



ACN 130 955 725

Prospectus

For the offer of Securities under a securities purchase plan (**SPP Offer**), pursuant to which Eligible Shareholders as at the Eligibility Date will be entitled to subscribe for up to 20,000 Shares at an issue price of \$0.50 per Share, with one free attaching Option exercisable at \$0.75 on or before 30 November 2014 for every two Shares subscribed for, to raise up to \$3 million before costs.

This SPP Offer opens on Friday, 23 November 2012 and is scheduled to close at 5.00pm (WST) on Friday, 7 December 2012. Valid acceptances must be received by the Closing Date.

IMPORTANT NOTICE

This Prospectus is a transaction specific prospectus issued in accordance with section 713 of the Corporations Act. This is an important document that should be read in its entirety. Please read the instructions in this document and on the accompanying Application Form regarding acceptance of the SPP Offer.

If you do not understand this document you should consult your professional adviser without delay. The Securities offered by this Prospectus should be considered speculative.

Important information

Prospectus

This Prospectus is dated 23 November 2012 and was lodged with the Australian Securities and Investment Commission (**ASIC**) on 23 November 2012. ASIC and the Australian Securities Exchange (**ASX**) take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) or options to acquire continuously quoted securities and has been prepared in accordance with section 713 of the Corporations Act.

No Securities will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Electronic Prospectus

This Prospectus may be viewed in electronic form at www.hotchili.net.au by Australian investors only. The electronic version of this Prospectus is provided for information purposes only. A paper copy of this Prospectus may be obtained free of charge on request during the Offer Period by contacting the Company. The information on www.hotchili.net.au does not form part of this Prospectus.

Risk factors

Before deciding to invest in the Company, potential investors should read the entire Prospectus. In considering the prospects for the Company, potential investors should consider the assumptions underlying the prospective financial information and the risk factors that could affect the performance of the Company. Potential investors should carefully consider these factors in light of personal circumstances (including financial and taxation issues) and seek professional advice from a stockbroker, accountant or other independent financial adviser before deciding to invest.

Overseas Applicants

No offer is being made to Shareholders with a registered address outside Australia or New Zealand. The distribution of this Prospectus and the Application Form (including electronic copies) outside Australia or New Zealand may be restricted by law. This Prospectus does not, and is not intended to, constitute an offer or invitation in any other place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or invitation. If you come into possession of these documents, you should observe such restrictions and should seek your own advice about such restrictions. Please refer to Section 2.20 for further information.

Publicly available information

Information about the Company is publicly available and can be obtained from ASIC and ASX (including the ASX website at www.asx.com.au). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus

and do not constitute part of the SPP Offer. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in Securities or the Company.

No person is authorised to give any information or make any representation in connection with the SPP Offer which is not contained in this Prospectus. Any such extraneous information or representation may not be relied upon.

Forward-looking statements

This Prospectus may contain forward-looking statements that have been based on current expectations about future acts, events and circumstances. Any forward-looking statements are subject to risks, uncertainties and assumptions that could cause those acts, events and circumstances to differ materially from the expectations described in such forward-looking statements.

Accepting the SPP Offer

Applications for Securities by Eligible Shareholders may only be made on an original (or copy of an original) Application Form accompanying this Prospectus. Please read the instructions in this Prospectus and on the accompanying Application Form regarding the acceptance of the SPP Offer. By returning an Application Form, or lodging an Application Form with your stockbroker, or otherwise arranging for payment for Securities in accordance with the instructions on the Application Form, you acknowledge that you have received and read this Prospectus, you have acted in accordance with the terms of the SPP Offer detailed in this Prospectus and you agree to all of the terms and conditions as detailed in this Prospectus.

Defined terms

Certain capitalised terms and other terms used in this Prospectus are defined in the Glossary of defined terms in Section 9.

Currency

All references in this Prospectus to "\$", "AUD" or "dollar" are references to Australian currency unless otherwise indicated.

Reference to time

All references in this document to time relate to the time in Perth, Western Australia.

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Timetable for SPP Offer

The indicative Timetable* for the SPP Offer is as follows:

Event	Date
Announcement of SPP Offer on ASX	16 October 2012
Lodgement of Prospectus with ASIC	23 November 2012
Annual General Meeting	23 November 2012
Opening Date of SPP Offer	23 November 2012
Closing Date of SPP Offer	7 December 2012
Allotment of SPP Securities	12 December 2012
Quotation and despatch of Holding Statements for SPP Securities	13 December 2012
Ordinary trading of SPP Securities commences	14 December 2012

* The above dates are indicative only and may be subject to change. The Company has the right to vary these dates without notice, including whether to close the SPP Offer early or accept late Applications, either generally or in particular cases, without notifying any recipient of this Prospectus or any Applicants. Investors who wish to submit an Application are encouraged to do so as soon as practicable after the SPP Offer opens.

1. Investment overview

1.1 Introduction

On 16 October 2012, Hot Chili Limited ACN 130 955 725 (**Company** or **Hot Chili**) announced a capital raising of up to \$35.5 million and on 21 November 2012, the Company announced a private placement to one of its major Shareholders, CAP S.A. (**CAP**) to raise a further amount of approximately \$4 million, with the aggregate funds to help underpin Hot Chili's development plan to advance its Productora copper project in Chile (**Capital Raising**).

As part of the Capital Raising, Hot Chili is undertaking a securities purchase plan offer (**SPP Offer**), pursuant to which Eligible Shareholders are invited to subscribe for fully paid ordinary shares in the Company.

Eligible Shareholders will be entitled to apply for up to \$10,000 of Shares (being a total of 20,000 Shares) at an issue price of \$0.50 per Share, with a free attaching Option exercisable at \$0.75 on or before 30 November 2014 for every two Shares subscribed for (**Free Attaching Option**), to raise up to \$3 million before costs, on the terms set out in this Prospectus.

Further details relating to the SPP Offer are set out in Section 2.

The following information is a selective overview of the Company and its projects. Prospective investors should read this Prospectus in full before deciding to invest in SPP Securities. Before deciding whether to apply for SPP Securities, each Eligible Shareholder should consider whether Hot Chili is a suitable investment for them in light of their own investment objectives and financial circumstances and should seek professional advice from their accountant, stockbroker, lawyer, or other professional adviser before deciding whether or not to invest. The Securities offered by this Prospectus should be considered speculative.

1.2 The Company's projects

Hot Chili is a copper exploration company that acquires and develops projects within Chile.

The Company's major project is Productora (being Hot Chili's flagship multi-commodity copper project). Productora is at an advanced stage with exploration and resource drilling being undertaken in parallel with development studies into a potential future large-scale open pit development. The Company's other projects are exploration phase projects located in the coastal range of northern Chile and include Chile Norte, Los Mantos, Banderas and La Frontera.

Further information regarding the Company's projects is set out in the following documents, which can be found on the Hot Chili website (www.hotchili.net.au) or on the ASX announcements webpage (ASX Code: HCH):

- (a) Quarterly Report for the Period Ending 30 September 2012 (as announced on 31 October 2012);
- (b) High-grade Gold in First Drilling Undertaken at Productora South (announced on 10 October 2012);
- (c) Annual Report to Shareholders for year ended 30 June 2012 (announced on 28 September 2012);

- (d) High-grade Copper and Gold Discovered at Productora (announced 25 September 2012);
- (e) Best Results to Date at Productora (announced 20 September 2012);
- (f) Quarterly Report for Period Ending 30 June 2012 (announced on 31 July 2012);
- (g) Quarterly Report for Period Ending 31 March 2012 (announced on 30 April 2012); and
- (h) Half Yearly Reports and Accounts (announced 6 March 2012).

1.3 Key risks

In addition to the risks described in detail in Section 5, prospective investors should be aware of some key risks which have particular application with respect to the Company's projects. Mineral exploration and mining are speculative operations and may be hampered by circumstances beyond the control of the Company. As such, the nature of these operations may subject the Company to a number of inherent risks which include:

(a) Exploration

The success of the Company depends on the delineation of economically mineable reserves and resources, access to required development capital, movement in the price of commodities, securing and maintaining title to the Company's exploration and mining tenements and obtaining all consents and approvals necessary for the conduct of its exploration activities.

The actual costs of exploration may materially differ from those estimated by the Company. No assurance can be given that the cost estimates and the underlying assumptions used as a basis for those estimates will be realised in practice, which may materially and adversely affect the Company's viability.

(b) Sovereign risks

While Chile is considered to be one of South America's most politically stable and prosperous nations, it may nonetheless be subject to social and economic uncertainty. Civil and political unrest and outbreaks of hostilities in Chile could affect the Company's access to its projects and subsequent exploration and development.

Adverse changes in government policies or legislation in Chile affecting foreign ownership of mineral interests, taxation, profit repatriation, royalties, land access, labour relations, and mining and exploration activities, may affect the operations of the Company.

(c) Resource estimates

Resource estimates are expressions of judgment based on knowledge, experience and industry practice. These estimates were appropriate when made, but may change significantly when new information becomes available.

There are risks associated with such estimates. Resource estimates are necessarily imprecise and depend to some extent on interpretations, which may ultimately prove to be inaccurate and require adjustment. Adjustments to

resource estimates could affect the Company's future plans and ultimately its financial performance and value.

(d) **Key personnel**

Recruiting and retaining qualified personnel is important to the Company's success. The number of persons skilled in the exploration and development of mining properties is limited, and competition for such persons is strong. There can be no assurance that there will be no detrimental impact on the Company if such persons employed, cease their employment with the Company.

(e) **Future capital requirements**

The Company will most likely require further financing for its future business activities, in addition to amounts raised pursuant to the Capital Raising. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the current market price (or the issue price under the Capital Raising) or may involve restrictive conditions which limit the Company's operations and business strategies.

No assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce, delay or suspend its operation and this could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern.

(f) **Commodity price fluctuations**

In the event of exploration and development success, any future revenue derived through the future sale of copper, gold, iron ore and molybdenum exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include world demand for such commodities, forward selling by producers and the level of production costs. Moreover, prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, these commodities.

(g) **Exchange rate fluctuations**

The expenditure of the Company is and will be taken into account in Australian, US and Chilean currencies, exposing the Company to the fluctuations and volatility of the rates of exchange between the US dollar, the Australian dollar and Chilean currencies as determined in international markets.

1.4 The Board

At the date of this Prospectus, the Directors of the Company are:

Mr Murray Edward Black (Non-Executive Chairman)

Mr Black has over 35 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.

Mr Christian Ervin Easterday (Managing Director)

Mr Easterday is a geologist with over 15 years experience in the mineral exploration and mining industry. He holds an honours degree in geology from the University of Western Australia, a masters degree in Mineral Economics from Curtin University of Technology and a masters degree in Business Administration from Curtin's Graduate School of Business. Mr Easterday has held several senior positions and exploration management roles with top-tier gold companies including Placer Dome, Hill 50 Gold and Harmony Gold, specialising in structural geology, resource development and mineral economic valuation. Mr Easterday has been involved in various aspects of project negotiation and valuations covering gold, copper, uranium, iron ore, nickel, and tantalum resource projects in Australia and overseas. Mr Easterday is a member of The Australian Institute of Geoscientists.

Dr Allan Trench (Non-Executive Director)

Dr Allan Trench is a geologist/ geophysicist and business management consultant with over 20 years experience across a broad range of commodities. His minerals sector experience spans strategy formulation, exploration, project development and mining operations. Dr Trench holds degrees in geology, a doctorate in geophysics, a Masters degree in Mineral Economics and a Masters degree in Business Administration. He currently acts as independent director to a number of emerging resources companies, both in Australia and overseas.

Dr Trench has previously worked with McKinsey & Company as a management consultant, with Woodside Petroleum in strategy development and with WMC both as a geophysicist and exploration manager. He is an Associate Consultant with international metals and mining advisory firm CRU Group and has contributed to the development of that company's uranium practice, having previously managed the CRU Group global copper research team.

Dr Trench maintains academic links as an Adjunct Professor to the Western Australian School of Mines, Curtin University of Technology.

Mr Michael Anderson (Non-Executive Director)

Mr Anderson has 20 years industry experience, largely in southern Africa and Australia. His career commenced as a geologist with Anglo American, followed by roles in the metallurgical and engineering industries with Mintek, Bateman and Kellogg Brown & Root. He subsequently held senior management positions including Corporate Development Manager at Gallery Gold Limited, and most recently and relevantly as Managing Director at Exco Resources Limited, where he successfully oversaw the funding and development of the White Dam Gold Project, and the completion of feasibility studies on the Company's Cloncurry Copper Project prior to its sale to Xstrata. He joined Taurus Funds Management Pty Ltd as a director in August 2011 and is also a non-executive director of ASX-listed Base Resources Ltd.

1.5 Corporate governance

The Board is responsible for the overall corporate governance of the Company, and it recognises the need for the highest standards of ethical behaviour and accountability. The Board is committed to administering its corporate governance structures to promote integrity and responsible decision making.

Hot Chili values good corporate governance as a foundation for best serving the interests of its Shareholders and for consideration of other people affected by the Company's activities. The Directors will adhere to ASX guidelines on corporate governance as is appropriate to a company of Hot Chili's size and level of development.

Further information relating to the corporate governance policy of the Company can be found on the Company's website (www.hotchili.net.au).

1.6 Purpose of the Capital Raising and use of funds

Funds from the Capital Raising will largely be directed towards the rapid resource growth and development strategy which the Company is implementing at its flagship Productora copper-gold-molybdenum project. The funds raised, in combination with the Company's existing cash reserves of approximately \$10.8 million, will be directed towards achieving the following milestones at Productora during 2012 and 2013:

- (a) completion of a major resources drilling programme comprises a further 80,000m of reverse circulation (**RC**) and 15,000m diamond drilling (**DD**);
- (b) completion of two major resource up-grades – the first in the December quarter of 2012, and the second expected in the June quarter of 2013;
- (c) completion of a pre-feasibility study at Productora in the second half of 2013;
- (d) completion of further key land acquisitions during 2012/2013 to bolster the Company's proposed future copper projects in the third and fourth regions of Chile's coastal range;
- (e) completion of joint infrastructure and iron exploitation agreement for the Productora project with Hot Chili's major project partner CAP S.A. (**CAP**), Chile's largest iron ore miner; and
- (f) submission of an Environmental Impact Assessment in the first half of 2013 to facilitate environmental and regulatory approval for mining.

On completion of the Capital Raising, the Board believes the Company will have sufficient funds to achieve these objectives.

It is anticipated that the maximum amount of \$39.5 million raised by the Capital Raising will be allocated as follows:

\$36.5 million raised under the Placements:

Use of Proceeds	Amount
Resource drilling programme at Productora	\$14,000,000
Resource up-grades	\$500,000
Completion of a pre-feasibility study at Productora	\$3,500,000
Key land acquisitions	\$7,450,000
Joint infrastructure and iron exploitation agreement with CAP	\$3,000,000
Environmental Impact Assessment	\$500,000
Working capital	\$5,450,000
Costs of the Capital Raising	\$2,100,000
Total	\$36,500,000

\$3 million raised under the SPP Offer:

Use of Proceeds	Amount
Working capital	\$2,937,500
Costs of the Capital Raising	\$62,500
Total	\$3,000,000

The information set out in the above tables is a statement of present intention as at the date of this Prospectus. The use of funds may change depending on the outcome of various factors out of the Company's control.

2. Details of the Capital Raising and the SPP Offer

2.1 Capital Raising

The Capital Raising comprises:

Tranche 1 Placement	21,000,000 Shares have been issued by way of placement to sophisticated and institutional investors at an issue price of \$0.50 per Share to raise \$10.5 million. The Company has also issued 10,500,000 free attaching Options to these investors on the basis of one Option granted for every two Shares issued.
Tranche 2 Placement	Subject to Shareholder approval, the Company has arranged the placement of a further 44,000,000 Shares and 22,000,000 free attaching Options by way of placement to sophisticated and institutional investors at an issue price of \$0.50 per Share to raise \$22 million.
SPP Offer	A securities purchase plan offer to existing Shareholders (registered on 15 October 2012) (Eligible Shareholders) to raise up to \$3 million in accordance with the terms of this Prospectus.
CAP Placement	A private placement of 8,092,784 Shares and 4,046,392 free attaching Options proposed to be made to one of the Company's major Shareholders, CAP, at an issue price of \$0.50 per Share to raise \$4,046,392.

2.2 The SPP Offer

This Prospectus invites Eligible Shareholders (those persons registered as Shareholders on 15 October 2012) to subscribe for Shares pursuant to the SPP Offer.

Eligible Shareholders will be entitled to apply for up to \$10,000 worth of Shares (being a total of 20,000 Shares) at an issue price of \$0.50 per Share with a Free Attaching Option exercisable at \$0.75 on or before 30 November 2014, for every two Shares subscribed for, to raise up to \$3 million before costs. The issue price for each Share is payable in full on application.

Applications must be for a minimum of 2,000 Shares (\$1,000) and thereafter in multiples of 1,000 Shares (\$500). Applications can only be made by completing the Application Form attached to this Prospectus.

As at the date of this Prospectus, Hot Chili has 234,026,224 Shares and 53,906,339 unlisted Options on issue. Up to 6,000,000 Shares and 3,000,000 Free Attaching Options will be issued under the SPP Offer.

2.3 Scale back

Hot Chili will cap accepted Applications at a total of \$3 million. To the extent that Applications are received in excess of this amount, Directors will give preference to early Applications and if necessary scale back Applications at the discretion of the Directors.

If any Application is not accepted or is scaled back, the difference between the price paid in your Application and the price for Shares issued to you under the SPP Offer

will be refunded by the Company with no interest, following the issue of the SPP Securities to Eligible Shareholders.

2.4 Underwriting

The SPP Offer is not underwritten.

2.5 Minimum subscription

There is no minimum subscription for the SPP Offer.

2.6 Timetable for SPP Offer

The SPP Offer will open for receipt of Applications on 23 November 2012 (**Opening Date**) and will close at 5.00pm WST on 7 December 2012 (**Closing Date**). Subject to compliance with the ASX Listing Rules, the Company reserves the right to close the SPP Offer early or to extend the Closing Date.

The full Timetable for the SPP Offer is set out on page ii of this Prospectus.

2.7 Shareholder approval of the Capital Raising

At the Annual General Meeting of Shareholders to be held on 23 November 2012, the following Resolutions must be passed by Shareholders to approve the Capital Raising, including this SPP Offer:

- (a) **Resolution 4:** Ratification of Tranche 1 Placement;
- (b) **Resolution 5:** Approval of Tranche 2 Placement;
- (c) **Resolution 6:** Approval of allocation of Shortfall Shares under the SPP Offer; and
- (d) **Resolution 7:** Approval of issue of Free Attaching Options under the SPP Offer.

2.8 Rights and liabilities attaching to Securities

Shares issued:

- (a) under the SPP Offer; and
- (b) upon the exercise of Free Attaching Options,

will be fully paid and will rank equally in all respects with Hot Chili's existing issued Shares, including as to dividends and voting rights.

A summary of the rights and liabilities attaching to Shares is set out in Section 4.1.

The terms and conditions of the Free Attaching Options are set out in Section 4.2.

2.9 Eligibility

Each Eligible Shareholder who was registered as the holder of Shares at 5.00pm (WST) on 15 October 2012 (**Eligibility Date**) is entitled to participate in the SPP Offer. The maximum number of Shares to which each Eligible Shareholder is entitled to subscribe for is up to 20,000 Shares at \$0.50 (**Offer Price**) with up to 10,000 Free Attaching Options (based on one Free Attaching Option for every two Shares subscribed for) (**Entitlement**).

2.10 Allowing your Entitlement to lapse

If you elect to do nothing in respect of the SPP Offer, your Entitlement will lapse. Although you will continue to own the same number of Shares in Hot Chili, your percentage shareholding in Hot Chili will be diluted in the manner specified in Sections 3.3 and 3.4.

2.11 How to apply for Securities

If you decide to subscribe for all or part of your Entitlement, you must:

- (a) complete and return the Application Form and return it to the Company's Share Registry with the relevant amount in Application Monies; or
- (b) if you have an Australian financial institution account that supports BPAY®, by paying using BPAY® before 5.00pm WST on the Closing Date (see below for further details),

in accordance with the payment instructions outlined in Section 2.13 below.

If the Application Monies provided fall short of the total amount owing in respect of the number of Shares applied for in the accompanying Application Form, Hot Chili will treat you as having applied for the total number of Shares able to be purchased in full with the amount of Application Monies provided, despite any inconsistent amount specified in the Application Form.

2.12 Application Form

A completed Application Form cannot be withdrawn and constitutes a legally binding application for, and acceptance of, the number of Securities specified in the Application Form on the terms set out in this Prospectus.

If the Application Form is not completed correctly, it may still be treated as valid. The Company's decision as to whether to treat the acceptance as valid, and how to construe, amend or complete the Application Form, is final.

2.13 Method of payment

If you have elected to subscribe for Shares pursuant to the SPP Offer, you may use one of the following methods to pay Application Monies owing in respect of those Shares:

(a) Payment by cheque, bank draft or money order

Should you wish to pay by cheque, money order or bank draft you should complete your Application Form in accordance with the instructions set out on that form and return the Application Form accompanied by a cheque, bank draft or money order:

- (i) in Australian currency, drawn on an Australian branch of a financial institution;
- (ii) for an amount equal to \$0.50 multiplied by the number of Shares that you are applying for; and
- (iii) made payable to "Hot Chili Limited – Cash Reserve Account" and crossed "Not Negotiable".

Cash payments will not be accepted.

Receipts for payment will not be issued. If your cheque is dishonoured, your Application will be rejected.

Completed Application Forms, together with your Application Monies, should be returned by post to:

Hot Chili Limited

C/- Security Transfer Registrars Pty Ltd
770 Canning Highway
APPLECROSS WA 6153

Completed Application Forms must be received by no later than **5.00pm (WST) on the Closing Date.**

(b) **Payment by BPAY®**

If you wish to pay by BPAY® (only available to Eligible Shareholders who hold an account with an Australian financial institution that supports BPAY®), please follow the instructions on the Application Form (which includes the Biller Code and unique Reference Number) and take note of the following:

- (i) your BPAY® payment must be received by no later than 5.00pm WST on the Closing Date;
- (ii) Applicants should be aware that their own financial institution may impose earlier cut off times with regard to electronic payment, and should therefore take this into consideration when making payment;
- (iii) it is the responsibility of the Applicant to ensure that funds submitted through BPAY® are received by 5.00pm WST on the Closing Date; and
- (iv) if you have elected to make a payment by BPAY®, you do not need to submit your Application Form (by making a payment through BPAY®, you will be taken to have made the declarations set out in the Application Form).

Any Application Monies received for more than your final allocation of Shares will be refunded. No interest will be paid on any Application Monies received or refunded.

2.14 Application Monies

Application Monies will be held in a trust account until the Shares and Free Attaching Options are allotted to Eligible Shareholders. The trust account established by Hot Chili for this purpose will be solely used for handling Application Monies.

Any interest earned on Application Monies will be for the benefit of, and remains the sole property of, Hot Chili and will be retained by Hot Chili whether or not the allotment and issue of Shares and Free Attaching Options takes place.

Applications and payments made under the SPP Offer may not be withdrawn once they have been received by Hot Chili.

2.15 Shortfall

Any Shares not subscribed for will form part of the Shortfall.

The Company reserves the right (in its sole discretion) to allocate the Shortfall in any manner it sees fit, subject to the provisions of the Corporations Act and the Listing Rules, including obtaining Shareholder approval for the purposes of Listing Rule 7.1 at the Company's Annual General Meeting to be held on 23 November 2012.

2.16 ASX quotation of Securities

Application for Official Quotation on ASX of the Securities issued pursuant to this Prospectus will be made within seven (7) days after the date of this Prospectus.

In accordance with the Listing Rules, Official Quotation on ASX of the Free Attaching Options will only be granted if there are a minimum of 50 holders holding a "marketable parcel" (being a parcel of Options which, if exercised in full, would result in a parcel of Shares not worth less than \$500) of Free Attaching Options.

If the Securities offered pursuant to the SPP Offer are not admitted to Official Quotation within three (3) months after the date of this Prospectus, the Company will not allot or issue any Securities and all Application Monies received pursuant to this Prospectus will be repaid as soon as practicable, without interest.

The fact that ASX may agree to grant Official Quotation of the Securities is not to be taken in any way as an indication of the merits of the Company or the Securities.

2.17 Issue of Securities and dispatch of Holding Statements

Securities offered by this Prospectus are expected to be issued, and Holding Statements dispatched, on the date specified in the Timetable on page ii of this Prospectus. No issue of Securities will be made until ASX grants permission for the Official Quotation of the Securities.

It is the responsibility of Applicants to determine their allocation prior to trading in the Securities issued under the SPP Offer. The sale by the Applicant of Securities prior to the receipt of a Holding Statement is at the Applicant's own risk.

The Directors reserve the right to allocate the Securities offered under this Prospectus. The Company reserves the right at its discretion to reject any Application or allocate any Applicant fewer Securities than applied for under the SPP Offer. No Applicant under the SPP Offer has any assurance of being allocated all or any Securities applied for.

If an Application is not accepted, or is accepted in part only, the relevant part of the Application Monies will be returned without any interest.

2.18 No brokerage

No investor will pay brokerage as a subscriber for Shares under the SPP Offer.

2.19 Withdrawal

The Directors may at any time before allotment of Securities to the Applicants decide to withdraw this Prospectus and the SPP Offer, in which case the Company will return all Application Monies, without interest, within 28 days of giving notice of withdrawal.

2.20 Applicants outside Australia

This Prospectus does not constitute an offer of Securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the

SPP Offer. It is the responsibility of any Applicant who is resident outside Australia to ensure compliance with all laws of any country relevant to their Application, and any such Applicant should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed to enable them to apply for and be allotted Securities.

Return of a duly completed Application Form will constitute a representation and warranty that there has been no breach of such laws.

No action has been taken to register or qualify the Securities offered under this Prospectus or the SPP Offer or otherwise permit a public offer of the Securities in any jurisdiction outside Australia.

2.21 CHES

The Company participates in the Clearing House Electronic Sub-register System (**CHES**). ASX Settlement, a wholly owned subsidiary of ASX, operates CHES in accordance with Listing Rules and ASX Settlement Rules.

Under CHES, Applicants will not receive a certificate but will receive a statement of their holding of Securities (**CHES Statement or Holding Statement**).

If you are broker sponsored, ASX Settlements will send you a CHES Statement.

The CHES Statement will set out the number of Securities issued under this Prospectus, provide details of your holder identification number and give the participation identification number of the sponsor.

If you are registered on the issuer sponsored sub-register, your statement will be dispatched by the Company's share register and will contain the number of Securities issued to you under this Prospectus and your security holder reference number.

A CHES Statement or issuer sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time; however, a charge may be applied for additional statements.

2.22 Privacy

If you apply for Shares under the SPP Offer, you will be providing personal information to the Company and the Share Registry. The Company and the Share Registry collect, hold and use your personal information in order to assess your Application, service your needs as an investor, provide facilities and services that you request, carry out appropriate administration and to facilitate distribution payments and corporate communications to you as a Shareholder.

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

Collection, maintenance and disclosure of certain personal information are governed by legislation including the Privacy Act (as amended), the Corporations Act and certain rules of ASX. If you do not provide the information required on the Application Form, the Company may not be able to accept or process your Application. Under the Privacy Act, you may request access to your personal information held by, or on behalf of, the Company or the Share Registry. You can request access to your personal information by writing to the Company through the Share Registry at:

Security Transfer Registrars Pty Ltd

770 Canning Highway

Applecross, Western Australia 6153

Phone: +61 8 9315 2333

Fax: +61 8 9315 2233

2.23 Taxation implications

The Directors do not consider that it is appropriate to give potential Applicants advice regarding the taxation consequences of applying for Securities under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of potential applicants. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to potential Applicants in the SPP Offer. Potential applicants should, therefore, consult their own tax adviser in connection with the taxation implications of the SPP Offer.

2.24 Enquiries

This Prospectus provides information for potential investors in the Company and should be read in its entirety.

If after reading this Prospectus you have any questions about any aspect of an investment in the Company, please contact your stockbroker, accountant or financial advisor.

3. Effect of the SPP Offer

3.1 Capital structure

The capital structure of Hot Chili following completion of the SPP Offer is expected (subject to the SPP Offer being fully subscribed) to be as follows:

Shares	Number
Shares on issue as at the date of this Prospectus ¹	234,026,224
Maximum Shares offered under the SPP Offer	6,000,000
Maximum Shares offered under the Tranche 2 Placement	44,000,000
Maximum Shares issued under the CAP Placement	8,092,784 ³
Total Shares on issue at completion of Capital Raising²	292,119,008

Notes:

1. Including the issue and allotment of the Tranche 1 Shares comprising 21 million Shares (completion of which was announced to ASX on 19 October 2012).
2. Assuming no Options are exercised and the SPP Offer and the Tranche 2 Placement (as the case may be) are fully subscribed.
3. Assumes completion of the CAP Placement comprising 8,092,784 Shares and 4,046,392 Options as announced by the Company to ASX on 21 November 2012.

Options	Number
Options on issue as at the date of this Prospectus ¹	53,906,339
Maximum Options offered under the SPP Offer	3,000,000
Maximum Options offered under the Tranche 2 Placement	22,000,000
Maximum Options granted under the CAP Placement	4,046,392 ³
Total Options on issue upon completion of Capital Raising²	82,952,731

Notes:

1. Including the issue and allotment of the Tranche 1 Options comprising 10.5 million Options (completion of which was announced to ASX on 19 October 2012).
2. Assuming no Options have been exercised after the date of this Prospectus.
3. Assumes completion of the CAP Placement comprising 8,092,784 Shares and 4,046,392 Options as announced by the Company to ASX on 21 November 2012.

3.2 Key terms of Options on issue

The number and key terms of the Options on issue in the Company as at the date of this Prospectus is summarised in the table below:

Class of Options	Number
Unlisted Options expiring on or before 03.11.2013 (exercisable @ \$0.20)	27,040,000
Unlisted Options exercisable after 19.07.2012 and expiring before 20.07.2014 (exercisable @ \$0.90)	1,000,000
Unlisted Options exercisable after 19.07.2013 and expiring before 20.07.2014 (exercisable @ \$0.90)	2,500,000
Unlisted Options expiring on or before 20.12.2012 (exercisable @ \$0.75)	3,005,226
Unlisted Options expiring on or before 09.02.2013 (exercisable @ \$0.75)	9,361,113
Unlisted Options exercisable after 29.01.2014 and expiring before 30.01.2015 (exercisable @ \$1.00)	500,000

Class of Options	Number
Unlisted Options exercisable on or before 30 November 2014 (exercisable @ \$0.75) ¹	10,500,000
Total Options on issue (as at the date of this Prospectus):	53,906,339

Notes:

- Options issued pursuant to the Tranche 1 Placement, which are to be listed for quotation on ASX subject to there being a minimum of 50 Option holders holding a "marketable parcel" of Options issued on the same terms.

3.3 Effect of SPP Offer on control of the Company

If some Eligible Shareholders do not take up all of their Entitlement under the SPP Offer, then the shareholding interests of those Eligible Shareholders in the Company will be diluted.

The proportional interests of Excluded Shareholders may also be diluted because Excluded Shareholders are not entitled to participate in the SPP Offer.

3.4 Effect of Capital Raising on capital structure

The table below illustrates the effect of the Capital Raising on the Company's capital structure assuming full subscription under the Placements and the SPP Offer:

	Shares	Options
Securities currently on issue	234,026,224	53,906,339
Securities issued under the Tranche 1 Placement	21,000,000	10,500,000
Securities to be issued under the Tranche 2 Placement	44,000,000	22,000,000
Securities issued under the SPP Offer	6,000,000	3,000,000
Securities to be issued under the CAP Placement¹	8,092,784	4,046,392
Total Securities on issue upon completion of Capital Raising	292,119,008²	93,452,731³

Notes

- Assumes completion of the CAP Placement comprising 8,092,784 Shares and 4,046,392 Options as announced by the Company to ASX on 21 November 2012.
- Assuming no Options have been exercised after the date of this Prospectus.
- All existing Options (being 53,906,339 Options) are unlisted Options. Those Options issued under the Placements and the SPP Offer (being up to 39,546,392 Options) are expected to be listed for quotation on ASX, subject to there being a minimum of 50 Option holders holding a "marketable parcel" of Options issued on the same terms.

With the Share capital of the Company increasing by 58,092,784 Shares through the Capital Raising process, the total dilutionary effect on the shareholdings of existing Shareholders is 19.9%.

3.5 Major Shareholders

On completion of the Capital Raising, the Company's major Shareholders will include:

Name of major Shareholder (including related parties)	Number of Shares held by major Shareholder	Shareholding interest (%)
Kalgoorlie Auto Service Pty Ltd (KAS) ¹	53,000,000	18.1
Taurus Funds Management Pty Limited and its affiliates	40,666,667	13.9
CAP S.A. (CAP) ²	15,553,311	5.3
Panoramic Resources Limited	11,500,001	3.9
Rex Harbour	10,393,245	3.6

Notes:

1. KAS, a company controlled by Mr Murray Black, a Director, holds 53,000,000 Shares and 27,040,000 Options as follows:
 - (a) 13,250,000 Shares and 3,500,000 Options are held in its own right;
 - (b) 13,250,000 Shares and 3,500,000 Options are held on bare trust for Mr Christian Easterday, a Director; and
 - (c) 26,500,000 Shares and 20,040,000 Options are held on bare trust for third parties who are not related to Directors.
2. Assumes completion of the CAP Placement comprising 8,092,784 Shares and 4,046,392 Options as announced by the Company to ASX on 21 November 2012.

3.6 Pro forma statement of financial position

The SPP Offer will have an effect on the Company's financial position.

Set out below is:

- (a) the audited consolidated statement of financial position of the Company as at 30 June 2012; and
- (b) the unaudited pro forma consolidated statement of financial position of the Company as at 30 June 2012, incorporating the effect of the SPP Offer and the Capital Raising generally (including the SPP Offer, the Tranche 1 Placement and the Tranche 2 Placement).

The balance sheet has been prepared to provide Shareholders with information on the assets and liabilities of the Company and pro forma assets and liabilities of the Company as noted below. The historical and pro forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

The Consolidated Statement of Financial Position below is to be read in conjunction with the notes to the financial statements as published in the Company's 2012 Annual Financial Report.

Consolidated Statement of Financial Position

As at 30 June 2012

	Notes	Audited 30 June 2012 \$	Subsequent Events \$	Pro Forma Adjustments \$	Unaudited Pro Forma 30 June 2012 \$
Current Assets					
Cash and cash equivalents	1	16,861,320	4,008,000	23,650,000	44,519,320
Other current assets		15,807	-	-	15,807
Total Current Assets		16,877,127	4,008,000	23,650,000	44,535,127
Non-Current Assets					
Plant and equipment		324,844	-	-	324,844
Exploration and evaluation expenditure		15,821,745	7,141,000	-	22,962,745
Total Non-Current Assets		16,146,589	7,141,000	-	23,287,589
Total Assets		33,023,716	11,149,000	23,650,000	67,822,716
Current Liabilities					
Trade and other payables		435,712	(119,888)	-	315,824
Total Current Liabilities		435,712	(119,888)	-	315,824
Total Liabilities		435,712	(119,888)	-	315,824
Net Assets		32,588,004	11,268,888	23,650,000	67,506,892
Equity					
Contributed equity	2	48,566,232	12,540,000	23,650,000	84,756,232
Option reserve		739,651	-	-	739,651
Foreign currency translation reserve		1,222	-	-	1,222
Accumulated losses		(16,719,101)	(1,271,112)	-	(17,990,213)
Total Equity		32,588,004	11,268,888	23,650,000	67,506,892

The Unaudited Pro forma Consolidated Statement of Financial Position represents the Hot Chili Limited Audited Statement of Financial Position as at 30 June 2012 adjusted for the subsequent events and pro forma transactions outlined below.

	Audited 30 June 2012 \$	Unaudited Pro Forma 30 June 2012 \$
Cash and cash equivalents	16,861,320	48,565,712
Cash and cash equivalents as at 30 June 2012		16,861,320
Subsequent events		
10,100,000 Options exercised at \$0.20 from 1 July 2012 to 30 September 2012		2,020,000
Net expenditure from 1 July 2012 to 30 September 2012 as reported in the Appendix 5B - Mining exploration entity quarterly report		(7,987,000)
Net impact of exchange rates on cash and cash equivalents to 30 September 2012		(545,000)
250,000 Options exercised at \$0.20 on 9 October 2012		50,000
21,000,000 Shares issued at \$0.50 on 19 October 2012 under the Tranche 1 Placement, after costs of \$630,000		9,870,000
3,000,000 Options exercised at \$0.20 on 9 November 2012		600,000
		<u>4,008,000</u>
Adjustments arising in the preparation of the Pro forma Statement of Financial Position are summarised as follows		
44,000,000 Shares issued under the Tranche 2 Placement at \$0.50, after costs of \$1,320,000		20,680,000
8,091,784 Shares issued under the CAP Placement at \$0.50 per Share.		4,046,392
6,000,000 Shares to be issued under the SPP Offer, costs of \$30,000		2,970,000
		<u>27,696,392</u>
Pro forma balance		<u>48,565,712</u>

	Audited 30 June 2012 \$	Unaudited Pro Forma 30 June 2012 \$
Contributed Equity	48,566,232	88,802,624
Contributed Equity as at 30 June 2012		48,566,232
Subsequent events		
10,100,000 Options exercised at \$0.20 from 1 July 2012 to 30 September 2012		2,020,000
250,000 Options exercised at \$0.20 on 9 October 2012		50,000
21,000,000 Shares issued at \$0.50 on 19 October 2012, after costs of \$630,000		9,870,000
3,000,000 Options exercised at \$0.20 on 9 November 2012		600,000
		<u>12,540,000</u>
Adjustments arising in the preparation of the Pro forma Statement of Financial Position are summarised as follows		
44,000,000 Shares issued under the Tranche 2 Placement at \$0.50, after costs of \$1,320,000		20,680,000
8,091,784 Shares issued under the CAP Placement at \$0.50 per Share		4,046,392
6,000,000 Shares to be issued under the SPP Offer, costs of \$30,000		2,970,000
		<u>27,696,392</u>
Pro forma balance		<u>88,802,624</u>

4. Rights and liabilities attached to Securities

4.1 Rights and liabilities attaching to Shares

The Shares issued under this Prospectus will be fully paid ordinary shares in the capital of the Company and will rank equally with the existing Shares on issue.

The following is a broad summary (though not necessarily an exhaustive or definitive statement) of the rights and liabilities attaching to the Shares. Full details of the rights and liabilities attaching to the Shares are contained in the Constitution of the Company and in certain circumstances, are regulated by the Corporations Act, the ASX Listing Rules, the ASX Settlement Rules and the common law. The Company's Constitution is available for inspection free of charge at the Company's registered office.

(a) Share capital

All issued ordinary fully paid shares rank equally in all respects.

(b) Voting rights

At a general meeting of the Company, every holder of Shares present in person, by an attorney, representative or proxy has one (1) vote on a show of hands and on a poll, one (1) vote for each Share held, and for every partly paid Share held, a fraction of a vote equivalent to the proportion which the amount paid (not credited) on the Share is of the total amounts paid and payable (excluding amounts credited) on the Share. Where there is an equality of votes, the chairperson has a casting vote.

(c) Dividend rights

Subject to the rights of persons (if any) entitled to Shares with special rights as to dividend (at present there are none), all dividends as declared by the Directors shall be payable on all Shares out of the Company's profits:

- (i) in accordance with the Corporations Act; and
- (ii) in proportion to the amount of capital paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividend is paid.

Directors may authorise the payment or crediting by the Company to the Shareholder of such a dividend.

The Directors may, before declaring any dividend, set aside out of the profits of the Company such amounts as they may determine as reserves. The Directors may direct that payment of the dividend be made wholly or in part by the distribution of specific assets or other Securities of the Company.

(d) Rights on winding-up

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company and may for that purpose set such value as the liquidator considers fair upon any property to be so divided and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other Securities in respect of which there is any liability.

(e) **Transfer of Shares**

Shares in the Company may be transferred by such means in accordance with the Company's Constitution, the Corporations Act, Listing Rules and ASX Settlement Rules.

The Directors may, by providing their written notice, refuse to register a transfer of Shares (other than a market transfer) only in those circumstances permitted by the Company's Constitution, the Listing Rules and ASX Settlement Rules.

(f) **Further increases in capital**

Subject to the Company's Constitution, the Corporations Act and Listing Rules, Shares in the Company are under the control of the Directors, who may allot or dispose of all or any of the Shares to such persons, at such price and on such terms, as the Directors think fit.

Subject to Listing Rules, the Directors have the right to grant Options or other Securities with rights of conversion to Shares or pre-emptive rights to any Shares, to any person, for any consideration and for any stock.

(g) **Variation of rights attaching to Shares**

The rights attaching to any class of Shares (unless otherwise provided by their terms of issue) may be varied by a special resolution passed at a separate general meeting of the holders of those Shares of that class, or in certain circumstances, with the written consent of the holders of at least seventy-five percent (75%) of the issued Shares of that class.

(h) **General meeting**

Subject to the Listing Rules, the provisions of the Corporations Act and the Company's Constitution relating to special resolutions and agreement for short notice, each holder of Shares will be entitled to receive at least 28 days' notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given), to attend and vote at, general meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Corporations Act and the Listing Rules.

4.2 Terms and conditions of Free Attaching Options

The Free Attaching Options issued pursuant to this Prospectus will be issued on the following terms and conditions:

- (a) Each Option entitles the holder (**Option Holder**) to subscribe for one (1) fully paid ordinary Share in the Company.
- (b) No amount is payable on grant of the Options.
- (c) The exercise price of each Option is \$0.75.

- (d) Each Option may be exercised at any time before 5.00pm (WST) on 30 November 2014 (**Expiry Date**). Any Option not exercised by the Expiry Date will automatically expire.
- (e) The Company must give the Option Holder a certificate or Holding Statement stating:
 - (i) the number of Options issued to the Option Holder;
 - (ii) the exercise price of the Options; and
 - (iii) the date of issue of the Options.
- (f) The Options are transferable. Subject to the Listing Rules and the Corporations Act, the Option Holder may transfer some or all of the Options at any time before the Expiry Date by:
 - (i) a proper ASTC transfer or any other method permitted by the Corporations Act; or
 - (ii) a prescribed instrument of transfer.
- (g) An instrument of transfer of an Option must be:
 - (i) in writing;
 - (ii) in any usual form or in any other form approved by the Directors that is otherwise permitted by law;
 - (iii) subject to the Corporations Act, executed by or on behalf of the transferor, and if required by the Company, the transferee; and
 - (iv) delivered to the Company, at the place where the Company's register of Option Holders is kept, together with the certificate (if any) of the Option to be transferred and any other evidence as the Directors require to prove the title of the transferor to that Option, the right of the transferor to transfer that Option and the proper execution of the instrument of transfer.
- (h) The Options will not be listed for quotation on ASX until there is a minimum of 50 option holders holding options issued on the same terms as the Options, at which time, the Company will apply for quotation of the Options on ASX.
- (i) The Company will apply to ASX for Official Quotation of the Shares issued on exercise of Options.
- (j) The Option Holder is not entitled to participate in any new issue to Shareholders of securities in the Company unless they have exercised their Options before the record date for determining entitlements to the new issue of securities and participate as a result of holding Shares. The Company must give the Option Holder notice of the proposed terms of the issue or offer in accordance with the Listing Rules.
- (k) If the Company makes a bonus issue of Shares or other securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable will be increased by

the number of Shares which the Option Holder would have received if the Option Holder had exercised the Option before the record date for determining entitlements to the issue.

- (l) If the Company makes a pro rata issue of Shares (except a bonus issue) to Shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Option before the record date for determining entitlements to the issue, the exercise price of each Option will be reduced in accordance with Listing Rule 6.22.2.
- (m) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option Holder (including the number of Options to which the Option Holder is entitled to and the exercise price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (n) Any calculations or adjustments which are required to be made will be made by the Company's board of Directors and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option Holder.
- (o) The Company must, within a reasonable period, give to the Option Holder notice of any change to the exercise price of any Options held by the Option Holder or the number of Shares which the Option Holder is entitled to subscribe for on exercise of an Option.
- (p) To exercise Options, the Option Holder must give the Company or its share registry, at the same time:
 - (i) a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of Options being exercised and Shares to be issued;
 - (ii) payment of the exercise price for the Shares, the subject of the exercise notice, by way of bank cheque or by other means of payment, approved by the Company; and
 - (iii) any certificate for the Options.
- (q) The Option Holder may only exercise Options in multiples of 5,000 Options unless the Option Holder exercises all Options held by the Option Holder.
- (r) Options will be deemed to have been exercised on the date the exercise notice is lodged with the Directors of the Company.
- (s) If the Option Holder exercises less than the total number of Options registered in the Option Holder's name:
 - (i) the Option Holder must surrender their Option certificate (if any); and
 - (ii) the Company must cancel the Option certificate (if any) and issue the Option Holder a new Option certificate or Holding Statement stating the remaining number of Options held by the Option Holder.

- (t) Within ten (10) days after receiving an application for exercise of Options and payment by the Option Holder of the exercise price, the Company must issue the Option Holder the number of Shares specified in the application.
- (u) Subject to the Company's Constitution, all Shares issued on the exercise of Options will rank in all respects (including rights relating to dividends) equally with the existing ordinary shares of the Company at the date of issue.
- (v) These terms and the rights and obligations of the Option Holder are governed by the laws of Western Australia. The Option Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.

5. Risk factors

5.1 Introduction

Activities in the Company and its controlled entities, as in any business, are subject to risks which may impact on the Company's future performance. There can be no guarantee that the Company will achieve its stated objectives.

Prior to deciding whether to take up their Entitlement, Eligible Shareholders should read the entire Prospectus and review announcements made by the Company to ASX (at www.asx.com.au under the code HCH) in order to gain an appreciation of the Company, its activities, operations, financial position and prospects.

An investment in Securities should be considered speculative. Securities carry no guarantee with respect to the payment of any dividends, returns of capital or the market value of those Securities.

Shareholders should also consider the risk factors set out below which the Directors believe represent some of the general and specific risks that Shareholders should be aware of when evaluating the Company and deciding whether to increase their shareholding in the Company. The following risk factors are not intended to be an exhaustive list of all of the risk factors to which the Company is exposed.

5.2 Specific risks

The following risks have been identified as being key risks specific to an investment in Hot Chili. These risks may adversely affect the Company's financial position, prospects and price of its listed Securities.

Exploration

The success of the Company depends on the delineation of economically mineable reserves and resources, access to required development capital, movement in the price of commodities, securing and maintaining title to the Company's exploration and mining tenements and obtaining all consents and approvals necessary for the conduct of its exploration activities.

The actual costs of exploration may materially differ from those estimated by the Company. No assurance can be given that the cost estimates and the underlying assumptions used as a basis for those estimates will be realised in practice, which may materially and adversely affect the Company's viability.

Sovereign risks

While Chile is considered to be one of South America's most politically stable and prosperous nations, it may nonetheless be subject to social and economic uncertainty. Civil and political unrest and outbreaks of hostilities in Chile could affect the Company's access to its projects and subsequent exploration and development.

Adverse changes in government policies or legislation in Chile affecting foreign ownership of mineral interests, taxation, profit repatriation, royalties, land access, labour relations, and mining and exploration activities may affect the operations of the Company.

Resource estimates

Resource estimates are expressions of judgment based on knowledge, experience and industry practice. These estimates were appropriate when made, but may change significantly when new information becomes available.

There are risks associated with such estimates. Resource estimates are necessarily imprecise and depend to some extent on interpretations, which may ultimately prove to be inaccurate and require adjustment. Adjustments to resource estimates could affect the Company's future plans and ultimately its financial performance and value.

Key personnel

Recruiting and retaining qualified personnel is important to the Company's success. The number of persons skilled in the exploration and development of mining properties is limited and competition for such persons is strong. There can be no assurance that there will be no detrimental impact on the Company if such persons employed, cease their employment with the Company.

Future capital requirements

The Company will most likely require further financing for its future business activities, in addition to amounts raised pursuant to the Capital Raising. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the current market price (or the issue price under the Capital Raising) or may involve restrictive conditions which limit the Company's operations and business strategies.

No assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce, delay or suspend its operation and this could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern.

Commodity price fluctuations

In the event of exploration and development success, any future revenue derived through the future sale of copper, gold, iron ore and molybdenum exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include world demand for such commodities, forward selling by producers and the level of production costs. Moreover, prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, these commodities.

Exchange rate fluctuations

The expenditure of the Company are and will be taken into account in Australian, US and Chilean currencies, exposing the Company to the fluctuations and volatility of the rates of exchange between the US dollar, the Australian dollar and Chilean currencies as determined in international markets.

5.3 Mining industry risks

Mineral exploration and mining may be hampered by circumstances beyond the control of the Company and are speculative operations which, by their nature, are subject to a number of inherent risks, including the following:

Ability to exploit successful discoveries

It may not always be possible for the Company to exploit successful discoveries which may be made in areas in which the Company has an interest. Such exploitation would involve obtaining the necessary licences or clearances from relevant authorities that may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Further, the decision to proceed to further exploitation may require participation of other companies whose interests and objectives may not be the same as the Company's.

Mining and development risks

Profitability depends on successful exploration and/or acquisition of reserves, design and construction of efficient processing facilities, competent operation and management and proficient financial management.

Mining and development operations can be hampered by force majeure circumstances, environmental considerations and cost overruns for unforeseen events.

Title risks

All exploration leases held either by Hot Chili through its 99.9% owned Chilean subsidiary, Sociedad Minera El Águila Limitada (**SMEAL**), or one of its partners, are subject to overlapping applications. Hot Chili has in place both internal and external land management and land monitoring to ensure appropriate objections are lodged and protection of the leases is maintained.

Environmental risks

The operations and activities of the Company in Chile are subject to its environmental laws and regulations. As with most exploration projects and mining operations, the Company's operations and activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Company attempts to conduct its operations and activities to the highest standard of environmental obligation, including compliance with all environmental laws.

Joint venture parties, agents and contractors

There is a risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party, or the insolvency or managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity.

Competition

The Company competes with other companies, including major mining companies in Australia and internationally. Some of these companies have greater financial and other resources than the Company and, as a result, may be in a better position to

compete for future business opportunities. There can be no assurance that the Company can compete effectively with these companies.

Other

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

5.4 General investment risks

Stock market conditions

As with all stock market investments, there are risks associated with an investment in the Company. Share prices may rise or fall and the price of Shares might trade below or above the Offer Price for the Shares.

General factors that may affect the market price of Shares include economic conditions in both Australia and internationally, investor sentiment, local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity process, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

Liquidity risk

There can be no guarantee that there will continue to be an active market for Shares or that the price of Shares will increase. There may be relatively few buyers or sellers of Shares on ASX at any given time. This may affect the volatility of the market price of Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in Shareholders receiving a market price for their Shares that is less or more than the Offer Price paid under the SPP Offer.

Securities investment risk

Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of mining and exploration companies have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of the securities regardless of the Company's performance.

Other risks

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

6. Continuous disclosure documents

6.1 Continuous disclosure obligations

This is a Prospectus for the offer of continuously quoted securities (as defined in the Corporations Act) of the Company and is issued pursuant to section 713 of the Corporations Act as a transaction specific prospectus. Accordingly, this Prospectus does not contain the same level of disclosure as an initial public offering Prospectus.

The Company is a “disclosing entity” for the purposes of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. As a listed company, the Company is subject to the Listing Rules which require it to immediately notify ASX of any information concerning the Company of which it is or becomes aware and which a reasonable person would expect to have a material effect on the price or value of Shares, subject to certain exceptions.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the provisions of the Listing Rules as in force from time to time which apply to disclosing entities, and which require the Company to notify ASIC of information available to the stock market conducted by ASX, throughout the 12 months before the issue of this Prospectus.

The Shares to be issued under this Prospectus are in a class of securities that were quoted on the stock market of ASX at all times in the 12 months before the issue of this Prospectus.

6.2 Documents available for inspection

The Company has lodged the following announcements with ASX since the lodgement of the Company’s 2012 annual financial report to shareholders on 28 September 2012:

Date	Description of ASX Announcement
21/11/2012	Chilean Resources Major to Lift Stake in Hot Chili
14/11/2012	Hot Chili Executes Second Agreement with CODELCO
13/11/2012	Appendix 3B
09/11/2012	Change of Director's Interest Notice
09/11/2012	Change of Director's Interest Notice
09/11/2012	Appendix 3B
09/11/2012	Largest Shareholder Continues Early Exercise of Options
06/11/2012	Ceasing to be a substantial holder
06/11/2012	Drill Results Continue to Outperform at Productora
31/10/2012	Change in substantial holding
31/10/2012	Change in substantial holding
31/10/2012	Quarterly Report for Period Ending 30 Sept 2012
24/10/2012	Notice of General Meeting/Proxy Form
24/10/2012	Change in substantial holding
22/10/2012	Ceasing to be a Substantial Holder from PAN

Date	Description of ASX Announcement
19/10/2012	Appendix 3B
19/10/2012	Placement Cleansing Notice
19/10/2012	Closure of \$10.5 Million Tranche 1 Placement
16/10/2012	Reinstatement to Official Quotation
16/10/2012	Strong Support for \$35.5 Million Hot Chili Capital Raising
15/10/2012	Voluntary Suspension
11/10/2012	Trading Halt
10/10/2012	High-grade Gold in First Drilling at Productora South
09/10/2012	Appendix 3B
28/09/2012	Annual Report to shareholders

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC.

Copies of documents lodged with ASX, in relation to the Company, may be obtained from the Company's website at www.hotchili.net.au or at ASX's website at www.asx.com.au (ASX Code: HCH).

The Company will provide a copy of the annual financial report of the Company for the financial year ended 30 June 2012, being the annual financial report of the Company most recently lodged with the ASIC before the issue of this Prospectus, free of charge, to any person on request from the date of this Prospectus until the Closing Date.

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

7. Additional information

7.1 Litigation

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

7.2 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director nor any entity in which such a Director is a partner or director, has or has had in the two (2) years before the date of this Prospectus, any interest in:

- (a) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the SPP Offer; or
- (b) the SPP Offer,

and no amounts have been paid or agreed to be paid (in cash, Shares or otherwise) and no other benefit has been given or agreed to be given to any Director or to any entity in which such a Director is a partner or director, either to induce him to become, or to qualify as, a Director or otherwise, for services rendered by him or by the entity in connection with the formation or promotion of the Company or the SPP Offer.

Security holding interests of Directors

At the date of this Prospectus the relevant interest of each of the Directors in the Shares and Options of the Company are as follows:

Director	Shares		Unlisted Options ¹	
	Direct	Indirect	Direct	Indirect
Mr Murray Edward Black ^{2(a)}	Nil	13,250,000	Nil	3,500,000
Mr Christian Ervin Easterday ^{2(b)}	200,000	13,250,000	100,000	3,500,000
Dr Allan Trench	Nil	11,400 ³	Nil	Nil
Mr Michael Anderson	Nil	Nil	Nil	Nil

Notes:

1. Exercisable at \$0.20 each on or before 3 November 2013.
2. KAS, a company controlled by Mr Murray Black, a Director, holds 53,000,000 Shares and 27,040,000 Options as follows:
 - (a) 13,250,000 Shares and 3,500,000 Options are held in its own right;
 - (b) 13,250,000 Shares and 3,500,000 Options are held on bare trust for Mr Christian Easterday, a Director; and
 - (c) 26,500,000 Shares and 20,040,000 Options are held on bare trust for third parties who are not related to Directors.
3. Held by Allan Trench and Suzanne Trench as trustees for the Trench Super Fund Account.

Remuneration of Directors

The Constitution of the Company provides that the Directors may be paid for their services as Directors, as determined by the Company prior to the first annual general meeting. Such payment, in relation to Non-Executive Directors, shall be paid by way of a fixed sum and not by a commission or percentage of operating revenue or Company profits. The sum fixed, which is currently \$600,000, may be divided amongst the Directors as they may from time to time agree or, in the absence of agreement, in equal shares.

Subject to the provisions of any contract between the Company and any executive Director, the remuneration for executive Directors may be fixed by the Directors from time to time.

A Director may be paid fees or other amounts as the Directors determine, where a Director performs duties or provides services outside the scope of their normal duties. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

Further information relating to the remuneration of Directors can be found in the Company's 2012 Annual Report, which can be found on the Company's website (www.hotchili.net.au) or ASX announcements webpage for Hot Chili (ASX Code: HCH).

Executive service agreement – Mr Christian Easterday

The Company has entered into an executive service agreement with Mr Christian Easterday, as Managing Director. Under this agreement, Mr Easterday receives an annual salary of \$400,000, plus superannuation at the rate of 12% and other entitlements. Mr Easterday's remuneration is subject to annual review.

Consulting agreement – Mr Michael Anderson

The Company has entered into a consulting services agreement with MRA Consulting Pty Ltd (**MRA**), a company associated with Mr Michael Anderson, for the provision of technical consulting services. In the financial year ended 30 June 2012, the Company paid consulting fees of \$40,088 to MRA.

Drilling services agreement with Blue Spec Sondajes Chile Limitada

The Company's 99.9% owned Chilean subsidiary, SMEAL, has entered into an agreement with Blue Spec Sondajes Chile Limitada (**Blue Spec Chile**), a company associated with Mr Murray Black, for the provision of drilling services at the Company's projects in Chile on terms and rates considered by the Directors (other than Mr Black) to be reasonable arm's length commercial terms.

In the financial year ended 30 June 2012, the Company paid Blue Spec Chile \$7,382,084 for the provision of these drilling services.

Administration services agreement with Blue Spec Mining Pty Ltd

The Company has entered into an administration services agreement with Blue Spec Mining Pty Ltd (**Blue Spec Australia**), a company associated with Mr Murray Black, for the provision of administration services in Australia on terms considered by the Directors (other than Mr Black) to be reasonable arm's length commercial terms.

Under the agreement, Blue Spec Australia is entitled to be paid \$5,000 a month for the provision of these administration services and in the financial year ended 30 June 2012 was paid a total of \$60,000 by the Company.

Directors' indemnity and insurance deeds

The Company has entered into deeds of access, indemnity and insurance with each Director.

Under the deeds, the Company has undertaken, subject to the restrictions in the Corporations Act, to:

- (a) indemnify each Director and officer in certain circumstances;
- (b) maintain directors' and officers' insurance cover (if available) in favour of each Director whilst a Director and for 7 years after the Director or officer has ceased to be a Director;
- (c) cease to maintain directors' and officers' insurance cover in favour of each Director if the Company reasonably determines that the type of coverage is no longer available; and
- (d) provide access to any Company records which are relevant to the Director's holding of office with the Company, for a period of 7 years after the Director has ceased to be a Director.

7.3 Expenses of the SPP Offer

In the event that the SPP Offer is fully subscribed, the estimated expenses payable by the Company in respect of costs associated with this Prospectus and the SPP Offer, including offer management, legal, accounting, corporate advisory, expert's fees, printing, ASIC and ASX fees and other costs will be approximately \$62,500.

7.4 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, all other persons named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus do not have, and have not had in the two (2) years before the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the SPP Offer; or
- (c) the SPP Offer,

and no amounts have been paid or agreed to be paid (in cash, Shares or otherwise) and no other benefit has been given or agreed to be given to any of those persons for services provided by those persons in connection with the formation or promotion of the Company or the SPP Offer.

Bell Potter Securities is the Lead Manager to the Tranche 2 Placement and is entitled to be paid approximately \$750,000 (plus GST) in respect of those services.

Jackson McDonald has acted as solicitors to the Company in relation to the Capital Raising, the Annual General Meeting and legal due diligence enquiries in respect of

the Company and is entitled to be paid approximately \$85,000 (plus GST) in respect of these services, including approximately \$20,000 (plus GST) in relation to this Prospectus. Jackson McDonald has been paid or is entitled to be paid a total of \$100,000 (plus GST) for other professional services provided to the Company in the period two (2) years prior to the date of this Prospectus.

RSM Bird Cameron Partners act as auditor of the Company and has been paid \$89,000 (plus GST) for the provision of professional services in relation to the auditing of the financial statements of the Company and other professional services in the period two (2) years prior to the date of this Prospectus.

7.5 Consents and liability statements

Bell Potter Securities has given and has not, before the Lodgement Date, withdrawn its consent to be named in this Prospectus as Lead Manager to the Capital Raising in the form and context in which it is named.

Jackson McDonald has given and has not, before the Lodgement Date, withdrawn its consent to be named in this Prospectus as solicitors to the Company in the form and context in which it is named.

RSM Bird Cameron Partners has given and has not, before the Lodgement Date, withdrawn its consent to be named in this Prospectus as Auditor to the Company in the form and context in which it is named.

Security Transfer Registrars Pty Ltd has given and has not, before lodgement of this consent to be named in this Prospectus as auditor to the Company in the form and context in which it is named.

Each of Bell Potter Securities, Jackson McDonald, RSM Bird Cameron Partners and Securities Transfer Registrars Pty Ltd:

- (a) did not authorise or cause the issue of this Prospectus;
- (b) does not make, or purport to make, any statement in this Prospectus nor is any statement in this Prospectus based on any statement by any of those parties other than as specified in this Section; and
- (c) to the maximum extent permitted by law, expressly disclaim any responsibility or liability for any part of this Prospectus other than a reference to its name and a statement contained in this Prospectus with consent of that party as specified in the Section.

8. Directors' statement

Each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

This Prospectus is signed for and on behalf of the Company pursuant to a resolution of the Board by:



Christian Easterday
Managing Director

for and on behalf of the Company

Dated: 23 November 2012

9. Glossary of Terms

Annual General Meeting	The annual general meeting of Shareholders to be held on 23 November 2012 at 3.00pm.
Applicant	An Eligible Shareholder who has applied to subscribe for Securities under this Prospectus by submitting an Application Form.
Application	A valid application by an Applicant for Securities under this Prospectus.
Application Form	The application form accompanying this Prospectus.
Application Monies	The monies payable by Applicants to the SPP Offer.
ASIC	The Australian Securities and Investments Commission.
ASX	ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.
ASX Settlement	ASX Settlement Pty Limited ACN 008 504 532.
ASX Settlement Rules	The settlement rules of ASX Settlement.
Board	The board of Directors of the Company.
CAP	CAP S.A., a company incorporated in Chile.
CAP Placement	The proposed placement of 8,092,784 Shares and 4,046,392 Options to CAP to raise \$4 million.
Capital Raising	The Tranche 1 Placement, the Tranche 2 Placement, the SPP Offer and, if completed, the CAP Placement.
CHESS	Clearing House Electronic Sub-register System operated by ASX Settlement.
CHESS Statement or Holding Statement	A statement of shares registered in a CHESS account.
Closing Date	The closing date of the Offer as set out in the Timetable and in Section 2.6.
Company or Hot Chili	Hot Chili Limited ABN 130 955 725.
Constitution	The constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company as at the date of this Prospectus.
Eligible Shareholders	A Shareholder who: <ul style="list-style-type: none">• was a registered holder of Shares as at the Eligibility Date; and• has a registered address in Australia or New Zealand as shown in Hot Chili's Share Registry.
Eligibility Date	5.00pm (WST) on 15 October 2012.
Entitlement	The entitlement of each Eligible Shareholder to subscribe for up to 20,000 Shares at the Offer Price, with one Free Attaching Option for every two shares subscribed for.
Excluded Shareholder	A Shareholder who is not an Eligible Shareholder.
Exercise Price	\$0.75 per free attaching Option.

Expiry Date	The expiry date of the free attaching Options offered pursuant to this Prospectus, being 30 November 2014.
Free Attaching Option	An Option issued pursuant to the SPP Offer.
GST	Goods and services tax.
KAS	Kalgoorlie Auto Service Pty Ltd ACN 008 681 776.
Listing Rules	The official listing rules of ASX.
Lodgement Date	The date of lodgement of this Prospectus with ASIC, as set out in the Timetable.
Non-Executive Director	The non-executive directors of the Company being, as at the date of this Prospectus, Mr Murray Black, Dr Allan Trench and Mr Michael Anderson.
Offer Period	The period commencing on the Opening Date and ending on the Closing Date.
Offer Price	\$0.50 per Share.
Official Quotation	The admission of Securities to the official list of the ASX.
Opening Date	The opening date of the Offer as set out in the Timetable and in Section 2.6.
Option	An option to subscribe for a Share.
Option Holder	The holder of an Option.
Placements	The Tranche 1 Placement, the Tranche 2 Placement and the CAP Placement.
Privacy Act	<i>Privacy Act 1988</i> (Cth).
Prospectus	This document, including the Application Form.
Resolution	A resolution put at the Annual General Meeting.
Section	A section of this Prospectus.
Securities	A Share or an Option.
Share	A fully paid ordinary share in the capital of the Company.
Share Registry	The Company's share registry, Security Transfer Registrars Pty Ltd ACN 008 894 488.
Shareholder	The holder of a Share.
Shortfall	The number of SPP Securities for which valid Applications have not been received from Eligible Shareholders before the Closing Date.
Shortfall Securities	Securities that form part of the Shortfall.
SPP	Securities Purchase Plan.
SPP Offer	The offer by the Company of Securities pursuant to an SPP on the terms outlined in Sections 1 and 2.
SPP Securities	The Securities offered under the SPP Offer.
Timetable	The timetable for the SPP Offer, as set out on page ii of this Prospectus.
Tranche 1 Placement	The placement of 21,000,000 Shares and 10,500,000 free attaching Options to sophisticated and institutional investors.

Tranche 1 Shares	The Shares offered under the Tranche 1 Placement.
Tranche 1 Options	The free attaching Options offered under the Tranche 1 Placement.
Tranche 2 Placement	The placement of 44,000,000 Shares and 22,000,000 free attaching Options to sophisticated and institutional investors.
Tranche 2 Shares	The Shares offered under the Tranche 2 Placement.
Tranche 2 Options	The free attaching Options offered under the Tranche 2 Placement.
WST	Western Standard Time, being the time in Perth, Western Australia.

Corporate Directory

Directors

Mr Murray Edward Black
Non-Executive Chairman

Mr Christian Ervin Easterday
Managing Director

Mr Michael Anderson
Non-Executive Director

Dr Allan Trench
Non-Executive Director

Company Secretary

John Edward Sendziuk

Registered and Principal Office

First Floor
768 Canning Highway,
Applecross, Western Australia 6153

T: +61 8 9021 3033

F: +61 8 9021 6995

E: ally@hotchili.net.au

Web: www.hotchili.net.au

Solicitors for the SPP Offer

Jackson McDonald
Level 25
140 St Georges Terrace
PERTH WA 6000

T: +61 8 9426 6611

F: +61 8 9321 2002

Auditors

RSM Bird Cameron Partners

8 St Georges Terrace
Perth, Western Australia 6000

T: +61 8 9336 1266

F: +61 8 9430 6744

Share Registry

Security Transfer Registrars Pty Ltd
770 Canning Highway
APPLECROSS WA 6153

T: +61 8 9315 2333

F: +61 89315 2233

Email: registrar@securitytransfer.com.au

ASX Code:

HCH