

## Challenger Gold Limited Share Purchase Plan

Dear Fellow Shareholder

**Challenger Gold (ASX: CEL)** ("CEL", "Challenger" or the "Company") announced on 2 October 2024 that it would be conducting a share purchase plan ("SPP") to provide eligible shareholders in Australia and New Zealand with the opportunity to acquire up to A\$30,000 worth of Challenger ordinary shares ("Shares") without paying any brokerage costs, commission or other transaction costs.

The SPP allows shareholders the opportunity to invest at the same price<sup>1</sup> as a planned 10% placement to a strategic investor that will raise A\$6.6 million A\$0.045<sup>1</sup> (4.5 cents).

In addition to the placement CEL announced that it has entered into an agreement to Toll Mill high-grade ore from Hualilan. The objective of this strategy is to capitalize on the current high gold price (above US\$2,500/oz) to generate early cash flow. With the cashflow to be allocated towards the larger stand-alone Hualilan development mine development.

This is a transformational milestone for CEL and provides a clear pathway into production.

Eligible shareholders participating in the SPP will be able to purchase Shares at:

- A\$0.045 per Share, being the same price<sup>1</sup> as the planned Placement to the Strategic Investor;
- This represents a 17% discount to the last closing price and a 18% discount to the 5-day volume-weighted average price of Shares traded on the ASX up to prior to the announcement Toll Milling Agreement and Strategic Placement.

A copy of the ASX Release outlining Toll Milling and the Strategic Placement is included in this SPP pack. Toll Milling is expected to generate significant near term cashflow and provide a pathway to fund the larger stand-alone Hualilan Project development. The Company has identified ore containing 85,550 Oz (Au) and 495,334 oz (Ag) at a grade of 5.8 g/t Au, 32.2 g/t Ag that is suitable for Toll Milling. This represents 3% of the Hualilan mineral resource of 2.8Moz AuEq<sup>3</sup>. Additionally, the Agreement provides for funding of mining, transporting, and processing Hualilan ore until CEL receives revenue from initial gold sales<sup>2</sup>.

Toll Milling is targeted to start within 9 months as the Toll Mill is fully permitted for immediate mining and processing.

<sup>1</sup> Note the placement to Dolphin Real Assets Fund SPC Ltd. a part of the Elstain Group; will include a 1 for 1 attached 2 year warrant convertible at a 10% premium to the placement price for a period of 12 months and then a 20% premium to the placement price for an additional 12 months. Under SPP rules the Company is unable to offer an attaching warrant in the SPP.

<sup>2</sup> Refer to terms of the Agreement in the ASX Release dated 2 October 2024 and included in this SPP Pack.

Challenger is targeting raising no more than \$1 million under the SPP. However, CEL may decide to accept applications (in whole or in part) that result in the SPP raising more or less than that target amount at its absolute discretion.

As previously announced, the funds raised under the Strategic Placement will be used to fund work required to allow the commencement of Toll Milling of 450,000 tons of high-grade Hualilan ore over three years. Funds raised via the SPP will be used to assist with the commencement of Toll Milling and general working capital.

The SPP offer opens at 9.00am (AWST standard time) on **4 October 2024** and is expected to close at **5.00pm (AWST Standard Time) on 18 October 2024**. To participate in the SPP, you may apply for Shares in the amount of **A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000** or **A\$30,000**. All new Shares issued under the SPP will rank equally with existing Shares.

Participation in the SPP is optional and is open to eligible shareholders who were holders of Shares on the Record Date (5:00pm (AWST) on 1 October 2024) with a registered address on the register in Australia or New Zealand. Certain eligible shareholders who are custodians holding Shares on behalf of certain beneficiaries are also invited to participate in the SPP on the terms and conditions set out in the SPP Booklet. Further details are set out in the SPP Terms and Conditions contained in the SPP Booklet.

Shareholders in the United States are not eligible to participate in the SPP even if their registered address is in Australia or New Zealand. Similarly, shareholders (including trustees, custodians and nominees) who hold Shares on behalf of persons in the United States are not eligible to participate in the SPP on behalf of those persons.

Shareholders who may be eligible to participate in the SPP will be mailed (via post or electronic mail) the attached SPP Booklet today which contains the SPP Terms and Conditions and a letter inviting them to participate in the SPP. Shareholders are encouraged to read the SPP Terms and Conditions carefully and, if in any doubt about whether or not to accept the offer, to consult a professional advisor.

Shareholders who have any questions regarding the SPP should contact Challengers via the SPP Information email [Shareholder@pelshare.com.au](mailto:Shareholder@pelshare.com.au) which will provide a same day response to all queries Monday to Friday. Enquiries can be addressed to Mr Stevan Adzic or Mr Lucas Chagas.

Additionally, the Company CEO will hold a shareholder Webinar at 9.30 am AWST (11.30am Sydney time) on Tuesday 8th October 2024. Shareholders can register for the webinar using the link below: [https://janemorganmanagement-au.zoom.us/webinar/register/WN\\_KAX2DWBnTSi3N1frHYVlsg](https://janemorganmanagement-au.zoom.us/webinar/register/WN_KAX2DWBnTSi3N1frHYVlsg)

I commend the opportunity to increase you holding in Challenger without paying any brokerage costs, commission or other transaction costs as I intend to under my SPP entitlement.

Key Dates:

Record Date for Share Purchase Plan	1 October 2024
Announcement of Placement, Share Purchase Plan and lodgement of Appendix 3B	2 October 2024
Dispatch of Share Purchase Plan Offer Booklet to Eligible Shareholders and release Share Purchase Plan Offer Booklet and Cleansing Notice on the ASX platform	3 October 2024
Opening Date for Share Purchase Plan	4 October 2024
Closing Date for Share Purchase Plan	5.00pm (AWST) 18 October 2024
Announcement of results of Share Purchase Plan	25 October 2024 (before noon (Sydney time))
Issue of new Shares under the Share Purchase Plan and lodge Appendix 2A	25 October 2024 (before noon (Sydney time))
Issue of Shares under Placement, lodgement of Appendix 2A and Cleansing Notice	On or about 11 November 2024

This ASX release was approved by the Managing Director.



**Kris Knauer**  
**Managing Director**  
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**kris.knauer@challengergold.com**

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**Challenger Gold Limited (ASX:CEL)  
Share Purchase Plan  
Offer Booklet**

**Please read this Offer Booklet in its entirety.**

Challenger Gold Limited (**Challenger** or the **Company**) invites eligible shareholders to participate in the Challenger Share Purchase Plan (**SPP**) by applying for up to \$30,000 worth of ordinary shares in the Company.

The SPP is open to all shareholders recorded as holding Shares on the Company's Register as at 5.00pm (AWST) on 1 October 2024 with a registered address in Australia or New Zealand.

If you have any questions in relation to how to participate in the SPP after reading this Offer Booklet, please contact the Company's Share Registry, Automic, from 8.30am to 5.00pm (AWST) Monday to Friday on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia).

**This Offer Booklet is not for release or distribution in the United States or, except with the consent of CEL, elsewhere outside Australia and New Zealand.**

## Important notice and disclaimer

The information in this Offer Booklet is not a recommendation to accept the Offer and does not constitute financial advice. This Offer Booklet has been prepared without taking account of any particular person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP having regard to your investment objectives, financial situation or particular needs and seek independent financial and taxation advice before making any investment decision in relation to this Offer Booklet.

The offer of Shares under the SPP is made in accordance with ASIC Instrument 19/547 which provides relief from the requirement for the Company to issue a prospectus in relation to the SPP. This Offer Booklet is not a prospectus under Chapter 6D of the Corporations Act.

## Foreign offer restrictions

The laws of some countries prohibit or make impracticable participation in the SPP by certain overseas Shareholders. Shareholders who are not resident in Australia or New Zealand will not be able to participate in the SPP. The SPP does not constitute an offer of Shares for sale in any other jurisdiction.

### *New Zealand*

The Shares being offered under the SPP 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 the Shares is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (as amended) (New Zealand)*.

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013 (New Zealand)*. 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.

This Offer Booklet does not, and is not intended to, constitute an offer of securities in any place outside Australia or New Zealand. In particular, this Offer Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The Shares have not been and will not be registered under the US Securities Act of 1933, as amended (**Securities Act**), or the securities laws of any state or other jurisdiction of the United States. The Shares may not be offered, sold or otherwise transferred in the United States except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and the applicable securities laws of any state or other jurisdiction in the United States.

Because of these legal restrictions, you must not send copies of this Offer Booklet or any other material relating to the SPP to any person resident in the United States or elsewhere outside Australia and New Zealand.

Dear Shareholder

On behalf of the Directors of Challenger Gold Limited (**CEL** or the **Company**), I am pleased to offer you the opportunity to participate in the CEL Share Purchase Plan (**SPP** or **Offer**).

On 2 October 2024, the Company announced the SPP to raise up to a total of **\$1,000,000**. On 2 October 2024, the Company also announced a private placement to strategic investor Dolphin Real Assets Fund SPC Ltd. a part of the Elsztain Group to raise A\$6.6 million at an issue price of A\$0.45<sup>1</sup> (4.5 cents) per Share (**Placement**).

The SPP is open to all shareholders recorded as holding Shares on the Company's Register and whose registered address is in Australia and New Zealand as at 5.00pm (AWST) on 1 October 2024 (**Record Date**) (**Eligible Shareholders**).

In order to provide Eligible Shareholders with the ability to participate in the Company's capital raising activities, the SPP provides the opportunity to acquire up to \$30,000 worth of new fully paid ordinary shares in the Company (**New Shares**), at the same price as the Shares offered under the Placement<sup>1</sup>, and in accordance with the Terms set out in this Offer Booklet.

In addition to the Placement, CEL also announced that it has entered into an agreement<sup>2</sup> to Toll Mill high-grade ore from Hualilan at a nearby Plant. The Toll milling programs objective is to capitalize on record gold prices to generate early cash flow which will be used to fund the larger Hualilan stand-alone development. This is a transformational milestone for CEL and provides a clear pathway into production.

A copy of the ASX Release outlining this transformational milestone for CEL is included in this SPP Pack. The Company has identified 478,000t of ore containing 85,550 Oz (Au) and 495,334 oz (Ag) at a grade of 5.8 g/t Au, 32.2 g/t suitable to Toll Milling. This represents 3% of the Hualilan mineral resource of 2.8Moz AuEq<sup>3</sup>. Additionally, the Agreement provides for funding of mining, trucking, and processing Hualilan ore until CEL receives revenue from initial gold sales<sup>2</sup>.

The Toll Milling plant owner is targeting a startup date in the next 9 months as all necessary finance for the restart has secured by the mine owner. Importantly, the Toll Treatment Plant is fully permitted for immediate mining and processing.

I encourage Eligible Shareholders to participate in the SPP and take advantage of the opportunity to acquire additional Shares in the Company. Participation in the SPP is optional, however, an Eligible Shareholder's entitlement to participate in the SPP is non-renounceable.

The capital raised under the Placement and the SPP will be used for the following purposes:

- assist with the commencement of Toll Milling; and
- for working capital purposes.

All Eligible Shareholders should be aware that there is a risk that the market price of CEL Shares may rise or fall between the date of the Offer and the time of issue of the New Shares under the SPP. This means that the issue price may be less than or more than the market price of the Shares at the date of the Offer or at the issue date. Your application is unconditional and may not be withdrawn even if the market price of the Shares is less than the issue price.

The Offer opens at 9:00am (AWST) on 4 October 2024 and closes at **5:00pm (AWST) on 18 October 2024**.

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I urge all Eligible Shareholders to read this Offer Booklet in its entirety, and seek their own financial, taxation and other professional advice in relation to the Offer before deciding whether to participate.

### How to apply

A personalised application form for the SPP (**Application Form**) is available online at <https://investor.automic.com.au>. To apply for New Shares under the SPP:

- make a BPAY<sup>®</sup> payment, if you are an Eligible Shareholder with a registered address in Australia; or
- pay by direct transfer, if you are an Eligible Shareholder with a registered address in New Zealand.

If you are a Custodian, you will be required to submit a custodian certificate to the Company in order to participate on behalf of any beneficiaries.

It is your responsibility to ensure that funds submitted through BPAY or direct transfer (as applicable) are received by the company's share registry by 5:00pm (AWST) on 18 October 2024.

On behalf of the Board, I would like to thank you for your continued support of the Company.

Yours faithfully

**Kris Knauer**  
Managing Director, Challenger Gold Limited

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<sup>1</sup> Note the placement to Dolphin Real Assets Fund SPC Ltd. a part of the Elsttain Group; is proposed at a price of 4.5 cents and will include a 1 for 1 attached 2 year warrant convertible at a 10% premium to the placement price for a period of 12 months and then a 20% premium to the placement price for an additional 12 months. Under Share Purchase Plan rules the Company is unable to offer an attaching warrant as part of the SPP.

<sup>2</sup> The agreements are subject to final due diligence and completion of definitive documentation however due diligence has largely been completed on the viability of Toll Milling Hualilan ore. Refer to terms of the Agreement in the ASX Release dated 2 October 2024 and included in this SPP Pack.

## THE OFFER

The Company invites Eligible Shareholders to apply for up to \$30,000 worth of New Shares under the SPP at an issue price per New Share of \$0.045 being a 10% discount to the closing price of \$0.05 on 27 September 2024 (the last day on which the Company's Shares traded prior to the announcement of the SPP).

Eligible Shareholders may purchase a minimum parcel of New Shares with a dollar value of \$1,000 and a maximum parcel of New Shares with a dollar value of \$30,000. Further details are set out in section 5(a) of this Offer Booklet.

The Company is intending to raise up to a total of **\$1,000,000** under the SPP but may, in its absolute discretion, decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount.

If the total value of applications for Shares under the SPP exceeds \$1,000,000 in aggregate, the Company will scale back applications under the SPP in its absolute discretion. Scale back decisions are made by the Board and are final. Further details are set out in section 10 of this Offer Booklet.

Please carefully read the Terms relating to the Offer, as you will be bound by them. All references to \$ or dollars in this Offer Booklet are reference to Australian dollars unless otherwise indicated.

## KEY DATES

Record Date for Share Purchase Plan	1 October 2024
Announcement of Placement, Share Purchase Plan and lodgement of Appendix 3B	2 October 2024
Dispatch of Share Purchase Plan Offer Booklet to Eligible Shareholders and release Share Purchase Plan Offer Booklet and Cleansing Notice on the ASX platform	3 October 2024
Opening Date for Share Purchase Plan	4 October 2024
Closing Date for Share Purchase Plan	5:00pm (AWST) on 18 October 2024
Announcement of results of Share Purchase Plan	25 October 2024 (before noon Sydney time)
Issue of new Shares under the Share Purchase Plan and lodge Appendix 2A and Cleansing Notice	25 October 2024 (before noon Sydney time)
Issue of Shares under Placement, lodgement of Appendix 2A and Cleansing Notice	On or about 11 November 2024

The above dates are indicative only and, subject to compliance with applicable law, may be changed at the Company's discretion by announcing a revised timetable on the ASX.

Should you wish to discuss any information contained in this document further, please do not hesitate to contact CEL's Company Secretary, on +61 8 6385 2743 or by email at [admin@challengergold.com](mailto:admin@challengergold.com).

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## Terms of the SPP

This section outlines the terms and conditions of the Offer. By accepting the Offer, you agree to be bound by these Terms.

### 1. The Offer

- (a) The Company is offering each Eligible Shareholder the opportunity to purchase up to \$30,000 worth of Shares under the SPP subject to and in accordance with the Terms (**Offer**).
- (b) The Offer opens at 9:00am (AWST) on 4 October 2024 (**Opening Date**) and closes at 5:00pm (AWST) on 18 October 2024 (**Closing Date**).
- (c) The Company reserves the right, subject to the Corporations Act and the ASX Listing Rules, to vary the Closing Date without prior notice to Shareholders. If the Closing Date is varied, subsequent dates may also be varied accordingly.
- (d) The Offer to Custodians is made on the same Terms as the Offer to Eligible Shareholders.
- (e) Participation in the Offer is optional.
- (f) Once the New Shares are issued, they will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements.

### 2. Eligible Shareholders

- (a) You are eligible to apply for Shares under the Offer if:
  - (i) you were registered as a holder of Shares on the Register as at the Record Date;
  - (ii) your registered address, as recorded in the Register, is in Australia or New Zealand; and
  - (iii) you are not in the United States and are not acting for the account or benefit of a person in the United States.
- (b) Your rights under the Offer are personal to you and the Offer is non-renounceable, meaning you may not transfer your right to subscribe for New Shares to anyone else.

### 3. Joint holders and Custodians

- (a) If two or more persons are registered on the Register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder, and a certification given by any of them is taken to be a certification given by all of them.
- (b) The maximum investment any Eligible Shareholder may apply for will remain \$30,000 even if an Eligible Shareholder receives more than one Offer (whether in respect of a joint holding or because the Eligible Shareholder has more than one holding under a separate account).
- (c) Subject to the Terms, Eligible Shareholders who are Custodians may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf they hold Shares up to the maximum amount of \$30,000 in respect of each Eligible Beneficiary (defined below).

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- (d) An Eligible Beneficiary is a person:
- (i) on whose behalf a Custodian holds Shares as at the Record Date;
  - (ii) who has a registered address in Australia or New Zealand; and
  - (iii) who is not in the United States and is not acting for the account or benefit of a person in the United States.

#### 4. Issue Price

- (a) The issue price for each New Share under the SPP will be \$0.045 being a 10% discount to the closing price of \$0.05 on 27 September 2024 (the last day on which the Company's Shares traded on ASX prior to the announcement of the SPP). 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 to you pursuant to your Application under the Offer.
- (b) The current market price of CEL Shares can be obtained from the ASX at [www.asx.com.au](http://www.asx.com.au).
- (c) By making an Application under this Offer and applying for New Shares under the SPP, each Eligible Shareholder will be acknowledging that although the Price is at a discount, 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 an Offer and the date of issue of Shares under that Offer and that the value of the Shares received under the SPP may rise or fall accordingly.
- (d) 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.

#### 5. Applications for Shares

- (a) Eligible Shareholders may subscribe for a minimum of \$1,000 and a maximum of \$30,000 worth of Shares in the following increments:
  - (i) \$1,000;
  - (ii) \$2,500;
  - (iii) \$5,000;
  - (iv) \$10,000;
  - (v) \$15,000;
  - (vi) \$20,000;
  - (vii) \$25,000; and
  - (viii) \$30,000.
- (b) If your application is accepted, the Company will divide the value of your Application Monies by the issue price in order to determine the number of New Shares which, subject to scale back, will be issued to you.
- (c) If this calculation produces a fractional number, the number of New Shares issued to you will be rounded down to the nearest whole number of New Shares.
- (d) Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity or in

different registered holdings) may apply for New Shares under their various capacities but may not apply for New Shares with an aggregate value of more than \$30,000.

- (e) If you wish to subscribe for New Shares as a Custodian for one or more Eligible Beneficiaries, you must also complete a Custodian Certificate before your application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected.
- (f) No brokerage, stamp duty or other costs are payable by applicants in respect of an application for New Shares.
- (g) The Company reserves the right, but is not obligated, to accept applications for New Shares that are received after the Closing Date.

## 6. Payment for Shares

If you would like to participate in the SPP, you must:

- submit a BPAY<sup>®</sup> payment, if you are an Eligible Shareholder with a registered address in Australia; or
- pay by direct transfer, if you are an Eligible Shareholder with a registered address in New Zealand,

in accordance with the instructions outlined in the Offer Booklet and Application Form accessible via <https://investor.automic.com.au> and using the personalised customer reference number which is required to identify your holding as shown on your Application Form. You are not required to return your application form if making a payment via BPAY<sup>®</sup> or direct transfer.

The Company will not accept payments by cheque, cash or money order.

If you make a payment by BPAY<sup>®</sup> or direct transfer (as applicable), you are taken to make the certifications, representations and warranties described in the Terms. Custodians applying for Eligible Beneficiaries must still complete and return a Custodian Certificate.

Please note that your financial institution may apply limits on the use of your BPAY<sup>®</sup> or direct transfers (as applicable) and that you should make enquiry about the limits that apply in your personal circumstances. It is your responsibility to ensure that your BPAY<sup>®</sup> or direct transfer payment (as applicable) is received by no later than 5.00pm (AWST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration in the timing of when you make payment.

Once an Application has been made it cannot be revoked.

## 7. Issue of Shares

- (a) New Shares to be issued under the SPP will be issued as soon as reasonably practicable after the Closing Date and in any event no more than five business days after the Closing Date.
- (b) All New Shares issued under the SPP will rank equally in all respects with all other fully paid ordinary shares in the capital of the Company from the date of issue.
- (c) The Share Registry will send to you a holding statement in due course following the Issue Date. You should confirm your holding before trading in any Shares you believe have been allocated to you under the SPP.

## 8. Discretion regarding applications

- (a) CEL may accept or reject applications to purchase New Shares, including (but not limited to) cases where:
- (i) an Application Form (or a Custodian Certificate, in the case of Custodians) is incorrectly completed, incomplete or is otherwise determined to be invalid by the Company;
  - (ii) a BPAY<sup>®</sup> or direct transfer payment is not received, or is incomplete or invalid;
  - (iii) an applicant appears to be applying for more than \$30,000 worth of New Shares (in aggregate);
  - (iv) a BPAY<sup>®</sup> or direct transfer payment, an Application Form or (in the case of Custodians) a custodian Certificate, is received after the Closing Date. While the Company has discretion to accept late Application Forms, BPAY<sup>®</sup> payments, direct transfer payments and Custodian Certificates, there is no assurance that it will do so. Late BPAY<sup>®</sup> or direct transfer payments, Application Forms and Custodian Certificates, if not processed, will be returned to you at your registered address or refunded;
  - (v) the Company considers, or is reasonably satisfied, that the application (whether alone or in conjunction with other applications) does not comply with the requirements of ASIC Instrument 19/547; or
  - (vi) the Company believes an applicant is not an Eligible Shareholder or Custodian acting on behalf of an Eligible Beneficiary (subject to compliance with any applicable ASIC or ASX requirements);
- (b) If the amount of your BPAY<sup>®</sup> or direct transfer payment (as applicable) is not equal to one of the applicable increments set out in Section 5(a) of the Terms, the Company will, in its absolute discretion:
- (i) refund in full your Application Monies and not allot any New Shares to you; or
  - (ii) allot to you the number of New Shares that would have been allotted had you submitted by BPAY<sup>®</sup> or direct transfer a payment for the highest designated amount that is less than the amount of your payment and refund to you the excess of your Application Monies.
- (c) The Company reserves the right to issue fewer New Shares than an Eligible Shareholder applies for under the SPP, or no New Shares, if the Company believes the issue of those Shares to the applicant would contravene any law or the ASX Listing Rules or result in non-compliance with ASIC Instrument 19/547, or if Challenger undertakes a scale back of applications received under the SPP as set out in paragraph 10 below.
- (d) All Directors' decisions in connection with a refusal of an application are final.

## 9. Acknowledgements

By completing an Application and making a payment via BPAY<sup>®</sup> or by direct transfer (as applicable), you:

- (a) are deemed to have accepted the Offer and you irrevocably and unconditionally agree to the Terms 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 SPP;
- (b) warrant that all details and statements in your application are true and complete and not misleading;
- (c) acknowledge that your application will be irrevocable and unconditional (that is, it cannot be withdrawn);
- (d) agree that your application is only effective when the Company receives cleared funds by BPAY<sup>®</sup> or direct transfer (as applicable);
- (e) warrant that you are an Eligible Shareholder and are eligible to lawfully participate in the SPP and apply for New Shares, in each case in accordance with these terms and conditions as well as any applicable laws;
- (f) acknowledge that no interest will be paid on any Application Monies held pending the issue of Shares or subsequently refunded to you for any reason;
- (g) acknowledge that the Company and its officers and agents are not liable for any consequences on the exercise or non-exercise of its discretions referred to in the Terms;
- (h) agree to pay the issue price per New Share up to the maximum value of your BPAY<sup>®</sup> or direct transfer payment (as applicable);
- (i) acknowledge and agree that:
  - (i) you are not in the United States and are not acting for the account or benefit of a person in the United States;
  - (ii) the Shares have not been, and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly the Shares may not be offered, sold or otherwise transferred in the United States except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and the applicable securities laws of any state or other jurisdiction in the United States;
  - (iii) you have not, and will not, send this Offer Booklet or any materials relating to the SPP to any person in the United States or to any person located in any other country outside Australia and New Zealand; and
  - (iv) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand, and you have not sent this Offer Booklet, or any materials relating to the SPP, to any person outside Australia and New Zealand;
- (j) If you are applying on your own behalf (and not as a Custodian),

acknowledge and agree that:

- (i) you are not applying for more than \$30,000 worth of Shares under the SPP (including by instructing a Custodian to acquire New Shares on your behalf under the SPP);
- (ii) the total of the application price for the following does not exceed \$30,000 (irrespective of whether you may have received more than one Offer or received Offers in more than one capacity):
  - (A) the Shares the subject of your application under the Offer;
  - (B) any other New Shares issued to you under the Offer or any other Shares issued to you under any similar arrangement in the 12 months before the application under the Offer;
  - (C) any other New Shares which you have instructed a Custodian to acquire on your behalf under the Offer; and
  - (D) any other Shares issued to a Custodian under an arrangement similar to the Offer in the 12 months before the application under the Offer as a result of an instruction you have given to a Custodian; and
- (k) If you are a Custodian and are applying for Shares on behalf of an Eligible Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
  - (i) you are a Custodian (as that term is defined in ASIC Instrument 19/547);
  - (ii) you hold Shares (directly or indirectly) on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for New Shares on their behalf under the SPP and that that Eligible Beneficiary has been given a copy of this Offer Booklet;
  - (iii) you are not applying for New Shares on behalf of any Eligible Beneficiary with an application price of more than \$30,000 under the SPP;
  - (iv) your application will not be accepted unless you duly complete and submit a Custodian Certificate in accordance with Section 5(e);
  - (v) the information in the Custodian Certificate submitted by you is true, correct and not misleading;
- (l) accept the risk associated with any refund that may be dispatched to you by direct credit;
- (m) are responsible for any dishonour fees or other costs the Company may incur in relation to issuing a cheque for any refund that may be dispatched to you and which is dishonoured;
- (n) agree to be bound by the constitution of the Company (as amended and as it may be amended from time to time in the future);
- (o) acknowledge that neither the Company nor its officers, advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
- (p) acknowledge that the market price of Shares may rise or fall between the date of the Offer and the Issue Date and that the issue price you pay for New Shares may exceed the market price of Shares on the Issue Date;

- (q) acknowledge that there are risks associated with acquiring and holding Shares;
- (r) acknowledge that the Company may at any time irrevocably determine that your application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective; and
- (s) 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.

#### 10. Applications may be scaled back

- (a) The SPP aims to raise up to \$1,000,000, however, the Company reserves the right to accept oversubscriptions at its absolute discretion. The Company may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion.
- (b) In the event of a scale back, the Company reserves the right to give priority to Eligible Shareholders in any manner it sees fit, including taking into account the size of your shareholding as at the Record Date. Any decisions made by the Company will be final.
- (c) If there is a scale back, you may not receive all the New Shares for which you have applied. If a scale back produces a fractional number when applied to the number of New Shares for which you have applied, the number of New Shares issued to you will be rounded down to the nearest whole number of Shares. If there is a scale back, the difference between the Application Monies received from you, and the number of Shares issued to you multiplied by the issue price, will be refunded to you in full without interest.
- (d) If the Company rejects or scales-back an Application or purported Application, the Company will promptly return to the Applicant the relevant application monies, without interest.

#### 11. ASIC relief

- (a) The offer of New Shares under the SPP is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*, which grants relief from the requirement to prepare a disclosure document for the SPP subject to certain requirements.
- (b) Challenger has, prior to the release of this Offer Booklet, given a notice to ASX that complies with the requirements of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.

#### 12. Variation and termination

- (a) The Company reserves the right at any time to:
  - (i) amend or vary the Terms;
  - (ii) waive strict compliance with any provision of the Terms;
  - (iii) withdraw the SPP or suspend or terminate the SPP;
  - (iv) vary the timetable for the SPP, including, without limitation, the Closing Date; and

- (v) not accept an application, not issue New Shares, or issue New Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a Custodian applying on behalf of one or more Eligible Beneficiaries).
- (b) Any such amendment, variation, waiver, suspension, withdrawal, non-acceptance or termination will be binding on all Eligible Shareholders and Custodians even where the Company does not notify you of that event.
- (c) In the event that the SPP is withdrawn or terminated, all Application Monies will be refunded. No interest will be paid on any money returned to you.

**13. Underwriting**

The Offer is not underwritten.

**14. Transaction Costs**

The only cost associated with the Offer is the issue price for the number of New Shares for which you wish to subscribe. You do not have to pay for brokerage, commission or other transaction costs which would normally apply when you acquire Shares on market.

**15. Directors' Participation**

Directors who are Eligible Shareholders may (without having to obtain prior Shareholder approval), participate in the Offer, on the same terms as all other Eligible Shareholders.

**16. Dispute resolution**

- (a) The Company may settle any dispute in connection with the Offer in any manner it thinks fit, whether generally or in relation to any participant, application or Share. The Company's decision will be final and binding.
- (b) CEL reserves its right to waive strict compliance with any provision of the Terms. The powers of the Company under these Terms and Conditions may be exercised by the Directors of the Company or any delegate of the Directors of the Company.

**17. Privacy**

- (a) The Application Form requires you to provide personal information.
- (b) Chapter 2C of the Corporations Act requires information about a shareholder (including your name, address and details of the securities you hold) to be included in the register of the entity in which you hold securities. This information must continue to be included in the register if you cease to be a shareholder.
- (c) By receiving completed Application Forms, the Company and its service providers such as the Share Registry may collect, hold and use your information to assess your application, provide services to you as an investor and for other permitted purposes under the Privacy Act 1988 (Cth).
- (d) Your information may be disclosed to your financial adviser and to CEL's agents and service providers on the basis that they deal with such information in accordance with the privacy policy of the Company.



## 18. Governing law and jurisdiction

The Terms are governed by the laws in force in Western Australia, Australia. Any dispute arising out of or in connection with the Terms, or the Offer, will be determined by the courts of Western Australia. By accepting the Offer, you agree to submit to the non-exclusive jurisdiction of the courts of Western Australia.

## GLOSSARY

**Application Form** means the application form accompanying this Offer Booklet.

**Application Monies** means monies paid by Eligible Shareholders in respect of New Shares the subject of an application pursuant to the Offer.

**ASIC** means the Australian Securities and Investments Commission.

**ASIC Instrument 19/547** means *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* issued by ASIC (as amended from time to time).

**ASX** means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

**ASX Listing Rules** means the official listing rules of ASX (as amended from time to time).

**AWST** means Australian Western Standard Time.

**Closing Date** has the meaning given in paragraph 1(b) of the Terms.

**Company** or **CEL** means Challenger Ltd ACN 123 591 382.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Chairman's Letter** means the Letter from the Chairman enclosed in this Offer Booklet.

**Custodian** means a custodian as defined in section 4 of ASIC Instrument 19/547.

**Custodian Certificate** means a certificate complying with section 8 of ASIC Instrument 19/547.

**Directors** means the directors of the Company from time to time.

**Eligible Beneficiary** has the meaning given to that term in paragraph 3 of the Terms.

**Eligible Shareholder** has the meaning given to that term in the Chairman's Letter.

**Issue Date** means the date on which the Shares will be issued under the Offer, which as at the date of this Offer Booklet is intended to be 25 October 2024.

**New Share** has the meaning given to that term in the Chairman's Letter.

**Offer** has the meaning given in paragraph 1(a) of the Terms.

**Opening Date** has the meaning given in paragraph 1(b) of the Terms.

**Record Date** has the meaning given to that term in the Chairman's Letter.

**Register** means the share register maintained by or on behalf of the Company in Australia.

**Share** means a fully paid ordinary share in the capital of CEL.

**Share Registry** means Automic Pty Ltd (ABN 27 152 260 814).

**Shareholder** means a registered holder of Shares.

**Terms** means the terms and conditions of the Offer as expressly prescribed in this Offer Booklet.