



Hot Chili Limited

ACN 130 955 725

Notice of Annual General Meeting and Explanatory Statement

Annual General Meeting to be held at

**1st floor
768 Canning Highway
Applecross WA**

On Friday, 6 November 2015 at 12.00 NOON (WST)

The Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

Contents

Notice of Annual General Meeting	1
Proxy appointment, voting and Meeting instructions	3
Explanatory Statement	5
Glossary	12
Annexure A - Equity securities issued in 12 months prior to AGM	13

Key dates

An indicative timetable of key proposed dates is set out below. These dates are indicative only and the dates are subject to possible change.

Event	Date
Snapshot date for eligibility to vote	4 November 2015
Last day for receipt of Proxies*	4 November 2015
Annual General Meeting	6 November 2015

*Proxy Forms received after 12.00 Noon on this date will be disregarded.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Hot Chili Limited ACN 130 955 725 (**Hot Chili** or **Company**) will be held at **1st floor, 768 Canning Highway, Applecross, Perth, Western Australia** at **12.00 Noon (WST)** on **Friday 6 November 2015**.

The Explanatory Statement, which accompanies and forms part of this Notice, describes the various matters to be considered.

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the Glossary as set out in the Explanatory Statement.

Agenda

Financial Report

To receive and consider the Financial Report of the Company and the Reports of the Directors and Auditors for the year ended 30 June 2015.

Resolution 1 – Adoption of Remuneration Report

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That the Remuneration Report contained in the Directors’ Report for the year ended 30 June 2015 be adopted by the Company”

In accordance with the Corporations Act, the vote on the resolution is advisory only and does not bind the Directors or the Company.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company’s remuneration policies.

If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (“spill resolution”) that another meeting be held within 90 days at which all of the Company’s directors (other than the Managing Director) must go up for re-election. For further information, please refer to the Explanatory Statement.

Voting exclusion: The Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of a member of the Key Management Personnel whose remuneration is disclosed in the Remuneration Report and closely related parties of those persons (which includes their spouse, child, dependent, other family members and any controlled company), unless the vote is cast as a proxy for a person who is entitled to vote on Resolution 1 in accordance with a direction on the Proxy Form or by the Chairman of the Meeting and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 2 – Re-election of Mr Roberto de Andraca Adriasola as a Director

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

“That for the purposes of Listing Rule 14.4 and clause 11.3 of the Company’s constitution, Mr Roberto de Andraca Adriasola, being a Director of the Company who retires in accordance with clause 11.3 and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

Resolution 3 – Re-election of Mr Murray Black as a Director

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

“That for the purposes of Listing Rule 14.4 and clause 11.3 of the Company’s constitution, Mr Murray Black, being a Director of the Company who retires in accordance with clause 11.3 and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

Resolution 4 – Approval of Additional Placement Facility

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the number of fully paid ordinary securities of the Company on issue (at the time of issue) calculated in accordance with the formula set out in Listing Rule 7.1A.2 for a period of 12 months from the date of this Meeting on the terms and conditions set out in the Explanatory Statement.”

<p>Voting exclusion: The Company will disregard any votes cast on Resolution 4 by or on behalf of a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder if the resolution is passed, and any of their Associates, unless the vote is cast as a proxy for a person who is entitled to vote on Resolution 4 in accordance with a direction on the Proxy Form or by the Chairman of the Meeting. as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.</p>

By order of the Board

Mr John Sendziuk
Company Secretary
1 October 2015

Proxy appointment, voting and Meeting instructions

Lodgement of a Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address given below by 12.00 noon (WST) on Wednesday, 4 November 2015 being not later than 48 hours before the commencement of the Annual General Meeting. Any Proxy Form received after that time will not be valid for the scheduled Annual General Meeting.

Proxy Forms may be lodged:

In person: 1st floor, 768 Canning Highway, Applecross WA

By mail: Company Secretary, Hot Chili Limited, PO Box 1725 Applecross WA 6953

By email: john@hotchili.net.au

By fax: (08) 9315 5004 (within Australia)
+61 8 9315 5004 (outside Australia)

Appointment of a proxy

A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder of the Company.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the appropriate box on the Proxy Form. If you appoint the Chairman of the Meeting as your proxy, he or she can only cast your votes on Resolution 1 if you expressly authorise him or her to do so by marking the box on the Proxy form. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Annual General Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company on +61 8 9315 9009 or you may photocopy the Proxy Form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary – that director.

Votes on Resolution

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the Resolutions. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on the Resolutions will be invalid.

Voting restrictions that may affect your proxy appointment

Due to the voting exclusions that may apply to certain items of business, the Key Management Personnel and their closely related parties will not be able to vote your proxy on Resolution 1 (Remuneration Report) unless you have directed them how to vote or, in the case of the Chairman, if you expressly authorise him or her.

Chairman voting undirected proxies

The Chairman will vote undirected proxies on, and in favour of, all of the proposed resolutions .

Voting entitlement (snapshot date)

For the purposes of determining voting and attendance entitlements at the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at **12.00 Noon (WST)** on **Wednesday, 4 November 2015**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Annual General Meeting or at the registration desk on the day of the Annual General Meeting.

Questions from Shareholders

At the Annual General Meeting, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

Mr Alasdair Whyte of RSM Bird Cameron Partners, as the auditor responsible for preparing the auditor's report for the year ended 30 June 2015 (or his representative) will attend the Annual General Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have in writing no later than 12.00 Noon on Thursday 5, November 2015:

In person: 1st floor, 768 Canning Highway, Applecross WA

By mail: Company Secretary, Hot Chili Limited, PO Box 1725 Applecross WA 6953

By email: john@hotchili.net.au

By fax: (08) 9315 5004 (within Australia)
+61 8 9315 5004 (outside Australia)

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary. All amounts referred to in this Explanatory Statement are in Australian dollars unless specified otherwise.

1. Annual Financial Report

The Corporations Act requires the Directors' Report, Auditors' Report and the Financial Statements of the Company for the year ended 30 June 2015 to be tabled at the Annual General Meeting.

Neither the Corporations Act nor the Company's constitution requires a vote of Shareholders on the Reports or Financial Statements. However, Shareholders will be given reasonable opportunity to raise questions on the Reports and ask questions of the Company's auditor.

2. Resolution 1 – Adoption of Remuneration Report

The Remuneration Report is set out in the Directors' Report in the Company's 2015 Annual Report.

The Corporations Act requires the Company to put a resolution to Shareholders that the Remuneration Report be adopted. In accordance with section 250R (3) of the Corporations Act, the vote on the Resolution is advisory only and does not bind the Directors or the Company.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's 2014 annual general meeting the votes cast against the remuneration report represented less than 25% of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for the Annual General Meeting.

A voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. Key Management Personnel and their closely related parties may not vote on this Resolution and may not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote or the proxy is given to the Chairman and expressly authorises the Chairman to exercise the proxy. The Chairman will use any such proxies to vote in favour of Resolution 1.

The Company encourages all Shareholders to cast their votes on Resolution 1 (Remuneration Report).

3. Resolution 2 – Re-election of Mr Roberto de Andraca Adriasola as a Director

In accordance with the Listing Rules and clause 11.3 of the Constitution, at every Annual General Meeting, one third of the Directors for the time being must retire from office and are eligible for re-election. The Directors to retire are:

- (a) those who have been in office for 3 years since their appointment or last re-appointment;
- (b) those who have been longest in office since their appointment or last re-appointment; or
- (c) if the Directors have been in office for an equal length of time, by agreement.

Mr de Andraca Adriasola retires by rotation and offers himself for re-election as a Director.

Mr de Andraca Adriasola is a business manager with 22years' experience in the financial and mining business. Over the last five years he has been working in the main Iron Ore and Steel Producer in Chile, CAP S A and is currently the Vice President of Business Development overseeing infrastructure development and new business related to noncore assets. He also oversaw the construction of the first desalination plant dedicated 100% to producing water for mining companies in the north of Chile. Mr de Andraca has finance experience working at Chase Manhattan Bank, ABN Amro and Citigroup, working both in Chile and in New York and holds an MBA from the Adolfo Ibanez Business School of Chile. He is currently a director of Puerto Los Losas, a port in the Atacama Region of Chile.

Directors' recommendation

The Directors (other than Mr de Andraca Adriasola) recommend that Shareholders vote in favour of the re-election of Mr de Andraca Adriasola

4. Resolution 3 – Re-election of Mr Murray Black as a Director

In accordance with the Listing Rules and clause 11.3 of the Constitution, at every Annual General Meeting, one third of the Directors for the time being must retire from office and are eligible for re-election. The Directors to retire are:

- (a) those who have been in office for 3 years since their appointment or last re-appointment;
- (b) those who have been longest in office since their appointment or last re-appointment; or
- (c) if the Directors have been in office for an equal length of time, by agreement.

Mr Black retires by rotation and offers himself for re-election as a Director.

Mr Black has over 40 years' experience in the mineral exploration and mining industry and has served as an executive director and chairman for several listed Australian exploration and mining companies. He part-owns and manages a substantial private Australian drilling business, has interests in several commercial developments and has significant experience in capital financing

Directors' recommendation

The Directors (other than Mr Black) recommend that Shareholders vote in favour of the election of Mr Black

5. Resolution 4 – Approval of Additional Placement Facility

Listing Rule 7.1A permits eligible entities that have obtained the approval of shareholders by special resolution at an annual general meeting to issue an additional 10% of issued capital by way of placements over a 12 month period (**Additional Placement Facility**).

The Company is an eligible entity (being an entity with market capitalisation of \$300 million or less and is not included in the S&P/ASX 300 index) and seeks Shareholder approval under this Resolution for the Additional Placement Facility.

5.1 Requirements of Listing Rule 7.1A

(a) *Quoted securities*

Any equity securities issued under the Additional Placement Facility must be in the same class as an existing class of equity securities of the Company that are quoted on ASX. As at the date of this Notice, the Company has one class of equity securities quoted on ASX, being fully paid ordinary shares.

(b) *Number of equity securities that may be issued*

Listing Rule 7.1 permits the Company to issue 15% of issued capital over a 12 month period without shareholder approval. The Additional Placement Facility under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1. The effect of Shareholders passing this Resolution is to allow the Company to issue up to 25% of its issued capital during the next 12 months without obtaining specific Shareholder approval beforehand.

The exact number of additional equity securities that the Company may issue under the Additional Placement Facility is not fixed but is calculated under a formula prescribed by the Listing Rules (set out below).

At the date of this Notice the Company has 420,116,929 Shares on issue. If Resolution 4 is passed, the Company will be permitted to issue (as at the date of this Notice):

- (i) 63,017,539 equity securities under Listing Rule 7.1 (15% placement capacity); and
- (ii) 42,011,693 equity securities under Listing Rule 7.1A (10% Additional Placement Facility).

(c) *Formula for calculating the number of equity securities that may be issued under the Additional Placement Facility.*

If Resolution 4 is passed, the Company may issue or agree to issue, during the 12 month period after this Meeting, the number of equity securities calculated in accordance with the following formula.

$$(A \times D) - E$$

Where:

A	<p>The number of fully paid ordinary securities on issue 12 months before the issue date or date of agreement to issue:</p> <ul style="list-style-type: none"> • plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2, • plus the number of partly paid ordinary securities that became fully paid in
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	<p>the 12 months,</p> <ul style="list-style-type: none"> • plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under Listing Rule 7.1 or Listing Rule 7.4, • less the number of fully paid ordinary securities cancelled in the 12 months.
D	10%
E	The number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

5.2 Information required under the Listing Rules

(a) *Minimum price*

The issue price of any equity security under the Additional Placement Facility will be no less than 75% of the VWAP for securities in the same class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the securities are to be issued is agreed; or
- (ii) if the securities are not issued within five trading days of the date above, the date on which the securities are issued.

(b) *Risk of economic and voting dilution*

If this Resolution is passed and the Company issues securities under the Additional Placement Facility, then there is a risk to existing Shareholders of economic and voting dilution including the risk that:

- (i) the market price for equity securities in the same class may be significantly lower on the issue date of the new equity securities than on the date of this Meeting; and
- (ii) the new equity securities may be issued at a price that is at a discount to the market price for equity securities in the same class on the issue date or the new equity securities may be issued consideration for the acquisition of a new asset.

The table below identifies the potential dilution to existing Shareholders following the issue of equity securities under the Additional Placement Facility (based on the formula set out above) using different variables for the number of issued Shares and the market price of Shares. The numbers are calculated on the basis of the latest available market price of Shares before the date of this Notice and the current number of Shares on issue.

Variable A in Listing Rule 7.1A		Nominal issue price		
		\$0.05 (50% decrease in market price)	\$0.10 (market price*)	\$0.20 (100% increase in market price)
Current issued capital A = 420,116,929 Shares	Shares issued under LR 7.1A	42,011,693	42,011,693	42,011,693
	Voting dilution	10%	10%	10%
	Funds raised	\$2,100,585	\$4,201,169	\$8,402,339
	Economic dilution	4.55%	0%	2.27%
50% increase in issued capital A = 630,175,394 Shares	Shares issued under LR 7.1A	63,017,539	63,017,539	63,017,539
	Voting dilution	7.5%	7.5%	7.5%
	Funds raised	\$3,150,877	\$6,301,754	\$12,603,508
	Economic dilution	4.55%	0%	2.27%
100% increase in issued capital A = 840,233,858 Shares	Shares issued under LR 7.1A	84,023,386	84,023,386	84,023,386
	Voting dilution	5%	5%	5%
	Funds raised	\$4,201,169	\$8,402,339	\$16,804,677
	Economic dilution	4.55%	0%	2.27%

This table has been prepared on the following assumptions:

- (i) the latest available market price of Shares as at the date of preparation of the Notice was \$0.10, being the last sale price of Shares as at close of trading on 29 September 2015;
 - (ii) the Company issues the maximum number of equity securities available under the Additional Placement Facility;
 - (iii) existing Shareholders' holdings do not change from the date of this Meeting to the date of the issue under the Additional Placement Facility;
 - (iv) the Company issues Shares only and does not issue other types of equity securities (such as options) under the Additional Placement Facility; and
 - (v) the impact of placements under Listing Rule 7.1 or following the exercise of options is not included in the calculations.
- (c) *Placement period*

Equity securities may be issued under the Additional Placement Facility at any time after the date of this Meeting until that date that is 12 months after this Meeting. The approval to the Additional Placement Facility under this Resolution will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(d) *Purposes for which equity securities may be issued*

The Company may seek to issue equity securities under the Additional Placement Facility for the following purposes:

- (i) cash consideration to fund business growth, to acquire new assets or make investments, to develop the Company's existing assets and operations and for general working capital; and
- (ii) non-cash consideration to acquire new assets or make investments. In these circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

(e) *Allocation policy*

The Company's allocation policy for the issue of equity securities under the Additional Placement Facility will depend on the prevailing market conditions at the time of the proposed issue. The allottees will be determined on a case-by-case basis having regard to the factors such as:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the new securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate and other advisors.

As at the date of this Notice the proposed allottees under the Additional Placement Facility have not been determined but may include existing substantial Shareholders, other Shareholders and/or new investors. None of the allottees will be a related party or an associate of a related party of the Company. Existing Shareholders may or may not be entitled to subscribe for equity securities under the Additional Placement Facility and it is possible that their shareholding will be diluted.

If the Additional Placement Facility is used to acquire new assets or investments then it is likely that the allottees will be the vendors of these assets/investments.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any equity securities under the Additional Placement Facility.

(f) *Equity securities issued under previous additional placement facility approval*

Shareholders approved an additional placement facility at the 2014 annual general meeting.

The total number of equity securities issued in the 12 months before this Meeting is 72,384,733. These represent 20.82% of the total number of equity securities on issue at the commencement of that 12 month period. 20,224,904 Shares were issued pursuant to the additional placement facility approved at the 2014 annual general meeting.

The details for each separate issue of equity securities issued during the 12 months before this Meeting are set out in Annexure A.

5.3 Directors' recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

Glossary

In this Explanatory statement, the following terms have the following meaning unless the context otherwise requires:

Additional Placement Facility	Has the meaning given to it in Section 5 of the Explanatory Statement.
Annual General Meeting or Meeting	Annual general meeting of Shareholders, or any meeting adjourned thereof, convened by the Notice.
Associate	Has the meaning given to it by Division 2 of Part 1 of the Corporations Act.
ASX	ASX Limited and its Related Bodies Corporate, or the financial market known as the Australian Securities Exchange, as the context requires.
Board	The board of Directors.
Company or Hot Chili	Hot Chili Limited ACN 130 955 725.
Company Secretary	The company secretary of the Company at the time of the Annual General Meeting, Mr John Sendziuk.
Constitution	The constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Director	A director of the Company.
Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice.
Glossary	This glossary of terms.
Key Management Personnel	Those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
Listing Rules	The listing rules of ASX.
Notice or Notice of Meeting	The notice of Annual General Meeting which accompanies this Explanatory Statement.
Proxy Form	The proxy form accompanying this Notice of Meeting
Related Body Corporate	Has the meaning given to that term in the Corporations Act.
WST	Western Standard Time, being the time in Perth, Western Australia

Annexure A

Equity securities issued in 12 months prior to AGM

Date of issue	Equity Securities issued	Person	Issue price	Total cash consideration	Use of funds	Non-cash consideration and current value
27/11/2014	9,734 Shares	Option holder	\$0.75	\$7,300	Working capital	N/A
1/12/2014	6,024 Shares	Option holder	\$0.75	\$4,518	Working capital	N/A
17/6/2015	5,246,590 Shares	Sprott Resource Lending Partnership	\$0.123 (deemed issue price based on 20-day VWAP)	Nil	N/A	The Shares were issued in consideration of the Sprott Resource Lending Partnership agreeing to extend the maturity date on its credit facility provided to the Company Current value*: \$524,659
17/6/2015	45,477,368 Shares	Placement to major shareholders under section 708 of the Corporations Act	\$0.12	\$5,457,284	Completion of pre-feasibility study of Productora Project and further drilling at the Alice copper porphyry deposit	N/A
6/8/2015	21,645,017 Shares	Placement to major shareholders under section 708 of the Corporations Act	\$0.12	\$2,597,402	Completion of pre-feasibility study of Productora Project and further drilling at the Alice copper porphyry deposit	N/A

* Based on the last sale price of Shares as at close of trading on 29 September 2015 of \$0.10

**HOT CHILI LIMITED
ACN 130 955 725
PROXY FORM**

I/We (name of Shareholder)

of (address)

being a member/members of Hot Chili Limited HEREBY APPOINT:

(name).....

of (address)

and/or failing him/her (name)

of (address)

or failing that person then the Chairman of the Annual General Meeting as my/our proxy to act generally for me/us and to vote in accordance with the following directions or, if no directions are given, as the proxy sees fit at the Annual General Meeting of the Company to be held at **12 Noon (WST) on Friday, 6 November 2015 at Level 1, 768 Canning Highway, Applecross WA** and at any adjournment of the Annual General Meeting.

<input type="checkbox"/>	Authorisation of Chairman to exercise undirected proxies on Resolution 1
	If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on the Resolutions, please place a mark in this box.
	By marking this box you expressly authorise the Chairman of the Meeting to vote as your proxy on Resolution 1 in accordance with his/her intention/s as set out in the Notice of Annual General Meeting and/or this form (except where you have indicated a different voting intention by marking the voting boxes below), even though Resolution 1 is connected directly or indirectly with the remuneration of members of Key Management Personnel.
	Directors (other than the Chairman of the Meeting, where authorised) and other Key Management Personnel of the Company and their closely related parties will not cast any votes in respect of Resolution 1 that arise from any undirected proxy that they hold.
	The Chairman of the Meeting intends to vote all available undirected proxies in favour of each Resolution.

Should you wish to direct the proxy how to vote, you should place a cross in the appropriate boxes below:

I/We direct my/our Proxy to vote in the following manner:

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Roberto de Andraca Adriasola	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Murray Black	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Additional Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

*This Proxy is appointed to represent _____% of my voting right, or if two proxies are appointed Proxy 1 represents _____% and Proxy 2 represents _____% of my/our total votes.
My/our total voting right is _____ shares.*

By:

Individuals and joint holders

Signature
Signature
Signature

Companies (affix common seal if appropriate)

Director
Director/Company Secretary
Sole Director