The SPP targets to raise a maximum of \$750,000.</p> <p>Chase Mining may, at its absolute discretion, scale back the number of Shares that will be allotted to individual Shareholders under this SPP. If this happens, you may be allocated Shares to a value which is less than the value of Shares that you applied for and the difference will be refunded to you (without interest).</p>
How do I apply for Shares under the SPP?	<p>If you wish to participate in the SPP, you can apply for Shares in the following ways:</p> <p>(a) apply for Shares by making a payment of \$6,000, \$12,000, \$18,000, \$24,000, or \$30,000, using the BPAY® facility provided by your bank as per the instructions in the Application Form. If you make a payment by BPAY®, you will be deemed to have completed an Application Form accepting Shares to the value of \$6,000, \$12,000, \$18,000, \$24,000, or \$30,000. You do not need to return the Application Form if paying by BPAY®; or</p> <p>(b) follow the instructions set out in the enclosed Application Form. Send your completed Application Form with your cheque, bank draft or money order drawn on an Australian branch of a financial institution in Australian currency, made payable to "Chase Mining Corporation Limited" and crossed "Not Negotiable" to Link Market Services Limited in the enclosed reply paid envelope.</p> <p>You can obtain a copy of your personalised Application Form and Offer Booklet and apply online from the SPP website at https://www.chasemining.com.au.</p> <p>You will not be able to withdraw or revoke your Application once you have made a payment by BPAY® or sent us the completed Application Form.</p>

	<p>If paying by BPAY®, payment must be received by the Registry by BPAY® by 5.00pm (Sydney time) on 16 June 2020. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your Application.</p> <p>If you make a payment by BPAY® and the Company receives an amount which is not equal to either \$6,000, \$12,000, \$18,000, \$24,000, or \$30,000, the Company may round down the dollar amount of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of \$6,000.</p>
Can I apply for Shares under the SPP if my Shares are held by a custodian, trustee or nominee?	If you are expressly noted on Chase Mining's share register as the named beneficiary of Shares held by a custodian, trustee or nominee, and you reside in Australia or New Zealand, you will be eligible to participate in the SPP.
How long is the SPP offer open for?	<p>The SPP opens at 9.00 am (Sydney time) on Tuesday 2 June 2020 and closes at 5.00 pm (Sydney time) on Monday 16 June 2020.</p> <p>If you want to participate you should ensure that Link Market Services Limited receives payment in cleared funds by no later than 5.00 pm (Sydney time) on 16 June 2020 (the Closing Date for the SPP).</p>
Do I have a guaranteed allocation of Shares under the SPP?	<p>No.</p> <p>The SPP is targeting a maximum of \$750,000, and Chase Mining reserves the right (at its absolute discretion and subject to the Listing Rules) to scale back applications under the SPP. If this happens, you may be allocated fewer Shares than the parcel of Shares for which you applied, and you will be refunded the difference in the application amount (without interest payable on funds prior to your refund).</p>
What is the market price of Shares?	The market price of Shares can be obtained from the ASX website by searching for "Chase Mining Corporation Limited" in the prices search screen.
Taxation	You should consult your own taxation advisor about the tax status and implications of your investment in Shares.
Further questions?	If you have any questions in relation to the SPP please call your stockbroker, accountant or other professional advisor. If you require information on how to complete the Application Form please contact the Chase Mining SPP Offer information line on 1300 728 779 from within Australia or (+61) 1300 728 779 from outside Australia between 8.30am and 5.30pm (Sydney time), Monday to Friday while the Offer remains open for acceptance.

6 TERMS AND CONDITIONS

6.1 Defined terms

Defined words and expressions used in this Offer Booklet are capitalised. See the Definitions section at the end of this Offer Booklet for their definition.

6.2 Offer timetable

This Offer Booklet is dated 28 May 2020.

The offer opens at 9.00 am (Sydney time) on Tuesday 2 June 2020 (**Opening Date**) and closes at 5.00 pm (Sydney time) on Tuesday 16 June 2020 (**Closing Date**). Application Forms and cheques, bank drafts, money orders or BPAY® payments may not be processed and may not be valid if they have not been received by the Closing Date. You must allow adequate time for Application Forms and cheques, bank drafts or money orders forwarded by post to be received by the Registry.

Any reduction in allotments of Shares under the SPP (**Scale Back**) is proposed to be announced on the Scale Back Date.

The Shares will be issued on the Issue Date and a transaction confirmation is expected to be dispatched to you shortly thereafter.

6.3 Eligible Shareholders

You may participate in the SPP if you are an Eligible Shareholder.

If you are the only registered holder of a holding of Shares, but you receive more than one offer under the SPP (due to multiple registered holdings), you may only contribute a maximum of \$30,000 in applying for Shares.

If two or more persons are recorded in Chase Mining's share register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of the SPP. If as joint holders you receive more than one offer under the SPP due to multiple identical holdings, you may still only contribute a maximum of \$30,000 in applying for Shares. An agreement, representation, acknowledgement or certification given by any joint holder of Shares is taken to be an agreement, representation, acknowledgement or certification given by all joint holders.

An Eligible Shareholder who is a custodian, trustee or nominee within the definition of "custodian" in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**Custodian**) may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf the Custodian is holding Shares.

If you are a Custodian, you may contribute a maximum of \$30,000 in applying for Shares for each Eligible Beneficiary on whose behalf you or a downstream Custodian holds Shares (but joint holders are taken to be a single holder). This is subject to you providing Chase Mining with a certificate in accordance with section 6.4(f)(v) below. You can obtain a certificate form by contacting the Chase Mining SPP offer information line on 1300 728 779 if calling within Australia or +61 1300 728 779 if calling from outside of Australia. Applications received from Custodians in excess of \$30,000 that are not accompanied by a certificate may be rejected.

If you are not a Custodian, the rules for multiple single holdings apply and you may only contribute a maximum of \$30,000 in applying for Shares. You are not eligible to participate on behalf of a person who resides outside Australia or New Zealand.

If you are an Eligible Shareholder, your rights under this offer are personal to you and non-renounceable, so you may not transfer them.

The offer under the SPP is made on the same Terms and Conditions to each Eligible Shareholder (whether you are a custodian or hold Shares on your own account).

Participation in the SPP is entirely optional. If you are an Eligible Shareholder, you can choose whether or not to participate. If you are a Custodian, you can choose whether to extend the offer to your Eligible Beneficiaries.

6.4 Applications for Shares

(a) Limitations on Applications

If you are an Eligible Shareholder, you may apply to purchase a Parcel of Shares valued at \$6,000, \$12,000, \$18,000, \$24,000, or \$30,000 (**Nominated Subscription**).

This Parcel may be subject to a Scale Back and rounding.

Unless you are applying as a Custodian, the maximum amount of \$30,000 applies even if you receive more than one Application Form or if you hold Shares in more than one capacity (for example, if you are both a sole and joint holder of Shares – see section 6.3 above) and irrespective of the number of Shares you hold on the Record Date. Chase Mining can reject any application for Shares if Chase Mining believes you have not complied with this condition.

(b) Completing the Application Form and paying for Shares

If you wish to participate in the SPP, you must either:

- (i) make a payment by BPAY® if you have an Australian bank account enabled for this purpose. BPAY® customers must use the unique customer reference number shown on the instructions to the Application Form which is required to identify your holding. If paying by BPAY®, you do not need to return your Application Form.

Note: By using the BPAY® facility to apply for Shares, you represent to Chase Mining that the total of the application price for the following does not exceed \$30,000:

- (A) the Shares you are applying for;
- (B) any other Shares you are applying for under the SPP, or Shares or interests in the class issued under a similar arrangement in the 12 months before your application under the SPP;
- (C) any other Shares or interests in the class which you have instructed a Custodian to acquire on your behalf under the SPP; and
- (D) any other Shares or interests in the class issued to a Custodian under an arrangement similar to the SPP in the 12 months before your application under the SPP as a result of you instructing the Custodian or another Custodian, which resulted in you holding a beneficial interest in the Shares or interests.

- (ii) complete the enclosed Application Form and return it with a cheque, bank draft or money order for \$6,000, \$12,000, \$18,000, \$24,000, or \$30,000, in accordance with the instructions on the Application Form. You can also obtain a copy of your personalised Application Form and Offer Booklet from the SPP website at <https://chasemining.com.au>. Cheques, bank drafts and money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Chase Mining Corporation Limited" and crossed "Not Negotiable". Chase Mining will not accept payment by cash.

Payment in cleared funds must be received by 5.00 pm (Sydney time) on the Closing Date.

(c) Chase Mining's discretions regarding Applications

Chase Mining has a broad discretion to accept or reject your Application to purchase Shares under the SPP in whole or in part, including if:

- (i) your Application Form, cheque, bank draft, money order or BPAY® payment is late, incorrectly completed, incomplete or otherwise determined by Chase Mining to be invalid;
- (ii) your cheque or bank draft or money order is late, dishonoured or has not been completed correctly;
- (iii) the cheque, bank draft or money order that you enclose with your Application Form is not made out for the exact amount as indicated on the Application Form;
- (iv) your BPAY® payment is not received or is incomplete or invalid;
- (v) unless you are applying as a Custodian, it appears that you are applying to buy more than \$30,000 (in aggregate) of Shares under the SPP;
- (vi) you are a Custodian, Chase Mining is not satisfied with your certification for any reason, or if you have not provided certification;
- (vii) cleared funds are not received until after the Closing Date. While Chase Mining has the discretion to accept late Application Forms, cheques, bank drafts, money orders or BPAY® payments, there is no assurance that it will do so. Late Application Forms and cheques, bank drafts or money orders, if not processed, will be returned to you at your registered address. Late BPAY® payments may be returned to you by cheque (or any other method as Chase Mining determines) to your registered address;
- (viii) the amount of your cheque, bank draft, money order or BPAY® payment is not equal to the amount indicated on the Application Form, in which event Chase Mining will:
 - (A) refund in full your application monies and not allot any Shares to you; or
 - (B) allot to you the number of Shares that would have been allotted had you applied for the highest Parcel that is less than the amount of your payment and refund to you the excess of your application monies by direct credit deposit to your nominated bank account or by cheque; or
 - (C) Chase Mining has reasons to believe that you are not an Eligible Shareholder (subject to compliance with any applicable ASIC or ASX requirements).

Chase Mining must reject applications if required to do so under ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

(d) Amount to be raised and Scale Back

The Company is targeting to raise a maximum of \$750,000, and the Company may in its absolute discretion, scale back applications.

If there is a Scale Back, you may not receive all the Shares for which you have applied. Chase Mining may, at its absolute discretion, scale back the number of Shares that will be allotted to individual Shareholders under this SPP. If a Scale Back produces a fractional number when applied to your Parcel, the number of Shares you will be allotted will be rounded down.

If there is a Scale Back, Chase Mining will refund to you by direct credit deposit to your nominated bank account or by cheque, the difference between your application money and the total Issue Price for the Shares allotted to you (provided that you will not receive a refund for an amount which is less than the Issue Price of one Share).

(e) Interest

No interest will be paid on any application money returned to you, or held pending the issue of Shares under the SPP.

(f) Significance of applying for Shares

If you apply to participate in the SPP:

- (i) your Application, on these Terms and Conditions, will be irrevocable and unconditional (it cannot be withdrawn or cancelled);
- (ii) you represent that all details and statements in your Application are true and complete, and not misleading (including by omission);
- (iii) you represent that you are and each person for whom you are acting is an Eligible Shareholder, and agree to provide (and, if applicable, direct your Custodian to provide) any requested substantiation of your eligibility to participate in the SPP;
- (iv) if you are applying on your own behalf (and not as a Custodian), you acknowledge and agree that:
 - (A) you are not applying for Shares with an application price of more than \$30,000 under the SPP (including by instructing a Custodian to acquire Shares on your behalf under the SPP);
 - (B) the total of the application price for the following does not exceed \$30,000: (A) the Shares you are applying for; (B) any other Shares you are applying for under the SPP, or Shares or interests in the class issued under a similar arrangement in the 12 months before your application under the SPP; (C) any other Shares or interests in the class which you have instructed a Custodian to acquire on your behalf under the SPP; and (D) any other Shares or interests in the class issued to a Custodian under an arrangement similar to the SPP in the 12 months before your application under the SPP as a result of you instructing the Custodian or another Custodian, which resulted in you holding a beneficial interest in the Shares or interests; and

- (C) Chase Mining will take no responsibility for Applications in excess of \$30,000;
- (v) if you are a Custodian and are applying for Shares on behalf of an Eligible Beneficiary on whose behalf you hold Shares, you acknowledge and agree:
 - (A) that you are a Custodian (as that term is defined in paragraph 4 of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547);
 - (B) that you held Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for Shares on their behalf under the SPP and that the Eligible Beneficiary was provided with a copy of this Offer Booklet before giving such instruction;
 - (C) that you are not applying for Shares on behalf of any Eligible Beneficiary with an application price of more than \$30,000 under the SPP; and
 - (D) to certify to us in writing the matters required by paragraph 8(3) of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, and that the information given in that certification is true, correct and not misleading;
- (vi) you agree to these Terms and Conditions and you agree not to do anything which would be contrary to the spirit, intention or purpose of the SPP;
- (vii) you agree to be bound by the constitution of Chase Mining (as it may be amended from time to time);
- (viii) you represent that you are in compliance with all relevant laws and regulations;
- (ix) you authorise Chase Mining (and its officers or agents) to correct any error in, or omission from, your Application Form and to complete the Application Form by the insertion of any missing details;
- (x) you agree that Chase Mining may determine that your Application Form is valid and in accordance with these Terms and Conditions, even if it is incomplete, contains errors or is otherwise defective;
- (xi) you agree that your Application is only effective when received by the Registry and not when posted;
- (xii) you acknowledge that Chase Mining may vary the timetable set out in this Offer Booklet at its discretion by lodging a revised timetable with the ASX;
- (xiii) you accept the risk associated with any return of application monies (for example, in the event of a rejected Application) or other refunds that may be dispatched to you by to your address shown on Chase Mining's share register;
- (xiv) you agree to indemnify Chase Mining for, and to pay to Chase Mining within 5 business days of demand, any dishonour fees or other costs Chase Mining may incur in presenting a cheque or bank draft for payment which is dishonoured;
- (xv) you acknowledge that none of Chase Mining, its advisors or agents, or the Registry has provided you with investment advice, financial product advice or taxation advice,

and that none of them has any obligation to provide this advice concerning your decision to apply for and purchase Shares;

- (xvi) you acknowledge that the Offer Booklet that incorporates these Terms and Conditions does not purport to contain all of the information that an investor may require to make an investment decision;
- (xvii) you acknowledge that there are risks associated with acquiring and holding Shares, including those described in the immediately preceding section;
- (xviii) you acknowledge that none of Chase Mining, its officers or agents are liable for any exercise of any discretions by any person referred to in these Terms and Conditions;
- (xix) you acknowledge that any remaining balance of your payment, due to a rounding down of the number of Shares, will be donated to a registered charity of Chase Mining's choosing (provided that the remaining balance is less than the Issue Price of one Share);
- (xx) if you make payment of application money by BPAY®, you acknowledge that you will be taken to have made all representations, warranties and undertakings set out in the Application Form as if you had validly signed and submitted an Application Form;
- (xxi) you declare that you are at least 18 years of age and have full legal capacity and power to perform all your rights and obligations in respect of the SPP;
- (xxii) you acknowledge and agree that you are not in the United States and are not acting for the account or benefit of a person in the United States;
- (xxiii) you acknowledge that the Shares have not been, and will not be, registered under the Securities Act of 1933, as amended (U.S. 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 and accordingly, the Shares to be offered and sold under the SPP offer will only be offered and sold to Eligible Shareholders in Australia or New Zealand in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act;
- (xxiv) you acknowledge and agree that if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating in the SPP is resident in Australia or New Zealand; and
- (xxv) you agree not to send any materials relating to the SPP to any person outside Australia and New Zealand.

6.5 Parcel price and number of Shares

If you apply for Shares under the SPP, you will apply for a certain value, rather than a certain number, of Shares. You agree to pay the total application price of:

- (a) \$6,000;
- (b) \$12,000;
- (c) \$18,000;
- (d) \$24,000;

- (e) \$30,000.

Chase Mining shall determine the number of Shares to be issued to each Eligible Shareholder who applies for a Parcel, by dividing the value of that Parcel by the Issue Price. If the Issue Price cannot be divided into your Nominated Subscription to give a whole number of Shares, there will be a rounding down of the number of Shares. In accordance with section 6.4(f)(xix) above, any remaining balance of your payment will be donated to a registered charity of Chase Mining's choosing. You will not receive a refund for this amount, which will always be less than the Issue Price of one Share.

The SPP is targeting to raise a maximum of \$750,000, and the Company may in its absolute discretion, scale back applications accordingly.

6.6 Issue of Shares

On the Issue Date, Chase Mining will issue the number of Shares to each Eligible Shareholder on the basis set out in section 6.5.

Shares issued under the SPP will, at the time of issue, rank equally with, and have the same voting rights, distribution rights and other entitlements as existing Shares.

Chase Mining will apply for Shares issued under the SPP to be quoted on ASX.

6.7 Variation and termination

Chase Mining reserves the right at any time to:

- (a) amend or vary these Terms and Conditions;
- (b) waive compliance with any provision of these Terms and Conditions;
- (c) withdraw the SPP or suspend or terminate the SPP;
- (d) vary the timetable for the SPP, including the Closing Date;
- (e) not accept an Application, not issue Shares, or issue Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a Custodian applying on behalf of one or more Eligible Beneficiaries).

Any such amendment, variation, waiver, suspension, withdrawal, non-acceptance or termination will be binding on all Eligible Shareholders even where Chase Mining did not notify you of that event.

In the event the SPP is withdrawn or terminated, all application monies will be refunded. No interest will be paid on any money returned to you.

6.8 Underwriting

The SPP is not underwritten.

6.9 Settling disputes

Chase Mining may settle in any manner it sees fit, any difficulties, anomalies or disputes which may arise in connection with the operation of the SPP whether generally or in relation to any participant or any Application of Shares. The decision of Chase Mining is conclusive and binding on all participants and other persons to whom the determination relates. These rights may be exercised by Chase Mining, its Board of Directors or any of their delegates.

6.10 Privacy

Chapter 2C of the Corporations Act requires information about Shareholders (including their name, address and details of the securities they hold) to be included in the public register of the entity in which they hold securities. This information must continue to be included in the public register even if they cease to be a Shareholder.

Chase Mining and the Registry may collect personal information to process the application and implement the SPP, and to administer holdings of Shares.

The personal information contained in Chase Mining's share register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to Shareholders) and to ensure compliance with legal and regulatory requirements, including taxation laws and the Corporations Act.

The personal information Chase Mining collects in relation to Shareholders may include the name, address, other contact details, bank account details and details of their holdings of Shares.

Shareholders who are individuals and the other individuals in respect of whom personal information is collected, as outlined above, have certain rights to access, correct or update the personal information held about them, subject to some exceptions allowed by law. Such individuals should contact the Chase Mining SPP offer information line on 1300 728 779 from within Australia or (+61) 1300 728 779 from outside Australia between 8.30 am and 5.30 pm (Sydney time), Monday to Friday while the offer remains open.

Personal information regarding Shareholders may be disclosed to joint investors, the Registry, securities brokers, third party service providers (including print and mail service providers, technology providers, and professional advisors), related entities of Chase Mining and each of their agents and contractors, and ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom Chase Mining will disclose personal information may be located overseas.

The main consequence of not providing the personal information outlined in this section 6.10 would be that Chase Mining may be hindered in, or prevented from, processing applications, and from conducting and implementing the SPP.

6.11 Shortfall

The SPP is not underwritten.

Chase Mining reserves its right to place any shortfall under the SPP at a price not less than the Issue Price in accordance with its share issue capacity under the Listing Rules.

6.12 Governing law

These Terms and Conditions are governed by the laws in force in Queensland and are to be interpreted in accordance with their spirit, intention and purpose.

6.13 Inconsistency

These Terms and Conditions prevail to the extent of any inconsistency with the Application Form.

7 GLOSSARY

Where the following terms are used in this Offer Booklet, they have the following meanings:

Application	A correctly completed and submitted Application Form and attached application monies or a payment via BPAY®.
Application Form	The Application Form relating to the SPP that you received with this Offer Booklet, including the instructions. This may include a deemed Application Form in the same terms, where a valid BPAY® payment is made.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited ABN 98 008 624 691 or the market operated by it, as the context requires.
Beneficiary	A person on whose behalf a Custodian is holding Shares as at the Record Date.
Board	The board of directors of the Company.
Closing Date	5.00 pm (Sydney time) on 16 June 2020.
Control	has the meaning given in section 50AA of the Corporations Act.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Despatch Date	The date on which the transaction confirmation statements are despatched to participating Eligible Shareholders.
Dollars or \$	Australian dollars.
Eligible Beneficiary	A Beneficiary with a registered address in either Australia or New Zealand, provided that such Beneficiary is not in the United States.
Eligible Shareholder	<p>A person who, at the Record Date, was recorded in Chase Mining Corporation's share register as being a registered holder of Shares with a registered address in:</p> <ul style="list-style-type: none">• Australia; or• New Zealand, <p>and who is not, or is not acting for the account or benefit of, a person in the United States.</p>
Issue Date	The date on which Shares are issued under the SPP which is expected to occur on 22 June 2020.

Issue Price	\$0.0125 per Share.
Listing Rules	The listing rules of the ASX.
Chase Mining or Company	Chase Mining Corporation Limited ACN 118 788 846.
Nominated Subscription	The total dollar amount subscribed for, being the Parcel multiplied by the Issue Price.
Offer Booklet	this offer booklet in respect of the SPP.
Opening Date	9.00 am (Sydney time) on 2 June 2020.
Parcel	A parcel of Shares in respect of an amount of \$6,000, \$12,000, \$18,000, \$24,000, or \$30,000, at the Issue Price.
Record Date	7.00 pm (Sydney time) on 27 May 2020.
Registry	Link Market Services Limited.
Related Entity	<p>in respect of an entity, a second entity that:</p> <ul style="list-style-type: none"> Controls the first entity; is under the Control of the first entity; or is under the Control of a third entity that also Controls the first entity.
Scale Back Date	19 June 2020
Share or Shares	A fully paid ordinary share in Chase Mining.
Shareholder(s)	Holder(s) of Shares.
SPP	This Share Purchase Plan.
Chase Mining Corporation Group	Chase Mining and its Related Entities.
Terms and Conditions	The terms and conditions of the SPP set out in section 6 of this Offer Booklet, and these Definitions and the Application Form.
U.S. Securities Act	The Securities Act of 1933, as amended.
VWAP	Volume weighted average price.

SRN/HIN:

Entitlement Number:

Record Date: 27 May 2020

Offer Opens: 2 June 2020

Offer Closes 5:00pm (Sydney time):	16 June 2020
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SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

How do I apply for Shares under this offer?

- Carefully read the SPP Terms and Conditions accompanying this form.
- Decide on the amount you wish to apply for.
- Pay for the Shares in accordance with the instructions outlined in the Terms and Conditions Booklet and further important instructions on the reverse of this form.
 - Option 1: Paying by BPAY®.
 - Option 2: Paying by Cheque, Bank Draft or Money Order.
- Payments must be in Australian dollars.

PAYMENT OPTIONS

Option 1: Paying by BPAY®

If paying by BPAY®, you do **NOT** need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY® by 5:00pm (Sydney time) on 16 June 2020. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your Application Payment.

If you make a payment by BPAY® and Chase Mining Corporation Limited receives an amount which is not equal to either A\$6,000, A\$12,000, A\$18,000, A\$24,000 or A\$30,000, Chase Mining Corporation Limited may round down the dollar amount of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$6,000.



Biller Code: 318444

Ref:

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au
© Registered to BPAY Pty Ltd ABN 69 079 137 518

Option 2: Paying by Cheque, Bank Draft or Money Order

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment.

- Tick the box beside the amount you wish to apply for, either A\$6,000, A\$12,000, A\$18,000, A\$24,000 or A\$30,000.
- Enter your cheque, bank draft or money order details. The amount of your Application Payment should be equal to the amount applied for in section A of the Acceptance Slip. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Chase Mining Corporation Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to either A\$6,000, A\$12,000, A\$18,000, A\$24,000 or A\$30,000, Chase Mining Corporation Limited may round down the dollar amount of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$6,000.
- Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.

Please detach and enclose with payment

SRN/HIN:

Entitlement Number:



A I/we wish to purchase a parcel of Shares to the dollar amount of (tick one box only):

<input type="checkbox"/> A\$6,000	OR	<input type="checkbox"/> A\$12,000	OR	<input type="checkbox"/> A\$18,000	OR	<input type="checkbox"/> A\$24,000	OR	<input type="checkbox"/> A\$30,000
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B Make your cheque, bank draft or money order payable to "Chase Mining Corporation Limited" and crossed "Not Negotiable"

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/> .00

C Telephone Number – Business Hours

Telephone Number – After Hours

Contact Name

<input type="text"/>	<input type="text"/>	<input type="text"/>
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IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of “custodian” in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 you must complete and submit an additional Schedule that contains additional certifications and details that must be provided (“the Schedule”) before your Application will be received. The Schedule can be obtained by contacting the Chase Mining Corporation Limited SPP Offer Information Line. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you certify that the aggregate of the Application Payment paid by you for:
 - the parcel of New Shares indicated on this Application Form or BPAY® payment; and
 - any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by BPAY® does not exceed A\$30,000.
7. Chase Mining Corporation Limited reserves the right to make amendments to this Application Form where appropriate.
8. Applicants are not assured of receiving the Shares for which they have applied as Chase Mining Corporation Limited may scaleback applications in its discretion.

How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia.

Acceptance Slip and the payment for New Shares must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

Chase Mining Corporation Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (Sydney time) on 16 June 2020. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Chase Mining Corporation Limited reserves the right not to process any Acceptance Slips and Application Payments received after the Closing Date.

If you require information on how to complete this Acceptance Slip please contact the Chase Mining Corporation Limited SPP Offer Information Line on 1300 728 779 if calling within Australia or +61 1300 728 779 if calling from outside of Australia.