



## Announcement Summary

**Entity name**

HILLGROVE RESOURCES LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

5/3/2025

**The Proposed issue is:**

An offer of securities under a securities purchase plan  
A placement or other type of issue

**Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan**

ASX +security code	+Security description	Maximum Number of +securities to be issued
HGO	ORDINARY FULLY PAID	85,714,286

**+Record date**

4/3/2025

**Offer closing date**

28/3/2025

**+Issue date**

4/4/2025

**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +security code	+Security description	Maximum Number of +securities to be issued
HGO	ORDINARY FULLY PAID	371,428,572

**Proposed +issue date**

13/3/2025

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

---

**1.1 Name of +Entity**

HILLGROVE RESOURCES LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ABN

**Registration Number**

73004297116

**1.3 ASX issuer code**

HGO

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

5/3/2025

**1.6 The Proposed issue is:**

An offer of +securities under a +securities purchase plan

A placement or other type of issue



Part 4 - Details of proposed offer under securities purchase plan

---

Part 4A - Conditions

---

**4A.1 Do any external approvals need to be obtained or other conditions satisfied before the offer of +securities under the +securities purchase plan issue can proceed on an unconditional basis?**

No



Part 4B - Offer details

**+Class or classes of +securities that will participate in the proposed issue and +class or classes of +securities proposed to be issued**

**ASX +security code and description**

HGO : ORDINARY FULLY PAID

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

Details of +securities proposed to be issued

**ASX +security code and description**

HGO : ORDINARY FULLY PAID

**Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted**

85,714,286

**Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?**

No

**Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?**

No

**Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?**

Yes

**Is the minimum acceptance unit based or dollar based?**

Dollar based (\$)

**Please enter the minimum acceptance value**

\$ 1,000

**Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?**

Yes

**Is the maximum acceptance unit based or dollar based?**

Dollar based (\$)

**Please enter the maximum acceptance value**

\$ 30,000

**Describe all the applicable parcels available for this offer in number of securities or dollar value**

\$1,000, \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$30,000



#### Offer price details

**Has the offer price been determined?**

Yes

**In what currency will the offer be made?      What is the offer price per +security?**

AUD - Australian Dollar

AUD 0.03500

#### Oversubscription & Scale back details

**Will a scale back be applied if the offer is over-subscribed?**

Yes

**Describe the scale back arrangements**

It is the Company's intention that any scale back arrangements will be made having regard to a number of factors such as the size of shareholding at the Record Date, the extent to which shareholders have sold or purchased Shares since the Record Date, whether a shareholder has multiple registered holdings and the total applications received from Eligible Shareholders.

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

#### Part 4C - Timetable

---

**4C.1 Date of announcement of +security purchase plan**

5/3/2025

**4C.2 +Record date**

4/3/2025

**4C.3 Date on which offer documents will be made available to investors**

10/3/2025

**4C.4 Offer open date**

10/3/2025

**4C.5 Offer closing date**

28/3/2025

**4C.7 +Issue date and last day for entity to announce results of +security purchase plan offer**

4/4/2025

#### Part 4D - Listing Rule requirements

---

**4D.1 Does the offer under the +securities purchase plan meet all of the requirements of listing rule 7.2 exception 5 or do you have a waiver from those requirements?**



Yes

Part 4E - Fees and expenses

---

**4E.1 Will there be a lead manager or broker to the proposed offer?**

No

**4E.2 Is the proposed offer to be underwritten?**

No

**4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

No

**4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

Legal fees, ASX fees, and share registry fees associated with the offer.

Part 4F - Further Information

---

**4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

Refer to Investor Presentation dated 5 March 2025 for further detail in respect of use of funds.

**4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?**

No

**4F.2 Countries in which the entity has +security holders who will not be eligible to accept the proposed offer**

Only holders located in Australia and New Zealand will be deemed to be Eligible Shareholders.

**4F.3 URL on the entity's website where investors can download information about the proposed offer**

<https://www.hillgroveresources.com.au/announcements>

**4F.4 Any other information the entity wishes to provide about the proposed offer**



## Part 7 - Details of proposed placement or other issue

## Part 7A - Conditions

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

Yes

## 7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	6/5/2025	Estimated	No

**Comments**

Relates to Tranche 2 Placement of 74,140,067 ordinary shares to Freepoint Metals and Concentrates LLC

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
FIRB approval	30/6/2025	Estimated	No

**Comments**

Relates to Tranche 2 Placement of 74,140,067 ordinary shares to Freepoint Metals and Concentrates LLC

## Part 7B - Issue details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**  
Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**  
No

## Details of +securities proposed to be issued

**ASX +security code and description**

HGO : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

371,428,572

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

Yes

**In what currency is the cash**

**What is the issue price per**



---

<b>consideration being paid?</b>	<b>+security?</b>
AUD - Australian Dollar	AUD 0.03500

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

---

Part 7C - Timetable

**7C.1 Proposed +issue date**

13/3/2025

---

Part 7D - Listing Rule requirements

**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

297,288,505 ordinary shares in respect of the Tranche 1 Placement

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

No

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

No

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No

---

Part 7E - Fees and expenses

**7E.1 Will there be a lead manager or broker to the proposed issue?**

Yes

**7E.1a Who is the lead manager/broker?**

Blue Ocean Equities Pty Ltd (ACN 53 151 186 935) and Canaccord Genuity (Australia) Limited (ACN 075 071 466) are acting as the Joint Lead Managers for the Placement

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

- a management fee equal to 2.0% of the Proceeds of the Placement  
- a selling fee equal to 4.0% of the Proceeds of the Placement

**7E.2 Is the proposed issue to be underwritten?**



No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

Broker Options equivalent to 5% of the number of shares being issued under the Placement. The Broker Options will be non-transferable and will be exercisable at a 50% premium to the Issue Price with a 3-year expiry. If the Broker Options are unable to be issued under available placement capacity, they will be issued subject to approval of the Company's shareholders.

Part 7F - Further Information

---

**7F.01 The purpose(s) for which the entity is issuing the securities**

Refer to Investor Presentation dated 5 March 2025 for further detail in respect of use of funds.

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**

The issue date of 13 March 2025 as disclosed in part 7C.1 of this Appendix 3B relates to the Tranche 1 Placement. The Tranche 2 Placement is subject to securityholder approval at the Company's AGM on or about Tuesday, 6 May 2025, as well as FIRB approval.

**7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)