



FREEHILL MINING LIMITED

(ACN 091 608 025)

PROSPECTUS

For the offer of:

- (a) up to 10,000 Shares in the capital of the Company at an issue price of \$0.01 per Share to raise \$100 (before expenses) (**Cleansing Offer**);
- (b) up to 60,000,000 Placement Options to the Placement Participants on the basis of one free-attaching Placement Option for every two Placement Shares subscribed for and issued under the Placement (**Placement Options Offer**); and
- (c) 12,000,000 Lead Manager Options to the Lead Manager (or its nominee) (**Lead Manager Options Offer**).

The Offers are not underwritten.

This Prospectus is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act.

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Shares being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Shares and Options offered under this Prospectus should be considered speculative.

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1. Corporate Directory

Directors

Benjamin Jarvis (Non-Executive Chairman)

Paul Davies (Executive Director and CEO)

Peter Williams (Non-Executive Director)

Legal Advisers

GrilloHiggins Lawyers

Level 25, 367 Collins Street

Melbourne VIC 3000

Company Secretary

Joe Fekete

Auditor*

Connect National Audit Pty Ltd

Level 8, 350 Collins Street

Melbourne VIC 3000

Registered Office

Level 24, 570 Bourke Street

Melbourne VIC 3000

Ph: +61 3 8658 5976

Email: info@freehillmining.com

Share Registry*

Automic Registry Services

Level 5/126 Phillip Street Sydney NSW 2000

Ph: 1300 288 664 (within Australia)

+61 2 9698 5414 (outside Australia)

Website: <https://www.automicgroup.com.au/>

Website

<https://freehillmining.com/>

Lead Manager to the Placement

Peak Asset Management 39/55 Collins St

Melbourne VIC 3000

ASX Code:

FHS

*These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus.

2. Timetable and Important Notes

2.1 Timetable

Action	Date
Lodgement of Prospectus with ASIC and ASX	30 January 2024
Opening Date	31 January 2024
Closing Date of Offers*	31 January 2024
Expected date of Quotation of the Shares issued under this Prospectus	2 February 2024
Expected date of Quotation of the New Options issued under this Prospectus**	2 February 2024

* The Directors reserve the right to extend the Closing Date at any time after the Opening Date without notice. As such, the date the Shares or the New Options are expected to commence trading on ASX may vary with any change in the Closing Date.

**Quotation of the New Options is subject to the Company being able to satisfy ASX of the quotation requirements set out in Chapter 2 of the ASX Listing Rules.

2.2 Important Notes

This Prospectus is dated 30 January 2024 and was lodged with ASIC on that date. ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No securities may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. An application will be made to ASX within seven days after the date of this Prospectus for the quotation of the Shares and New Options the subject of this Prospectus.

The Offers are only available to those who are personally invited to accept the Offers. Applications for Shares and New Options offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

2.3 Web Site – Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.freehillmining.com. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

2.4 Website

No document or information included on our website is incorporated by reference into this Prospectus.

2.5 Risk Factors

Potential investors should be aware that subscribing for Shares or New Options in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 6 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares and New Options in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Shares or New Options pursuant to this Prospectus.

2.6 Overseas Investors

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws. This Prospectus does not constitute an offer of Shares and New Options in any jurisdiction where, or to any person to whom, it would be unlawful to issue in this Prospectus.

2.7 Disclaimer

No person is authorised to give any information or to make any representation in connection with the Offers described in this Prospectus which is not contained in this Prospectus. Any information not so contained may not be relied upon as having been authorised by the

Company or any other person in connection with the Offers. You should rely only on information in this Prospectus.

3. Details of the Offers

3.1 Background to the Offers

On 24 January 2024, the Company announced it was undertaking a capital raising of \$1,200,000 (before costs) (**Placement**) through the issue of 120,000,000 Shares (**Placement Shares**) to investors (**Placement Participants**) at an issue price of \$0.01 per Placement Share. The Placement also consisted of an issue of 60,000,000 free-attaching Options in the Company on a 1 for 2 basis (exercisable at \$0.025 and expiring two years after the date of issue) (**Placement Options**). The Company issued the Placement Shares on 30 January 2024 utilising its available placement capacity under Listing Rule 7.1.

The Company intends to use the proceeds from the Placement to acquire screening and crushing plant and equipment for the Yerbas Buenas project, for the ongoing exploration of the El Dorado copper-gold project and for general working capital.

The Company engaged the services of CoPeak Corporate Pty Ltd <Trustee for Peak Asset Management Unit Trust> (AFSL 382585) (**Peak or Lead Manager**) to manage the Placement. Pursuant to the engagement letter between the Company and the Lead Manager (**Lead Manager Mandate**) the Company has agreed to issue the Lead Manager (or its nominee) 12,000,00 Options (exercisable at \$0.025 and expiring two years after the date of issue) (**Lead Manager Options**) in consideration for its services in relation to the Placement (being the same terms and conditions as the Placement Options). Refer to Section 7.5 for further details regarding the material terms of the Lead Manager Mandate.

The Company is precluded from issuing a 'cleansing' notice in respect of the Placement Shares, and the Placement Options and the Lead Manager Options (together, **New Options**). Consequently, the Shares and the New Options are being offered pursuant to this Prospectus.

The Shares will be issued on the terms and conditions set out in Section 5.1.

The New Options will be issued on the terms and conditions set out in Section 5.2.

For further details regarding the Placement and the Lead Manager Mandate, refer to the Company's announcement (\$1.2m Share Placement) and Appendix 3B both announced on the ASX Platform on 24 January 2024.

3.2 Offers

(a) Cleansing Offer

Under this Prospectus, the Company invites investors identified by the Directors to apply for 10,000 Shares at an issue price of \$0.01 per Share to raise \$100 (before expenses). The Offers will only be extended to specific parties on invitation from the Directors. Application Forms will only be provided by the Company to these parties. All

of the Shares offered under this Prospectus will rank equally with Shares on issue at the date of this Prospectus.

The primary purpose of this Cleansing Offer is to facilitate secondary trading of any Shares issued by the Company prior to the Closing Date (including prior to the date of this Prospectus), and in particular, the Placement Shares.

(b) Placement Options Offer

This Prospectus invites the Placement Participants to apply for a total of up to 60,000,000 Placement Options, on the basis of one Placement Option for every two Placement Share subscribed for and issued under the Placement (**Placement Options Offer**).

All Placement Participants will be sent a copy of this Prospectus, together with an Application Form. Only the Placement Participants can accept the Placement Options Offer. Refer to Section 3.4 for details on how to apply for Placement Options under the Placement Options Offer.

No funds will be raised from the issue of the Placement Options as the Placement Options are being issued for nil consideration as they are proposed to be issued on the basis of one Placement Option for every two Placement Shares issued.

(c) Lead Manager Options Offer

This Prospectus includes an offer of 12,000,000 Lead Manager Options to Peak (or its nominee) (**Lead Manager Options Offer**).

Only Peak (and/or its nominee) may accept the Lead Manager Options Offer, by using the relevant Application Form in relation to the Lead Manager Options Offer.

No funds will be raised from the Lead Manager Options Offer as the Lead Manager Options are being issued as consideration for services provided by Peak in respect of the Placement.

The Offers are only available to those who are personally invited to accept the Offers. Accordingly, Application Forms will only be provided by the Company to these parties.

All New Options offered under this Prospectus will be issued on the same terms and conditions, as set out in Section 5.2. Subject to the quotation requirements of the ASX Listing Rules, the New Options issued under this Prospectus will form a new class of listed security of the Company.

All Shares issued on exercise of the New Options will rank equally with the Shares on issue at the date of this Prospectus. Refer to Section 5.1 for further details regarding the rights and liabilities attaching to Shares.

3.3 Objective

The Company is seeking to raise only a nominal amount of \$100 under this Prospectus and, accordingly, the purpose of this Prospectus is not to raise capital. The primary purpose of this Prospectus is to remove any trading restrictions that may have attached to Shares issued by the Company on or before the Closing Date. Relevantly, section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body;
and
- (b) either:
 - (i) a prospectus is lodged with ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued;
and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

3.4 How to accept the Offers

Only Eligible Participants will be provided a copy of this Prospectus and an Application Form in respect of the Offers.

Applications for Shares under the Cleansing Offer may only be made by investors identified by the Directors and must be made using the Application Form accompanying this Prospectus.

Applications for the Placement Options under the Placement Options Offer may only be made by the Placement Participants and must be made using the Application Form accompanying this Prospectus.

Applications for the Lead Manager Options under the Lead Manager Options Offer may only be made by the Lead Manager and must be made using the Application Form accompanying this Prospectus.

Placement Participants may only make an application on the basis of one Placement Option for every two Placement Shares issued to them under the Placement.

All New Options will be issued for nil consideration and therefore the Applicants are not required to pay any funds with the Application Form.

Completed Application Forms must be submitted or delivered to the Company (or as otherwise agreed with the Company) at the following address:

Level 24, 570 Bourke Street
Melbourne VIC 3000

Completed Application Forms must reach the address set out above by no later than the Closing Date.

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company, for the number of Shares or New Options on the Application Form.

The Application Form does not need to be signed to be a binding acceptance of the Shares or the New Options under the Offers. If the Application Form is not completed correctly, it may still be treated as valid. The Directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Application Form, is final.

If you are in doubt as to the course of action, you should consult your professional advisor(s).

3.5 Minimum subscription

There is no minimum subscription.

3.6 Underwriting

The Offers are not underwritten.

3.7 Lead Manager

The Company engaged the services of Peak to manage the Placement. Refer to Section 7.5 for a summary of the material terms of the Lead Manager Mandate.

3.8 Issue of Shares and New Options

Issue of Shares and New Options under the Offers will take place as soon as practicable after the Closing Date. Application monies for the Shares will be held in a separate subscription account until the Shares are issued. This account will be established and kept by the Company in trust for each Applicant. Any interest earned on the application monies will be for the benefit of the Company and will be retained by the Company irrespective of whether any Shares are issued and each Applicant waives the right to claim any interest.

The Directors will determine the recipients of all the Shares and New Options.

Where the number of Shares issued is less than the number applied for, the surplus monies will be returned by cheque as soon as practicable after the Closing Date. Where no issue of Shares is made, the amount tendered on application will be returned in full by cheque as soon as practicable after the Closing Date. Interest will not be paid on monies refunded.

3.9 ASX Listing

(a) Shares

Application for Quotation of the Shares offered pursuant to this Prospectus will be made within 7 days of the date of this Prospectus. If ASX does not grant Quotation of the Shares offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus (or such period as varied by ASIC), the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest

The fact that ASX may grant Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

(b) New Options

The New Options will be issued as soon as practicable after the Closing Date. Application for Quotation of the New Options offered pursuant to this Prospectus will be made within 7 days of the date of this Prospectus. The issue of the New Options is not contingent on ASX granting Quotation of the New Options.

If ASX does not grant Quotation of the New Options offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus (or such period as varied by ASIC), the Company will have issued the New Options on the proposed issue date on an unquoted basis.

The fact that ASX may grant Quotation to the New Options is not to be taken in any way as an indication of the merits of the Company or the New Options now offered for subscription.

3.10 Issue of New Options

The Shares and New Options to be issued pursuant to the Offers will be issued in accordance with the timetable set out at the commencement of this Prospectus and otherwise in accordance with the ASX Listing Rules.

Holding statements for the Shares and New Options issued under the Offers will be sent in accordance with the timetable set out at the commencement of this Prospectus and otherwise in accordance with the ASX Listing Rules.

3.11 Restrictions on the distribution of the Prospectus

The distribution of this Prospectus outside Australia may be restricted by law.

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an application to take up Shares on the basis of this Prospectus. The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

3.12 1.13 Taxation

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them by consulting their own professional tax advisers. Taxation consequences will depend on particular circumstances. Neither the Company nor any of its officers accept any liability or responsibility in respect of the taxation consequences of the matters referred to above or any other taxation consequences connected with an investment in the securities of the Company.

3.13 Enquiries

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional adviser without delay.

Any questions concerning the Offers should be directed to Paul Davies, Chief Executive Officer, at +61 419 363 630.

4. Purpose and Effect of the Offer

4.1 Purpose of the Offer

The primary purposes of this Prospectus are to:

- (a) facilitate secondary trading of any Shares issued by the Company prior to the Closing Date (including prior to the date of this Prospectus), and in particular, the Placement Shares;
- (b) issue the New Options under the Placement Options Offer and the Lead Manager Options Offer;
- (c) obtain Quotation of the New Options;
- (d) facilitate secondary trading of the New Options issued under the Placement Options Offer and the Lead Manager Options Offer; and
- (e) facilitate secondary trading of any Shares issued upon exercise of the New Options issued under the Placement Options Offer and the Lead Manager Options Offer.

Section 707(3) of the Corporations Act generally requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to on-sell those securities within 12 months of the date of their issue.

The Corporations Act provides an exception to section 707(3) where an entity issues a 'cleansing' notice under section 708A(5). However, the Company is precluded from issuing a 'cleansing' notice in respect of:

- (a) the Shares as the Company has been suspended for more than five trading days in the last 12 months; and
- (b) the New Options as they are not in a class of securities that were quoted securities at all times in the last three months.

Consequently, the Company has issued this Prospectus in respect of the Offers to certain investors identified by the Directors, the Placement Participants and the Lead Manager. Issuing the Shares and the New Options under this Prospectus will enable persons who are issued the Shares, were issued the Placement Shares or the New Options to on-sell their Shares, the Placement Shares and the New Options (as appropriate), and any Shares issued on exercise of the New Options pursuant to *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80*.

4.2 Proposed use of funds

(a) Shares

All of the funds raised from the Cleansing Offer will be applied towards the expenses of the Offers.

(b) New Options

No funds will be raised from the issue of the New Options pursuant to this Prospectus as:

- (i) the Placement Options are offered as free attaching to the Placement Shares on a one for two basis; and
- (ii) the Lead Manager Options are being issued as consideration for services provided to the Company in connection with the Placement.

(c) General

As set out in the Company's ASX announcement on 24 January 2024, the Company intends to use the proceeds from the Placement to acquire screening and crushing plant and equipment for the Yervas Buenas project, the ongoing exploration of the El Dorado copper-gold project and general working capital.

The above is a statement of current intentions at the date of this Prospectus. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

Refer to Section 7.13 of this Prospectus for further details relating to the estimated expenses of the Offers.

4.3 Effect of the Offers on capital structure

The capital structure of the Company currently and following completion of the Offers is as follows:

Security	Shares¹	Options²
Securities on issue as at the date of this Prospectus	2,993,834,432	-
Shares to be issued pursuant to this Prospectus	10,000	-
New Listing Options to be issued pursuant to this Prospectus	-	72,000,000
Total securities on issue following completion of the Offers³	2,993,844,432	72,000,000

¹ The rights and liabilities attaching to the Shares are summarised in Section 5.1.

² The full terms and conditions of the New Options are set out in Section 5.2.

³ This assumes the Offers are fully subscribed and that no other securities are issued.

4.4 Financial effect of the Offer

After expenses of the Offers of approximately \$13,206, there will be no net proceeds from the Offers. The expenses of the Offers (exceeding the \$100 to be raised) will be met from the Company's existing cash reserves.

As such, the Offers will have an effect on the Company's financial position, being receipt of funds of \$100 less costs of preparing the Prospectus of approximately \$13,206.

5. Rights and Liabilities Attaching to Shares and New Options

5.1 Shares

The following is a general description of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, Listing Rules and the Company's Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) Ranking of Shares

At the date of this Prospectus, all shares are of the same class and rank equally in all respects. Specifically, the Shares issued pursuant to this Prospectus will rank equally with existing Shares.

(b) Voting Rights

Subject to any special rights or restrictions (at present there are none), at any meeting each member present in person or by proxy has one vote on a show of hands, and on a poll has one vote for each share held.

(c) Dividend Rights

Subject to any special rights (at present there are none), any dividends that may be declared by the Company are payable on all Shares in proportion to the amount paid up.

(d) Variation of Rights

The rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the Shares, or with the sanction of a special resolution passed at a general meeting.

(e) Transfer of Shares

Subject to the Company's Constitution, the Corporations Act or any other applicable laws of Australia and the Listing Rules, the Shares are freely transferable. The Directors may refuse to register a transfer of Shares only in limited circumstances, such as where the Company has a lien on those Shares.

(f) General Meetings

Each shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be furnished to shareholders under the Company's Constitution, the Corporations Act and the Listing Rules.

(g) Rights on Winding Up

If the Company is wound up, the liquidator may, with the sanction of a special resolution:

- (i) divide among the shareholders the whole or any part of the Company's property; and
- (ii) decide how the division is to be carried out between the shareholders.

5.2 New Options

The terms and conditions of the New Options are as follows:

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Exercise Price

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.025 (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5:00pm (AEDT) two years from the date of issue. (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).

(g) Timing of issue of Shares on exercise

Following the Exercise Date and within the time period specified by the ASX Listing Rules, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to

ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Quotation of Options

The Company will seek quotation of the Options in accordance with the Listing Rules and Corporations Act, subject to satisfaction of the minimum quotation conditions of the ASX Listing Rules. In the event that quotation of the Options cannot be obtained, the Options will remain unquoted.

(i) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(j) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) Change in exercise price

Subject to paragraph (j), an Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX (if any) or under applicable Australian securities laws.

6. Risk Factors

6.1 Introduction

This Section identifies the areas the Directors regard as the major risks associated with an investment in the Company. Potential investors should be aware that an investment in the Company, as a mining entity, involves many risks, which may be higher than the risks associated with an investment in other companies. Accordingly, the Shares and New Options to be issued under this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities (as applicable). Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for securities in the Company.

The following summary, which is not exhaustive, represents some of the major risk factors potential investors need to be aware of as they may in the future materially affect the financial performance of the Company and the value of the Shares and New Options to be issued under this Prospectus. Potential investors should read the whole of this Prospectus in order to appreciate such matters and the manner in which the Company intends to operate before any decision is made to apply for the Shares and New Options.

There are numerous widespread risks associated with investing in any form of business and with investing in the share market generally. There is also a range of more specific risks associated with the Company's business and its involvement in the exploration and mining industry. These risk factors are largely beyond the control of the Company and its directors because of the nature of the proposed business of the Company.

6.2 Company specific

(a) ***Development Risk/Profitability Risk***

The Company's commercial viability will be dependent upon the successful development and operation of the Company's projects and any other activity that the Company may undertake. No assurances can be given that the Company will be able to initiate or sustain successful mining operations or continue waste material sales at any of the Company's current tenements or that operations will achieve commercial viability. Equally, no representation as to future profitability or dividends can be given.

The Company has commenced the sale of waste material processing and sales operation in Chile. While there is no guarantee that these operations will be successful and that the Company will continue to receive orders for waste material. If the Company was not to receive further orders, then this may have a negative impact on the Company's activities, cash flows and financial performance.

The Company notes that the Company has previously undertaken small scale mining approved by the local authorities at the Company's projects. There is no guarantee that these operations will recommence, or that they will be profitable.

(b) **Operating risk**

The nature of exploration, mining and mineral and waste material processing involves hazards which could result in the Company incurring uninsured losses and liabilities to third parties, for example arising from pollution, environmental damage or other damage, injury or death. These could include rock falls, flooding, unfavourable ground conditions or seismic activity. The operations of the Company may be affected by various factors, including failure to locate or identify mineral deposits, failure to achieve resource estimates, predicted grades in exploration and mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increase in the costs of consumables, spare parts, plant and equipment.

(c) **Reliance on Key Management and Personnel**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company may be dependent upon the Company's senior management, key personnel and consultants. This includes persons who are located at the Company's projects in Chile. There can be no assurance given that there will be no detrimental impact on the Company if one, or a number of, those employees or consultants cease their employment or engagement with the Company.

(d) **Exploration Risk**

Exploration for and mining of minerals is highly speculative, and no assurance can be given that production will be obtained from the areas in which the Company has or may acquire an interest, or that production and marketing of any materials discovered by the Company will prove to be economic.

Should a discovery be made, there is no guarantee that it will be commercially viable for a host of factors beyond the Company's control, for example, the economics of mining operations. While the Directors will make every effort to reduce the above risks through their experience in the exploration and mining industry, the fact remains that a commercially viable mineral discovery is very much the exception rather than the rule and success can never be guaranteed. Until the Company is able to realise value from the Company's projects, the Company is likely to incur ongoing operating losses.

In summary, mineral exploration, project development and mining by their nature contain elements of significant risk. Ultimate and continuous success of these activities is dependent on many factors such as:

- the discovery and/or acquisition of economically recoverable resources at the Company's current projects;
- successful conclusions to bankable feasibility studies;

- access to adequate capital for project development;
- design and construction of efficient mining and processing facilities within capital expenditure budgets;
- securing and maintaining title to tenements;
- obtaining consents and approvals necessary for the conduct of exploration and mining; and
- access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees.

Other factors that could affect the Company's operations include:

- failure to achieve predicted grades in exploration and mining;
- poor performance levels from external contractors;
- operational and technical difficulties encountered in mining;
- difficulties in commissioning and operating plant and equipment;
- availability of suitable plant and expertise from contractors and consultants;
- mechanical failure or plant breakdown;
- unanticipated metallurgical problems which may affect extraction rates and costs;
- adverse weather conditions;
- industrial and environmental accidents;
- industrial disputes;
- availability of water and power; and
- unexpected shortages or increases in the costs of labour, consumables, spare parts, plant and equipment.

Consequently, there can be no assurance that through the projects the Company will be able to develop and commercialise mineral extraction from its tenements and generate positive cashflow to sustain the Company's financial viability.

(e) ***Tenure and Title Risk***

The Company's activities are presently carried out in Chile. Interests in tenements in Chile are governed by legislation and are evidenced by the granting of concession licences. Each licence is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. The Company

may lose title to its interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments or if it defaults in its obligations to third parties. It is also possible that, in relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate native title rights exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations, may be adversely affected. The Directors will closely monitor the potential effect of native title claims involving tenements in which the Company has or may have an interest.

(f) ***Access and Infrastructure Risk***

Access on and to tenements may be subject to the availability of appropriate infrastructure or the consent of third parties. There is no guarantee that agreement can be reached with interested third parties or that the necessary infrastructure required to access or develop the tenements will be available or viable.

(g) ***Sovereign Risk***

The Company's activities are presently carried out in Chile. As a result, the Company is subject to political, social, economic and other uncertainties including, but not limited to, changes in policies or the personnel administering them, foreign exchange restrictions, changes of law affecting foreign ownership, currency fluctuations, royalties and tax increases in that country. Other potential issues contributing to uncertainty such as repatriation of income, exploration licensing, environmental protection and government control over mineral properties should also be considered. Potential risk to the Company's activities may occur if there are changes to the political, legal and fiscal systems which might affect the ownership and operation of the Company's interests in Chile. This may also include changes in exchange control systems, expropriation of mining rights, changes in government and in legislative and regulatory regimes.

(h) ***Country Risk***

The following country specific risks are specifically noted:

Changes in government policies

Industry is subject to the policies which are implemented by the relevant governments from time to time. These policies may have a material impact on the business of the Company. These governments may, for instance, withdraw subsidies or forms of preferential treatment such as tax benefits or favourable financing arrangements.

Economic considerations

It is unclear how future economic reforms and macroeconomic measures to be adopted by governments will affect the development of a country's economy. Further, there can be

no assurance that such measures will be applied consistently and effectively or that the Company will be subject to such reforms. The business of the Company may be adversely affected by any reform.

Legal considerations

Statutes, regulations and government policies are subject to change from time to time, as is the interpretation of statutes and regulations and the application of policy. Such uncertainties may affect the Company's operations.

Local labour laws

Labour laws in Chile are different to Australia and accordingly employers may be subject to different duties and obligations to their employees than they would if their employees were employed in Australia.

Foreign investment requirements

Many governments have foreign exchange controls which need to be considered as far as repatriation of funds to Australia and elsewhere is concerned. These controls may have an adverse effect on the financial position, financial performance, cash flows, growth prospects, ability to pay dividends and the share price of the Company.

Challenges to the ownership or nature of titles and other rights

The Company may potentially be exposed to challenges to the ownership or nature of titles and other rights by its partners, government authorities or third parties.

Timing considerations

It may take many years to get from a discovery to extraction of an iron, gold or copper ore asset. As such, there is a risk that the initial investment involved in discovery will not get to the exploitation stage. Such uncertainties as to timing may affect the Company's operations and accordingly its profitability.

International operations (Generally)

International operations are subject to a wide variety of uncertainties: including (but not limited to) political, economic and other risks which may include: terrorism, revolution, border disputes, expropriation, renegotiations or modifications of existing contracts, import, export and transportation regulations and tariffs, taxation policies, including royalty and tax increases and retroactive tax claims, exchange controls, limits on allowable levels of production, currency fluctuations, labour disputes and other uncertainties arising out of foreign government sovereignty over the Company's international operations.

(i) ***Earthquake***

Much of the west coast of Chile, including the Yervas Buenas operation and the city of La Serena where YB's and SPA's operations are based is seismically active with frequent earthquakes and occasional tsunamis. These are not regarded as significant operational risks but some earthquake activity may result in logistical delays.

(j) ***Resource Estimates Risk***

The projects are currently exploration projects. Any resource estimates are expressions of judgment based on knowledge, experience and industry practice, and may require revision on actual production experience. All resources estimates previously disclosed to the market are necessarily imprecise and depend to some extent on statistical inferences, which may prove unreliable or be revised in the light of additional information that comes to hand.

(k) ***Commodity and Currency Price Volatility Risk***

Commodity prices are subject to influencing factors beyond the control of the Company and can be subject to significant fluctuations. Some of these influencing factors include:

- world demand for particular commodities;
- the level of production costs in major commodity producing regions; and
- expectations regarding inflation, interest rates and US dollar exchange rates.

Any significant and/or sustained fluctuation in exchange rates or commodity prices could have a materially adverse effect on the Company's operations and financial position.

Factors affecting commodity prices include:

- supply and demand fluctuations for specific commodities;
- changes in investor sentiment toward specific commodities;
- speculative trading;
- forward selling activities; and
- macro-economic factors such as inflation and interest rates.

(l) ***Environmental Risks***

Environmental risks are inherent in mining operations. The Company adopts practices which the Company believes are appropriate to minimise the potential of causing environmental damage in all the Company's operations, but no assurance can be made that the Company will not be affected by environmental claims or issues in the future.

The Board is strongly committed to conducting operations in an environmentally responsible manner, applying the highest standards and industry best practice to all the

Company's field activities. Surface disturbance is kept to a minimum, but where it is necessary, full cognisance is given to the environmental impact of the work to be carried out. Relevant government approvals are obtained and measures are taken to minimise the environmental impact and to ensure that following the activities involved, the land is restored and rehabilitated to as close as possible to its original condition.

(m) ***Production and Cost Estimates Risk***

By their very nature, production and cost estimates and assumptions are inherently subject to significant uncertainties. Actual results may materially differ from the Company's estimates and assumptions and may materially and adversely affect the Company's commercial viability and future results.

(n) ***Government and Regulatory Risk***

There can be no assurance that all of the relevant approvals and permits necessary to conduct mineral exploration or production operations will be granted by the relevant governments and regulatory authorities or that they will remain in good standing where already granted.

The Company's activities will require compliance with various laws relating to the protection and rehabilitation of the environment, health and safety, culture and heritage and other matters.

In addition, the Company is required to obtain numerous government permits, leases, licences and approvals in respect of our exploration and mining operations.

There is a risk that the Company may not obtain or may lose permits, leases, licences or approvals, essential to our operations.

The Company cannot predict how existing, or future laws and regulations may be interpreted by enforcement agencies or court rulings, whether additional laws and regulations will be adopted, or the effect such changes may have on the Company's business or financial condition.

(o) ***Uninsured Loss and Liability Risk***

Exploration for and development of minerals involves hazards and risks that could result in the Company incurring losses and liabilities to third parties. There is a risk that the Company may not be insured against all losses or liabilities that could arise from the Company's operations. If the Company incurs losses or liabilities which are not covered by the Company's insurance policies, the funds available for exploration and development will be reduced and the value and/or tenure of the Company's assets may be at risk.

(p) ***Occupational Health and Safety Risk***

There is an inherent risk of workplace accidents occurring during the conduct of mining activity. The Board is totally committed to providing a safe and healthy workplace for the

Company's employees and contractors, where engaged from time to time. Hazardous activities are avoided wherever possible, but when necessary, all employees and contractors are required to conduct themselves in accordance with all applicable laws and policies in force from time to time in respect of occupational health and safety.

(q) ***New Project Risk***

To achieve the Company's objectives, the Company may acquire or invest in new projects from time to time. However, there is always risk that the Company may not be successful in negotiating for an acquisition of a new project.

(r) ***Litigation Risk***

In the ordinary course of business, the Company may be involved in litigation disputes from time to time. Litigation disputes brought by third parties including, but not limited to customers, suppliers, business partners, employees and government bodies may adversely impact the financial performance and industry standing of the business, in the case where the impact of legal proceedings is greater than or outside the scope of the Company's insurance. Such litigation could negatively impact the industry standing of the Company, cause the Company to incur unforeseen expenses, occupy a significant amount of management's time and attention and could negatively affect the Company's business operations and financial position.

The Directors are otherwise not aware of any material legal proceedings pending, threatened against or affecting the Company.

(s) ***Future Capital Requirement Risk***

The Company's ongoing activities will require ongoing expenditures. There can be no guarantee that the funds raised by the Company under the Offers and other capital raisings will be sufficient to successfully achieve all the objectives of the Company's overall business strategy. If the Company is unable to continue to use equity to fund expansion after the substantial exhaustion of the Company's existing funds, there can be no assurances that the Company will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional funds on terms acceptable to the Company or at all. Any additional equity financing may be dilutive to Shareholders and any debt financing if available may involve restrictive covenants, which may limit the Company's operations and business strategy. The Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

(t) ***Going Concern Risk***

As set out in the audit report of the Company's 2023 Annual Report, there is a material uncertainty on the Company to continue as a going concern as a result of the losses in previous financial periods, the net current liabilities and the operating cash outflows.

The events and conditions, including the losses in previous financial periods, indicate the existence of a material uncertainty that may cast some doubt about the Company's ability to continue as a going concern and therefore the Company may be unable to realise its assets and discharge its liabilities in the normal course of business at amounts stated in the financial General Risks.

Recent fundraising and operational results in Chile indicate that the Company's operations are progressing and the Directors believe the Company has sufficient resources to effectively execute its business plan as a going concern.

(u) ***Economic Risks***

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and future production activities, as well as on its ability to fund those activities.

(v) ***Currency Fluctuations***

The future value of Shares and New Options may fluctuate in accordance with movements in foreign currency exchange rates.

(w) ***Taxation***

The Company's profitability may be affected by changes in government taxation laws and policies, including royalties payable in respect of any future mining operations, in the jurisdictions in which the Company operates.

There may be tax implications arising from the acquisition of securities in the Company, any possible receipt of dividends (both franked and un-franked) and the disposal of securities in the Company (as appropriate). Investors should carefully consider these tax implications and if uncertain as to the relevant taxation issues, obtain further advice from a qualified professional adviser. Tax liabilities are the responsibility of each individual investor and neither the Directors nor the Company will be responsible for any tax or related penalties incurred by investors.

(x) ***Stock Market Risks***

The market price of the Shares and New Options (whether the New Options are quoted or not quoted on ASX) may be significantly adversely affected by a variety of factors including (but not limited to) perceptions of, or variations in, general market conditions, operating performance, commodity prices, project and country risk, Board and management strength and expertise and a broad range of other factors which may or may not relate to the Company's operations.

(y) ***Quotation of Options***

Whilst the Company intends to apply for Quotation of the Shares and the New Options, there is no guarantee that the Company will be able to fulfil the ASX's requirements in

relation to Quotation of those Shares and New Options. If so, the Shares and New Options proposed to be issued under this Prospectus will not be tradeable on ASX.

(z) ***Geopolitical***

Politics on a global, regional or local scale could impact the Company's operations and financial position. Acts of terrorism or outbreak of war may disrupt or prevent the Company from undertaking its operations and intended programs.

(aa) ***Natural Disasters***

Natural disasters or adverse conditions may occur in those geographical areas in which the Company operates including severe weather, tsunamis, cyclones, tropical storms, earthquakes, floods, volcanic eruptions, excessive rainfall and droughts as well as power outages or other events beyond the control of the Company.

(bb) ***Force Majeure***

The Company and its projects, now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, extreme weather conditions, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(cc) ***Ukraine Conflict and Gaza Conflict***

The current conflict between Ukraine and Russia (Ukraine Conflict) and Israel and Gaza (Gaza Conflict) is impacting global economies and financial markets. The nature and extent of the effect the Ukraine Conflict and the Gaza Conflict may have on the Company's operations remains uncertain at this time. In the short to medium term, the Company's Share and New Option price may be adversely affected by the economic uncertainty caused by the Ukraine Conflict, the Gaza Conflict and the wider effect the conflict has on global economies and financial markets.

The Directors are monitoring the potential secondary and tertiary macroeconomics impacts of the Ukraine Conflict and the Gaza Conflict, including the fluctuations in commodity and energy prices and the potential risk of cyber activity impacting governments and businesses. Further, any governmental or industry measures taken in response to the Ukraine Conflict and the Gaza Conflict, including limitations on travel and changes to import/export restrictions and arrangements involving Russia, may be adversely impact the Company's operations and are likely to be beyond the control of the Company.

(dd) ***Other Risk Factors***

There are risks involved with any investment in listed securities. The value of the Company's securities may rise or fall depending upon a range of factors and security

conditions which are unrelated to the Company's future financial performance. Share market conditions are affected by many factors including, but not limited to:

- economic conditions both in Australia and internationally;
- investor sentiment and local and international share market conditions;
- changes in interest rates and the rate of inflation;
- changes in metal and commodity prices;
- changes to government regulation, policy or legislation;
- changes in exchange rates; and
- the nature of competition in the industry in which the Company operates.

Some of these risks can be mitigated by the use of contingency plans and safeguards. However, many are outside the control of the Company and cannot be mitigated.

Like all businesses, the Company is affected by general economic conditions including the level of interest rates, inflation and consumer spending. Any prolonged downturn in economic activity could be expected to have a negative impact on the Company. As a company having a smaller market capitalisation, the market in the Company's securities may suffer periods of illiquidity.

Other risk factors include those normally found in conducting business including litigation resulting from the breach of agreements or in relation to employees (through personal injuries, industrial matters or otherwise) or any other cause, strikes, lockouts, loss of service of key management or operational personnel, non-insurable risks, delay in resumption of activities after reinstatement following the occurrence of an insurable risk and other matters that may interfere with the Company's business or trade.

Before any decision is made to subscribe for securities in the Company, the above matters, and all other matters described in this document must be carefully considered. The Shares and New Options to be allotted pursuant to this Prospectus should be regarded as speculative in nature and carry no guarantee with respect to the payment of dividends, return of capital or their market value.

Investment in the Company is regarded as speculative and neither the Company nor any of its Directors guarantee that any specific objective of the Company will be achieved or that any particular performance of the Company or its securities, including the Shares and New Options offered by this Prospectus, will be achieved.

6.3 Speculative investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically

referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares and New Options offered under this Prospectus.

Therefore, the Shares and New Options to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares and New Options.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Shares and New Options pursuant to this Prospectus.

7. Additional Information

7.1 Company update

Details of the Company's current activities are set out in the announcements made by the Company to the ASX and are available from the ASX, or the Company's website at <https://freehillmining.com/>

7.2 Nature of this Prospectus

The New Options to be issued pursuant to this Prospectus are options over continuously quoted securities. This Prospectus is issued under the special prospectus content rules for continuously quoted securities in section 713 of the Corporations Act. This enables listed disclosing entities, such as the Company, to issue a prospectus for continuously quoted securities with modified disclosure requirements if they satisfy certain requirements.

The Cleansing Offer made under this Prospectus is to facilitate secondary trading of any Shares issued by the Company prior to the Closing Date (including prior to the date of this Prospectus), and in particular, the Placement Shares.

The information in this Prospectus principally concerns the terms and conditions of the Offers and the information reasonably necessary to make an informed assessment of:

- (a) the effect of the Offers on the Company; and
- (b) the rights and liabilities attaching to the Shares and the New Options offered pursuant to this Prospectus and the underlying securities.

The Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore also have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in the Company.

7.3 Continuous disclosure obligations

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

This Prospectus is a “transaction specific prospectus”. In general terms a “transaction specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with ASIC;
 - (ii) any half-year financial report lodged by the Company with ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with ASIC; and

- (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with ASIC.

There is no information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules that investors or their professional advisers:

- (a) would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to the securities the subject of this Prospectus; and
- (b) would reasonably expect to find in this Prospectus.

Copies of all documents lodged with ASIC in relation to the Company can be inspected at the registered office of the Company or an ASIC office during normal office hours.

A list of documents filed lodged with ASX by the Company since its 2023 Annual Report was released on 28 September 2023 until close of trading on ASX on 30 January 2024 (being the date of this Prospectus) is set out in the table below.

Date	Description of Announcement
30/01/2024	Quarterly Activities Report
30/01/2024	Quarterly Appendix 5B Cash Flow Report
30/01/2024	El Dorado assays deliver gold grades up to 13g/t Au
24/01/2024	Proposed issue of securities-- FHS
24/01/2024	\$1.2m Share Placement
24/01/2024	Application for quotation of securities-- FHS
22/01/2024	Trading Halt

Date	Description of Announcement
10/01/2024	Response to ASX Price Query
02/01/2024	Change of Director's Interest Notice B Jarvis
21/12/2023	Becoming a substantial holder
18/12/2023	Change of Director's Interest Notice B Jarvis
18/12/2023	Change of Director's Interest Notice P Davies
30/11/2023	Results of Meeting
30/11/2023	Chair's Address to Shareholders
27/11/2023	Application for quotation of securities - FHS
27/11/2023	Application for quotation of securities - FHS
09/11/2023	Q2 Sales & Operations Update
07/11/2023	Proposed issue of securities - FHS
27/10/2023	Annual General Meeting Proxy Form
27/10/2023	Notice of Annual General Meeting
27/10/2023	Change of Director's Interest Notice
18/10/2023	Change of Director's Interest Notice

Date	Description of Announcement
13/10/2023	Reinstatement to Official Quotation
13/10/2023	Monthly Activities/Appendix 5B Cash Flow Report
13/10/2023	Quarterly Activities/Appendix 5B Cash Flow Report
13/10/2023	Update - Proposed issue of securities - FHS
29/09/2023	Update - Proposed issue of securities - FHS
28/09/2023	Corporate Governance Statement
28/09/2023	Appendix 4G

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

7.4 Market price of Shares

The highest and lowest market sale price of the Company's Shares on the ASX, during the three months immediately preceding the lodgement of this Prospectus with ASIC and the respective dates of those sales are set out below:

Highest: 1.4 cents on 24 and 25 January 2024.

Lowest: 0.2 cents on 7 and 8 November 2023.

The last market sale price as at close of market on the date of lodgement of this Prospectus with ASIC was \$0.012 on 30 January 2024.

7.5 Lead Manager Mandate

The Company engaged the services of Peak to manage the Placement. Pursuant to the Lead Manager Mandate, the Company has agreed to:

- (a) **(Capital Raising Fee):** The Company will pay the Lead Manager a fee of 6% (exclusive of GST) of the gross amount raised by the Lead Manager.

- (b) **(Lead Manager Options):** The Company will issue to the Lead Manager up to 15,000,000 Options exercisable at \$0.025 with expiry date two years from the date of issue, proportionate to the amount raised up to \$1,500,000. As \$1,200,000 was raised under the Placement, the Company's proposes to issue 12,000,000 New Options to the Lead Manager.

The Lead Manager Mandate otherwise contains terms and conditions considered standard for an agreement of this nature.

7.6 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

7.7 Details of substantial holders

Based on publicly available information as at the date of this Prospectus, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Shareholder	Shares	%
Duddy Investment Pty Ltd <Duddy Investment A/C> ¹	280,151,451	10.60%
J M Ross Super Pty Ltd <J M Ross Super Fund A/C> ¹	202,221,892	7.65%
Claymore Ventures Limited ²	180,939,607	6.35%
DG Freehold PTY LTD <DG Freehold A/C> ¹	167,382,692	6.33%

¹ See 2023 annual report lodged with ASX on 25 September 2023

² See Form 603 – Notice of initial substantial holder dated 21 December 2023

The Offers will have no effect on the quantity of Shares held by these substantial shareholders as only 10,000 Shares and New Options are being issued.

7.8 Board of Directors

Benjamin Jarvis

Non-Executive Chairman

Ben is an experienced company director in the small resources sector. Since 2011, he has been a non-executive director of South-American focused Austral Gold Limited (ASX: AGD; TSX-V:

AGLD), a precious metals mining and exploration company with an extensive portfolio of assets in Chile and Argentina. He is also a non-executive director of QX Resources Limited (ASX: QXR) which has a portfolio of exploration assets in Australia and other investments in the resources sector, and a non-executive director of unlisted public company Aeramentum Resources Limited which is focused on copper, nickel, cobalt and gold exploration in Cyprus in the EU.

Ben is the managing director of Six Degrees Investor Relations, an investor relations and advisory firm he founded in 2006 with offices now in Sydney and Perth.

Ben holds a Bachelor of Arts Degree, majoring in Politics, from the University of Adelaide.

Other directorships of listed companies: Austral Gold Limited (ASX: AGD; TSX-V: AGLD), QX Resources Limited (ASX: QXR), Agua Resources Limited (ASX: AGR)

Paul Davies

Executive Director; CEO

Paul was CFO of the Company for six years prior to being appointed Chief Executive Officer. He brings an intimate knowledge of Freehill's activities combined with significant experience in the mining sector from his 30 plus years in the finance industry. During his career, Paul has held leadership roles with many organisations, most notably, as Director in Charge of Corporate and Institutional Banking for Deutsche Bank Australia and a member of the Deutsche Bank Credit Committee.

Paul holds an Economics Degree from Monash University, has qualified as a Chartered Accountant and is an alumnus of the Stanford Business School.

Other directorships of listed companies: Nil

Peter Williams

Non-Executive Director

Peter's career experience includes over 20 years' experience at Toyota Tsusho Australasia, a wholly-owned trading and supply-chain specialist of the Toyota Group. As Director and COO of Toyota Tsusho Australia, Mr Williams led all trading divisions and sat on the board of five subsidiary companies with annual revenues of over \$500 million. He was subsequently appointed as an Investment Committee Member for TeamInvest Private Ltd, a specialised private equity investment group which listed on the ASX in 2019.

Other directorships of listed companies: Nil

7.9 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company;

- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers pursuant to this Prospectus; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner or director, either to induce them to become, or to qualify them as, a Director or otherwise for services rendered by them or by the firm in connection with the formation or promotion of the Company or the Offers.

Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus is set out in the table below.

Director	Number of Shares held*	Number of Options held*	Number of Performance Rights held*
Benjamin Jarvis	35,249,986	0	0
Paul Davies	38,404,806	0	0
Peter Williams	28,580,359	0	0

* Includes indirect holdings in which the Director has a relevant interest.

Remuneration

The following table shows each Director's total remuneration for the last financial years ended 30 June 2022, 30 June 2023 and 30 June 2024, and their current remuneration:

Director	FY22 (ex GST)	FY23 (ex GST)	FY24 (ex GST)
Paul Davies	\$99,000	\$99,000	\$99,000
Benjamin Jarvis ¹	-	\$42,000	\$42,000
Peter Williams ²	-	\$42,000	\$42,000

¹ Benjamin Jarvis was appointed as a Director of the Company on 5 April 2023.

² Peter Williams was appointed as a Director of the Company on 1 May 2023.

Further details of the remuneration of Directors are set out in the Company's 2023 annual report which was announced to ASX on 28 September 2023.

7.10 Related Party Transactions

There are no related party transactions entered into that have not otherwise been disclosed in this Prospectus.

7.11 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with ASIC, any interest in:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offers; or
- (f) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of the Company; or
- (h) the Offers.

GrilloHiggins Lawyers has acted as the solicitors to the Company in relation to the Offers. The Company estimates it will pay GrilloHiggins Lawyers \$10,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with ASIC, GrilloHiggins Lawyers has been paid fees totalling approximately \$175,500 (plus GST and disbursements) for legal services provided to the Company.

Peak has acted as Lead Manager to the Company in relation to the Offers. Refer to Section 7.5 for details of the fees payable to Peak as consideration for services provided in respect of the Placement. During the 24 months preceding lodgement of this Prospectus with ASIC, Peak has not been paid fees in respect of services provided to the Company.

Automatic Pty Ltd (**Share Registry**) has been appointed to conduct the Company's share registry functions and to provide administrative services to the Company, and is paid for these services on standard industry terms and conditions.

7.12 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Securities), the Directors, the persons named in the Prospectus with their consent as Proposed Directors, any underwriters, persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

GrilloHiggins Lawyers has given its written consent to being named as the legal advisers to the Company in this Prospectus. GrilloHiggins Lawyers has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Peak has given its written consent to being named as the Lead Manager to the Company in this Prospectus. Peak has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

7.13 Estimated expenses of Offer

The estimated expenses of the Offers are estimated to be approximately \$13,206 (excluding GST) and are expected to comprise legal fees and other administrative expenses, including ASIC fees. The estimated expenses will be paid out of the Company's existing working capital.

The Company engaged the services of Peak to manage the Placement. Refer to Section 7.5 for details of the fees payable to Peak pursuant to the Lead Manager Mandate.

7.14 Electronic Prospectus

ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please

contact Paul Davies, Chief Executive Officer, at +61 419 363 630, and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or Prospectus or any of those documents were incomplete or altered.

7.15 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing certificates for the Shares and New Options issued under the Offers. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares and New Options issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

7.16 Privacy Act

If you complete an application for Shares and New Options, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a securityholder, facilitate distribution payments and corporate communications to you as a securityholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's Share Registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide

the information required on the application for Shares and New Options, the Company may not be able to accept or process your application.

8. Directors' Authorisation

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors. In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC.



Benjamin Jarvis
Non-Executive Chairman
Freehill Mining Limited

9. Definitions

\$ means Australian dollars.

AEST means Australian Eastern Standard Time as observed in Melbourne, Victoria.

Applicant means an investor who applies for Shares pursuant to the Offers.

Application Form means an application form either attached to or accompanying this Prospectus.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires.

ASX Listing Rules means the listing rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHESS.

Board means the board of Directors unless the context indicates otherwise.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

Cleansing Offer has the meaning given in Section 3.2(a).

Closing Date means the date specified in the timetable in Section 2.1 of this Prospectus (unless extended).

Company means Freehill Mining Limited (ACN 091 608 025).

Constitution means the constitution of the Company as at the date of this Prospectus.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the directors of the Company as at the date of this Prospectus.

Eligible Participants means in relation to:

- (a) the Cleansing Offer, investors identified by the Directors;
- (b) the Placement Options Offer, the Placement Participants; and
- (c) the Lead Manager Options Offer, the Lead Manager.

Lead Manager or **Peak** means CoPeak Corporate Pty Ltd <Trustee for Peak Asset Management Unit Trust> (AFSL 382585).

Lead Manager Mandate means the engagement letter between the Company and Peak as described in Section 7.5.

Lead Manager Options means the Options offered pursuant to the Lead Manager Options Offer, on the terms and conditions set out in Section 5.2.

Lead Manager Options Offer has the meaning given in Section 3.2(c).

New Options means the Placement Options and Lead Manager Options offered pursuant to the Offers, on the terms and conditions set out in Section 5.2.

Offers means the Cleansing Offer, the Placement Options Offer and the Lead Manager Options Offer.

Opening Date means the opening date of the Offers as specified in the timetable set out in Section 2.1 of this Prospectus (unless varied).

Option means an option to acquire a Share.

Placement has the meaning given to it in Section 3.1.

Placement Options means the Options offered pursuant to the Placement Options Offer, on the terms and conditions set out in Section 5.2.

Placement Options Offer has the meaning given in Section 3.2(b).

Placement Participants has the meaning given in Section 3.1.

Placement Shares has the meaning given to it in Section 3.1, being the Shares issued pursuant to the Placement.

Prospectus means this prospectus.

Quotation means quotation on ASX.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.