

ASX ANNOUNCEMENT

20/07/2020

## SHARE PURCHASE PLAN

Bellevue Gold (ASX: BGL) (“**Bellevue**” or the “**Company**”) is pleased to announce that its share purchase plan (“**SPP**”) opens today.

The SPP follows the settlement last week of the A\$100 million fully-underwritten share placement announced on 9 July 2020 (“**Placement**”). There was strong demand for the Placement shares from both domestic and offshore institutions with the book multiple times covered over the Placement amount.

Attached to this announcement is a copy of the SPP offer booklet.

### Details of the Share Purchase Plan

The Company is offering eligible shareholders (being shareholders registered as at 5:00pm (Perth time) on Wednesday, 8 July 2020, with a registered address in Australia or New Zealand) the opportunity to participate in the SPP by subscribing for up to A\$30,000 worth of new fully paid ordinary shares (“**Shares**”), without incurring brokerage, commission or other transaction costs. Shares will be offered under the SPP at the Placement price of A\$1.00 each. Participation in the SPP is optional.

Bellevue is targeting to raise up to A\$20 million via the SPP. The Company also reserves the right (in its absolute discretion) to scale back applications under the SPP if demand exceeds A\$20m.

Full details of the SPP (including terms and conditions of the SPP) are set out in the SPP offer booklet, which is being dispatched to eligible shareholders today. The SPP offer is scheduled to close at 5:00pm (Perth time) on Friday, 7 August 2020, subject to Bellevue’s discretion to amend this date by making an ASX announcement.

If you are an eligible shareholder and wish to participate in the SPP, you can apply by using the BPAY® information provided on your personalised Application Form. The SPP offer booklet, which includes a personalised Application Form, will be made available to eligible shareholders by the following methods:

- Shareholders who have previously registered to receive Company correspondence electronically should receive an email later today with links to retrieve their documents electronically.
- Application details are also available on the Offer website (<https://bglsp2020.thereachagency.com/offer/>) where eligible shareholders can review the terms of the SPP and retrieve their personalised details to make payment.
- Hardcopy documents will be sent by post today to all eligible shareholders who have not previously registered to receive Bellevue correspondence electronically.

### ASX: BGL

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W: www.bellevuegold.com.au

Principal & Registered Office:  
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West Perth WA 6005

**Kevin Tomlinson** - Non-Executive Chairman  
**Steve Parsons** - Managing Director  
**Michael Naylor** - Executive Director & Company Secretary  
**Shannon Coates** - Non-Executive Director  
**Fiona Robertson** - Non-Executive Director

For further information regarding Bellevue Gold Ltd please visit the ASX platform (ASX:BGL) or the Company's website [www.bellevuegold.com.au](http://www.bellevuegold.com.au)

Authorised by the Board of Directors

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All dollar amounts are in Australian dollars unless otherwise indicated.

#### Disclaimer

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This announcement has been prepared by Bellevue Gold Limited (the **Company**) based on information from its own and third-party sources and is not a disclosure document. No party other than the Company has authorised or caused the issue, lodgement, submission, despatch or provision of this report, or takes any responsibility for, or makes or purports to make any statements, representations or undertakings in this announcement. Except for any liability that cannot be excluded by law, the Company and its related bodies corporate, directors, employees, servants, advisers and agents (**Affiliates**) disclaim and accept no responsibility or liability for any expenses, losses, damages or costs incurred by you relating in any way to this presentation including, without limitation, the information contained in or provided in connection with it, any errors or omissions from it however caused, lack of accuracy, completeness, currency or reliability or you or any other person placing any reliance on this announcement, its accuracy, completeness, currency or reliability. This announcement is not a prospectus, disclosure document or other offering document under Australian law or under any other law. It is provided for information purposes and is not an invitation nor offer of shares or recommendation for subscription, purchase or sale in any jurisdiction. This announcement does not purport to contain all the information that a prospective investor may require in connection with any potential investment in the Company. Each recipient must make its own independent assessment of the Company before acquiring any shares in the Company (**Shares**).

To the maximum extent permitted by law, the Company and its related bodies corporate and affiliates, and their respective officers, directors, employees, agents and advisers: (i) disclaim all responsibility and liability (including, without limitation, any liability arising from fault, negligence or negligent misstatement) for any loss (including consequential or contingent loss or damage) arising from this announcement or reliance on anything contained in or omitted from it or otherwise arising in connection with this announcement; (ii) disclaim any obligations or undertaking to release any updates or revision to the information in this announcement to reflect any change in expectations or assumptions; and (iii) do not make any representation or warranty, express or implied, as to the accuracy, reliability, completeness of the information in this announcement or that this announcement contains all material information about the Company, the SPP or that a prospective investor or purchaser may require in evaluating a possible investment in the Company or acquisition of shares in the Company, or likelihood of fulfilment of any forward-looking statement or any event or results expressed or implied in any forward-looking statement.

# BelleVue

## G O L D L I M I T E D

ACN 110 439 686

### Share Purchase Plan Booklet

This is an important document and should be read in its entirety. The Share Purchase Plan does not take into account the individual investment objectives, financial situation or particular needs of any Eligible Shareholder. If you are in doubt about the action you should take or the contents of this document, please seek independent financial advice from your broker, accountant or other professional adviser without delay. The contents of this document have not been reviewed by any regulatory authority. You are advised to exercise caution in relation to the Share Purchase Plan.

*Not for release to US wire services or distribution in the United States.*

# CHAIRMAN'S LETTER

Dear fellow Shareholder,

## **Bellevue Gold Limited Share Purchase Plan**

On behalf of the Board of Bellevue Gold Limited (ACN 110 439 686) (**Company** or **BGL**), I am pleased to offer you the opportunity to subscribe for fully paid ordinary shares in the Company (**Shares**) under a Share Purchase Plan (**Offer** or **SPP**). The SPP allows you to apply to purchase Shares on the same terms as the Company's recent underwritten share placement to institutional and sophisticated investors as announced on 9 July 2020 (**Placement**). The SPP is not underwritten.

BGL is offering eligible shareholders the opportunity under the SPP to acquire from A\$2,500 (minimum) up to A\$30,000 (maximum) worth of Shares at an issue price of A\$1.00 per Share (**Issue Price**). The Issue Price is equal to the price at which the Company undertook the Placement and represents a:

- 10.7% discount to the last traded price of A\$1.12; and
- 1.7% discount to the volume weighted average market price of Shares over the last five days on which sales of Shares were recorded on the Australian Securities Exchange (**ASX**),

immediately prior to the announcement of the Offer.

Shareholders will be eligible to participate in the Offer if they have a registered address in Australia or New Zealand as at 5.00pm (AWST) on Wednesday, 8 July 2020. Participation in the SPP is voluntary.

The Directors view the SPP as a means of allowing eligible retail shareholders in Australia and New Zealand to participate in the recently announced equity raising without incurring brokerage or transaction costs. Certain of the BGL Directors eligible to participate in the Offer intend to take up the maximum SPP entitlement of A\$30,000 worth of Shares.

The proceeds from the Placement and SPP are being used by the Company to grow resources and accelerate development of its flagship Bellevue Gold Project in WA, as well as for general working capital requirements and offer costs. For further details of the proposed use of funds, please refer to the Company's ASX announcement dated 9 July 2020.

BGL is targeting to raise up to A\$20 million via the SPP.

## **How to apply for SPP Shares**

The SPP opens on Monday, 20 July 2020 and is expected to close at 5.00pm (AWST) on Friday, 7 August 2020. New Shares are expected to be issued on Tuesday, 18 August 2020 and to commence trading on ASX on Wednesday, 19 August 2020.

Application for new Shares under the Offer must be made by **5.00pm (AWST) on Friday, 7 August 2020** in accordance with the instructions in the enclosed Application Form. Application details are also available on the Offer website: <https://BGLSPP2020.thereachagency.com> where eligible shareholders can review the terms of the SPP and retrieve their personalised details to make payment.

The offer of Shares under the SPP is made in accordance with Australian Securities and Investments Commission (ASIC) Corporations (Share and Interest Purchase Plans) Instrument 2019/547 and therefore does not require a prospectus for the purposes of Chapter 6D of the Corporations Act.

### **Important Information**

The Offer is governed by the enclosed terms and conditions. The Board urges you to read these terms and conditions carefully and in their entirety before deciding whether to participate in the SPP.

If you are uncertain whether Shares are a suitable investment for you, you should consult your financial or other professional adviser. The Board recommends that you obtain your own financial advice in relation to the Offer and consider price movements of Shares in the Company prior to electing to participate in the Offer.

### **Enquiries**

If you have any enquiries in relation to your Application Form or the Offer, please call Computershare Investor Services on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) or the Company Secretary on +61 8 6424 8077.

On behalf of the Board, I thank you for your continued support of the Company and invite you to consider participating in the SPP.

Yours faithfully

A handwritten signature in black ink, appearing to read 'K. M. Tomlinson', with a long horizontal flourish extending to the right.

**Kevin Tomlinson**  
**Non-Executive Chairman**  
**Bellevue Gold Limited**

**BELLEVUE GOLD LIMITED (ACN 110 439 686)**

**SHARE PURCHASE PLAN TERMS AND CONDITIONS**

This is the terms and conditions of the Bellevue Gold Limited (ACN 110 439 686) (**Company**) 2020 Share Purchase Plan (**Offer**) and are binding on any shareholder providing a completed Share Purchase Plan Application Form and/or application monies to the Company.

1. Offer

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The Offer is an invitation to offer to apply for fully paid ordinary shares in the Company (**Shares**) up to a maximum subscription of A\$30,000 at an issue price of A\$1.00 per Share (**New Shares**), (**Offer**).

The Offer to each eligible shareholder is made on the same terms and conditions.

The Offer is non-renounceable.

2. Eligibility

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You are eligible to apply for New Shares (**Eligible Shareholder**) if:

- (a) your registered address in the Company's register of members is in Australia or New Zealand;
- (b) you were registered as a holder of Shares as at 5.00pm (AWST) on Wednesday, 8 July 2020; and
- (c) you are not in the United States and are not acting for the account or benefit of a person in the United States.

3. Issue Price

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The issue price for each New Share under the Offer is A\$1.00 per Share (**Issue Price**).

In accordance with the requirements of Australian Securities and Investments Commission (ASIC) Corporations (Share and Interest Purchase Plans) Instrument 2019/547, the Company notes that:

- (a) On the last trading day immediately prior to the announcement date of the Offer, the closing price of the Shares traded on the Australian Securities Exchange (**ASX**) was A\$1.12 per Share. The Issue Price is a 10.7% discount to that closing price.
- (b) The market price of Shares in the Company may rise and fall between the date of the Offer and the date that any Shares are issued under the Offer.
- (c) By making an application under this Offer, each Eligible Shareholder will be acknowledging that although the Issue Price is at a discount to the closing price

specified above, Shares are a speculative investment and the price of Shares on ASX may change between the date of the Company announcing its intention to make the Offer and the date of issue of Shares under that Offer and that the value of the Shares received under the Offer may rise or fall accordingly.

- (d) The Issue Price is less than the market price of Shares during a 'specified period' in the 30 days before the date of the Offer (such specified period being the 5 days in which trading in Shares occurred before the date of the announcement of the Offer).

In accordance with ASX Listing Rule 7.2 Exception 5, the Issue Price is equal to or greater than 80% of the volume weighted average price for the 5 days in which trading in the Shares occurred before the date of the announcement of the Offer.

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

## 4. Number of New Shares

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### 4.1 Application amount

If you are an Eligible Shareholder, you can apply for up to a maximum of A\$30,000 worth of New Shares. Eligible Shareholders can select one of the following alternatives:

Offer	Value	Number of Shares
A	A\$2,500	2,500
B	A\$5,000	5,000
C	A\$10,000	10,000
D	A\$15,000	15,000
E	A\$20,000	20,000
F	A\$30,000	30,000

### 4.2 A\$30,000 maximum

The total costs of New Shares purchased by each Eligible Shareholder (including through joint holding/s, multiple share accounts or any holding in which they have a beneficial interest/s) must not exceed A\$30,000.

The Company reserves the right to issue to an Eligible Shareholder fewer New Shares than the number applied for, for whatever reason, including to avoid the possible subscription of over A\$30,000 worth of New Shares by a shareholder through multiple applications or joint holdings.

No fractions of New Shares will be issued.

### 4.3 Offer amount and Scale back policy

- (a) **Maximum amount:** The Company reserves the right to determine the amount it raises through the Offer. At this stage, the maximum amount raised under the Offer will be capped at a total of A\$20,000,000 (before costs), being a maximum of 20,000,000 Shares, though the Company reserves the right to change this cap at its discretion by announcement to ASX (subject to the maximum permitted under the ASX Listing Rules). In accordance with ASX Listing Rule 7.2 Exception 5, the total number of New Shares under the Offer must not exceed 30% of the number of Shares currently on issue.
- (b) **Scale back:** The Board reserves the right to reject or scale back any applications in whole or in part at its absolute discretion (**Scale back**). If there is a Scale back, you may not receive all the New Shares for which you have applied. In the event of a Scale back, the Company intends to prioritise allocations to retail Eligible Shareholders over institutional Eligible Shareholders (as determined by the Company). However, the Company may in its absolute discretion determine to apply the Scale back to the extent and in the manner it sees fit, which may include taking into account a number of factors such as the size of your shareholding at the Record Date, the extent to which you have sold or purchased Shares since the Record Date, whether you have multiple registered holdings, the date on which your application was made and the total applications received from Eligible Shareholders.
- (c) **Return of excess application monies:** If there is a rejection or Scale back, your application monies may be greater than the value of New Shares issued to you under the Offer, in which case the excess application monies will be refunded to you, without interest, by direct credit deposit to your nominated bank account (where you have given your nomination to the Company's Share Registry) or by cheque paid in Australian dollars.

## 5. Participation costs

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You must pay the Issue Price per New Share and any fees or charges incurred by you in applying for New Shares, for example, bank fees or fees of professional advisors. No commission is payable to you by the Company or the Lead Manager on the issue of the New Shares and no brokerage applies.

## 6. Rights attaching

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The rights and obligations of the New Shares are contained in the Constitution of the Company (which is available for inspection at the registered office of the Company during the period of the Offer). The New Shares will be issued on the same terms as all other ordinary shares in the Company.

## 7. Allotment of New Shares

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Subject to these terms and conditions, the New Shares will be allotted as soon as possible after the Offer closing date. The Company will send or cause to be sent to you a holding statement in due course.

## 8. Payment for New Shares

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All amounts in this Offer are expressed in Australian dollars. If you are:

- (a) an Australian shareholder, you must pay for the New Shares by BPay® following the instructions on the Application Form; or
- (b) a New Zealand shareholder that is unable to pay by BPay®, please contact the Share Registry on +61 3 9415 4000 at any time from 8.30am to 5.00pm (AEST time) Monday to Friday during the Offer period, for alternative electronic funds transfer payment arrangements for the number of New Shares you wish to apply for.

If you do not provide the exact amount, the Company reserves the right to issue you a lesser number of New Shares and (if necessary) return a portion of your funds. No interest will be paid on money returned.

## 9. Risks

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New Shares are a speculative investment and the market price may change between the dates you apply for New Shares and the issue of New Shares to you. Accordingly, the value of New Shares applied for may rise or fall.

This Offer is not a prospectus and does not require the types of disclosures required under the Corporations Act for a disclosure document. You must rely on your own knowledge of the Company, previous disclosures made by the Company to ASX, and, if necessary, consult your professional advisor when deciding whether or not to participate in the Offer.

The terms and conditions of the Offer should be read in conjunction with the Company's continuous and periodic disclosures given to ASX, which are available on ASX's website at [www.asx.com.au](http://www.asx.com.au) (under the Company's code "BGL") and the Company's website at [www.bellevuegold.com.au](http://www.bellevuegold.com.au). In particular, the Company refers you to the 'Key Risks' section of the Company's investor presentation released to the ASX on 9 July 2020.

## 10. Privacy

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By receiving completed Application Forms and/or application money, the Company collects personal information about shareholders. The Company will use this information for the purposes of processing the application for New Shares and updating the records of the Company. Unless required by the law, the Company will not disclose the personal information for another purpose without the consent of the shareholder. Except as stated by the law, shareholders are able to access, upon request, their personal information held by the

Company. For further information about how we manage your personal information or if you wish to obtain a copy of the Company's Privacy policy, please contact us.

## 11. Use of funds

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The Board presently intends that the funds raised from the Offer, together with the funds raised by the Placement, will be applied towards:

- (a) ongoing Resource growth, upgrade and discovery drilling through step out, infill and discovery drilling from surface and underground platforms;
- (b) re-establishing access for mechanised re-entry to underground and drill platforms for infill and extensional drilling and future production haulage;
- (c) underground mine development, developing the production decline to both Viago and Deacon lodes for mining and other underground infrastructure, including ventilation rises and power upgrades;
- (d) non-process infrastructure including camp, road upgrades, power and communication upgrades; and
- (e) general working capital requirements and offer costs.

For further details of the proposed use of funds, please refer to the Company's ASX announcement dated 9 July 2020. As with any intended budget or use of funds, this is a statement of current intentions as at the date of this Offer. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

## 12. Important Dates

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The important dates in relation to this Offer are summarised below.

<b>Record Date (5.00pm AWST)</b> (the date that eligibility to participate in the SPP was determined)	Wednesday, 8 July 2020
<b>Announcement of Offer</b>	Thursday, 9 July 2020
<b>Despatch of Offer Document and Application Form</b> <b>Offer opening date</b>	Monday, 20 July 2020
<b>Offer closing date (5.00pm AWST)</b>	Friday, 7 August 2020
<b>Announcement of Offer results</b>	Wednesday, 12 August 2020
<b>Issue of New Shares</b>	Tuesday, 18 August 2020
<b>Commencement of trading of New Shares</b>	Wednesday, 19 August 2020

These above dates are indicative only. The Company may vary the dates and times of the Offer by lodging a revised notice with ASX.

New Shares issued under the Offer will be issued as soon as practicable after the Offer closing date. Application for quotation on ASX of the New Shares will be made immediately following the issue of those Shares.

## 13. Joint holders

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If you are a joint holder of existing Shares, you are taken to be a single registered holder of existing Shares for the purposes of determining whether you are an Eligible Shareholder and joint holders are entitled to participate in the Offer in respect of that single holding only.

## 14. Custodians, trustees and nominees

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### 14.1 Custodians

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (refer below) (**Custodian**) or in any more specific ASIC relief granted to the Company in relation to the Offer), you may apply for up to A\$30,000 worth of new Shares for each beneficiary for whom you act as custodian provided you complete and submit, together with an Application Form, a certificate (**Custodian Certificate**) with the following information:

- (a) that you held Shares on behalf of:
  - (i) one or more other persons that are not custodians; and/or
  - (ii) another custodian (**Downstream Custodian**) that holds beneficial interests in Shares on behalf of one or more other persons to which those beneficial interests relate,  
  
(each a **Participating Beneficiary**) at the Record Date who have subsequently instructed you, and/or the Downstream Custodian, to apply for Shares under the Offer on their behalf;
- (b) the number of Participating Beneficiaries and their names and addresses;
- (c) the number of Shares that you hold on behalf of each Participating Beneficiary;
- (d) the number or dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through a Downstream Custodian, to apply for on their behalf;
- (e) that the Issue Price for Shares applied under the Offer for each Participating Beneficiary for whom you act in addition to the application price for any other Shares issued to you as custodian (as a result of instruction given to you as Custodian or a Downstream Custodian) for that Participating Beneficiary under any arrangement similar to the Offer in the prior 12 months does not exceed A\$30,000;

- (f) that a copy of the written offer document was given to each Participating Beneficiary; and
- (g) where you hold Shares on behalf of a Participating Beneficiary indirectly, through one or more Downstream Custodians, the name and address of each Downstream Custodian.

For the purposes of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 you are a 'Custodian' if you provide a custodial or depository service in relation to shares of a body or interests in a registered scheme and who:

- (a) holds an Australian financial services licence covering the provision of a custodial or depository service;
- (b) is exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;
- (c) holds an Australian financial services licence covering the operation an IDPS or is a responsible entity of an IDPS-like scheme;
- (d) is a trustee of a self-managed superannuation fund or a superannuation master trust; or
- (e) is a registered holder of shares or interests in the class and is noted on the register of members of the body or scheme as holding the shares or interests on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (see paragraph 4.2 above) apply.

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate and if you would like further information on how to apply, you should contact the Company's Share Registry on 1800 095 862 or [custodians@computershare.com.au](mailto:custodians@computershare.com.au) at any time from 8.30am to 5.00pm (AEST time) Monday to Friday during the Offer period.

Custodians may not participate in the SPP on behalf of, and may not distribute this Booklet or any other document relating to the SPP to, any person in the United States or elsewhere outside Australia and New Zealand.

The Company reserves the right to reject any application for Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements. The Company reserves the right to reject applications in accordance with these Terms and Conditions.

## 15. Foreign offering restrictions

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### 15.1 Distribution

This document does not constitute an offer of Shares in any jurisdiction in which it would be unlawful, and has been prepared for distribution in Australia and New Zealand only and may not be released or distributed elsewhere. In particular, this document does not constitute an offer to sell, or a solicitation of an offer to buy, any Shares in the United States. The Shares have not been, and will not be, registered under the US Securities Act of 1933 (the **US Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Shares may not be offered or sold, directly or indirectly, to any person in the United States, except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws. Persons in the United States may not, directly or indirectly, participate in the SPP.

### 15.2 New Zealand

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the *Financial Markets Conduct Act 2013* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016*. This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

### 15.3 Custodians

The Company is not required to determine, and will not determine, the identity or residence of any beneficial owners of Shares. Each Custodian will need to determine for itself whether its beneficiaries are Eligible Beneficiaries.

## 16. No Financial Advice

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This document does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the Offer having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

## 17. Acknowledgement

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By making a payment via BPay® or for New Zealand shareholders via alternative electronic funds transfer, you:

- (a) irrevocably and unconditionally agree to the terms and conditions of the Offer and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the Offer;
- (b) warrant that all details and statements in your application are true and complete and not misleading;
- (c) agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn even if the market price of the Shares is less than the Issue Price);
- (d) warrant that you are an Eligible Shareholder and are eligible to participate in the Offer;
- (e) acknowledge that no interest will be paid on any application monies held pending the issue of Shares under the Offer or subsequently refunded to you for any reason;
- (f) acknowledge that the Company and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;
- (g) if you are applying on your own behalf (and not as a Custodian), acknowledge and agree that:
  - (i) you are not applying for Shares with an application price of more than A\$30,000 under the Offer (including by instructing a Custodian to acquire Shares on your behalf under the Offer); and
  - (ii) the total of the application price for the following does not exceed A\$30,000:
    - (A) the Shares the subject of the application;
    - (B) any other Shares issued to you under the Offer or any similar arrangement in the 12 months before the application (excluding Shares applied for but not issued);
    - (C) any other Shares which you have instructed a Custodian to acquire on your behalf under the Offer; and
    - (D) any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the Offer;
- (h) if you are a Custodian and are applying on behalf of a Participating Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
  - (i) you are a Custodian (defined above);

- (ii) you hold Shares (directly or indirectly) on behalf of one or more Participating Beneficiaries;
  - (iii) you held Shares on behalf of the Participating Beneficiary as at the Record Date who has instructed you to apply for Shares on their behalf under the Offer;
  - (iv) each Participating Beneficiary on whose behalf you are applying for Shares has been given a copy of this document;
  - (v) the application price for the Shares applied for on behalf of the Participating Beneficiary, and any other Shares applied for on their behalf under a similar arrangement in the previous 12 months (excluding shares applied for but not issued), does not exceed A\$30,000; and
  - (vi) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
- (i) agree to be bound by the constitution of the Company (as amended from time to time);
  - (j) acknowledge that none of the Company, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the Offer, or has any obligation to provide such advice;
  - (k) authorise the Company, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail;
  - (l) represent that you are not in the United States nor subscribing for Shares for the account or benefit of a person in the United States;
  - (m) acknowledge that the Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States and, accordingly, the Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
  - (n) acknowledge that the Shares will only be offered and sold outside the United States in "offshore transactions" (as defined in and in reliance on Regulation S under the US Securities Act);
  - (o) if in the future you decide to sell or otherwise transfer the Shares, you will do so in a regular way on ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and
  - (p) have not distributed this document or any other documents relating to the Offer to, any person in the United States or elsewhere outside Australia and New Zealand. Failure to comply with these restrictions may result in violations of applicable securities laws.

## 18. Additional provisions

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### 18.1 Amendments

The Company may amend the terms of the Offer at any time. Any material amendments will be announced to the ASX.

### 18.2 Termination

The Company may terminate or otherwise withdraw the Offer at any time. Any termination or withdrawal will be announced to the ASX, and any application monies received will be refunded without interest.

### 18.3 Interpretation

The Company may act or omit to act in relation to the Offer (including applying the terms of the Offer) in its absolute discretion. The Company may settle any difficulty of question of fact or interpretation in relation to the Offer in any matter it thinks fit, whether generally or in relation to any participant, application or Share. The Company's decision will be conclusive and binding. The Company reserves the right to waive strict compliance with the terms of the Offer. The Board or any delegate may exercise the powers of the Company under the terms of the Offer.

## Frequently Asked Questions

1.	<b>What is the Share Purchase Plan?</b>	Under the Share Purchase Plan, eligible shareholders have an opportunity to apply to purchase up to A\$30,000 worth of New Shares at an issue price of A\$1.00 per New Share being the same price at which sophisticated investors and institutional investors were offered new shares under the Placement.															
2.	<b>Am I an eligible shareholder?</b>	<p>You are an eligible shareholder if you are a holder of Shares on the Record Date, being 5.00pm (AWST) on Wednesday, 8 July 2020 and have a registered address in Australia or New Zealand. If you hold Shares on behalf of persons who reside outside Australia and New Zealand, or are in the United States, or a person acting on the account of a person in the United States, you are not an eligible shareholder and are not entitled to participate in the Share Purchase Plan.</p> <p>If you are a joint holder of Shares or have multiple holdings of Shares, please refer to clauses 13 of this Booklet for further information.</p>															
3.	<b>How are custodians and nominees treated under the Share Purchase Plan?</b>	Please refer to clause 14 of this Booklet for information on eligibility for custodian and nominee shareholders.															
4.	<b>What are the key dates of the Share Purchase Plan?</b>	<table border="1"> <tr> <td data-bbox="553 837 1075 887">Record Date (5.00pm AWST)</td> <td data-bbox="1075 837 1490 887">Wednesday, 8 July 2020</td> </tr> <tr> <td data-bbox="553 887 1075 945">Announcement of Offer</td> <td data-bbox="1075 887 1490 945">Thursday, 9 July 2022</td> </tr> <tr> <td data-bbox="553 945 1075 1052">Despatch of Offer Booklet &amp; Application Form Offer opening date</td> <td data-bbox="1075 945 1490 1052">Monday, 20 July 2020</td> </tr> <tr> <td data-bbox="553 1052 1075 1111">Offer closing date (5.00pm AWST)</td> <td data-bbox="1075 1052 1490 1111">Friday, 7 August 2020</td> </tr> <tr> <td data-bbox="553 1111 1075 1169">Announcement of Offer results</td> <td data-bbox="1075 1111 1490 1169">Wednesday, 12 August 2020</td> </tr> <tr> <td data-bbox="553 1169 1075 1227">Issue of New Shares</td> <td data-bbox="1075 1169 1490 1227">Tuesday, 18 August 2020</td> </tr> <tr> <td data-bbox="553 1227 1075 1285">Commencement of trading of New Shares</td> <td data-bbox="1075 1227 1490 1285">Wednesday, 19 August 2020</td> </tr> </table>	Record Date (5.00pm AWST)	Wednesday, 8 July 2020	Announcement of Offer	Thursday, 9 July 2022	Despatch of Offer Booklet & Application Form Offer opening date	Monday, 20 July 2020	Offer closing date (5.00pm AWST)	Friday, 7 August 2020	Announcement of Offer results	Wednesday, 12 August 2020	Issue of New Shares	Tuesday, 18 August 2020	Commencement of trading of New Shares	Wednesday, 19 August 2020	<p>BGL may vary any of the above dates in its absolute discretion by lodging a revised timetable with the ASX.</p>
Record Date (5.00pm AWST)	Wednesday, 8 July 2020																
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Commencement of trading of New Shares	Wednesday, 19 August 2020																
5.	<b>How much can I invest?</b>	<p>If you are an eligible shareholder you may apply to purchase a parcel of New Shares with a value of either A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000 or A\$30,000.</p> <p>Each eligible shareholder may only acquire a maximum of A\$30,000 worth of New Shares under the Share Purchase Plan, irrespective of the number of Shares they currently hold. This limitation applies even if you receive more than one Application Form, or if you hold Shares in more than one capacity.</p>															
6.	<b>How do I apply?</b>	<p>The Application Form allows you to apply for New Shares offered under this Share Purchase Plan. Application details are also available on the Offer website below where eligible shareholders can review the terms of the Share Purchase Plan and retrieve their personalised details to make payment:  <a href="https://BGLSPP2020.thereachagency.com">https://BGLSPP2020.thereachagency.com</a></p> <p>You can apply for New Shares under the Offer through one of the following methods:</p> <p><u>Option 1</u></p> <p>You can make a payment by BPAY®. To do this, you must use the unique identifier shown on the Application Form as the customer reference number when making payment. If you make your payment with BPAY® you do not need to return your Application Form.</p>															

		<p>You will not be able to withdraw or revoke your application or BPAY® payment once you have submitted it or made it or change the amount of New Shares you have applied for.</p> <p>BPAY® payments must be made from an Australian dollar account of an Australian financial institution.</p> <p><u>Option 2:</u></p> <p>For New Zealand shareholders only, that are unable to pay by BPAY®, please contact the Share Registry on +61 3 9415 4000 at any time from 8.30am to 5.00pm (AEST time) Monday to Friday during the Offer period for alternative electronic funds transfer payment arrangements.</p> <p><b>Note:</b> By using the BPAY® facility or if you are a New Zealand shareholder using alternative electronic funds transfer to apply for New Shares, you represent that the total of the application price for the following does not exceed A\$30,000:</p> <ul style="list-style-type: none"> <li>• <i>the New Shares the subject of your application;</i></li> <li>• <i>any other New Shares or Shares issued under any similar arrangement to the Share Purchase Plan in the 12 months before the date of your application;</i></li> <li>• <i>any other New Shares which you have instructed a custodian to acquire on your behalf under the Share Purchase Plan; and</i></li> <li>• <i>any other Shares issued to a custodian under an arrangement similar to the Share Purchase Plan in the 12 months before the date of your application under the Share Purchase Plan as a result of an instruction given by you to the custodian or another custodian and which resulted in you holding beneficial interests in such Shares.</i></li> </ul> <p><b>You must ensure that your application and payment is received by 5.00pm (AWST) on Friday, 7 August 2020.</b></p>
7.	<b>What is the Scale back policy?</b>	<p>The Board reserves the right to reject or scale back any applications in whole or in part at its absolute discretion (<b>Scale back</b>). In the event of a Scale back, the Company intends to prioritise allocations to retail Eligible Shareholders over institutional Eligible Shareholders (as determined by the Company). However, the Company may in its absolute discretion determine to apply the Scale back to the extent and in the manner it sees fit, which may include taking into account a number of factors such as the size of your shareholding at the Record Date, the extent to which you have sold or purchased Shares since the Record Date, whether you have multiple registered holdings, the date on which your application was made and the total applications received from Eligible Shareholders.</p> <p>Please refer to clause 4.3 of this Booklet for further information in relation to Scale back.</p>
8.	<b>What rights will the New Shares have?</b>	<p>New Shares will rank equally in all respects with existing Shares quoted on the ASX, with the same voting rights, dividend / distribution rights and other entitlements from issue.</p>
9.	<b>Will the New Shares be quoted?</b>	<p>Yes. BGL will apply for the New Shares to be issued under the Share Purchase Plan to be quoted on the ASX.</p>
10.	<b>Is the Share Purchase Plan underwritten?</b>	<p>No</p>
11.	<b>Can I transfer my rights under the Share Purchase Plan?</b>	<p>As the Share Purchase Plan is non-renounceable, your rights under the Share Purchase Plan are personal and cannot be transferred to another person.</p>
12.	<b>Will there be brokerage and other transaction costs for me?</b>	<p>No brokerage or other transaction costs will apply to the application for, and issue of, New Shares under the Share Purchase Plan.</p>