
Not for release or distribution in the United States or to U.S. Persons

4 December 2023

Dear Sir/Madam

Accelerated non-renounceable pro-rata entitlement offer - Notification to ineligible shareholders

On Monday, 27 November 2023, Ballymore Resources Limited ACN 632 893 611 ("**Company**" or "**BMR**") announced that it was conducting a partially underwritten 1 for 17 accelerated non-renounceable pro-rata entitlement offer of new shares ("**Shares**") in BMR ("**New Shares**") to existing shareholders ("**Entitlement Offer**") to raise approximately A\$1 million at a price of A\$0.12 per New Share ("**Offer Price**").

The proceeds of the Entitlement Offer will be used for the development of Ballymore's projects, costs of the Entitlement Offer and general working capital requirements. More detail is provided in BMR's announcement lodged with the Australian Securities Exchange ("**ASX**") on Monday, 27 November 2023.

Morgans Corporate Limited is the lead manager (**Lead Manager**) for the Entitlement Offer.

This notice is to inform you about the Entitlement Offer and to explain why you will not be able to subscribe for New Shares under the Entitlement Offer. This letter is not an offer to issue entitlements or New Shares to you, nor an invitation for you to apply for entitlements or New Shares. You are not required to do anything in response to this letter but there may be financial implications for you as a result of the Entitlement Offer that you should be aware of.

Details of the Entitlement Offer

The Entitlement Offer comprises an institutional entitlement offer ("**Institutional Entitlement Offer**") and an offer to Eligible Retail Shareholders (as defined below) to participate on the same terms ("**Retail Entitlement Offer**"). The Institutional Entitlement Offer has already closed and the results were announced to the ASX on Wednesday, 29 November 2023. BMR will lodge a retail offer booklet with ASX on Monday 4 December 2023, which sets out further details in respect of the Retail Entitlement Offer ("**Retail Offer Booklet**").

Eligibility criteria

BMR has determined, pursuant to section 9A(3) of the Corporations Act 2001 (Cth) ("**Corporations Act**") and Listing Rule 7.7.1(a) of the ASX Listing Rules, that it would be unreasonable to make offers to BMR securityholders in certain countries in connection with the Retail Entitlement Offer. This is because of the small number of BMR securityholders in each of those countries, the number and value of securities those BMR securityholders hold and the cost of complying with the applicable laws and regulations in jurisdictions outside Australia and New Zealand.

Accordingly, in compliance with section 9A(3) of the Corporations Act and ASX Listing Rule 7.7.1(b), BMR wishes to inform you that it will not be extending the Retail Entitlement Offer to you and you will not be able to subscribe for New Shares under the Retail Entitlement Offer.

Eligible Retail Shareholders are those persons who:

- are registered as holders of existing Shares as at 5.00pm (AEDT) on Wednesday, 29 November 2023 ("**Record Date**");
- have a registered addresses in Australia or New Zealand on the BMR security register on the Record Date or are persons that BMR has otherwise determined is eligible to participate in the Retail Entitlement Offer;
- are not in the United States and are not, and are not acting for the account or benefit of, a "U.S. person", as defined in Rule 902(k) of Regulation S under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**") ("**U.S. Persons**") (to the extent that such securityholders hold securities for the account or benefit of a U.S. Person);
- were not invited to participate in the Institutional Entitlement Offer and were not treated as ineligible institutional securityholders under the Institutional Entitlement Offer (other than as nominee or custodian, in each case in respect of other underlying holdings); and
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Securityholders who are not Eligible Retail Shareholders are ineligible retail securityholders and are consequently unable to participate in the Retail Entitlement Offer.

Notwithstanding the above, BMR may (in its absolute discretion) agree to extend the Retail Entitlement Offer to certain institutional Shareholders in foreign jurisdictions who did not participate in the Institutional Entitlement Offer, subject to compliance with applicable laws.

Non-renounceable offer

As with the Institutional Entitlement Offer, the Retail Entitlement Offer is non-renounceable. As a result, no amount will be payable by you and you will not otherwise receive any payment or value for Entitlements in respect of any New Shares that would have been offered to you if you were an Eligible Retail Shareholder.

Further details in respect of the Entitlement Offer (including details of eligibility) can be found on the announcements platform of ASX (www.asx.com.au).

Further information

If you have any queries regarding the Retail Entitlement Offer, please contact your professional adviser or please call the Entitlement Offer Information Line on 1800 129 386 (within Australia) or +61 1800 129 386 (outside Australia) at any time between 8:30am and 5:00pm (Sydney time) Monday to Friday during the Retail Entitlement Offer Period. For other questions, you should consult your broker, solicitor, accountant, financial adviser or other professional adviser.

Thank you for your continued support of BMR and I trust you understand BMR's position on this matter.

Yours sincerely

Mr Andrew Greville

Chairman

IMPORTANT NOTICE AND DISCLAIMER

The Entitlement Offer is being made by BMR in accordance with section 708AA of the Corporations Act as modified by the Australian Securities and Investments Commission Corporations Instrument (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Class Order [CO 14/827], meaning that no prospectus or other disclosure document needs to be prepared.

Determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of BMR and the Lead Manager. Each of BMR, the Lead Manager and each of their respective affiliates and related bodies corporate and each of their respective directors, officers, partners, employees, advisers and agents disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

The provision of this letter is not, and should not be considered as, financial product advice. The information in this document is general information only and does not take into account your individual objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional adviser.

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