

13 February 2024

Company Announcement Officer
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

SHARE PURCHASE PLAN – LETTER TO ELIGIBLE SHAREHOLDERS AND SPP BOOKLET

Silver Mines Limited (ASX:SVL) (“**Silver Mines**” or “the **Company**”) is pleased to provide an update in relation to its share purchase plan (“**SPP**”) announced on 5 February 2024.

The Company confirms that letters to eligible shareholders (“**SPP Offer Letter**”) have today been despatched to eligible shareholders, being shareholders with a registered address in Australia or New Zealand on Silver Mines’ register as at 7:00pm (AEDT) on Friday, 2 February 2024 (“**Eligible Shareholders**”).

Eligible Shareholders who have provided an email address to the Company’s Share Registry will be sent the SPP Offer Letter via an e-mail communication. Eligible Shareholders who have not provided an e-mail address to the Company’s Share Registry will receive the SPP Offer Letter via post.

A copy of the SPP Offer Letter, the SPP Booklet and a sample application form have been attached to this release.

The SPP offer opens today being 13 February 2024 and is expected to close at 5:00pm (AEDT) on Tuesday, 5 March 2024 (unless extended or closed earlier at the absolute discretion of the Company).

This document has been authorised for release to the ASX by the Company’s Managing Director, Mr Jonathan Battershill.

Yours faithfully
Silver Mines Limited



Trent Franklin
Company Secretary

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13 February 2024

LETTER TO ELIGIBLE SHAREHOLDERS SHARE PURCHASE PLAN

Dear Shareholder,

Silver Mines Limited (ASX:SVL) (“**Silver Mines**” or “the **Company**”) is pleased to offer you the opportunity to subscribe for fully paid ordinary shares in the Company (“**Shares**”) pursuant to its share purchase plan (“**SPP**”) to raise up to \$2 million (before costs) as announced on 5 February 2024.

The Company is offering under the SPP, Silver Mines shareholders with a registered address in Australia or New Zealand on Silver Mines’ register as at 7:00pm (AEDT) on Friday, 2 February 2024 (“**Eligible Shareholders**”), the opportunity to apply for up to A\$30,000 of SPP Shares without incurring brokerage or other transaction costs.

Shares under the SPP (“**SPP Shares**”) will be issued at \$0.135 per share (“**Issue Price**”), being the same price of shares issued under the Company’s recent share placement announced on 5 February 2024, which raised \$8 million (before costs).

The Issue Price represents a 19.2% discount to the five day volume weighted average price of Shares immediately prior to the SPP being announced.

SPP Shares will rank equally with existing the existing Shares of the Company from their issue date.

Participation in the SPP is optional. Eligible Shareholders may purchase New Shares in parcels of A\$1,000, A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000.

The SPP offer opens today being 13 February 2024 and is expected to close at 5:00pm (AEDT) on Tuesday, 5 March 2024 (unless extended or closed earlier at the discretion of the Company).

If you wish to apply for SPP Shares under the SPP, please ensure that your application and payment are received by the Share Registry by the closing date. The Company reserves the right to close the SPP offer early or extend the SPP offer without notice.

The number of SPP Shares received by SPP participants will be subject to the overall level of demand and any scale-back. There is no guarantee that shareholders will receive all the shares they apply for under the SPP.

This letter containing information on how to access the personalised application form are being despatched to Eligible Shareholders today.

SPP Booklet

An SPP Booklet with the terms and conditions for the SPP was lodged with the ASX today (“**SPP Booklet**”). A copy of the SPP Booklet along with the information about how to apply under the SPP is available online on the offer website at <https://investor.automic.com.au/#/home>, or alternatively from

the Company's website, or on the ASX website, ticker code: SVL, at the following link: <https://www2.asx.com.au/markets/trade-our-cash-market/historical-announcements>.

Eligible Shareholders can also contact the Company's Share Registry between 8:30am to 5:00pm (AEDT) Monday to Friday on 1300 288 664 (+61 2 9698 5414 outside of Australia) to request a paper or electronic copy of the SPP Booklet and their personalised application form.

Please note that there may be delays in delivery of the SPP Booklet and personalised application forms by post. Therefore, Eligible Shareholders are encouraged to access the SPP Booklet and personalised application form online using Automic's online facility.

To download your entitlement and acceptance form you have the following 3 choices:

I already have an online account with the Automic Share registry	I don't have an online account with Automic – but wish to register for one	I don't have an online account with Automic – but want to use Automic for this Offer only
<p>https://investor.automic.com.au</p> <p>Select: "Existing Users Sign In"</p> <p>Once you have successfully signed in, click on "Documents and Statements"</p> <p>Download the SPP Booklet and Application Form</p> <p>Do not return your acceptance form</p>	<p>https://investor.automic.com.au/#/signup</p> <p>Select: Silver Mines Limited from the dropdown list in the ISSUER field.</p> <p>Enter you holder number SRN / HIN (from your latest Holding Statement)</p> <p>Enter Postcode (Aust only) or Country of Residence (if not Australia)</p> <p>Tick box "I am not a robot", then Next.</p> <p>Complete prompts</p> <p>Once you have successfully signed in, click on "Documents and Statements"</p> <p>Download the SPP Booklet and Application Form</p> <p>Do not return your acceptance form</p>	<p>https://investor.automic.com.au/#/loginsah</p> <p>Select: Silver Mines Limited from the dropdown list in the ISSUER field</p> <p>Enter you holder number SRN / HIN (from your latest Holding Statement)</p> <p>Enter Postcode (Aust only) or Country of Residence (if not Australia)</p> <p>Tick box "I am not a robot", then Access</p> <p>Once you have successfully signed in, click on "Documents and Statements"</p> <p>Download the SPP Booklet and Application Form</p> <p>Do not return your acceptance form</p>

If you are unable to access <https://investor.automic.com.au> online, you can obtain a copy of the terms and conditions and your acceptance form – initially by calling Automic Group on 1300 288 664 or emailing hello@automicgroup.com.au and asking them to mail a paper copy of the terms and conditions and your acceptance form to you free of charge. After your request has been acknowledged by Automic you will need to provide your SRN or HIN and postcode to complete this request. To accept an Offer using these paper copy documents, you will still need to make payment via BPay® or via Electronic Funds Transfer (EFT). For New Zealand shareholders please follow the instructions on your acceptance form to make payment via Electronic Funds Transfer (EFT).

The Company encourages Eligible Shareholders to carefully read the SPP Booklet before making an investment decision, noting that Eligible Shareholders will be bound by the terms and conditions in the SPP Booklet if they choose to participate.

Applications under the SPP must be made by making payment in accordance with the personalised payment instructions on the personalised application form.

Timeline of Key Events

Event	Date
Record Date	7:00PM (AEDT) Friday, 2 February 2024
Placement and SPP announcement and Lodgement of Appendix 3B	Monday, 5 February 2024
Despatch letters to Eligible Shareholders and release SPP Booklet on ASX	Tuesday, 13 February 2024
SPP Offer opens	Tuesday, 13 February 2024
SPP Offer closes	5:00PM (AEDT) Tuesday, 5 March 2024
Announcement of Results of Share Purchase Plan	Tuesday, 12 March 2024
Issue of SPP Shares under SPP, Lodge Appendix 2A	Tuesday, 12 March 2024

This timetable is indicative only and subject to change. The commencement of trading and quotation of Shares under the Placement and SPP is subject to confirmation from ASX. Subject to the requirements of the Corporations Act, the ASX Listing Rules and other applicable rules, Silver Mines reserves the right to amend this timetable at any time, including extending the period for the SPP or accepting late applications, either generally or in particular cases, without notice. Accordingly, shareholders are encouraged to submit their application forms as early as possible. All times are AEDT.

This letter is to notify you that the SPP is now open and provide you with instructions as to how to obtain a copy of the SPP booklet.

If you have any questions in relation to the SPP or how to participate in the SPP, please contact the Share Registry between 8:30am to 5:00pm (AEDT) Monday to Friday on 1300 288 664 (+61 2 9698 5414 outside of Australia).

This document has been authorised for release to the ASX by the Company's Managing Director, Mr Jonathan Battershill.

Yours faithfully
Silver Mines Limited



Trent Franklin
Company Secretary

13 February 2024

SHARE PURCHASE PLAN OFFER BOOKLET

Silver Mines Limited (“**Silver Mines**” or “**the Company**”) is pleased to announce a Share Purchase Plan (“**SPP**”) to be offered to all Eligible Shareholders on the terms and conditions set out in this Booklet.

HIGHLIGHTS

- Silver Mines to raise up to A\$2 million via a share purchase plan.
- Eligible Shareholders may purchase up to \$30,000 worth of New Shares, without incurring brokerage or transaction costs.
- Eligible Shareholders may purchase New Shares in parcels of A\$1,000, A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000.
- Issue price of \$0.135 per New Share (same price as the February Placement).

KEY DATES

Record Date	7:00PM (AEDT) Friday, 2 February 2024
Announcement of SPP and Lodgement of Appendix 3B	Monday, 5 February 2024
Despatch letters to Eligible Shareholders and release SPP Booklet on ASX	Tuesday, 13 February 2024
SPP Opening Date	Tuesday, 13 February 2024
SPP Closing Date	5:00PM (AEDT) Tuesday, 5 March 2024
Announcement of Results of SPP	Tuesday, 12 March 2024
Issue of New Shares under SPP, Lodge Appendix 2A	Tuesday, 12 March 2024
Quotation on ASX of New Shares under SPP	Wednesday, 13 March 2024

This timetable is indicative only and subject to change. The commencement of trading and quotation of New Shares under the SPP is subject to confirmation from ASX. Subject to the requirements of the Corporations Act, the ASX Listing Rules and other applicable rules, Silver Mines reserves the right to amend this timetable at any time, including extending the period for the SPP or accepting late applications, either generally or in particular cases, without notice. Accordingly, shareholders are encouraged to submit their Application Forms as early as possible. All times are AEDT.

OFFER DETAILS:

The maximum application amount per shareholder is \$30,000. The following table sets out the amounts which Eligible Shareholders may apply for under the SPP.

Application amount	Number of New Shares
\$1,000	7,408
\$2,500	18,519
\$5,000	37,038
\$10,000	74,075
\$15,000	111,112
\$20,000	148,149
\$25,000	185,186
\$30,000	222,223

NOTICE AND DISCLAIMER

YOU SHOULD READ THIS BOOKLET IN FULL

This SPP Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC.

This Booklet contains important information. You should read this Booklet in full and seek advice from your stockbroker, accountant or other professional adviser if you have any questions about your investment in Silver Mines or about the impact of the transactions described in this Booklet. This Booklet does not provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs. You should consider the appropriateness of taking part in this SPP having regard to your investment objectives, financial situation and needs.

If you have any questions in relation to how to participate in the SPP after reading this Booklet, please contact the Share Registry between 8:30am to 5:00pm (AEDT) Monday to Friday on 1300 288 664.

A cooling-off regime does not apply in relation to the acquisition of New Shares under the SPP. You cannot withdraw your application once it has been submitted.

Participation in the SPP is only open to holders of fully paid ordinary shares in Silver Mines at 7:00 pm (AEDT) on Friday, 2 February 2024, and who are resident in Australia or New Zealand, provided that such Shareholders are not in the United States or acting for the account or benefit of a person in the United States. The SPP is also being extended to Eligible Shareholders of Silver Mines who are Custodians, to participate in the SPP on behalf of certain Participating Beneficiaries, in accordance with the Terms and Conditions.

New Zealand:

The New Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders of Silver Mines as at the Record Date with registered addresses in New Zealand, to whom the SPP Offer is being made in reliance on the Financial Markets Conduct (incidental Offers) Exemption Notice 2021 (as amended) (New Zealand).

This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (New Zealand). This Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all of the information that a product disclosure statement under New Zealand law is required to contain.

Not for distribution or release in the United States:

This SPP Booklet is intended for use only in connection with the SPP Offer to Eligible Shareholders with a registered address in Australia or New Zealand. This SPP Booklet does not constitute an offer of securities in any place outside Australia or New Zealand and no action has been taken to permit an offering of Shares in any jurisdiction outside of Australia and New Zealand. The distribution of this SPP Booklet may be restricted by law and persons (including Custodians and nominees) who come into possession of this document should observe any such restrictions. Due to legal restrictions, Custodians and nominees may not distribute this SPP Booklet, and may not permit any beneficial Shareholder to participate in the SPP, in any country outside Australia or New Zealand.

*This SPP Booklet does not constitute an offer to sell, or the solicitation of an offer to buy, securities in the United States or any other jurisdiction in which such an offer would be illegal. Any securities described in this SPP Booklet have not been, and will not be, registered under the U.S Securities Act of 1933, as amended (the “**U.S Securities Act**”) or the securities laws of any state or jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold, directly or indirectly, in the United States unless they have been registered under the U.S Securities Act, or are offered and sold in a transaction exempt from, or not subject to, the registration of the U.S Securities Act and any other applicable United States securities laws.*

This document has been authorised for release to the ASX by the Company’s Managing Director, Mr Jonathan Battershill.

Further information:

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About the Bowdens Silver Project

The Bowdens Silver Project and Barabolar Projects are located in central New South Wales, approximately 26 kilometres east of Mudgee (see Figure 1). The consolidated project area comprises 2,115 km² (521,000 acres) of titles covering approximately 80 kilometres of strike of the highly mineralised Rylstone Volcanics and underlying sediments, intrusions and volcanics of the Macquarie Arc. Multiple target styles and mineral occurrences have potential throughout the district including analogues to Bowdens Silver, high-grade silver-lead-zinc epithermal, volcanogenic massive sulphide (VMS) systems and copper-gold targets.

Bowdens Silver is the largest undeveloped silver deposit in Australia and one of the largest globally with substantial resources and a considerable body of high-quality technical work completed. The projects boast outstanding logistics for future mine development.

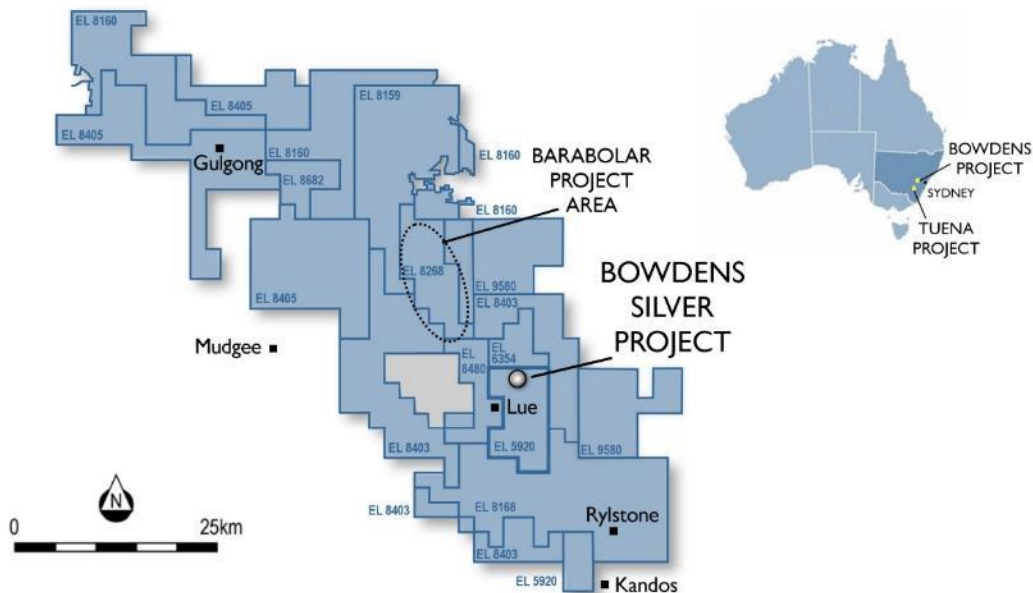


Figure 1. Silver Mines Limited tenement holdings in the Mudgee district.

DETAILS OF THE SPP AND KEY INFORMATION:

You should read this section in conjunction with the attached Terms and Conditions.

1. What is the share purchase plan or SPP?

The SPP is an opportunity for Eligible Shareholders to purchase additional shares in the Company without incurring brokerage, commission, or other transaction costs.

Eligible Shareholders may subscribe for up to \$30,000 worth of New Shares in parcels of \$1,000, \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000, and must be for a minimum of \$1,000 and a maximum of \$30,000. Applications may be scaled back at the absolute discretion of Silver Mines.

2. How much is Silver Mines raising under the SPP?

Silver Mines is looking to raise up to \$2,000,000 under the SPP.

At Silver Mines' absolute discretion, it may issue more or less New Shares under the SPP. However, Silver Mines will not issue New Shares to an applicant, either alone or in conjunction with the issue of other New Shares under the SPP, if doing so would contravene any law or the ASX Listing Rules.

Funds raised under the SPP will be allocated in the same manner as the Company's Placement which was announced on 5 February 2024 ("**February Placement**"). The proceeds of the February Placement, SPP (and any Shortfall) will be utilised predominately for the following:

- update to the Bowdens Mineral Resource and Mineral Reserve Estimates later this year;
- completion of the Feasibility Optimisation Study which is expected to materially enhance Project economics and is targeted for release in the September Quarter; and
- continued exploration for Resource growth across the Company's NSW tenements.

The proceeds will also be used for costs of the Placement and SPP, and may be used for corporate and general working capital purposes.

3. Do I have to participate in the SPP?

No, participation in the SPP is entirely voluntary. Silver Mines recommends you seek independent financial advice from your stockbroker, accountant or other professional adviser, prior to deciding whether to take part in the SPP.

If you do not wish to participate in the SPP, do nothing.

4. What is the Issue Price of the New Shares?

The Issue Price of the New Shares will be \$0.135 per New Share, which is the same issue price as the February Placement.

In accordance with the requirements of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* ("**ASIC CI 2019/547**"), the Company notes that:

- (a) On the last trading day immediately prior to the announcement date of the SPP Offer (being Wednesday, 31 January 2024), the closing price of the Shares traded on the ASX was \$0.17 per Share. The Issue Price is a 20.6% discount to that closing price.
- (b) The volume weighted average market price (“**VWAP**”) of the Company’s Shares over the last 5 trading days up to and including Wednesday, 31 January 2024 was \$0.167 (“**5 Day VWAP**”). The Issue Price represents an 19.2% discount to the 5 Day VWAP.
- (c) The Issue Price is less than the market price of Shares during a ‘specified period’ in the 30 days before the date of the SPP Offer (such specified period being the 5 Day VWAP).
- (d) The market price of Shares in the Company may rise and fall between the date of the SPP Offer and the date that any New Shares are issued under the SPP Offer.
- (e) By making an application under the SPP Offer, each Eligible Shareholder will be acknowledging that although the Issue Price is at a discount to the 5 Day VWAP, Shares are a highly speculative investment and the price of Shares on ASX may change between the date of the Company announcing its intention to make the SPP Offer and the date of issue of New Shares under the SPP Offer. The Share prices may rise or fall and the price of Shares might trade below or above the Issue Price. There can be no guarantee that trading prices will be sustained.

By applying to purchase New Shares under the SPP, you will agree to be bound by the Terms and Conditions. Your application is unconditional and may not be withdrawn even if the market price of Shares is less than the Issue Price.

In accordance with ASX Listing Rule 7.2 Exception 5, the Issue Price is equal to or greater than 80% of the volume weighted average price for the 5 days in which trading in the Shares occurred before the date of the announcement of the SPP Offer.

5. Who is eligible to participate in the SPP?

Holders of Shares that are registered with an Australian or New Zealand address at the Record Date are eligible shareholders (“**Eligible Shareholders**”) and may participate in the SPP, unless such registered shareholder holds Shares on behalf of another person who resides outside of Australia or New Zealand. Due to foreign securities laws, it is not practical for shareholders (or beneficial shareholders) resident in other countries to be offered the opportunity to participate in the SPP.

Participation in the SPP is optional and subject to the Terms and Conditions within this Booklet. Offers made under the SPP are non-renounceable (i.e. Eligible Shareholders may not transfer their rights to any Shares offered under the SPP). Eligible Shareholders who wish to take up New Shares issued under the SPP agree to be bound by the Company’s constitution in respect of New Shares issued under the SPP.

An offer may, at the discretion of the directors of the Company (“**Directors**”), be made under the SPP once a year. The maximum amount which any shareholder may subscribe for in any consecutive 12-month period is \$30,000. The Directors may also determine in their discretion the minimum amount for participation, the multiple of Shares to be offered under the SPP and the period the offer is available to Eligible Shareholders.

The SPP Offer is also being extended to Eligible Shareholders who are Custodians, to participate in the SPP on behalf of Participating Beneficiaries on the Terms and Conditions provided in this Booklet.

The Directors who are Eligible Shareholders may participate under the SPP.

6. Can my offer under the SPP be transferred to a third party?

No. An Eligible Shareholder cannot transfer its offer under the SPP.

7. How much can I invest under the SPP?

Eligible Shareholders may apply for New Shares in parcels of \$1,000, \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000. You may only apply for one of these parcels. The number of New Shares issued to an applicant will be rounded up to the nearest whole number after dividing the application monies by the Issue Price. Applications may be scaled back at the absolute discretion of Silver Mines.

8. How do I apply for New Shares?

If you wish to participate in the SPP, you need to complete the Application Form, and arrange payment by doing one of the following:

Option 1: Pay via BPAY®

To pay via BPAY you will need to:

- a) use the personalised reference number which is required to identify your shareholding, which is shown on your personalised Application Form; and
- b) be an account holder with an Australian financial institution and ensure that your payment for the appropriate amount that supports BPAY transactions is received by the Share Registry before 5:00pm (AEDT) on the Closing Date. Financial Institutions may implement earlier cut-off times with regards to electronic payment, and you should therefore take this into consideration when making payment.

If you are paying via BPAY, there is no need to return the Application Form, but you will be taken to have made the statements and certifications that are set out in the Application Form.

Option 2: Pay by electronic funds transfer (EFT)

To pay via EFT you will need to:

- a) use the personal reference number which is required to identify your shareholding and follow the steps on your personalised Application Form; and

- b) ensure that your payment for the appropriate amount that supports EFT transactions is received by the Share Registry before 5:00pm (AEDT) on the Closing Date. Financial Institutions may implement earlier cut-off times with regards to electronic payment, and you should therefore take this into consideration when making payment.

If payment is made by EFT, there is no need to return the Application Form, but you will be taken to have made the statements and certifications that are set out in the Application Form.

If you have multiple holdings you will have multiple EFT unique reference numbers. To ensure that you receive your New Shares in respect of each holding, you must use the unique reference number shown on each personalised Application Form when paying for any New Shares that you wish to apply for in respect of that holding. Payments in excess of the amount payable for one holding will not be treated as payment for another holding, and the excess will be refunded to the Applicant without interest.

You will not be able to withdraw or modify your application or application payment once you have submitted it. Interest will not be paid on any application money received.

For New Zealand Eligible Shareholders please follow the instructions on your acceptance form to make payment via EFT.

Payment by cash/cheque/bank draft

Payments in cash or by cheque will not be accepted.

9. What are the key dates for the SPP?

Record Date	7:00PM (AEDT) Friday, 2 February 2024
Announcement of SPP and lodgement of Appendix 3B	Monday, 5 February 2024
Despatch of letter to Eligible Shareholders and release SPP Booklet on ASX	Tuesday, 13 February 2024
SPP Opening Date	Tuesday, 13 February 2024
SPP Closing Date	5:00PM (AEDT) Tuesday, 5 March 2024
Announcement of Results of SPP	Tuesday, 12 March 2024
Issue of New Shares under SPP, Lodge Appendix 2A	Tuesday, 12 March 2024
Quotation on ASX of New Shares under SPP	Wednesday, 13 March 2024

This timetable is indicative only and subject to change. The commencement of trading and quotation of New Shares under the SPP is subject to confirmation from ASX. Subject to the requirements of the Corporations Act, the ASX Listing Rules and other applicable rules, Silver Mines reserves the right to amend this timetable at any time, including extending the period for the SPP or accepting late applications, either generally or in particular cases, without notice. Accordingly, shareholders are encouraged to submit their Application Forms as early as possible. All times are AEDT.

10. What are the rights attached to New Shares issued under the SPP?

The rights attaching to the New Shares are contained in the Constitution of the Company (which is available on the Company's website at www.silvermines.com.au).

New Shares will be issued on the same terms and rank equally in all respects with all other Shares on issue.

11. Is the SPP underwritten?

The SPP will not be underwritten.

12. What do I do if I am a Custodian?

Eligible Shareholders who hold Shares as Custodian or Nominee ("**Custodian**") or one or more persons on the Record Date ("**Beneficiary**") may apply for up to a maximum of \$30,000 worth of New Shares in respect of each Beneficiary who is resident in Australia or New Zealand, subject to providing a Custodian Certificate to the Company, as described in the Terms and Conditions enclosed in the Booklet. Please refer to the Terms and Conditions for more details.

13. Will I receive notification of my issue?

Yes. The Share Registry will send you a holding statement as soon as practicable after issue of your Shares which will include details of your New Shares and your total holding of Shares in Silver Mines.

You are responsible for confirming your allocation of New Shares before trading New Shares to avoid the risk of selling New Shares you do not own.

14. Where can I get more information?

If you have any questions in relation to participation in the SPP, please contact the Company on +61 2 8316 3997 or the Share Registry, on 1300 288 664 from Monday to Friday between the hours of 8:30 am and 5:00pm (AEDT) or consult your financial or other professional adviser.

If you have questions in relation to investing in Silver Mines or whether to take up this SPP Offer, please contact your stockbroker, accountant or other professional adviser.

15. What will happen if the SPP is oversubscribed?

The amount that each Eligible Shareholder can apply for under the SPP is capped at \$30,000. The SPP aims to raise up to A\$2,000,000. Silver Mines may decide, in its absolute discretion, to accept applications (in whole or in part) that result in the SPP raising more or less than this amount.

Silver Mines may, at its absolute discretion, scale back the number of New Shares that will be allotted to Eligible Shareholders under the SPP. If this happens, you may be allocated New Shares to a value which is less than the value of New Shares that you applied for and the difference will be refunded to you.

16. How will Application Monies be refunded?

Any Application Monies refunded by Silver Mines will be paid by direct credit in Australian currency. If you do not have a nominated bank account recorded on the Share Register, a withheld notice will be sent by ordinary post to your address recorded on the register (the registered address of the first named in the case of joint holders). By applying for New Shares, each shareholder authorises Silver Mines to pay any monies to be refunded by using the payment instructions of the shareholder recorded in the Share Registry's records.

17. Additional Information and Important Dates

The offer of New 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 for the purposes of Chapter 6D of the *Corporations Act 2001* (Cth) ("**Corporations Act**").

The SPP Offer cannot be transferred, and the Directors reserve the right in their absolute discretion to reject or scale back any application. New Shares allotted under the SPP will be issued no later than 5 Business Days after the Closing Date of the SPP Offer. Applications for quotation on ASX of the New Shares will be made immediately following the issue of those Shares.

Under the ASX Listing Rules, the maximum number of Shares which can be issued under the SPP is limited to 30% of the Company's existing share capital.

Scale back decisions are made by the Board in its absolute discretion and are final.

Scale-back for New Shares held by Custodians will be applied at the level of underlying Beneficiary. Directors may also, in their absolute discretion, decide to increase acceptances in the event of oversubscriptions.

Any shortfall from the SPP Offer may be placed at the discretion of the Directors. The Company confirms that any issue of shortfall will be placed subject to the Company's compliance with ASX Listing Rule 7.1 at the time of issue. Where the shortfall exceeds the Company's available placement capacity, the shortfall will only be placed if shareholder approval is obtained.

Terms and Conditions

Notice

If you participate in the SPP by completing and returning the Application Form or by making a payment by BPAY or EFT, you are accepting the risk that the market price of Shares may change between the Record Date, the date on which you return the Application Form or make a payment by BPAY or EFT and the Issue Date. This means that, up to and/ or after the Issue Date, you may be able to buy Shares on the ASX at a lower price than the Issue Price.

Shareholders should read these Terms and Conditions carefully before deciding whether to participate in the SPP. Eligible Shareholders will be bound by these Terms and Conditions, and the constitution of the Company, upon accepting the SPP Offer.

1. Offer

- (a) Silver Mines offers each Eligible Shareholder the opportunity to purchase up to \$30,000 worth of New Shares (in parcels of \$1,000, \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 and \$30,000) under the SPP subject to and in accordance with these Terms and Conditions.
- (b) Capitalised terms used throughout this Booklet have the definitions given within the 'Definitions' section of this Booklet.
- (c) The SPP Offer opens on 13 February 2024 and closes at 5:00pm (AEDT) on 5 March 2024 (or such other date as Silver Mines determines, in its absolute discretion).
- (d) If you choose not to participate in the SPP, your right to participate lapses at the Closing Date (or such other date as Silver Mines determines, in its absolute discretion).
- (e) The SPP Offer is non-renounceable (i.e. Eligible Shareholders may not transfer their rights to any Shares offered under the SPP). Eligible Shareholders cannot transfer their rights under this SPP to a third party.
- (f) Participation in the SPP by Eligible Shareholders is optional. If an Eligible Shareholder does not wish to participate in the SPP, they do not need to take any action and the SPP Offer will lapse on the Closing Date.
- (g) All references to \$ or dollars in this Booklet are references to Australian dollars, unless otherwise indicated.
- (h) In the event that less than \$2,000,000 is applied for under the SPP, the full amount of the shortfall may be placed at the discretion of the Board subject to compliance with all necessary legal requirements.

2. Eligible Shareholders

- (a) You will be eligible to participate in the SPP Offer if you hold Shares that are registered with an Australian or New Zealand address at the Record Date ("**Eligible Shareholders**") and may participate in the SPP, unless you hold Shares on behalf of another person who resides outside of Australia or New Zealand.
- (b) Due to foreign securities laws, it is not practical for shareholders (or beneficial shareholders) resident in other countries to be offered the opportunity to participate in the SPP.
- (c) Participation in the SPP is optional and subject these Terms and Conditions.
- (d) Eligible Shareholders who wish to take up New Shares issued under the SPP agree to be bound by the Company's constitution in respect of New Shares issued under the SPP.
- (e) An offer may, at the discretion of the Directors, be made under the SPP once a year. The maximum amount which any shareholder may subscribe for in any consecutive 12-month period is \$30,000. The Directors may also determine in their discretion the minimum amount for participation, the multiple of Shares to be offered under the SPP and the period the offer is available to Eligible Shareholders.
- (f) The SPP Offer is also being extended to Eligible Shareholders who are Custodians, to participate in the SPP on behalf of Participating Beneficiaries in accordance with clause 3 below.
- (g) The New Shares to be offered and sold under the SPP have not been, and will not be, registered under the US Securities Act, or the securities laws of any state or other jurisdiction of the United States. Accordingly, shareholders who are located in the United States or are acting for the account or benefit of a person in the United States are not Eligible Shareholders and are not entitled to participate in the SPP. A Custodian must not participate in the SPP on behalf of, nor distribute this SPP Booklet or any other document relating to the SPP to, any person in the United States.
- (h) You may not submit any completed Application Form for any person in the United States or any person who is acting for the account or benefit of a person in the United States. Failure to comply with these restrictions may result in violations of applicable securities laws.

3. Joint holders and Custodians

- (a) If two or more persons are registered as jointly holding Shares, those persons are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder. The SPP Offer is made to such joint holders, jointly. A certification given by any one of the joint holders will be taken to be a certification given by all of them.
- (b) If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC CI 2019/547) (refer below) ("**Custodian**"), you may apply for up to \$30,000 worth of New Shares for each beneficiary for whom you act as Custodian provided you complete and submit, together with an Application Form, a certificate ("**Custodian Certificate**") with the following information:

- (i) that you held Shares on behalf of:
 - A. one or more other persons that are not custodians; and/or
 - B. another custodian (“**Downstream Custodian**”) that holds beneficial interests in Shares on behalf of one or more other persons who are resident in Australia or New Zealand, to which those beneficial interests relate,

(each a “**Participating Beneficiary**”) at the Record Date who have subsequently instructed you, and/or the Downstream Custodian, to apply for Shares under the SPP on their behalf;
 - (ii) the number of Participating Beneficiaries and their names and addresses;
 - (iii) the number of Shares that you hold on behalf of each Participating Beneficiary;
 - (iv) the dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through a Downstream Custodian, to apply for on their behalf;
 - (v) that the application price for Shares applied under the SPP Offer for each Participating Beneficiary for whom you act in addition to the application price for any other Shares issued to you as a custodian (as a result of instruction given to you as Custodian or a Downstream Custodian) for that Participating Beneficiary under any arrangement similar to the SPP in the prior 12 months does not exceed \$30,000;
 - (vi) that a copy of this SPP Booklet was given to each Participating Beneficiary; and
 - (vii) where you hold Shares on behalf of a Participating Beneficiary indirectly, through one or more Downstream Custodians, the name and address of each Downstream Custodian.
- (c) For the purposes of ASIC CI 2019/547 you are a Custodian if you provide a custodial or depository services in relation to shares of a body or interests in a registered scheme and you:
- (i) hold an Australian financial services licence covering the provision of custodial or depository service;
 - (ii) are exempt from the requirement to hold an Australian financial services licence covering the operation of an IDPS or is a responsible entity of an IDPS-like scheme;
 - (iii) are a trustee of a self-managed superannuation fund or a superannuation master trust; or
 - (iv) are a registered holder of shares or interests in the class and is noted on the register of members of the body or scheme as holding the shares or interests on account of another person.

- (d) If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (below in clause 4(c)) apply.
- (e) To request a Custodian Certificate or for further information about the custodian application process, please contact the Share Registry from 8:30am to 5:00pm (AEDT) Monday to Friday on 1300 288 664.
- (f) A Custodian will be ineligible to participate in the SPP if their participation would be in breach of ASIC CI 2019/547.
- (g) The Company reserves the right to reject any application for New Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements. The Company reserves the right to reject applications in accordance with these Terms and Conditions.

4. Application for New Shares

- (a) Eligible Shareholders may apply for New Shares in parcels of \$1,000, \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000 and must be for a minimum of \$1,000 and a maximum of \$30,000.
- (b) Eligible Shareholders who wish to apply for New Shares must either complete and return the enclosed Application Form, and:
 - (i) make a payment for the appropriate amount via EFT in accordance with the instructions on the Application Form, so that it is received prior to 5:00pm (AEDT) on the Closing Date; or
 - (ii) make a payment for the appropriate amount via BPAY in accordance with the instructions on the Application Form, so that it is received prior to 5:00pm (AEDT) on the Closing Date.
- (c) Eligible Shareholders (other than Custodians) who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for New Shares but may not apply for New Shares with an aggregate value of more than \$30,000.
- (d) If you wish to subscribe for New Shares as a Custodian for one or more Participating Beneficiaries, you must also complete and submit an additional Custodian Certificate that contains further certifications and details (required under the terms of ASIC CI 2019/547 and as described in clause 3(b)) before your application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected.
- (e) Silver Mines and its officers and agents, may accept or reject your application for New Shares in whole or in part at their discretion, including, without limitation, if:
 - (i) your application does not comply with these Terms and Conditions;

- (ii) it appears you are not an Eligible Shareholder;
- (iii) your Application Form and EFT or BPAY payment is not received by the Share Registry by the Closing Date;
- (iv) your EFT or BPAY payment has been incorrectly completed;
- (v) it appears that you are:
 - A. applying to purchase more than \$30,000 worth of New Shares in aggregate (including as a result of Shares you hold directly, jointly or through a Custodian or nominee arrangement); or
 - B. your application is not for an amount in an increment as disclosed in this document; or
 - C. payment of the application monies is not submitted in Australian currency; or
- (vi) the amount of your BPAY payment or EFT is not equal to the amount of your application. If this occurs, Silver Mines will:
 - A. refund, in full, your Application Monies and not allot any New Shares to you; or
 - B. allot to you the number of New Shares that would have been allotted had you applied for the parcel amount that is less than the amount of your payment and refund to you the excess of your Application Monies.
- (f) If you are entitled to a refund of all or any of your Application Monies, the refund will be paid to you, without interest, as soon as is practicable:
 - (i) by direct credit to your nominated account (as recorded on the Register); or
 - (ii) by issuing a withheld notice advising of a pending refund, to your registered address (as recorded on the Register).

5. Issue Price

- (a) The Issue Price is \$0.135 per New Share. This is the same price per Share as the February Placement and represents a discount of 19.2% of the 5 Day VWAP. This is also a discount to the market price of Silver Mines Shares as at the last trading day before the announcement of the SPP, being \$0.17.
- (b) The current Share price may be determined from the ASX website.
- (c) You agree to pay the Issue Price per New Share for the number of New Shares applied for or, if there is a scale back, the number of New Shares calculated under clause 9.

6. Issue

- (a) New Shares will be issued on, or close to the Issue Date.
- (b) New Shares under the SPP will rank equally in all respects with all other fully paid ordinary shares in the capital of Silver Mines from the Issue Date.
- (c) Shareholding statements or CHESS notifications will be issued in respect of all New Shares issued under the SPP. Silver Mines will, promptly after the issue of New Shares under the SPP, make an application for those New Shares to be listed for quotation on the official list of ASX.

7. Shortfall Placement

Any Shortfall Shares from the SPP Offer may be placed at the discretion of the Directors. The Company confirms that it is seeking shareholder approval for the placement of any Shortfall Shares. If the Company does not obtain shareholder approval to issue the Shortfall Shares, these shares will be placed subject to the Company's compliance with ASX Listing Rule 7.1 at the time of issue.

8. Acknowledgements

By making a payment via BPAY or EFT, you:

- (a) are deemed to have accepted the SPP Offer and you irrevocably and unconditionally agree to be bound by the Terms and Conditions of the SPP and the terms and conditions of the Application Form;
- (b) agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- (c) warrant that all details and statements in your Application Form are true and complete and not misleading;
- (d) agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn even if the market price of Shares is less than the Issue Price);
- (e) warrant that you are an Eligible Shareholder and are eligible to participate in the SPP according to these Terms and Conditions;
- (f) acknowledge that no interest will be paid on any Application Monies:
 - (i) held pending the issue of New Shares; or
 - (ii) subsequently refunded to you for any reason;
- (g) acknowledge that Silver Mines and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these Terms and Conditions;

- (h) agree to pay the Issue Price per New Share up to the maximum of:
 - (i) the value you have selected on the Application Form; or
 - (ii) the maximum value of your BPAY payment or EFT payment;
- (i) acknowledge and agree that:
 - (i) you are not in the United States and are not acting for the account or benefit of a person in the United States; and
 - (ii) the New Shares have not been, and will not be, registered under the U.S Securities Act or the securities laws of any state or other jurisdiction of the United States, and the New Shares may not be offered, sold or otherwise transferred without registration under the U.S Securities Act or unless the New Shares are offered, sold or otherwise transferred in a transaction exempt from, or not subject to, the registration requirements of the U.S Securities Act, and any other applicable securities laws;
 - (iii) you have not, and you will not, send this Booklet or any materials relating to the SPP to any person in the United States; and
 - (iv) if you are acting as a trustee, nominee or Custodian, each Beneficiary on whose behalf you are participating is resident in Australia or New Zealand and you have not sent this Booklet, or any materials relating to the SPP, to any person outside Australia and New Zealand.
- (j) if you are applying on your own behalf (and not as a Custodian), acknowledge and agree that:
 - (i) you are not applying for New Shares with an application price of more than \$30,000 under the SPP (including by instructing a Custodian to acquire New Shares on your behalf under the SPP);
 - (ii) the total of the application price for the following, does not exceed \$30,000:
 - A. the New Shares the subject of the application; and
 - B. any other Shares issued to you under this SPP or any similar arrangement in the 12 months before the application (excluding Shares applied for but not issued); and
 - C. any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
 - D. any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the SPP;
- (k) if you are a Custodian and are applying on behalf of a Participating Beneficiary on whose behalf you hold Shares, acknowledge and agree that:

- (i) you are a Custodian (as that term is defined above);
 - (ii) you hold Shares (directly or indirectly) on behalf of one or more Participating Beneficiaries;
 - (iii) you held Shares on behalf of the Participating Beneficiary as at the Record Date who has instructed you to apply for New Shares on their behalf under the SPP and that the Participating Beneficiary has been given a copy of this Booklet;
 - (iv) the application price for the New Shares applied for on behalf of the Participating Beneficiary and any other Shares applied for on their behalf under a similar arrangement in the previous 12 months (excluding shares applied for but not issued), does not exceed \$30,000; and
 - (v) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
- (l) accept the risk associated with a refund that may be dispatched to you by direct credit or withheld notice to your home address shown on the Register;
 - (m) agree to be bound by the constitution of Silver Mines (as amended from time to time or in the future);
 - (n) acknowledge that none of Silver Mines, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
 - (o) authorise Silver Mines, and its officers and agents, to do anything on your behalf necessary for the New Shares to be issued to you in accordance with these Terms and Conditions;
 - (p) acknowledge that Silver Mines may at any time irrevocably determine that your application is valid, in accordance with the Terms and Conditions, even if the Application Form is incomplete or is otherwise defective; and
 - (q) authorise Silver Mines, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail.

9. Scale Back

- (a) Silver Mines may undertake a scale back of applications for New Shares in its absolute discretion, and to the extent and in the manner it sees fit.
- (b) If there is a scale back, you may receive less than the parcel of New Shares for which you have applied.
- (c) If the scale back procedures result in a fractional number of New Shares when applied to your parcel, the number of New Shares you will be allotted will be rounded up to the nearest whole number of New Shares.

- (d) If there is a scale back, the difference between the Application Monies received from you, and the number of New Shares allocated to you multiplied by the Issue Price, will be refunded to you without interest.
- (e) When determining the amount (if any) by which to scale back an application for New Shares under the SPP, Silver Mines may take into account a number of factors including (but not limited to) the size of an applicant's shareholding, the extent to which the applicant has sold or purchased additional Shares after the Record Date and the date on which the relevant application under the SPP was made. Eligible Shareholders are therefore encouraged to submit their applications early.

10. Dispute resolution

Silver Mines may settle, in any manner it deems appropriate, any difficulties, anomalies, or disputes which may arise in connection with, or as a result of, the operation of the SPP; whether generally or in relation to any participant or any application for New Shares, and its decision shall be conclusive and binding on all participants and other associated parties.

The powers of Silver Mines under these terms and conditions may be exercised by the Directors or any delegate or representative of the Director.

11. Costs of participation in the SPP

No brokerage or transaction costs will be payable by Eligible Shareholders in respect of the application for, and the issue of, New Shares under the SPP.

12. ASIC instrument compliance

The SPP Offer of New Shares 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.

This Booklet is not a prospectus under Chapter 6D of the Corporations Act.

13. No financial advice

This document does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs.

New Shares are a speculative investment and the market price may change between the dates you apply for New Shares and the date of issue of New Shares to you. Accordingly, the value of New Shares applied for may rise or fall.

This Booklet is not a prospectus and does not require the type of disclosures required under the Corporations Act for a disclosure document. You must rely on your own knowledge of the Company, previous disclosures made by the Company to ASX.

You should consider the appropriateness of participating in the SPP Offer having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters, and Shareholders should consider price movements of Shares prior to making an application under the SPP Offer.

14. Variation and termination

Silver Mines reserves the right at any time to:

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

Without limiting the above, Silver Mines may issue to any person fewer New Shares than the person applied for under the SPP if the issue of New Shares applied for would contravene any applicable law or the ASX Listing Rules.

If the SPP is withdrawn or terminated, all Application Monies will be refunded. Interest will not be paid on any money returned to you.

15. Privacy

- (a) Silver Mines and the Share Registry collect, hold and use certain personal information on the Application Form for the purposes of processing the Application and administering the Shareholder's security holding in Silver Mines. Silver Mines must maintain a public register.
- (b) Information contained in Silver Mines' register is also used for corporate communications and compliance by Silver Mines with legal and regulatory requirements.
- (c) Company and tax law requires some of the information to be collected. If you do not provide the information requested, your Application Form may not be able to be processed efficiently, if at all.
- (d) Under the *Privacy Act 1988* (Cth), you may request access to your personal information held by or on behalf of Silver Mines. You may request access to your personal information or obtain further information about the Silver Mines' management practices by contacting the Share Registry or Silver Mines. If the Share Registry's record of your personal information is incorrect or out of date, it is important that you contact Silver Mines or the Share Registry so that records can be corrected.

16. Underwriting

The SPP will not be underwritten.

17. Taxation

Eligible Shareholders should consult their own taxation adviser about the tax status of their investment in New Shares.

18. General

- (a) These Terms and Conditions are governed by the laws in force in New South Wales. Any dispute arising out of, or in connection with, these Terms and Conditions, or the SPP Offer, will be determined by the courts of New South Wales.
- (b) By accepting the SPP Offer, you agree to submit to the non-exclusive jurisdiction of the courts in New South Wales.
- (c) Other terms and conditions, rights and obligations relating to Shares are contained in the constitution of Silver Mines.
- (d) The Terms and Conditions of the SPP prevail to the extent of any inconsistency with the Application Form.

GLOSSARY

The following definitions apply throughout this Booklet unless the context requires otherwise:

AEDT	Australian Eastern Daylight Time.
Application Form	Your personalised application form that has been despatched to you.
Application Monies	Monies accompanying an Application Form, to be paid to Silver Mines, for the number of New Shares specified on the Application Form.
ASIC	Australian Securities Investment Commission.
ASIC CI 2019/547	ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.
ASX	ASX Limited ACN 008 624 691 or the market it operates.
Beneficiary	A person on whose behalf a Custodian is holding Shares at 7:00pm (AEDT) on the Record Date.
Booklet or SPP Booklet	means this SPP offer booklet.
Closing Date	5:00pm (AEDT) on Tuesday, 5 March 2024 (or such other date as Silver Mines determines, in its absolute discretion).
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Custodian	A custodian as defined in clause 3 of these Terms and Conditions and paragraph 4 of ASIC CI 2019/547.
Custodian Certificate	A certificate complying with sub-paragraph 3 of paragraph 8 of ASIC CI 2019/547 and as defined in clause 3 of these Terms and Conditions.
Participating Beneficiary	A Beneficiary with a registered address in either Australia or New Zealand, provided that such Beneficiary is not in the United States.
Eligible Shareholders	A Shareholder who is a registered holder of Shares at 7:00pm (AEDT) on the Record Date with a registered address in either Australia or New Zealand, provided that such Shareholder is not in the United States or acting for the account or benefit of a person in the United States.
February Placement	The Placement conducted by Silver Mines as announced to the market on 5 February 2024.
Issue Date	12 March 2024 (or such other date as Silver Mines determines, in its absolute discretion).

Issue Price	The price per New Share as determined under clause 5 of the Terms and Conditions.
New Share	A new fully paid ordinary Share issued as a result of this SPP.
Opening Date	Tuesday, 13 February 2024.
Record Date	7:00pm (AEDT) on Friday, 2 February 2024.
Register	The register of Shareholders.
Share Registry	Automic Pty Ltd ACN 152 260 814.
Silver Mines	Silver Mines Limited ACN 107 452 942.
Share	A fully paid ordinary share in Silver Mines.
Shareholder	A registered holder of Shares.
Shortfall Shares	Any New Shares not taken up by Eligible Shareholders under the SPP Offer.
SPP	The share purchase plan offer made to Eligible Shareholder under this Booklet.
SPP Offer	The offer of New Shares under a Share Purchase Plan, as set out in this Booklet.
Terms and Conditions	The terms and conditions of the SPP Offer, outlined in this Booklet under the heading 'Terms and Conditions'.
VWAP	volume weighted average price.

CORPORATE DIRECTORY

Registered Office:

Level 28, 88 Phillip Street
Sydney NSW 2000

Telephone: +61 2 8316 3997
Facsimile: +61 2 8316 3999
Email: info@silvermines.com.au

Share Registry:

Automic Registry Services
Level 5, 126 Phillip Street
Sydney NSW 2000

Telephone: 1300 288 664 (toll free within Australia)
+61 2 9698 5414 (outside of Australia)
Email: hello@automicgroup.com.au

Securities Exchange Listing:

The Group is listed on the Australian Securities Exchange under code SVL

Website:

www.silvermines.com.au

Other Information:

Silver Mines Limited, incorporated and domiciled in Australia, is a publicly listed company limited by shares.

[EntityRegistrationDetailsLine1Envelope]
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 [EntityRegistrationDetailsLine6Envelope]

SRN/HIN: [HolderNumberMasked]

ASX Code: SVL

Record Date: 7:00pm (AEDT), 2 February 2024

SHARE PURCHASE PLAN APPLICATION FORM

IMPORTANT: OFFER CLOSES 5:00PM (AEDT) ON TUESDAY, 5 MARCH 2024 (UNLESS VARIED)

1: SUBSCRIPTION


This Offer entitles each Eligible Shareholder in Silver Mines Limited (“Silver Mines” or “the Company”) to subscribe through the Company’s Share Purchase Plan (SPP) for a maximum of \$30,000 worth of fully paid ordinary shares in the Company (**New Shares**). On 5 February 2024, the Company announced the SPP to raise up to a total of \$2,000,000. The SPP is open to all shareholders recorded as holding fully paid ordinary shares (**Shares**) on the Company’s Register as at the Record Date with a registered address in Australia or New Zealand. The issue price of the New Shares is \$0.135 (same price as the February Placement). Eligible Shareholders may subscribe for any one of the following parcels (*subject to a maximum band or any scale back*) described below by paying the applicable Subscription Amount in accordance with the payment instructions in section 2 of this Application Form:

	Application Amount	Number of New Shares
Offer A	\$30,000 (maximum)	222,223
Offer B	\$25,000	185,186
Offer C	\$20,000	148,149
Offer D	\$15,000	111,112
Offer E	\$10,000	74,075
Offer F	\$5,000	37,038
Offer G	\$2,500	18,519
Offer H	\$1,000 (minimum)	7,408

No fractions of Shares will be issued. Any fraction of a Share will be rounded up to the nearest whole number of Shares (where applicable).

2: PAYMENT - You can pay either by BPAY® or Electronic Funds Transfer “EFT”

Payment under the Share Purchase Plan can only be made by BPAY® or EFT.

<p>Option A – BPAY®</p>  <p>Biller Code: 396648 Ref No: [BPayCRN]</p> <p>Contact your financial institution to make your payment from your cheque or savings account.</p> <p>Note: You do not need to return this form if you have made payment via BPAY® or EFT. Your BPAY® reference number or unique reference number will process your payment for your application for New Shares electronically.</p>	<p>Option B – Electronic Funds Transfer (EFT)</p> <p>The unique Payment Reference which has been assigned to your Application is: [HolderId]-9970-SVL</p> <p>Funds are to be deposited directly to following bank account: Account name: Automic Pty Ltd Account BSB: 036-051 Account number: 582500 Swift Code: WPACAU2S</p> <p>IMPORTANT: You must quote your unique payment reference as your payment reference/ description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and shares subsequently not issued.</p>
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3: Elect to be an e-shareholder

You have received this application form by post as you have NOT provided your email address or elected to receive all communications electronically.

<p>As part of the Company’s commitment to improving shareholder value, we encourage you to elect to receive all shareholder communications electronically.</p> <p>By choosing this option you will:</p> <ul style="list-style-type: none"> Support the company that you hold an ownership in by helping us to reduce the thousands of dollars spent on printing and postage costs each year; Receive your investor communications faster and in a more secure way; and Help the environment through the need for less paper. 	<p style="text-align: center;">SIMPLY SCAN THE QR CODE TO VISIT HTTPS://INVESTOR.AUTOMIC.COM.AU AND UPDATE YOUR COMMUNICATION PREFERENCE .</p> 
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INSTRUCTIONS FOR COMPLETION OF THIS FORM

The right to participate in the SPP is optional and is offered exclusively to all Shareholders (including Custodians) who are registered as holders of fully paid ordinary shares in the capital of the Company on the Record Date with a registered address in Australia or New Zealand (**Eligible Shareholders**).

If the Company rejects or scales-back an application or purported applications, the Company will return to the Shareholder the relevant Application Monies, without interest.

HOW TO APPLY FOR SHARES UNDER THE SPP

1 Subscription

As an Eligible Shareholder, you can apply for up to a maximum of \$30,000 worth of Shares. Eligible Shareholders can select one of the parcels prescribed overleaf.

In order to comply with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, the maximum value of Shares each Eligible Shareholder (irrespective of the size of their shareholding) may apply for under this Offer is \$30,000 (including through joint holding(s), multiple share accounts or any holding in which they have a beneficial interest(s)). This limit will apply even if you receive more than one offer from the Company (for example, because you are a joint holder of Shares or because you hold more than one shareholding under separate share accounts).

If the Company receives an amount that does not equal one of the amounts specified overleaf the Company may accept the payment at their discretion and refund any excess Application Money (without interest) to the Eligible Shareholder. If the Company receives a subscription of over \$30,000 worth of Shares by an Eligible Shareholder through multiple applications or joint holdings, the Company may refund any excess Application Money (without interest) to the Eligible Shareholder.

Any application made under the SPP Offer is not guaranteed to result in the Eligible Shareholder receiving any Shares that have been applied for. Applications may be scaled back at the absolute discretion of the Company.

2 Payment

By making a payment via BPAY or EFT, you agree that it is your responsibility to ensure that funds are submitted correctly and received by Automic Share Registry by the closing date and time. Payment must be received by the Share Registry by 5:00pm (AEDT) on Tuesday, 5 March 2024.

It is your responsibility to ensure your CRN or unique Payment Reference is quoted, as per the instructions in Section 2. If you fail to quote your CRN or unique Payment Reference correctly, Automic may be unable to allocate or refund your payment. If you need assistance, please contact Automic.

Payment by BPAY®: You can make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number on this Form. Multiple acceptances must be paid separately.

Payment by EFT: You can make a payment via Electronic Funds Transfer "EFT". Multiple acceptances must be paid separately. Please use your unique reference on this Form. This will ensure your payment is processed correctly to your application electronically.

If you make a payment by BPAY® or EFT and the Company receives an amount which is not equal to either \$30,000, \$25,000, \$20,000, \$15,000, \$10,000, \$5,000, \$2,500 or \$1,000 the Company may accept the payment at their discretion. Your payment must be for a minimum of \$1,000.

Applicants should be aware of Automic's financial institution's cut off-time, their own financial institution's cut-off time and associated fees with processing a funds transfer. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time, including taking into account any delay that may occur as a result of payments being made after 5pm (AEDT) and/or on a day that is not a business day (payment must be made to be processed overnight). You do not need to return this Form if you have made payment via BPAY® or EFT. Your reference number will process your payment to your application electronically and you will be deemed to have applied for such shares for which you have paid.

3 Contact Details - Elect to receive email communication

As a valued shareholder in Silver Mines, the Company encourages shareholders to elect to receive their shareholder communications electronically. This will ensure you receive all future important shareholder communications in a faster and more secure way and reduce the environmental footprint of printing and mailing.

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 Shares under the SPP, there is no need to take action.
3. Please ensure you have read and understood the terms and conditions of the SPP in the Offer Booklet and this section entitled "Important Information" before making payment by BPAY® or EFT.
4. The offer for Shares under the 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 meaning of "Custodian" as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, you must complete and submit an additional certificate that contains further certifications and details (**Custodian Certificate**) that must be provided before your application will be received. The Custodian Certificate can be obtained by contacting the Share Registry on the telephone number set out below. Applications received by Custodians that are not accompanied by the Custodian Certificate will be rejected. A completed Custodian Certificate must be emailed to: custodialcertificates@automicgroup.com.au, failure to do so will result in the Application being rejected.
6. For applicants that are not required to complete the Custodian Certificate, by making payment by BPAY® or EFT, you certify that the aggregate of the payment paid by you for:
 - the parcel of Shares indicated on this Application Form or BPAY® or EFT; 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 making payment by BPAY® or EFT does not exceed A\$30,000.
7. The maximum subscription limitation of A\$30,000 will apply even if you have received more than one Application Form (whether in respect of a joint holding or because you have more than one holding under separate security accounts).
8. You are not guaranteed to receive any Shares that you have applied for and the Company may, in its absolute and sole discretion:
 - a. scale back any applications made; and
 - b. reject your application, without limit.
9. By making payment of application monies, you certify that:
 - you wish to apply for Shares under the SPP as indicated on this Application Form and acknowledge that your application is irrevocable and unconditional;
 - you obtained a copy of the Offer Booklet and you have read and understood the terms and conditions of the SPP;
 - you agree to be bound by the Constitution of the Company and the terms and conditions in the Offer Booklet;
 - you agree to accept any lesser number of Shares than the number of shares applied for; and
 - you are not in the United States and are not acting for the account or benefit of a person in the United States and have not sent any offering materials relating to the SPP offer to any person in the United States.

If you require further information about the Offer, please contact Automic on 1300 288 664 or +61 2 9698 5414 between 8:30am and 7:00pm (AEDT).