

## **SPP Invitation Letter and Offer Booklet**

Please find attached copies of the Invitation Letter and Offer Booklet distributed to eligible shareholders today in respect of the Share Purchase Plan (SPP) announced to ASX on Friday 5 May 2023.

This announcement has been authorised by the Managing Director.

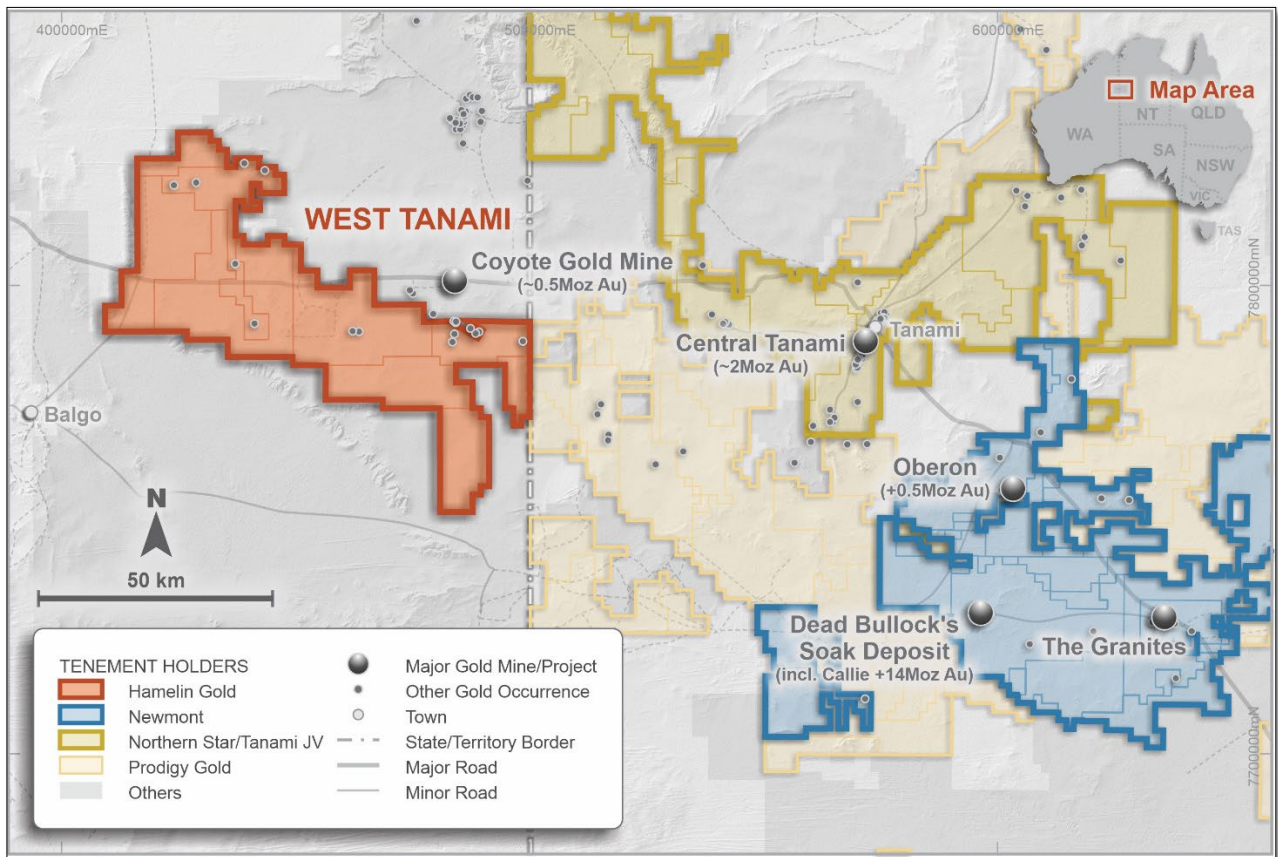
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## About Hamelin Gold

Hamelin Gold Limited (**ASX:HMG**) is an ASX-listed exploration company based in Perth, Western Australia. Hamelin has a landholding of ~2,500km<sup>2</sup> in the Tanami Gold Province in Western Australian (Figure 1). The province is prospective for Tier 1 gold deposits and for rare earth element deposits. The Tanami hosts Newmont's +14Moz Callie Operations in the Northern Territory and the Browns Range REE deposit in WA. Hamelin's West Tanami project is a belt-scale greenfields opportunity hosting the same geology and key structures as Callie with minimal modern exploration completed across the Hamelin landholdings.



**Figure 1:** Hamelin's West Tanami Project tenure within the Tanami Gold Province

Hamelin is undertaking systematic whole of project target generation activities in the West Tanami to support major drill programs targeting world class gold mineral systems and REE deposits.

The Company has a strong Board and Management team and with significant shareholders including highly regarded gold miners Gold Fields Limited (JSE/NYSE:GFI) and Silver Lake Resources Limited (ASX:SLR).

***Not for release or distribution in the United States***

**HIN / SRN: X999999999**

12 May 2023

Dear Shareholder

### **Invitation to Participate in the Hamelin Gold Limited Share Purchase Plan**

On behalf of the Directors of Hamelin Gold Limited (**HMG** or the **Company**), I am pleased to offer you the opportunity to participate in the Company's share purchase plan (**SPP Offer**). Under the SPP Offer, you can acquire up to \$30,000 worth of New Shares without paying any brokerage or other transaction costs.

### **Participation by Eligible Shareholders**

Participation in the SPP Offer is optional and is open exclusively to shareholders of the Company who are registered as holders of fully paid ordinary shares in the Company (**Shares**) at 5:00pm (AWST) on Thursday, 4 May 2023 and whose registered address is in Australia (and its external territories) or New Zealand as set out in the SPP Offer booklet (**Eligible Shareholders**).

Certain Eligible Shareholders who are custodians holding Shares on behalf of certain beneficiaries are also invited to participate in the SPP Offer on the terms and conditions set out in the SPP Offer booklet.

Eligible Shareholders may apply for Shares under the SPP Offer (**New Shares**) in parcels valued at \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000. Any applications received under the SPP Offer will be scaled back or declined if the aggregate amount subscribed for under the SPP Offer exceeds \$30,000.

### **How to Apply**

To apply for the New Shares under the SPP Offer, please follow the instructions in the SPP Offer booklet and your personalised acceptance form. Full details of the SPP Offer and how to participate are contained in the terms and conditions set out in the SPP Offer booklet available at <https://investor.automic.com.au/#/home>.

Once an application has been made it cannot be revoked. **The Offer will close at 5:00pm (AWST time) on Monday, 5 June 2023 (unless varied or extended).**

### **Offer Price of Shares to be issued under the SPP Offer**

Eligible Shareholders have the opportunity to subscribe for up to a maximum of \$30,000 worth of New Shares at the offer price of **\$0.10 per New Share (Offer Price)**. The Offer Price represents a premium of 4.2% to HMG's closing Share price on the ASX on Wednesday, 3 May 2023 (being the last day on which HMG Shares traded before the SPP Offer was announced) and a 5.1% discount to the volume weighted average price over the last five days on which HMG Shares traded immediately prior to announcement of the SPP Offer.

### **Scale Back and Early Closure**

The Company is seeking to raise up to \$1.0 million (before costs) under the SPP Offer.<sup>1</sup> The SPP Offer is not underwritten.

**If the Company receives applications in excess of \$1.0 million, the Company reserves the right to close the SPP Offer early and/or to scale back applications on the basis set out in the terms and conditions**

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<sup>1</sup> If applications under the SPP Offer exceed \$1.0 million, HMG will undertake a scale back of applications for New Shares in accordance with the scale back policy that is set out in the SPP Offer booklet.

contained in the **SPP Offer booklet**. Any excess funds will be returned to applicants without interest. If there is a scale back, you may receive less than the parcel of New Shares for which you have applied

**Accordingly, Eligible Shareholders who want to participate in the SPP Offer are strongly encouraged to act promptly in regard to the offer in order to avoid possible disappointment.**

#### Key dates

Event	Date
<b>Record Date</b>	5:00pm (AWST) on Thursday, 4 May 2023
<b>Announcement Date</b>	Friday, 5 May 2023
<b>Despatch of SPP Offer booklet to Eligible Shareholders</b>	Friday, 12 May 2023
<b>SPP Offer opens</b>	Friday, 12 May 2023
<b>SPP Offer closes</b>	5:00pm (AWST) on Monday, 5 June 2023
<b>Announcement of SPP Offer results</b>	Wednesday, 7 June 2023
<b>Allotment Date</b>	Friday, 9 June 2023
<b>Commencement of trading of New Shares</b>	Monday, 12 June 2023

Note: This timetable is indicative only and subject to change. HMG reserves the right to alter the above dates at any time, including amending the period for the SPP Offer or accepting late applications, either generally or in particular cases, at its discretion and without notice to you, subject to the ASX Listing Rules, the *Corporations Act 2001* (Cth) (**Corporations Act**) and any other applicable rules. The commencement of trading and quotation of New Shares is subject to ASX confirmation.

#### Additional Information

The SPP Offer 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.

If you would like to participate in the SPP Offer, please submit your application together with payment for an amount of \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000 on or before the closing date of the SPP Offer, being 5:00pm (AWST) on Monday, 5 June 2023 (unless varied or extended).

Full details of the SPP Offer and how to participate are contained in the terms and conditions set out in the SPP Offer booklet available at <https://investor.automic.com.au/#/home> which I encourage you to read and consider carefully.

The HMG Board recommends that you obtain your own financial and taxation advice in relation to the SPP Offer and consider price movements of Shares in the Company prior to making an application under the SPP Offer.

#### Shareholder Queries

If you require assistance in relation to the SPP Offer, please contact the Company's share registry on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia) at any time between 8:30am and 5:00pm (AEST) on Monday to Friday during the SPP Offer period.

Thank you for your continued support of HMG.

Yours sincerely,

**Peter Bewick**  
Managing Director  
Hamelin Gold Limited

## **Disclaimer**

*An investment in HMG Shares is subject to investment and other known and unknown risks, some of which are beyond the control of HMG, including possible loss of income and capital invested. HMG does not guarantee any particular rate of return or the performance of HMG nor does it guarantee the repayment of capital from HMG or any particular tax treatment. Past performance should not be relied upon as (and is not) an indication of future performance.*

*This document is not an offer or an invitation to acquire HMG Shares or any other financial products and is not a prospectus, product disclosure statement or other offering document under Australian law or any other law. It is for information purposes only.*

*Participation in the SPP is not being offered, directly or indirectly, to any person in the United States or to any person acting for the account or benefit of a person in the United States. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in the United States or any other country outside Australia (and its external territories) and New Zealand. The New Shares have not been, and will not be, registered under the US Securities Act of 1933 (as amended) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act 1993 (as amended) and applicable US state securities laws.*

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

*The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of HMG with registered addresses in New Zealand and to whom the offer of New Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand).*

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

*This document is not financial advice or a recommendation to acquire HMG Shares and has been prepared without taking into account the objectives, financial situation or needs of individuals. Before making an investment decision prospective, investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and seek such legal, financial and/or taxation advice as they deem necessary or appropriate to their jurisdiction. HMG is not licensed to provide financial product advice in respect of HMG Shares. Cooling off rights do not apply to the acquisition of HMG Shares.*



Hamelin Gold Limited

ACN 650 439 580

## Share Purchase Plan Offer

The SPP Offer closes at 5:00pm (AWST) on Monday, 5 June 2023 (unless varied or extended)

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

This document has been prepared by Hamelin Gold Limited. The SPP Offer is an initiative that provides Eligible Shareholders with the opportunity to purchase additional Shares without brokerage or other transaction costs.

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

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

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

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# Contents

<b>Key Offer Information</b>	<b>1</b>
<b>Letter to Shareholders</b>	<b>3</b>
<b>Frequently Asked Questions</b>	<b>4</b>
<b>Terms and Conditions</b>	<b>10</b>

# Key Offer Information

## Introduction

Hamelin Gold Limited (ASX: HMG) (**HMG** or the **Company**) is pleased to provide Eligible Shareholders the opportunity to subscribe for up to \$30,000 of New Shares under a share purchase plan on the terms and conditions set out in this document (**SPP Offer**). Participation in the SPP Offer will not incur brokerage or other transaction costs. This document has been issued by HMG and explains the features of the SPP Offer.

## Key dates

Event	Date
<b>Record Date</b>	5:00pm (AWST) on Thursday, 4 May 2023
<b>Announcement Date</b>	Friday, 5 May 2023
<b>Despatch of SPP Offer booklet to Eligible Shareholders</b>	Friday, 12 May 2023
<b>SPP Offer opens</b>	Friday, 12 May 2023
<b>SPP Offer closes</b>	5:00pm (AWST) on Monday, 5 June 2023
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<b>Commencement of trading of New Shares</b>	Monday, 12 June 2023

Note: This timetable is indicative only and subject to change. HMG reserves the right to alter the above dates at any time, including amending the period for the SPP Offer or accepting late applications, either generally or in particular cases, at its discretion and without notice to you, subject to the ASX Listing Rules, the *Corporations Act 2001* (Cth) (**Corporations Act**) and any other applicable rules. The commencement of trading and quotation of New Shares is subject to ASX confirmation.

Defined terms and abbreviations used in this document are set out in **clause 22** of the Terms and Conditions.

## Important notices

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

If you apply to participate in the SPP Offer, you are accepting the risk that the market price of Shares may change between the date of the SPP Offer and the Allotment Date.

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

HMG recommends that you monitor its announcements and the Share price, which can be found on its website at <https://hamelingold.com.au/> and on the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX code: HMG).

Participation in the SPP Offer is not being offered, directly or indirectly, to any person in the United States or to any person acting for the account or benefit of a person in the United States. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in the United States or any other country outside Australia (and its external territories) and New Zealand.



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

### ***New Zealand***

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of HMG with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021* (New Zealand).

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

## **Further information**

Please refer to the announcement made by HMG on Friday, 12 May 2023 for further background and information in relation to the SPP Offer.

If you have any questions in relation to the SPP Offer, please call the Share Registry from 8:30am to 5:00pm (AEST) Monday to Friday on 1300 288 664 (callers within Australia) or +61 +61 2 9698 5414 (callers outside Australia) or consult your financial or other professional adviser.

# Letter to Shareholders

Dear Shareholder

## Hamelin Gold Limited Share Purchase Plan Offer

On behalf of the Directors of Hamelin Gold Limited (**HMG** or the **Company**), I am pleased to offer you the opportunity to participate in the Company's share purchase plan offer (**SPP Offer**). Under the SPP Offer, you can acquire up to \$30,000 worth of additional fully paid ordinary shares in the Company (**New Shares**) without paying any brokerage or other transaction costs.

Participation under the SPP Offer is optional and is available exclusively to shareholders of the Company who are registered as holders of fully paid ordinary shares in the Company (**Shares**) at 5:00pm (AWST) on Thursday, 4 May 2023 (**Record Date**) and whose registered address is in Australia (and its external territories) or New Zealand unless:

- they hold Shares on behalf of another person who resides outside Australia (and its external territories) or New Zealand; or
- they are, or are acting for the account or benefit of, a person in the United States,

### (Eligible Shareholders).

The SPP Offer entitles Eligible Shareholders, irrespective of the size of their shareholding, to purchase up to \$30,000 worth of New Shares at an issue price of \$0.10 (**Offer Price**) per New Share. The Offer Price represents a premium of 4.2% to HMG's closing Share price on the ASX on Wednesday, 3 May 2023 (being the last day on which HMG Shares traded before the SPP Offer was announced) and a 5.1% discount to the volume weighted average price over the last five days on which HMG Shares traded immediately prior to announcement of the SPP Offer.

The Offer Price of New Shares offered under the SPP Offer is the same as the issue price of New Shares offered under the terms of the Company's placement announced on Friday, 5 May 2023, which received binding commitments for approximately \$3.75 million (before costs) (**Placement**).

HMG is seeking to raise up to a further \$1.0 million (before costs) under the SPP Offer. If the Company receives applications in excess of \$1.0 million, the Company reserves the right to close the SPP Offer early and/or to scale back applications on the basis set out in the terms and conditions set out on page 10 of this document and onwards (**Terms and Conditions**). Any excess funds will be returned to applicants without interest.

As previously announced on Friday, 5 May 2023, the funds raised under the Placement and SPP Offer, together with existing cash, will be applied to advance exploration at HMG's extensive 100% owned West Tanami Gold Project and general working capital (including the costs associated with the Placement and SPP Offer). Further details of the proposed use of funds are set out in the Company's announcement released to the ASX on Friday, 5 May 2023.

**The SPP Offer will open on Friday, 12 May 2023 and will remain open until 5:00pm (AWST) on Monday, 5 June 2023 (unless varied or extended).**

Full details of the SPP Offer and how to participate are contained in the Terms and Conditions, which I encourage you to read and consider carefully.

Thank you for your continued support of HMG.

Yours sincerely,

**Peter Bewick**  
Managing Director  
Hamelin Gold Limited

# Frequently Asked Questions

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

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**What is the SPP Offer?**

This share purchase plan is a means by which Eligible Shareholders may subscribe for up to \$30,000 worth of New Shares without brokerage or other transaction costs (subject to any scale back, see further details below). The Offer Price is the same price as the Shares offered under the Placement.

New Shares issued under the SPP Offer will rank equally with other Shares as at the date of issue, and will be able to be traded on ASX (subject to ASX granting quotation of the New Shares).

HMG is seeking to raise up to \$1.0 million (before costs) under the SPP Offer. HMG may decide to close the SPP Offer early and/or scale back applications under the SPP Offer on the basis set out in the Terms and Conditions. Any excess funds will be returned to applicants without interest.

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**What is the purpose of the SPP Offer?**

The funds raised under the SPP Offer, together with funds raised from the Placement and existing cash, will be applied to advance exploration at HMG's extensive 100% owned West Tanami Gold Project and general working capital (including the costs associated with the Placement and SPP Offer).

Further details of the proposed use of funds are set out in the Company's announcement released to the ASX on Friday, 5 May 2023.

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**Who is eligible to participate in the SPP Offer?**

Shareholders registered as holders of Shares with a registered address in either Australia (and its external territories) or New Zealand as at 5:00pm (AWST) on Thursday, 4 May 2023 are eligible to participate in the SPP Offer, provided that such shareholder is not in the United States and is not acting for the account or benefit of a person in the United States.

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**Do I have to participate in the SPP Offer?**

No. Participation is voluntary.

Before making a decision whether or not to accept the SPP Offer, you should consult your financial or other professional adviser.

If you do not wish to participate in the SPP Offer, you do not need to do anything, and the SPP Offer will lapse at 5:00pm (AWST) on Monday, 5 June 2023 (unless varied or extended).

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**Can a third party participate in the SPP Offer in my place?**

No. The SPP Offer is non-renounceable and cannot be transferred.

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**How much can I invest under the SPP Offer?**

The maximum investment under the SPP Offer is \$30,000. You may apply to purchase a parcel of \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000 worth of New Shares.

If HMG receives an application for an amount of New Shares that is not equal to one of the above parcels, or a subscription of over \$30,000 worth of New Shares, by an Eligible Shareholder through multiple or joint holdings, HMG may either:

- reject the application and refund, in full, any application monies (without interest); or
- round down the dollar amount of New Shares that are applied for to the next lowest parcel, and refund the balance of any monies (without interest).

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**Is there an oversubscription or scale back policy?**

HMG is seeking to raise up to \$1.0 million under the SPP Offer.

In the event that HMG receives valid applications under the SPP Offer in excess of \$1.0 million, HMG may close the SPP Offer early and/or undertake a scale back of applications for New Shares.

If HMG undertakes a scale back of the number of New Shares that will be issued under the SPP Offer, it is HMG's intention that each applicant will generally be treated equally and scaled back pro rata based on the number of New Shares for which they have applied (subject to any minimum dollar allocation determined by HMG at its absolute discretion). However, when determining the amount (if any) by which to scale back a particular application, HMG may take into account a number of factors, including the size of an applicant's shareholding, the extent to which Eligible Shareholders have sold or bought additional shares after the Record Date and the date an application was made.

In the event of a scale back, you may be issued New Shares to a value that is less than the value of New Shares you applied for. The balance of any application money that is not applied to acquire New Shares will be refunded to you without interest.

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**How will refunds be made?**

Any application money refunded by HMG will be paid by cheque or direct credit (the payment method will be determined by HMG in its absolute discretion) in Australian dollars. **To facilitate the timely provision of any refunds, HMG encourages Eligible Shareholders to provide their direct credit details online at <https://investor.automic.com.au/#/home>**

By applying for New Shares, each Eligible Shareholder authorises HMG to pay any monies to be refunded by using the payment instructions of the shareholder recorded in the Share Registry's records if HMG should elect to pay in this manner.

Refunds will be made as soon as practicable after the SPP Offer closing date.

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**What is the issue price of New Shares under the SPP Offer?**

The Offer Price is \$0.10 per New Share, representing a premium of 4.2% to HMG's closing Share price on the ASX on Wednesday, 3 May 2023 (being the last day on which HMG Shares traded before the SPP Offer was announced).

The Offer Price also represents a 5.1% discount to the volume weighted average price of Shares traded over the last five days on which HMG Shares traded immediately prior to announcement of the SPP Offer, being \$0.105.

The Offer Price was determined by the Company consistent with the Placement to allow Eligible Shareholders the opportunity to participate in the capital raising on similar terms.

There is a risk that the market price of Shares may rise or fall between the date of this document and the time of issue of the New Shares under the SPP Offer. This means that the price you pay for the New Shares issued to you under the SPP Offer may be less than or exceed the market price of Shares on the Allotment Date.

Consequently, it is possible that, between the time you make your application and up to or after the Allotment Date, you may be able to buy Shares on market at a lower price than the Offer Price.

Accordingly, you should monitor HMG's announcements and its Share price, which can be found on its website at <https://hamelingold.com.au/> and on the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX code: HMG).

You should be aware that your application, once made, is unconditional and cannot be withdrawn even if the market price of Shares is less than the Offer Price.

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**How do I apply for New Shares under the SPP Offer?**

An electronic copy of this document, along with information with respect to applying for New Shares, is accessible at <https://investor.automic.com.au/#/home>.

If you are unable to access the website, please call the Share Registry from 8:30am to 5:00pm (AEST) Monday to Friday on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia).

If you wish to participate in the SPP Offer, you need to do either of the following set out below.

**Pay via  
BPAY®<sup>1</sup>**

To pay via BPAY® you will need to:

- make payment using the instructions on your personalised acceptance form;
- be an account holder with an Australian financial institution; and
- ensure that your payment is received by the Share Registry before 5:00pm (AWST) on Monday, 5 June 2023 (unless varied or extended).

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

Please note that your financial institution may implement earlier cut-off times with regards to electronic payment. Please take this into consideration when making payment via BPAY®.

**Pay via EFT  
(Eligible  
Shareholders  
in New  
Zealand  
only)**

If you are an Eligible Shareholder in New Zealand, you are encouraged to pay via electronic funds transfer (EFT). To pay via EFT you will need to:

- make payment using the instructions on your personalised acceptance form; and
- ensure that your payment is received by the Share Registry before 5:00pm (AWST) on Monday, 5 June 2023 (unless varied or extended).

Please note that your financial institution may implement earlier cut-off times with regards to electronic payment. Please take this into consideration when making payment via EFT.

Eligible Shareholders who are not able to pay by BPAY® or EFT should call the Share Registry from 8:30am to 5:00pm (AEST) Monday to Friday on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia).

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (Instrument) (Custodian)* or in any more specific ASIC relief granted to the Company in relation to the SPP Offer), please contact the Share Registry from 8:30am to 5:00pm (AEST) Monday to Friday on 1300 288 664 or by email at [custodialcertificates@automicgroup.com.au](mailto:custodialcertificates@automicgroup.com.au) to obtain more information on how to apply and the form of certification to be given.

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If you submit a BPAY® payment or make an EFT, you certify that:

- you have not applied for, or instructed a Custodian to apply on your behalf for, New Shares with an application price which, when aggregated with the application price for any Shares issued to you or a Custodian on your behalf under the SPP Offer or any similar HMG arrangement in the 12 months prior to your application, exceeds \$30,000; or
- if you are a Custodian, you have not applied for New Shares on behalf of any beneficiary with an application price which, when aggregated with the application price for any Shares issued to you on behalf of that beneficiary under the SPP Offer or any similar HMG arrangement in the 12 months prior to your application, exceeds \$30,000.

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**Are there any other terms and conditions attached to the SPP Offer?**

The terms and conditions relating to the SPP Offer are set out in full from page 10 of this document onwards (**Terms and Conditions**). Please read the Terms and Conditions carefully, as you will be bound by them in participating in the SPP Offer. Eligible Shareholders accepting the SPP Offer will also be bound by the constitution of the Company.

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**What is the maximum investment for each shareholder?**

The maximum investment for each Eligible Shareholder is \$30,000. If you receive more than one offer (eg. due to multiple registered holdings), you may only apply for a parcel of New Shares with an aggregate value of \$30,000 across those offers. For example, you may apply for one maximum parcel of \$30,000 for one holding or, alternatively, apply for parcels of New Shares across multiple holdings so long as the aggregate total amount applied for across those holdings does not exceed \$30,000.

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**How many New Shares will I receive?**

You may apply for a parcel of New Shares with one of the application amounts set out in **clause 6** of the Terms and Conditions.

In the absence of a scale back, the number of New Shares to be issued to you will be calculated by dividing your chosen application amount by the Offer Price, with any resulting fractions of a New Share being rounded down to the nearest whole number of Shares.

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**When will I receive my Shares?**

Subject to the Company varying the indicative timetable, New Shares will be allotted on the Allotment Date (Friday, 9 June 2023).

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**When can I trade allocated Shares?**

You can trade your New Shares after the Allotment Date. However, given the possibility that applications may be scaled back, you should confirm your holding on or after the Allotment Date before trading any New Shares you believe you have acquired under the SPP Offer.

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**Is the SPP Offer underwritten?**

No, the SPP Offer is not underwritten.

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

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**What are the risks associated with the Company?**

There are a number of factors which may affect the development, future operation and financial performance and/or financial position of the Company, its prospects, and/or the value of the New Shares.

Many of the circumstances giving rise to these risks are beyond the control of the Company, the Directors or its management.

There may be risks (including financial and taxation risks) that investors should consider in light of their own personal circumstances. Potential investors should consider an investment in New Shares as speculative and should consult their professional adviser before deciding whether to invest.

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# Terms and Conditions

## 1. SPP Offer

The SPP Offer entitles Eligible Shareholders of HMG to apply to purchase up to \$30,000 worth of New Shares.

## 2. Eligibility to participate

2.1. You are eligible to participate in the SPP Offer if you are a registered holder of Shares at 5:00pm (AWST) on Thursday, 4 May 2023 (**Record Date**) with a registered address in Australia (and its external territories) or New Zealand, unless:

2.1.1. you hold Shares on behalf of another person who resides outside Australia (and its external territories) or New Zealand; or

2.1.2. you are, or are acting for the account or benefit of, a person in the United States.

2.2. HMG has determined that it is either unlawful or impracticable for holders of Shares with registered addresses in jurisdictions outside Australia (and its external territories) and New Zealand to participate in the SPP Offer.

2.3. If you are the only registered holder of a holding of Shares, but you receive more than one offer (for example, due to multiple registered holdings), you may only apply for a parcel of New Shares with an aggregate value of \$30,000 across those holdings.

2.4. Joint holders of Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification under **clause 8.1(o)** by one joint holder will be effective in respect of the other joint holder(s).

2.5. If you are a Custodian for a beneficiary or beneficiaries, you may apply for one maximum parcel of New Shares for each beneficiary (or if you are a Custodian for two or more joint beneficiaries, for each such holding as if it was held by a single person). Further information in relation to how Custodians may apply for New Shares is set out in **clause 7**.

2.6. Directors and employees of HMG who hold Shares may be Eligible Shareholders.

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

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

## 4. Offer Price

4.1. The Offer Price for each New Share under the SPP Offer is \$0.10.

4.2. The Offer Price is fixed, regardless of any changes in the market price of Shares during the SPP Offer period.

4.3. You should be aware that the future market price of Shares is uncertain and may rise or fall. This means the price you pay for New Shares under the SPP Offer may be either higher or lower than the price of Shares trading on the ASX at the time New Shares are issued to you under the SPP Offer.

4.4. The Company's rationale for pricing the New Shares under the SPP Offer at \$0.10 is to ensure that the Company's existing shareholders are treated on the same basis and provided the same opportunity as the persons who participated in the Placement.

- 4.5. The Offer Price is \$0.10 per New Share, representing a premium of 4.2% to HMG's closing Share price on the ASX on Wednesday, 3 May 2023 (being the last day on which HMG Shares traded before the SPP Offer was announced).
- 4.6. The Offer Price also represents a 5.1% discount to the volume weighted average price of Shares traded over the last five days on which HMG Shares traded immediately prior to announcement of the SPP Offer, being \$0.105.

## 5. Timing

- 5.1. The SPP Offer opens on Friday, 12 May 2023 and closes at 5:00pm (AWST) on Monday, 5 June 2023, unless varied or extended. Unless the closing date is varied or extended, HMG proposes to allot New Shares on Friday, 9 June 2023.
- 5.2. HMG reserves the right to vary or extend the SPP Offer or the proposed Allotment Date at any time by making an announcement to ASX.

## 6. Applying for New Shares

- 6.1. Eligible Shareholders may apply for New Shares in parcels valued at \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000.
- 6.2. The number of New Shares you will receive, at each of the available levels, is set out below. Where applicable, the number of New Shares for each parcel has been rounded down to the nearest whole number of New Shares.

Application amount	Number of New Shares
\$5,000	50,000
\$10,000	100,000
\$15,000	150,000
\$20,000	200,000
\$25,000	250,000
\$30,000	300,000

- 6.3. You may not apply for more than \$30,000 of New Shares in aggregate under the SPP Offer, even though you may receive more than one offer, or offers in more than one capacity (eg. due to multiple registered holdings), under the SPP Offer.
- 6.4. If HMG receives an application for an amount of New Shares that is not equal to one of the above parcels, or a subscription of over \$30,000 worth of New Shares, by an Eligible Shareholder through multiple or joint holdings, HMG may (in its absolute discretion) either:
  - (a) reject the application and refund, in full, any application monies (without interest); or
  - (b) round down the dollar amount of New Shares that are applied for to the next lowest parcel, and refund the balance of any monies (without interest).
- 6.5. If you wish to apply for New Shares under the SPP Offer you should make a payment via BPAY® or EFT using the instructions on your personalised acceptance form so that your payment is received before 5:00pm (AWST) on Monday, 5 June 2023 (unless that date is varied or extended).

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should take this into consideration

when making any electronic payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY® or EFT are received in time.

- 6.6. Do not forward cash. Receipts for payment will not be issued.
- 6.7. Funds paid via BPAY® or EFT must be received by the Share Registry by 5:00pm (AWST) on Monday, 5 June 2023 (unless that date is varied or extended). HMG reserves the right, but is not obligated, to accept applications for New Shares that are received after that time.
- 6.8. If your application is incomplete, contains errors or is otherwise invalid or defective, HMG may, in its sole discretion, accept, reject, correct or amend your application, issue such number of New Shares to you as it considers appropriate, refund your application money, or take any combination of these actions. Any necessary refund will be paid to you as soon as practicable after the close of the SPP Offer. No interest will be paid on any refunded money.
- 6.9. You cannot withdraw or revoke your application once you have paid via BPAY® or EFT.

## 7. Custodians, trustees and nominees

- 7.1. If you are a 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:
  - (a) that you held Shares on behalf of:
    - i. one of more other persons that are not Custodians; and/or
    - ii. 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 New Shares under the SPP Offer on their behalf;
  - (b) the number of Participating Beneficiaries and their names and addresses;
  - (c) the number of Shares that you hold on behalf of each Participating Beneficiary;
  - (d) the number or 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;
  - (e) that the application prices for New Shares applied for under the SPP Offer for each Participating Beneficiary for whom you act in addition to the application price for any other Shares or interests issued to you as Custodian (as a result of instruction given to you as Custodian or Downstream Custodian) for that Participating Beneficiary under any arrangement similar to the SPP Offer in the prior 12 months, does not exceed \$30,000;
  - (f) that a copy of the written offer document was given to each Participating Beneficiary; and
  - (g) 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.
- 7.2. If you are a Custodian, you certify that you:

- (i) hold an Australian financial services licence that covers the provision of a custodial or depository service (within the meaning given by section 766E of the Corporations Act) or covers the operation of an IDPS (as defined in the Instrument); or
  - (ii) do not hold an Australian financial services licence for the provision of a custodial or depository service as described in the Instrument and are exempt from the requirement to hold such a licence; or
  - (iii) otherwise meet the definition of Custodian in the Instrument.
- 7.3. Custodians wishing to participate on behalf of one or more beneficiaries should contact the Share Registry from 8:30am to 5:00pm (AEST) Monday to Friday on 1300 288 664 or by email at [custodialcertificates@atomicgroup.com.au](mailto:custodialcertificates@atomicgroup.com.au) to obtain more information on how to apply and the form of certification to be given.
- 7.4. Please note that if you hold Shares in the capacity of a trustee or a nominee for another person but you do not meet the definition of Custodian in the Instrument, you cannot participate for beneficiaries in the manner outlined in **clause 7.1** above. In this case, the rules for multiple registered holdings as described in **clause 2.3** apply.

## 8. Effect of making an application

### 8.1. If you submit a BPAY® payment or make an EFT:

- (a) you will be deemed to have represented and warranted that you are an Eligible Shareholder and are eligible to participate in the SPP Offer, you have read and understood these Terms and Conditions and you subscribe for New Shares subject to and in accordance with these Terms and Conditions;
- (b) you agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP Offer;
- (c) you warrant that all details and statements in your application are true and complete and not misleading;
- (d) you authorise HMG to correct or amend your application as contemplated by **clause 6.8**;
- (e) you agree that your application will be irrevocable and unconditional. You acknowledge the risk that the market price of Shares may rise or fall between the date of the SPP Offer and the Allotment Date and that the Offer Price you pay for the New Shares may exceed or be less than the market price of the Shares on the Allotment Date;
- (f) you accept the risk associated with any refund that may be despatched to you at your address as shown on the Share register;
- (g) you accept that you are responsible for any dishonour fees or other costs HMG may incur in presenting a cheque for payment which is dishonoured;
- (h) you acknowledge that the Company 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;
- (i) you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States, and accordingly, the New Shares purchased

under the SPP Offer may not be offered, sold or otherwise transferred in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and any applicable US state securities laws;

- (j) you represent and warrant that you are not in the United States, and are not applying under the SPP Offer for or on behalf of a person in the United States;
- (k) you represent and warrant that you have not sent and will not send any materials relating to the SPP Offer to any person in the United States or elsewhere outside Australia (and its external territories) and New Zealand;
- (l) you acknowledge that you have not been provided with investment advice or financial product advice by HMG or the Share Registry;
- (m) you agree that if in the future you decide to sell or otherwise transfer the New Shares you will only do so in "regular way" transactions on ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, in the United States;
- (n) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are making an application is resident in Australia or New Zealand, and you have not sent and will not send, this document or any information related to the SPP Offer to any person in the United States or elsewhere outside Australia and New Zealand;
- (o) if you are applying on your own behalf (and not as a Custodian), you acknowledge and agree that:
  - i. you are not applying for New Shares with an application price of more than \$30,000 under the SPP Offer (including by instructing a Custodian to acquire New Shares on your behalf under the SPP Offer); and
  - ii. the total application price for the following does not exceed \$30,000;
    - 1. the New Shares the subject of the application;
    - 2. any other New Shares issued to you under the SPP Offer or any similar arrangement in the 12 months before the application;
    - 3. any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP Offer; and
    - 4. 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 Offer; and
- (p) 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;
  - 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 Offer;

- iv. each Participating Beneficiary on whose behalf you are applying for New Shares has been given a copy of this document;
- v. 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, does not exceed \$30,000; and
- vi. the information in the Custodian Certificate submitted with your application form is true, correct and not misleading.

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

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

## **10. Costs of participation**

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

## **11. Right to scale back entitlements**

- 11.1. HMG is seeking to raise up to \$1.0 million under the SPP Offer.
- 11.2. In the event that HMG receives valid applications under the SPP Offer in excess of \$1.0 million, HMG may close the SPP Offer early and/or undertake a scale back of applications for New Shares. If this occurs, excess funds will be returned to applicants without interest.
- 11.3. If HMG undertakes a scale back of the number of New Shares that will be issued under the SPP Offer, it is HMG's intention that each applicant will generally be treated equally and scaled back pro rata based on the number of New Shares for which they have applied (subject to any minimum dollar allocation determined by HMG at its absolute discretion). However, when determining the amount (if any) by which to scale back a particular application, HMG may take into account a number of factors, including the size of an applicant's shareholding, the extent to which Eligible Shareholders have sold or bought additional shares after the Record Date and the date an application was made.
- 11.4. If the scale back produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be allocated will be rounded down to the nearest whole number of New Shares.
- 11.5. If there is a scale back, you may receive less than the parcel of New Shares for which you have applied.

## **12. Refunds**

- 12.1. Refunds under the SPP Offer may be paid under various circumstances. For example, if applications are made incorrectly, the entire payment may be refunded, or if allocations are scaled back, a partial refund may be made.
- 12.2. If a refund is made, payment will be made to you, as soon as is practicable after the SPP Offer closes:

- (a) by direct credit to your nominated account (as recorded on the Share register); or
- (b) by cheque mailed to your address as shown on the Share register.

12.3. You will not receive any interest on funds refunded to you.

12.4. Any refund made to you is despatched at your risk.

### **13. United States**

13.1. Participation in the SPP Offer is not being offered, directly or indirectly, to any person in the United States or to any person that is acting for the account or benefit of a person in the United States. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in the United States. Participation in the SPP Offer, directly or indirectly, in violation of these restrictions is not permitted, and any such participation will be invalid.

13.2. The New Shares have not been, and will not be, registered under the US Securities Act and may not be offered or sold in the United States except in transactions exempt, or not subject to, the registration requirements under the US Securities Act and other applicable US state securities laws.

13.3. Because of the legal restrictions summarised above, you must not send copies of any Offer materials to any person in the United States. Consistent with the warranties set out above, you are also advised not to submit any application or make payment by BPAY® or EFT or otherwise in respect of the purchase of New Shares under the SPP Offer on behalf of any person in the United States. Failure to comply with these restrictions may result in violations of applicable securities laws.

### **14. New Zealand**

14.1. The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of HMG with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021* (New Zealand).

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

### **15. Dispute resolution**

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

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

16.1. HMG may, in its discretion, waive compliance with any provision of these Terms and Conditions, amend or vary these Terms and Conditions, suspend, withdraw or terminate the SPP Offer or close the SPP Offer early at any time. Any such waiver, amendment, variation, suspension, withdrawal, termination or early closure will be binding on all Eligible Shareholders even where HMG does not notify you of the event.

16.2. HMG is not liable for loss, cost or expense arising out of any exercise of its discretions under these Terms and Conditions.

## **17. ASIC relief**

17.1. The SPP Offer is made in accordance with the Instrument. The Instrument grants relief from the requirement to prepare a prospectus for the offer of New Shares up to \$30,000 under the SPP Offer, subject to certain terms and conditions.

17.2. In accordance with the terms of the Instrument, HMG has given a notice to ASX that complies with the Instrument.

## **18. Governing law**

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

## **19. Binding terms**

By accepting the offer to purchase New Shares under the SPP Offer, you agree to be bound by these Terms and Conditions and the constitution of HMG.

## **20. Underwriting**

The SPP Offer is not underwritten.

## **21. Junior Mineral Exploration Incentive**

This section is a guide on the Junior Mineral Exploration Incentive (**JMEI**) regime and its application to investors. Investors should seek independent tax and legal advice on the regime and how the exploration credits may apply to them.

The JMEI entitles Australian resident investors in eligible minerals exploration companies to either a refundable tax offset or (where the investor is a corporate tax entity, other than a life insurance company) franking credits if the company in which the investors have invested issues them an exploration credit. In effect, an exploration credit represents a conversion of a tax loss from exploration or prospecting into a distributable tax benefit for eligible investors.

On 1 July 2022, HMG was notified by the ATO that it has been allocated exploration credits of \$1,250,000 under the JMEI in respect of the 2022-23 income year (the **ATO Notification**).

HMG intends to create exploration credits in the 2022-23 income year. The exploration credits cannot exceed an amount based on HMG's greenfields minerals expenditure, tax loss for the year or exploration credits allocation of \$1,250,000. Any unused allocation of exploration credits from the 2022-23 income year may be carried over to 2023-24 income year.

Investors may be eligible to receive exploration credits in respect of investments made in HMG during the 2022-23 income year. HMG may issue exploration credits of up to 25% of the issue price of investments made direct to the Company. This is only an estimate based on HMG's current knowledge, and may change depending on a range of factors (including the participation in the SPP Offer and Placement, the amount of qualifying greenfields exploration expenditure incurred in the 2022-23 income year, the amount raised under the SPP Offer and Placement, and any other new Shares issued prior to 30 June 2023).

HMG intends to issue exploration credits in respect of the 2022-23 income year to eligible initial investors following completion of the tax return for 2022-23 income year.



## 22. Definitions

In this document the following terms have these meanings:

<b>\$</b>	Australian dollars.
<b>AEST</b>	Australian Eastern Standard Time.
<b>Allotment Date</b>	The date the New Shares are allotted, expected to be Friday, 9 June 2023.
<b>ASIC</b>	The Australian Securities and Investments Commission.
<b>ASX</b>	ASX Limited or the Australian Securities Exchange, as the context requires.
<b>AWST</b>	Australian Western Standard Time.
<b>Corporations Act</b>	<i>The Corporations Act 2001</i> (Cth).
<b>Custodian</b>	The meaning given in the Instrument.
<b>Directors</b>	The directors of HMG.
<b>Downstream Custodian</b>	Has the meaning given to the term in clause 7.1(a).
<b>EFT</b>	Electronic funds transfer.
<b>Eligible Shareholder</b>	A person who is eligible to participate in the SPP Offer in accordance with <b>clause 2</b> of the Terms and Conditions.
<b>HMG or the Company</b>	Hamelin Gold Limited ACN 650 439 580.
<b>Instrument</b>	ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.
<b>JMEI</b>	Junior Mineral Exploration Incentive
<b>New Shares</b>	A fully paid ordinary share in HMG offered in the SPP Offer.
<b>Offer Price</b>	\$0.10 per New Share.
<b>Participating Beneficiary</b>	Has the meaning given to the term in clause 7.1(a).
<b>Placement</b>	The Company's placement announced to the ASX on Friday, 5 May 2023.
<b>Record Date</b>	The record date for the SPP Offer being 5:00pm (AWST) on Thursday, 4 May 2023.
<b>Share</b>	A fully paid ordinary share in HMG.
<b>Share Registry</b>	Automic Group or Automic Pty Ltd ABN 27 152 260 814.
<b>SPP Offer</b>	The offer of New Shares under a share purchase plan on the terms and conditions set out in this document.
<b>Terms and Conditions</b>	The terms and conditions of the SPP Offer set out on page 10 of this document onwards.
<b>US Securities Act</b>	The US Securities Act of 1933, as amended.