

HANNANS

2 November 2020

Dear Shareholders,

Placement & Share Purchase Plan (SPP) to Raise up to \$1.5 Million

Hannans Ltd (**Hannans** or the **Company**) is pleased to announce a discounted capital raising available exclusively to existing Shareholders. To view the latest Hannans presentation please [click here](#). Funds raised will be allocated towards making a major discovery of:

- nickel at Forrestania;
- nickel-copper-PGEs at Fraser Range;
- gold and nickel-copper at Moogie;
- copper-gold at Milly Boo; and or
- lithium at Mt Holland.

Placement

Hannans' major shareholder Neometals Ltd has agreed to subscribe for \$365,000 worth of new shares as part of the capital raising (**Placement**). The Placement is subject to approval by Hannans' shareholders at the Annual General Meeting (**AGM**) to be held on 30 November 2020.

SPP

Hannans shareholders can acquire new shares on the same terms as the major shareholder via an SPP. The issue price will be determined at the end of offer period and will be a 20% discount to the volume weighted average share price in the five days prior to the SPP closing (including the day the offer closes). The number of shares that will be issued will be determined by dividing your application amount by the issue price. Shareholders can apply for Shares to the value of either:

\$2,000; \$5,000; \$10,000; \$15,000; \$20,000; \$25,000; or \$30,000.

The right to participate is available exclusively to Hannans shareholders who are registered holders as at 5pm (WST) on 30 October 2020 and whose registered address is in Australia or New Zealand.

If you would like to participate in the SPP the simplest method is to use BPAY® in which case, you do not need to return the Application Form. The BPAY® reference number can be found on the personalised Application Form that will be mailed to all shareholders this week.

Full terms and conditions of the SPP are attached. Please consider all the information and discuss the SPP with your professional adviser before deciding whether to invest.

This ASX announcement has been authorised for release by Mr Damian Hicks, Executive Director.

Best regards,



Damian Hicks
Executive Director



www.hannans.com



[@HannansLtd](https://twitter.com/HannansLtd)



[Hannans_Ltd](https://www.linkedin.com/company/Hannans_Ltd)



info@hannans.com

HANNANS

For personal use only

Share Purchase Plan (SPP)

2 November 2020



www.hannans.com



[@HannansLtd](https://twitter.com/HannansLtd)



[Hannans_Ltd](https://www.linkedin.com/company/Hannans_Ltd)



info@hannans.com

IMPORTANT INFORMATION



OFFER DETAILS

Issue Price	20% discount to the volume weighted average price in the five days prior to the Closing Date (including the day the offer closes)
Record date	5pm (WST), 30 October 2020
Announcement date, cleansing notice and Appendix 3B	2 November 2020
Open Date	2 November 2020
Closing Date	2 December 2020
Result Date	7 December 2020
Issue Date	11 December 2020
Despatch of holding statements	12 December 2020

✚ SPP Participation

Offer	Value
A	\$2,000 (minimum)
B	\$5,000
C	\$10,000
D	\$15,000
E	\$20,000
F	\$25,000
G	\$30,000 (maximum)



HOW TO APPLY

Option 1 (preferred): BPAY®

Make a BPAY® payment by using the Biller Code and Reference Number shown on your Application Form. If you make your payment using BPAY® you do not need to return your Application Form. BPAY® payments received before 5pm (WST) on Wednesday 2 December 2020 will be accepted. If you have multiple holdings you will have multiple BPAY Reference Numbers and can therefore make multiple applications with each unique Reference Numbers.

Option 2: Cheque, bank draft or money order

If possible, please use BPAY. If this is not possible please complete the enclosed Application Form and send it together with your payment by cheque made payable to "Hannans Ltd" to the Company's share registry. Your Application Form and Cheque need to be received by the share registry prior to 5pm (WST) on the Closing Date of Wednesday 2 December 2020.

By mail or post

Computershare Investor Services Pty Limited
GPO Box 505
Melbourne VIC 3001
Australia

TERMS AND CONDITIONS OF THE SPP

1. PURPOSE

The purpose of the Shares Share Purchase Plan (SPP) is to offer shareholders of Hannans Ltd (ACN 099 862 129) (Hannans or Company) the opportunity to acquire additional fully paid ordinary shares in Hannans (Shares) up to a maximum value of \$30,000.

2. IMPORANT OFFER DATES

The offer under the SPP opens on 2 November 2020 and closes at 5.00pm (WST) on 2 December 2020.

3. ELIGIBLE SHAREHOLDER

Holders of Shares who are registered with an Australian or New Zealand address as at 5pm (WST) on 30 October 2020 are eligible shareholders (**Eligible Shareholders**) and may participate in the SPP unless such registered shareholder holds Shares on behalf of another person who resides outside Australia or New Zealand. Due to foreign Shares laws, it is not practical for shareholders resident in other countries to be offered the opportunity to participate in the SPP.

4. ISSUE PRICE OF SPP

The issue price will be a 20% discount to the VWAP in the five days prior to the close of the SPP (including the date of close) (Issue Price). The Issue Price will be confirmed and announced by the Company the day after the closing date of the SPP.

5. APPLICATION AND NOTICES

Eligible Shareholders will receive a letter in the post inviting them to subscribe for Shares under the SPP, accompanied by these Terms and Conditions of the SPP and an Application Form. The maximum limit of \$30,000 worth of Shares applies to you even if you receive more than one SPP. All Application Monies must be paid in Australian dollars. Applications will not be accepted after the closing date of the offer. Over subscriptions to an offer may be refunded without interest.

6. PRICE RISK FACTORS

On the last trading day immediately prior to the announcement date of the SPP, the closing price of the Shares traded on ASX was 0.7 cents. The market price of Shares in Hannans may rise and fall between the date of the SPP and the date that any Shares are issued to you as a result of your application under the SPP.

By making an application under this offer and applying for Shares under the SPP, each Eligible Shareholder will be acknowledging that although the purchase price per Share is at a discount to the market price as traded on ASX, Shares are a speculative investment and the price of Shares on ASX may change between the date of Hannans announcing the SPP and the date of issue of Shares under the SPP and that the value of the Shares received under the SPP may rise or fall accordingly.

The Board recommends that you obtain your own financial advice in relation to the offer and consider price movements of Shares in Hannans prior to making an application under the SPP.

7. TRANSACTION COSTS

The only cost associated with the SPP is the Issue Price for the number of 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.

8. DIRECTORS' PARTICIPATION

Subject to ASX Listing Rule 10.12 Exception 8 being satisfied at the date of the issue of the Shares, Directors who are Eligible Shareholders may (without having to obtain prior Shareholder approval), participate in the SPP, on the same terms as all other Eligible Shareholders.

9. RAISING AMOUNT AND SCALE BACK

The Company seeks to raise approximately \$1.135 million. The Company reserves absolute discretion regarding the final amount raised under the SPP. In the event the SPP is oversubscribed by the closing date, the Directors may, in their absolute discretion, scale-back applications. 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.

10. ISSUE OF SHARES

The number of Shares that will be issued will be determined by dividing the application amount by the Issue Price rounded down to the nearest whole Share.

Shares to be issued under the SPP will be issued as soon as reasonably practicable after the closing date specified by the Directors of the Company in the offer letter (or as otherwise announced by the Company if that date is extended).

Shares issued under the SPP will rank equally in all respects with all other fully paid ordinary shares in the Company from the date of issue.

Shareholding statements or CHESS notification will be issued in respect of all Shares issued under the SPP. The Company will, promptly after the issue of Shares under the SPP, make application for those Shares to be listed for quotation on the official list of ASX.

11. ACKNOWLEDGEMENT

By submitting an Application Form with a cheque, bank draft, money order or preferably making a payment via BPAY®, you:

- (a) will be deemed to have warranted and represented that you are an Eligible Shareholder and are eligible to participate in the SPP;
- (b) irrevocably and unconditionally agree to the SPP Terms & Conditions and the terms of the Application Form;
- (c) acknowledge that your application will be irrevocable and unconditional;
- (d) certify and represent to the Company that you have not applied for more than \$30,000 under the SPP;
- (e) certify that the total of the applications for the following does not exceed \$30,000:
 - (i) the Shares the subject of your application; and
 - (ii) any other Shares which you have instructed a Custodian to acquire on your behalf under the SPP;
- (f) agree to be bound by the Company's constitution;
- (g) 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 details; and
- (h) have not distributed this document or any other documents relating to the SPP to, any person in the United States. Failure to comply with these restrictions may result in violations of applicable securities laws.

12. DISPUTE RESOLUTION

The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant, application or Shares. The decision of the Company in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

The Company reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of the Company under these conditions may be exercised by the directors of the Company or any delegate of the directors of the Company.

13. MODIFICATION AND TERMINATION

The Company may modify or terminate the SPP at any time. The Company will notify ASX of any modification to, or termination of, the SPP. The omission to give notice of any modification to, or termination of, the SPP or the failure of ASX to receive such notice will not invalidate the modification or termination.

Without limiting the above, the Company may issue to any person fewer Shares than the person applied for under the SPP if the issue of Shares applied for would contravene any applicable law or the Listing Rules of ASX.

14. PRIVACY

By receiving completed Application Forms, the Company collects personal information about Shareholders. The Company will use this information for the purposes of processing the Application Form and updating the records of the Company. To the extent restricted by law, the Company will not disclose personal information about a Shareholder to a third party. To the extent permitted by law, Shareholders can access, upon request, personal information about them by the Company.

15. NEW ZEALAND SHAREHOLDERS

The Shares offered under the SPP are not being offered or sold to the public within New Zealand other than to existing shareholders of Hannans with registered addresses in New Zealand and to whom the offer is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This document has not been registered, filed with, or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This document is not an investment statement or prospectus under

New Zealand Law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

16. JOINT HOLDERS

If two or more persons are 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.

17. CUSTODIANS, TRUSTEES AND NOMINEES

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 apply.

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)), you may apply for up to the maximum of \$30,000 worth of Shares for each beneficiary for whom you act as custodian provided you annexe to your Application Form a certificate to Hannans (Custodian Certificate), which certified matters required by ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

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 Company's Share Registry at any time from 8.30am to 5.00pm (WST time) Monday to Friday during the Offer period.

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.

18. FOREIGN OFFER RESTRICTIONS

This document may not be released or distributed in any country other than Australia and New Zealand. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country. In particular, any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and may not be offered or sold 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.

19. OFFER

If you choose not to participate in the SPP, your right to participate lapses at the Closing Date of the offer under the SPP.

The offer under the SPP is:

- (a) non-renounceable and non-transferable and, therefore, Eligible Shareholders cannot transfer their right to purchase SPP Shares under the offer to a third party; and
- (b) made to each Eligible Shareholder (whether you are a Custodian or hold Shares on your own account) on the same terms and conditions.

The offer of Shares under the SPP is made in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2109/547 which provides relief from the requirement for the Company to provide a prospectus when offering Shares to existing shareholders of a company pursuant to a share purchase plan.

HANNANS

2 November 2020

SHARE PURCHASE PLAN

Notice under ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547

If you are the registered holder of shares in Hannans Ltd as at 5pm (WST) on 30 October 2020 you are eligible to participate in the Share Purchase Plan (**SPP**). The SPP will open on 2 November 2020 and is expected to close on 2 December 2020.

Hannans gives notice pursuant to ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 that:

1. it will be issuing Shares without disclosure to investors under Part 6D.2 of the Corporations Act 2001 (Cth) (Act);
2. this notice is provided in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547;
3. as at the date of the notice, Hannans has complied with
 - (a) the provisions of Chapter 2M of the Act as they apply to the Company; and
 - (b) section 674 of the Act; and
4. as at the date of this announcement, there is no information that is excluded information (in accordance with the requirements of sections 708A(7) and 708A(8) of the Act) in relation to the Company.

This ASX announcement has been authorised for release by Mr Damian Hicks, Executive Director.

For further information, please contact:

Ian Gregory
Company Secretary
T: +61 (8) 9324 3388
E: info@hannans.com



www.hannans.com



[@HannansLtd](https://twitter.com/HannansLtd)



[Hannans_Ltd](https://www.linkedin.com/company/Hannans_Ltd)



info@hannans.com