

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To: Company Name/Scheme
ACN/ARSN
Hot Chill Limited
003 059 657

1. Details of substantial holder (1)

Name
ACN/ARSN (if applicable)
Sprott Inc. (Sprott) and each of its controlled bodies corporate listed in Annexure A (the Sprott Group Entities)The holder ceased to be a
substantial holder on 21/06/19
The previous notice was given to the company on 07/05/19
The previous notice was dated 06/05/19

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
Various dates as set out in Annexure B	Sprott and each of the Sprott Group Entities	Refer to Annexure B			

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

4. Addresses

The addresses of the persons named in this form are as follows:

Name	Address
Sprott and each Sprott Group Entity	Refer to Annexure A

Signature

print name

Thomas W. Ulrich

capacity

General Counsel, Sprott U.S.

signature

Thomas W. Ulrich

date / /

7.15.19

Directions

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 8 of the Corporations Act 2001.
- (4) Include details of:
- (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract scheme or arrangement and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A of Form 805

This is Annexure A referred to in the Form 805 (Notice of ceasing to be a substantial holder), signed by me and dated:

Thomas W. Ulrich

By: Thomas W. Ulrich

Authorized Signatory

Annexure A -- Details of Sprott Inc. and its controlled entities

Name	Address of Registered Office	Postal Address
Sprott Inc.	200 Bay Street, Royal Bank Plaza, South Tower, Suite 2600, Toronto, Ontario, M5J 2J1	200 Bay Street, Royal Bank Plaza, South Tower, Suite 2600, Toronto, Ontario, M5J 2J1
Exploration Capital Partners 2005 LP	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008
Exploration Capital Partners 2008 LP	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008
Exploration Capital Partners 2009 LP	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008
Exploration Capital Partners 2012 LP	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008
Exploration Capital Partners 2014 LP	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008
Natural Resource Income Investing LP	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008
Resource Capital Investment Corp.	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008
Resource Income Partners LP	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008
Sprott Asset Management LP	Royal Bank Plaza, South Tower 200 Bay Street, Suite 2600 Toronto, Ontario M5J 2J1	Royal Bank Plaza, South Tower 200 Bay Street, Suite 2600 Toronto, Ontario M5J 2J1
Sprott Asset Management USA Inc.	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008
Sprott GenPar Ltd.	Royal Bank Plaza, South Tower 200 Bay Street, Suite 2600 Toronto, Ontario M5J 2J1	Royal Bank Plaza, South Tower 200 Bay Street, Suite 2600 Toronto, Ontario M5J 2J1
Sprott Global Resource Investments Ltd.	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008
Sprott Private Resource Lending (M), LP	2711 Centerville Road, Suite 400, Wilmington, Delaware 19808	2711 Centerville Road, Suite 400, Wilmington, Delaware 19808
Sprott Private Resource Lending (C-Co-Invest), LP	Royal Bank Plaza, South Tower 200 Bay Street, Suite 2600 Toronto, Ontario M5J 2J1	Royal Bank Plaza, South Tower 200 Bay Street, Suite 2600 Toronto, Ontario M5J 2J1
Sprott Private Resource Lending (M-Co-Invest), LP	2711 Centerville Road, Suite 400, Wilmington, Delaware 19808	2711 Centerville Road, Suite 400, Wilmington, Delaware 19808
Sprott Private Wealth LP	200 Bay Street, Royal Bank Plaza, South Tower, Suite 2600, Toronto, Ontario, M5J 2J1	200 Bay Street, Royal Bank Plaza, South Tower, Suite 2600, Toronto, Ontario, M5J 2J1
Sprott Resource Lending Corp.	Royal Bank Plaza, South Tower 200 Bay Street, Suite 2600 Toronto, Ontario M5J 2J1	Royal Bank Plaza, South Tower 200 Bay Street, Suite 2600 Toronto, Ontario M5J 2J1
Sprott Rights & PIPEs Opportunity I LP	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008
Sprott Rights & PIPEs Opportunity VII LP	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008
Sprott U.S. Holdings Inc.	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008	1910 Palomar Point Way, Suite 200, Carlsbad, California 92008

Annexure B of Form 605

This is Annexure B referred to in the Form 605 (Notice of ceasing to be a substantial holder), signed by me and dated:

Thomas W. Ulrich

By: *Thomas W. Ulrich*

Authorized Signatory

Date of change	Holder of relevant interest	Nature of change	Consideration (AUD) per security	Number of securities affected	Person's votes affected
04/16/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
04/17/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
04/18/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
04/23/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
04/24/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
04/26/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
04/29/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
04/30/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
05/01/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
05/02/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
05/03/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
05/06/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
05/07/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
05/08/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
05/09/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
05/10/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
05/13/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
05/14/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
05/15/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
05/16/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
05/21/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	500,000.00	500,000.00
05/28/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
05/29/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
05/30/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00

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05/31/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
06/03/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
06/04/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
06/05/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
06/11/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
06/13/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
06/18/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
06/20/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	250,000.00	250,000.00
06/21/2019	EXPLORATION CAPITAL PARTNERS 2008 LP	On-market sale	\$0.02	2,000,000.00	2,000,000.00