



BROKEN HILL MINES LIMITED
ACN 652 352 228
CLEANSING PROSPECTUS

This Prospectus is being issued for the offer of up to 10 Shares at an issue price of \$1.00 per Share.
This Prospectus has been issued for the primary purpose of removing any trading restrictions on Shares issued prior to the Closing Date in accordance with section 708A(11) of the Corporations Act.

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT SHOULD BE READ IN ITS ENTIRETY.

IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.

THE SHARES OFFERED IN CONNECTION WITH THIS PROSPECTUS ARE OF A SPECULATIVE NATURE.



IMPORTANT INFORMATION

This Prospectus is dated 22 December 2025 and was lodged with ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus.

No Shares will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

Prospectus availability

A copy of this Prospectus is available for inspection at the registered office of the Company at Level 32, 55 Collins Street, Melbourne, Victoria 3000 during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (see Section 4.2). The Prospectus will also be made available in electronic form. The Offer is only available to those who are personally invited to apply for Shares under the Offer. Applications for Shares under the Offer can only be submitted on an original Application Form which accompanies this Prospectus.

No representations other than this Prospectus

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

Electronic prospectus

If you have received an electronic Prospectus please ensure that you have received the entire Prospectus. If you have not, please phone the Company on +61 8 9481 0389 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus.

Interpretation

Definitions of certain terms used in this Prospectus are contained in Section 6. All references to currency are to Australian dollars and all references to time are to AWST unless otherwise indicated. Revenues and expenditures disclosed in this Prospectus are recognised exclusive of the amount of goods and services tax, unless otherwise disclosed.



CORPORATE DIRECTORY

Directors	Mr Patrick Walta (Executive Chair) Mr Stephen Woodham (Non-Executive Director) Mr Brent Walsh (Non-Executive Director) Mr Mark Hine (Non-Executive Director) Mr Ian Plimer (Non-Executive Director)
Company Secretary	Mr Alan Armstrong
Registered and Principal Office	Level 32, 55 Collins Street Melbourne Victoria 3000 Telephone: +61 8 9481 0389 Email: info@brokenhillmines.com Website: https://brokenhillmines.com
Auditor*	Hall Chadwick WA Audit Proprietary Limited 283 Rokeby Road, Subiaco Western Australia 6008
Share Registry*	Xcend Pty Ltd Level 2, 477 Pitt Street Haymarket New South Wales 2000 Telephone: +61 (2) 8591 8509
ASX Ticker	ASX Code: BHM (Shares)

** These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus.*

INDICATIVE TIMETABLE

Event	Date
Lodgement of Prospectus with ASIC and ASX	22 December 2025
Opening Date of Offer	22 December 2025
Closing Date of Offer	4.00pm (AWST) on 22 December 2025

These dates are indicative only and subject to change. Subject to the Corporations Act and the Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice.



INVESTMENT OVERVIEW

This Section is intended to highlight key information for potential investors. It is an overview only and is not intended to replace the Prospectus. Potential investors should read the Prospectus in full before deciding to invest in Shares.

Key Information		Further Information
Transaction specific prospectus This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.		Section 4.4
Risk factors Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. The key risk factors of which investors should be aware are in Section 3, including (but not limited to) risks in respect of:		Section 3
Product sales and commodity price risk	<p>The Company's ability to proceed with the development of its mineral projects and benefit from any future mining operations will depend on market factors, some of which may be beyond its control. It is anticipated that any revenues derived from mining will primarily be derived from the sale of zinc, lead and silver. Consequently, any future earnings are likely to be closely related to the price of these commodities and the terms of any offtake agreements that the Company enters into.</p> <p>The world market for minerals is subject to many variables and may fluctuate markedly. These variables include world demand for zinc, lead and silver that may be mined commercially in the future from the Company's project areas, forward selling by producers and production cost levels in major mineral-producing regions. Minerals prices are also affected by macroeconomic factors such as general global economic conditions and expectations regarding inflation and interest rates. These factors may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities. Metals are principally sold throughout the world in US dollars. The Company's cost base will be payable in various currencies including Australian dollars and US dollars. As a result, any significant and/or sustained fluctuations in the exchange rate between the Australian dollar and the US dollar could have a</p>	



Key Information		Further Information
	materially adverse effect on the Company's operations, financial position (including revenue and profitability) and performance. The Company may undertake measures, where deemed necessary by the Board to mitigate such risks.	
Resource estimation risk	<p>Mineral resource estimates (inferred, indicated and measured) have been reported at the Rasp Mine and Pinnacles Mine. Resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates of mineral resources that were valid when originally made may alter significantly when new information or techniques become available or when commodity prices change.</p> <p>In addition, by their very nature, mineral resource estimates are imprecise and depend on interpretations which may prove to be inaccurate, and whilst the Company employs industry-standard techniques including compliance with the JORC Code to reduce the resource estimation risk, there is no assurance that this approach will alter the risk.</p> <p>As further information becomes available through additional fieldwork and analysis, mineral resource estimates may change. This may result in alterations to mining and development plans which may in turn adversely affect the Company.</p> <p>Whilst the Company intends to undertake further exploration and development activities with the aim of expanding the existing mineral resources and converting them to ore reserves, no assurances can be given that this will be successfully achieved. Notwithstanding that mineral resources have been identified, no assurance can be provided that these can be economically extracted. Failure to convert mineral resources into ore reserves or maintain or enhance existing mineral resources could have a material adverse effect on the Company's business, financial condition, results of operations and prospects.</p>	
Offtake and offtake financing risk	<p>The Company may seek to enter into offtake financing in the near future. The Company may also seek interest from global trading houses to acquire offtake as part of an offtake financing package. The Company's ability to enter into such agreements is not guaranteed and is dependent on several extrinsic and uncontrollable factors, including without limitation, the state of global commodity prices and market demand and supply.</p> <p>On 1 October 2025, the Company announced it had completed long-form documentation with Hartree Metals LLC for a US\$25m financing facility and 200,000t of silver-lead</p>	



Key Information		Further Information
	<p>concentrate offtake, as originally announced to the ASX on 10 March 2025.</p> <p>In the event that the Company, or an entity that the Company stands as guarantor to, is not able to satisfy its obligations under its offtake agreements generally, the Company may be liable for damages under the agreements (including any guarantee agreement) or the relevant counterparties may be able to terminate the agreements and/or enforce their security.</p>	
Metallurgy	<p>Metal and/or mineral recoveries are dependent upon the metallurgical process, and by its nature contain elements of significant risk such as:</p> <ul style="list-style-type: none">• identifying a metallurgical process through test work to produce a saleable metal and/or concentrate;• developing an economic process route to produce a metal and/or concentrate; and• changes in mineralogy in the ore deposit, such as areas of increased oxidation, can result in inconsistent metal recovery, affecting the economic viability of the project.	
Regulatory and environmental risks	<p>The operations and proposed activities of the Company are subject to laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.</p> <p>Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or noncompliance with environmental laws or regulations.</p> <p>The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become</p>	



Key Information		Further Information															
	<p>more onerous making the Company’s operations more expensive.</p> <p>Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining or renewing such approvals can result in the delay to anticipated exploration programmes or mining activities.</p>																
Securities investments	<p>Investors should be aware that there are risks associated with any securities investment. The prices at which the Company’s Shares trade may be above or below the issue price of the Offer and may fluctuate in response to a number of factors. Further, the stock market is prone to price and volume fluctuations. There can be no guarantee that trading prices will be sustained. These factors may materially affect the market price of the Shares, regardless of the Company’s operational performance.</p>																
<p>Offer</p> <p>This Prospectus is for an offer of 10 Shares to selected investors at an issue price of \$1.00 per Share.</p> <p>The primary purpose of this Prospectus is to remove any trading restrictions on Shares issued prior to the Closing Date.</p>		Section 1.1															
<p>Effect of the Offer</p> <p>The Offer will result in the issued capital of the Company increasing by 10 Shares.</p> <p>The Offer will not have any effect on the control of the Company.</p> <p>After paying the expenses of the Offer of approximately \$5,000, there will be no proceeds from the Offer. The expenses of the Offer will be met from the Company's existing cash reserves. The Offer will have a nominal effect on the Company's financial position of reducing the cash balance by the costs of the Offer.</p>		Section 2															
<p>Directors' interests in Securities</p> <p>The relevant interest of each of the Directors in Securities as at the date of this Prospectus is set out in the table below:</p> <table><tr><th>Name</th><th>Shares</th><th>% Shares</th><th>Options</th><th>Performance Rights</th></tr><tr><td>Mr Patrick Walta</td><td>40,136,999</td><td>12.66</td><td>18,416,664</td><td>1,514,286</td></tr><tr><td>Mr Stephen Woodham</td><td>1,244,197</td><td>0.39</td><td>539,844</td><td>500,000</td></tr></table>		Name	Shares	% Shares	Options	Performance Rights	Mr Patrick Walta	40,136,999	12.66	18,416,664	1,514,286	Mr Stephen Woodham	1,244,197	0.39	539,844	500,000	Section 4.10(b)
Name	Shares	% Shares	Options	Performance Rights													
Mr Patrick Walta	40,136,999	12.66	18,416,664	1,514,286													
Mr Stephen Woodham	1,244,197	0.39	539,844	500,000													



Key Information					Further Information
Mr Brent Walsh	283,400	0.09	225,000	500,000	
Mr Mark Hine	86,021	0.03	200,000	500,000	
Mr Ian Plimer	-	-	200,000	500,000	
Further details of the Directors' Security holdings are in Section 4.10(b).					
Forward looking statements <p>This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.</p> <p>These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are considered reasonable.</p> <p>Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and the management.</p> <p>The Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.</p> <p>The Directors have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.</p> <p>These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 3.</p>					Section 3

1 Background to the Shortfall Shares and details of the Offer

1.1 Background to the Shortfall Shares

On 13 October 2025, the Company announced the terms of an underwriting agreement pursuant to which Blue Ocean Equities Pty Ltd and CPS Capital Group Ltd (together, the **Underwriters**) agreed to underwrite the exercise of 9,368,916 quoted options convertible into Shares, with an exercise price of \$0.80 and an expiry date of 12 December 2025 (ASX:BHMO) (**Underwritten Options**) to raise up to approximately \$7.5 million (before costs) (**Options Underwriting Agreement**).¹

The Company received valid notices of exercise with respect to 8,662,265 Underwritten Options before their expiry on 12 December 2025.

In accordance with the terms of the Options Underwriting Agreement, the Company has today, 22 December 2025, issued 706,651 Shares to the Underwriters (or their nominees) following expiry of 706,651 Underwritten Options (**Shortfall Shares**).

Please refer to the Company's Appendix 2A dated 22 December 2025, for further details.

1.2 Summary of the Offer

The Company is offering, pursuant to this Prospectus, 10 Shares at an issue price of \$1.00 per Share (**Offer**).

The Offer will only be extended to specific parties on invitation of the Directors. Application Forms will only be provided by the Company to these parties.

Shares issued under the Offer will be issued as fully paid ordinary shares and will rank equally in all respects with the existing Shares on issue. Refer to Section 4.1 for a summary of the rights and liabilities attaching to the Shares under the Offer.

After paying the expenses of the Offer of approximately \$5,000, there will be no proceeds from the Offer. The expenses of the Offer will be met from the Company's existing cash reserves. The Offer will have a nominal effect on the Company's financial position of reducing the cash balance by the costs of the Offer.

Please refer to Section 4.13 for further details on the estimated expenses of the Offer.

1.3 Purpose of the Prospectus

Section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to on-sell those securities within 12 months of the date of their issue.

Section 708A(5) of the Corporations Act provides an exception to section 707(3) where an entity issues a 'cleansing notice' under section 708A(5). The Company has been suspended from trading

¹ Refer to the Company's announcement titled 'Underwriting of BHMO Options to Raise A\$7.5 million' released on the ASX market announcements platform on 13 October 2025 for further details including the terms of the Options Underwriting Agreement.

on the ASX for more than 5 days in the last 12 months and, as a result, is precluded from issuing a cleansing notice in accordance with section 708A(5) of the Corporations Act.

Section 708A(11) of the Corporations Act provides another exemption from the general requirement under section 707(3) where:

- (a) the relevant securities are in a class of securities of the company that are already quoted on ASX;
- (b) a prospectus is lodged with ASIC either:
 - (i) on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the Company that are in the same class of securities as the relevant securities.

The primary purpose of this Prospectus is to comply with section 708A(11) of the Corporations Act to remove any trading restrictions that may have attached to Shares (including the Shortfall Shares) issued by the Company prior to the Closing Date, so that holders of those Shares (including subscribers of the Shortfall Shares) may, if they choose to, sell those Shares within 12 months from the date of their issue without the issue of a prospectus.

The Company did not issue the Shortfall Shares with the purpose of the persons to whom they were issued selling or transferring the Shortfall Shares or granting, issuing or transferring interests in the Shortfall Shares within 12 months of the issue, however this Prospectus provides them with the ability to do so should they wish.

Accordingly, the purposes of this Prospectus are to:

- (a) make the Offer; and
- (b) ensure that any on-sale of the Shares issued by the Company prior to the Closing Date (including the Shortfall Shares) does not breach section 707(3) of the Corporations Act.

Any Shares issued under the Offer will be issued under the Company's existing placement capacity under Listing Rule 7.1. If all Shares offered under the Offer are issued, the Company will raise \$10 (before costs). The total estimated expenses of the Offer of \$5,000 will be paid by the Company from its existing cash reserves.

1.4 Closing Date

The Closing Date for the Offer is 4.00pm (AWST) on 22 December 2025. The Company reserves the right, subject to the Corporations Act and the Listing Rules to extend or shorten the Closing Date without prior notice. If the Closing Date is varied, subsequent dates may also be varied accordingly.

1.5 Underwriting and minimum subscription

There is no minimum subscription for the Offer and the Offer is not underwritten.

1.6 Application Forms

The Offer of Shares is being extended to investors who are invited by the Company to subscribe for Shares and is not open to the general public.

Applications must be made using the Application Form attached to this Prospectus. To the maximum extent permitted by law, the Directors will have discretion over which Applications to accept.

Completed Application Forms must be received by the Company prior to the Closing Date. Application Forms should be delivered to the Company in accordance with the instructions on the Application Form.

If you are in doubt as to the course of action, you should consult your professional advisor.

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of Shares accepted by the Company. The Application Form does not need to be signed to be a binding acceptance of the Shares under the Offer.

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

1.7 Application Monies held on trust

All Application Monies received for the Shares will be held on trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the Shares are issued. All Application Monies will be returned (without interest) if the Shares are not issued.

1.8 ASX quotation

Application will be made to ASX no later than 7 days after the date of this Prospectus for official quotation of the Shares under the Offer. If permission is not granted by ASX for the Official Quotation of the Shares offered by this Prospectus within 3 months after the date of this Prospectus (or such period as the ASX allows), the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

1.9 CHESS

The Company participates in the Clearing House Electronic Sub-register System, known as CHESS. ASX Settlement, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Operating Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Shares. If you are broker sponsored, ASX Settlement will send you a CHESS statement.

The CHESS statement will specify the number of Shares issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Shares.

If you are registered on the Issuer Sponsored sub-register, your statement will be despatched by the Share Registry and will contain the number of Shares issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their Shareholding changes. Shareholders may request a statement at any other time; however, a charge may be made for additional statements.

1.10 Residents outside Australia

This Prospectus and an accompanying Application Form do not, and are not intended to, constitute an offer of Shares in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

1.11 Risk factors

An investment in Shares should be regarded as speculative. In addition to the general risks applicable to all investments in securities, there are certain specific risks associated with an investment in the Company which are detailed in Section 3.

1.12 Taxation implications

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for Shares under this Prospectus.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, Applicants should consult their professional tax adviser in connection with subscribing for Shares under this Prospectus.

1.13 Major activities and financial information

A summary of the major activities and financial information relating to the Company can be found in the Company's annual report for the year ended 30 June 2025, lodged with ASX on 29 August 2025.

For completeness, Section 4.2 contains an outline of the continuous disclosure notices (i.e. ASX announcements) made by the Company since the lodgement of its 2025 Annual Report.

Copies of these documents are available free of charge from the Company. The Directors strongly recommend that Applicants review these and all other announcements prior to deciding whether or not to participate in the Offer.

1.14 Privacy

Applicants will be providing personal information to the Company (directly or by the Share Registry) on the Application Form. The Company collects, holds and will use that information to assess the Application, service Shareholders' needs, facilitate distribution payments and corporate communications to Shareholders, and carry out administration.

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

Shareholders can access, correct and update the personal information the Company holds about them by contacting the Company or the Share Registry at the relevant contact numbers set out in this Prospectus. Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

Applicants should note that if they do not provide the information required on the Application Form, the Company may not be able to accept or process their Application.

1.15 Enquiries concerning Prospectus

Enquiries should be directed to the Company Secretary by telephone on +61 8 9481 0389.

2 Effect of the Offer

2.1 Capital structure on completion of the Offer

The effect of the Offer on the Company's capital structure is set out below:

	Shares ⁽¹⁾	Options ⁽²⁾⁽³⁾	Performance Securities ⁽⁴⁾
Balance at the date of this Prospectus	316,928,381	79,662,996	18,863,615
Securities to be issued under the Offer	10	-	-
Total securities on issue upon completion of the Offer	316,928,391	79,662,996	18,863,615

Notes:

1. Including:
 - (a) 3,039,400 Shares escrowed until 9 July 2026; and
 - (b) 150,924,888 Shares escrowed until 21 July 2027.
2. Comprising:
 - (a) 6,287,996 quoted options (ASX:BHMOA) exercisable at \$0.48 and expiring on 16 May 2029;
 - (b) 40,000,000 unquoted options exercisable at \$0.50 and expiring on 9 July 2030;
 - (c) 31,100,000 unquoted options exercisable at \$0.36 and expiring on 9 July 2030; and
 - (d) 2,275,000 unquoted options exercisable at \$0.36 and expiring on 9 July 2030.
3. Excluding the unquoted performance options referred to in note 4(b) below.
4. Comprising:
 - (a) 5,000,000 Performance Rights escrowed until 21 July 2027, and expiring on 9 July 2030, with:
 - (i) 2,500,000 Performance Rights vesting upon the Company reporting positive net cashflow from operational activities over a period of any three consecutive months on or before 30 June 2026, based on the Company's audited or reviewed accounts for the relevant period (as applicable); and
 - (ii) 2,500,000 Performance Right vesting up on the Company reporting quarterly throughput at the Rasp Mine of at least 125,000 tonnes within the Company's Quarterly Activities Report; and
 - (b) 1,700,000 unquoted options escrowed until 21 July 2027, exercisable at \$0.36 and expiring on 9 July 2030, with:
 - (i) 850,000 options vesting upon the Company reporting positive net cashflow from operational activities over a period of any three consecutive months on or before 30 June 2026, based on the Company's audited or reviewed accounts for the relevant period (as applicable); and
 - (ii) 850,000 options vesting upon the Company reporting quarterly throughput at the Rasp Mine of at least 125,000 tonnes within the Company's Quarterly Activities Report.
 - (c) 12,162,615 Performance Rights issued under the Company's Long Term Incentive Plan and Restricted Equity Plan and vesting upon the holder remaining continuously employed until 30 June 2028 and based on a total shareholder return measured against the Company's peers and the S&P/ASX 300.

As the issue of 10 Shares under this Prospectus will not have a material impact on the Company's financial position, a pro-forma statement of financial position of the Company showing the financial effect of the Offer has not been included in this Prospectus.

2.2 Effect of the Offer on control of the Company

The Company is of the view that the Offer will not affect the control (as defined by section 50AA of the Corporations Act) of the Company. No new investor or existing Shareholder will have a voting power greater than 20% as a result of the completion of the Offer.

3 Risk Factors

As with any securities investment, there are risks involved. This Section identifies the major areas of risk associated with an investment in the Company, but should not be taken as an exhaustive list of the potential risk factors to which the Company and its Shareholders are exposed. Potential investors should read the entire Prospectus and consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

Risks specific to the Company

3.1 Future capital requirements

The future capital requirements of the Company will depend on many factors, including the continuation of its current business and sales, and the Company may need to raise additional funds from time to time to finance its ongoing operations.

Should the Company require additional funding, there can be no assurance that additional financing will be available on acceptable terms or at all. An inability to obtain additional financing, if required, would have a material adverse effect on the Company's business, financial condition and results of operations. In the event the Company is required to raise additional funding through equity raisings, it is likely that Shareholders' interests will be diluted. If further funding is obtained through debt financing, it is likely to be accompanied by restrictive debt covenants and the granting of further security interests over the assets of the Company.

The Directors consider that the Company will, on Completion, have sufficient working capital to carry out its stated objectives and to satisfy the anticipated current working capital and other capital requirements set out in this Prospectus.

3.2 Operating risk

There are significant risks in operating a mine and there is no guarantee that the Company will be able to achieve profitable production. In addition, the operations of the Company may be affected by various factors, including failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

3.3 Product sales and commodity price risk

The Company's ability to proceed with the development of its mineral projects and benefit from any future mining operations will depend on market factors, some of which may be beyond its control. It is anticipated that any revenues derived from mining will primarily be derived from the sale of zinc, lead and silver. Consequently, any future earnings are likely to be closely related to the price of these commodities and the terms of any offtake agreements that the Company enters into.

The world market for minerals is subject to many variables and may fluctuate markedly. These variables include world demand for zinc, lead and silver that may be mined commercially in the future from the Company's project areas, forward selling by producers and production cost levels in major mineral-producing regions. Mineral prices are also affected by macroeconomic factors such as general global economic conditions and expectations regarding inflation and interest rates. These factors may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities. Metals are principally sold throughout the world in US dollars. The Company's cost base will be payable in various currencies including Australian dollars and US dollars. As a result, any significant and/or sustained fluctuations in the exchange rate between the Australian dollar and the US dollar could have a materially adverse effect on the Company's operations, financial position (including revenue and profitability) and performance. The Company may undertake measures, where deemed necessary by the Board to mitigate such risks.

3.4 Exploration and development risks

To the extent that the Company's projects constitute early-stage exploration tenure, the prospects of the Company's projects must be considered in light of the considerable risks, expenses and difficulties frequently encountered by companies in the early stage of exploration and development activities and, accordingly, carries significant exploration risk. Potential investors should understand that mineral exploration and development is a high-risk undertaking. There can be no assurance that exploration and development will result in the discovery of further mineral deposits. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited. Major expenses may be required to establish ore reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Company.

The success of the Company's exploration activities will also depend upon the Company having access to sufficient development capital, being able to maintain title to its tenements and obtaining all required approvals for its activities. In the event that exploration programs are unsuccessful this could lead to a diminution in the value of its tenements, a reduction in the cash reserves of the Company and possible relinquishment of part or all of its tenements.

3.5 Resource estimation risk

Mineral resource estimates (inferred, indicated and measured) have been reported at the Rasp Mine and Pinnacles Mine. Resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates of mineral resources that were valid when originally made may alter significantly when new information or techniques become available or when commodity prices change.

In addition, by their very nature, mineral resource estimates are imprecise and depend on interpretations which may prove to be inaccurate, and whilst the Company employs industry-standard techniques including compliance with the JORC Code to reduce the resource estimation risk, there is no assurance that this approach will alter the risk.

As further information becomes available through additional fieldwork and analysis, mineral resource estimates may change. This may result in alterations to mining and development plans which may in turn adversely affect the Company.

Whilst the Company intends to undertake further exploration and development activities with the aim of expanding the existing mineral resources and converting them to ore reserves, no assurances can be given that this will be successfully achieved. Notwithstanding that mineral resources have been identified, no assurance can be provided that these can be economically extracted. Failure to convert mineral resources into ore reserves or maintain or enhance existing mineral resources could have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

As mining is ongoing at the Rasp Mine, investors are cautioned that the Rasp MRE does not capture depletion caused through mining operations carried out since the completion of the Rasp MRE.

3.6 Offtake and offtake financing risk

The Company may seek to enter into offtake financing in the near future and may also seek interest from global trading houses to acquire offtake as part of an offtake financing package. Each of the Directors have extensive experience acting in executive or senior capacities for operating mines and obtaining offtake financing from global trading houses.

On 1 October 2025, the Company announced it has completed long-form documentation with Hartree Metals LLC (*Hartree*) for a US\$25m financing facility and 200,000t of silver-lead concentrate offtake (*Hartree Offtake Financing Facility*), as originally announced to the ASX on 10 March 2025.

After considering the Rasp MRE, the Hartree Offtake Financing Facility, the Ausinmet Offtake Facility, and the existing operations of the Rasp Mine, the Directors believe the Company has a reasonable basis to believe it will be able to secure offtake financing on terms acceptable to the Company from global trading houses. However, the Company's ability to enter into such agreements is not guaranteed and is dependent on several extrinsic and uncontrollable factors, namely the demand of global trading houses and the state of global commodity prices and markets.

3.7 Metallurgy

Metal and/or mineral recoveries are dependent upon the metallurgical process, and by its nature contain elements of significant risk such as:

- (a) identifying a metallurgical process through test work to produce a saleable metal and/or concentrate;

- (b) developing an economic process route to produce a metal and/or concentrate; and
- (c) changes in mineralogy in the ore deposit, such as areas of increased oxidation, can result in inconsistent metal recovery, affecting the economic viability of the project.

3.8 Regulatory and environmental risks

The operations and proposed activities of the Company are subject to laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or noncompliance with environmental laws or regulations.

The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. The mine site is equipped with water trucks for dust suppression, and a comprehensive system of containment structures to manage runoff and protect surface and groundwater. Ongoing water quality monitoring is undertaken both onsite and downstream, and results are regularly reported to regulators and stakeholders. The site operates under a detailed Pollution Incident Response Management Plan (PIRMP), ensuring that any spill or incident is addressed rapidly with appropriate resources and regulatory notification. In addition, the mine adheres to strict protocols governing the storage, handling, and disposal of hazardous materials, reducing the risk of accidental discharge or contamination. Notwithstanding these measures, there is a risk that environmental laws and regulations become more onerous making the Company's operations more expensive, or that a failure to comply with the relevant environmental laws and regulations results in delays or an inability to renew the permits to continue operations in the future.

Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining or renewing such approvals can result in the delay to anticipated exploration programmes or mining activities. Failure to obtain such approvals will prevent the Company from undertaking its desired activities. The Company is unable to predict the effect of additional environmental laws and regulations, which may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area.

Whilst the Company believes that it will be able to maintain community support and the various environmental permits and licences for the Rasp Mine into the future, there can be no assurances that new environmental laws, regulations or stricter enforcement policies, once implemented,

will not oblige the Company to incur significant expenses and undertake significant investments in such respect which could have a material adverse effect on the Company's business, financial condition and results of operations.

3.9 Historical liabilities

Due to the acquisition of Broken Hill Operations Pty Ltd, the Group is liable for any liabilities that its subsidiary has incurred in the past, including liabilities which may not have been identified during its due diligence or which are greater than expected, for which insurance may not be adequate or available, and for which the Group may not have post-closing recourse under the relevant transaction agreements. These could include liabilities relating to environmental claims or breaches, Aboriginal heritage breaches and/or native title compensation claims, contamination, regulatory actions and health and safety claims. Such liabilities may adversely affect the financial performance or position of the Group.

3.10 Title and grant risk

Interests in all tenements in Australia are governed by state legislation and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it work program, annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could be exposed to additional costs, have its ability to explore or mine the Australian Projects reduced or lose title to or its interest in the Company's tenements if licence conditions are not met or if sufficient funds are unavailable to meet expenditure commitments.

If in the future, the term of any of the Company's tenements are not renewed or extended, the Company may suffer damage through loss of the opportunity to discover and/or develop any mineral resources on these tenements. In particular, CML7 (a consolidation of Mining Purpose Leases 183 to 186 (inclusive)) is set to expire on 31 December 2026. An application for renewal of CML7 has been lodged.

If in the future, the term of any of the Company's tenements are not renewed or extended, the Company may suffer damage through loss of the opportunity to discover and/or develop any mineral resources on these tenements.

3.11 Native title risk

Exploration licences in NSW are granted subject to a standard condition that the licence holder is not able to conduct any activities on any land or waters within the exploration area on which native title has not been extinguished under the *Native Title Act 1993* (Cth) (***Native Title Act***) without the prior written consent of the Minister. The circumstances in which native title will have been extinguished include where a finding is made by the Federal Court that native title has been extinguished over a particular area or where there has been a prior grant of freehold land.

To the extent that the Company wishes to explore on areas of Crown land (in respect of which Native Title has not been extinguished), Ministerial consent will need to be sought and, before that consent can be given, the Minister must complete the right to negotiation process set out under the Native Title Act. The Company does not consider this to be a material risk to its planned

operations given that its proposed exploration program does not involve exploration activities on Crown land. If the Company wishes to conduct exploration activities on areas of Crown land, it will seek Ministerial consent for this as and when required.

The native title standard condition does not apply to the grant of mining leases in NSW. All the NSW tenements which are mining leases were granted prior to the commencement of the Native Title Act and have been validated as past acts under the *Native Title (New South Wales) Act 1994* (NSW).

3.12 Aboriginal Cultural Heritage Risk

The Company is aware of 36 Aboriginal sites and 1 Aboriginal place located across the Company's tenements comprising the Rasp and Pinnacles Mines. There are multiple Aboriginal Sites on the Company's projects located in NSW.

Accordingly, there is a risk that the existence of such sites may preclude or limit mining activities in certain areas of the Company's tenements or cause delays to proposed activities. However, the location of these sites are not expected to interfere with the Company's proposed activities. There remains a risk that future heritage surveys may locate additional Aboriginal sites and/or places on the land the subject of the Company's tenements which may further preclude or limit mining activities in certain areas of the Company's tenements.

3.13 Landowner and access risk

All of the Company's tenements overlap with certain underlying land interests, including parcels of private/freehold land and pastoral leases and third-party mining tenements, that may limit or impose conditions on the Company's ability to access the Company's tenements to conduct exploration and mining activities or that may cause delays in the Company's activities.

Under State legislation, the Company may be required to obtain the consent of and/or pay compensation to the holders of third-party interests which overlay areas within the Tenements, including pastoral leases, private land, State Forest and other mining tenure in respect of exploration or mining activities on the Company's tenements.

Whilst the Company does not presently consider this to be a material risk to its planned exploration, there is a risk that any delays or costs in respect of conflicting third-party rights, obtaining necessary consents, or compensation obligations, may adversely impact the Company's ability to carry out exploration or mining activities within the affected areas.

Any delays in respect of conflicting third-party rights, obtaining necessary consents, or compensation obligations, may adversely impact the Company's ability to carry out exploration or mining activities within the affected areas.

3.14 Royalties

A 2% net smelter royalty is payable to BHM RoyaltyCo Pty Ltd (ACN 677 120 697).

Certain tenements comprising the Rasp Mine (CML7 and ML1249) are also subject to state royalties imposed by the Department of Primary Industries and Regional Development and Revenue NSW (***State Royalties***).

These royalties (including any increase to the State Royalties are increased in the future, or if State Royalties are imposed upon other tenements comprising the Rasp Mine or other Projects), the profitability and commercial viability of the affected projects may be negatively impacted.

3.15 Reliance on key personnel

The Company is reliant on a number of key personnel and consultants, including members of the Board and its experienced management team. The loss of one or more of these key contributors could have an adverse impact on the business of the Company.

It may be particularly difficult for the Company to attract and retain suitably qualified and experienced people given the current high demand in the industry and relatively small size of the Company, compared with other industry participants.

3.16 Reliance on contractors and experts

In various aspects of its operations, the Company relies on the services, expertise and recommendations of service providers and their employees and contractors, whom often are engaged at significant expense to the Company. The Company cannot exercise complete control over third parties providing services to the Company.

3.17 Occupational health and safety risk

Mining activities have inherent risks and hazards. The Company is committed to providing a safe and healthy workplace and environment for its personnel, contractors and visitors. The Company will provide appropriate instructions, equipment, preventative measures, first aid information, medical facilities and training to all stakeholders through its occupational health and safety management systems. While the Company has a strong record in achieving high quality safety performance at its sites, a serious site safety incident may expose the Company to significant penalties and the Company may be liable for compensation to the injured personnel. These liabilities may not be covered by the Company's insurance policies or, if they are covered, may exceed the Company's policy limits or be subject to significant deductibles. Also, any claim under the Company's insurance policies could increase the Company's future costs of insurance. Accordingly, any liabilities for workplace accidents could have a material adverse impact on the Company's liquidity and financial results.

General risks

3.18 Discretion in use of capital

The Board and the Company's management have discretion concerning the use of the Company's capital resources as well as the timing of expenditures. Capital resources may be used in ways not previously anticipated or disclosed. The results and the effectiveness of the application of capital

resources are uncertain. If they are not applied effectively, the Company's financial and/or operational performance may suffer.

Further, share market conditions may affect the value of the Company's quoted securities regardless of the Company's performance. Share market conditions are affected by many factors such as:

- (a) general economic outlook;
- (b) interest rates and inflation rates;
- (c) currency fluctuations;
- (d) changes in investor sentiment;
- (e) the demand for, and supply of, capital; and
- (f) terrorism or other hostilities.

Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

3.19 Securities investment

Investors should be aware that there are risks associated with any securities investment. The prices at which the Company's Shares trade may be above or below the issue price of the Offer and may fluctuate in response to a number of factors. Further, the stock market is prone to price and volume fluctuations. There can be no guarantee that trading prices will be sustained. These factors may materially affect the market price of the Shares, regardless of the Company's operational performance.

3.20 General economic conditions

The operating and financial performance of the Company is influenced by a variety of general economic and business conditions, including levels of consumer spending, commodity prices, inflation, interest rates and exchange rates, supply and demand, industrial disruption, access to debt and capital markets and government fiscal, monetary and regulatory policies. Changes in general economic conditions may result from many factors including government policy, international economic conditions, significant acts of terrorism, hostilities or war or natural disasters. A prolonged deterioration in general economic conditions, including an increase in interest rates or a decrease in consumer and business demand, could be expected to have an adverse impact on the Company's operating and financial performance and financial position. The Company's future possible revenues and Share prices may be affected by these factors, which are beyond the control of the Company.

3.21 Changes in government policies and legislation

Any material adverse changes in government policies or legislation of Australia, Canada or any other country that the Company may acquire economic interests in may affect the viability and profitability of the Company.

3.22 Unforeseen expenditure risk

Expenditure may need to be incurred that has not been taken into account in the preparation of this Prospectus. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.

3.23 Climate change risk

The climate change risks particularly attributable to the Company include:

- (a) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and
- (b) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

3.24 Competition risk

The markets for the commodities mined or contemplated to be mined by the Company, including zinc, are intensely competitive and the Company faces competition from other miners. Competition in these markets is based on many factors, including, among others, price, production, capacity, quality, transportation capabilities and costs, blending capability and brand name. Some of the Company's competitors may have greater production capacity as well as greater financial, marketing, distribution and other resources, and may benefit from more established brand names in the international market.

The mineral commodities industry is also characterised by technological advancements and the introduction of new production process using new technologies. Some of the Company's competitors may develop new technologies and processing methods that are more effective or less costly than those currently used or intended to be used by the Company.

Competitive activities in the markets served by the Company could have a significant impact on the prices realised for its products and can therefore have a material adverse effect on its results of operations and financial condition. The Company's future success will depend on its ability to respond in an effective and timely manner to competitive pressure.

3.25 Insurance risk

The Company's business is subject to a number of risks and hazards generally, including without limitation, adverse environmental conditions, industrial accidents, labour disputes, civil unrest and political instability, unusual or unexpected geological conditions, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in development, monetary losses and possible legal liability.

The Company will maintain insurance coverage that is substantially consistent with mining industry practice. However, there is no guarantee that such insurance or any future necessary coverage will be available to the Company at economically viable premiums (if at all) or that, in the event of a claim, the level of insurance carried by the Company now or in the future will be adequate, or that a liability or other claim would not materially and adversely affect the Company's business.

3.26 Taxation

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor and Shareholder. All prospective investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares, including with respect to any taxation consequences.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of applying for Shares.

3.27 Litigation risk

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any active litigation and is not aware of any threatened litigation.

3.28 Speculative investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares offered under this Prospectus. Therefore, the Securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

4 Additional information

4.1 Rights and liabilities attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to the Shares of the Company. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. Full details of the rights attaching to the Shares of the Company are in the Constitution of the Company, a copy of which is available for inspection at the Company's registered office during normal business hours or can be obtained from the Company's website at <https://brokenhillmines.com>.

- (a) **(Ranking of Shares):** All Shares are of the same class and rank equally in all respects. Specifically, the Shares issued pursuant to this Prospectus will rank equally with existing Shares.
- (b) **(Voting rights):** Subject to any rights or restrictions, at general meetings:
 - (i) every Shareholder present and entitled to vote may vote in person or by attorney, proxy or representative;
 - (ii) has one vote on a show of hands; and
 - (iii) has one vote for every Share held, upon a poll.
- (c) **(Dividend rights):** Shareholders will be entitled to dividends, distributed among members in proportion to the capital paid up, from the date of payment. No dividend carries interest against the Company and the declaration of Directors as to the amount to be distributed is conclusive.

Shareholders may be paid interim dividends or bonuses at the discretion of the Directors. The Company must not pay a dividend unless the Company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend.

- (d) **(Variation of rights):** The rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the Shares, or with the sanction of a special resolution passed at a general meeting.
- (e) **(Transfer of Shares):** Shares can be transferred upon delivery of a proper instrument of transfer to the Company or by a transfer in accordance with the ASX Settlement Operating Rules. The instrument of transfer must be in writing, in the approved form, and signed by the transferor and the transferee. Until the transferee has been registered, the transferor is deemed to remain the holder, even after signing the instrument of transfer.

In some circumstances, the Directors may refuse to register a transfer if upon registration the transferee will hold less than a marketable parcel. The Board may refuse to register a transfer of Shares upon which the Company has a lien.

- (f) **(General meetings):** Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

The Directors may convene a general meeting at their discretion. General meetings shall also be convened on requisition as provided for by the Corporations Act.

- (g) **(Unmarketable parcels):** The Company's Constitution provides for the sale of unmarketable parcels subject to any applicable laws and provided a notice is given to the minority Shareholders stating that the Company intends to sell their relevant Shares unless an exemption notice is received by a specified date.
- (h) **(Rights on winding up):** If the Company is wound up, the liquidator may with the sanction of special resolution, divide the assets of the Company amongst members as the liquidator sees fit. If the assets are insufficient to repay the whole of the paid up capital of members, they will be distributed in such a way that the losses borne by members are in proportion to the capital paid up.
- (i) **(Restricted Securities):** A holder of Restricted Securities (as defined in the Listing Rules) must comply with the requirements imposed by the Listing Rules in respect of Restricted Securities.

4.2 Company is a disclosing entity

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and the Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purpose of ASX making the information available to the securities market conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain limited exceptions), to notify ASX once it is, or becomes aware, of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with ASIC;
 - (ii) any half-year financial report lodged by the Company with ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with ASIC; and

- (iii) any continuous disclosure documents given by the Company to ASX in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

4.3 Copies of documents

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

The Company will provide free of charge to any person who requests it during the period of the issue, a copy of:

- (a) the 2025 Annual Report of the Company, being the last financial year for which an annual financial report has been lodged with ASIC in relation to the Company before the issue of this Prospectus; and
- (b) the following continuous disclosure notices given by the Company to notify ASX of information relating to the Company during the period from the date of lodgement of the 2025 Annual Report referred to in paragraph (a) and before the date of issue of this Prospectus, being as follows:

Date lodged	Subject of Announcement
22/12/2025	Application for quotation of securities - BHM
22/12/2025	Application for quotation of securities - BHM
22/12/2025	Application for quotation of securities - BHM
16/12/2025	Notification regarding unquoted securities - BHM
04/12/2025	Blackwoods Ramp Up & Significant Main Lode Extension Result
28/11/2025	Results of Meeting
26/11/2025	Notification of Upcoming Expiry of Options (BHMO)
13/11/2025	Noosa Mining Conference Presentation
13/11/2025	Extension Drilling Delivers up to 1,013g/t AgEq at Pinnacles
30/10/2025	Cleansing Prospectus
30/10/2025	Application for quotation of securities - BHM
30/10/2025	Application for quotation of securities - BHM
29/10/2025	Letter to Shareholders - Notice of Annual General Meeting
29/10/2025	Notice of Annual General Meeting/Proxy Form
22/10/2025	BHM Equity Raise Presentation
22/10/2025	Proposed issue of securities - BHM
22/10/2025	BHM Raises A\$38.5M to Accelerate Growth at Rasp & Pinnacles
21/10/2025	Accelerated Growth Plans for BHM - Investor Webinar

Date lodged	Subject of Announcement
20/10/2025	Trading Halt
20/10/2025	Quarterly Activities Report and Appendix 5B
14/10/2025	Exceptional Silver Grades up to 1,562g/t AgEq at Pinnacles
13/10/2025	Underwriting of BHMO Options to Raise A\$7.5 million
09/10/2025	Mining and Processing of High Grade Ore at Main Lode
03/10/2025	Application for quotation of securities - BHM
02/10/2025	AGM Details & Closing Date for Nominations
01/10/2025	Completion of Offtake Agreement & US\$25m Finance Facility
29/09/2025	Main Lode UG Completion and Exceptional Drilling Results
22/09/2025	High Grade Intercepts up to 37.3% ZnEq at the Pinnacles Mine
19/09/2025	Application for quotation of securities - BHM
12/09/2025	Application for quotation of securities - BHM
05/09/2025	Application for quotation of securities - BHM
29/08/2025	Application for quotation of securities - BHM
29/08/2025	Appendix 4G and Corporate Governance Statement

The following documents are available for inspection, throughout the period of the Offer, during normal business hours at the registered office of the Company:

- (a) this Prospectus;
- (b) the Constitution; and
- (c) the consents provided by the Directors to the issue of this Prospectus.

4.4 Legal framework of this Prospectus

As a "disclosing entity", the Company has issued this Prospectus in accordance with section 713 of the Corporations Act applicable to prospectuses for an offer of securities which are quoted enhanced disclosure (**ED**) securities and the securities are in a class of securities that were quoted ED securities at all times in the three months before the issue of this Prospectus.

This Prospectus is a "transaction specific prospectus". In general terms, a transaction specific prospectus is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an

entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the requirements of ASX as applicable to disclosing entities from time to time, and which require the Company to notify ASIC of information available to the stock market conducted by ASX, throughout the 3 months before the issue of this Prospectus.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

4.5 Information excluded from continuous disclosure notices

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules other than as is set out in this Prospectus.

4.6 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the Securities under this Prospectus.

4.7 Market price of Shares

The highest and lowest market closing prices of the Shares on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales were:

Highest: \$1.135 (on 16 December 2025)

Lowest: \$0.60 (on 23 September 2025)

The latest available market closing price of the Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was \$1.03 per Share on 19 December 2025.

4.8 Dividend policy

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend upon matters such as the availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements, general business and other factors considered relevant by the Directors. No assurances are given in relation to the payment of dividends, or that any dividends may attach franking credits.

Notwithstanding the foregoing, any dividends which are paid by the Company may be subject to withholding tax. Investors should consult with their own tax advisers regarding the particular tax consequences of acquiring, owning and disposing of shares in the Company.

4.9 Substantial Shareholders

Based on the substantial holder notices and other information provided to the Company as at the date of this Prospectus, and information available from the Company's share registry, those

persons which together with their associates have a voting power in 5% or more of the Shares on issue are set out below:

Name	Shares	% Shares
Mr Patrick Walta	40,136,999	12.66
Mr Brent Slattery	25,971,000	8.19
Mr John Carr	23,610,000	7.45
DC & PC Holdings Pty Ltd	17,385,165	5.49

4.10 Interests of Directors

(a) Information disclosed in this Prospectus

Except as disclosed in this Prospectus, no Director and no firm in which a Director is a partner:

- (i) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Shares offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Shares offered under this Prospectus; or
- (ii) has been paid or given or will be paid or given any amount or benefit to induce him or her to become, or to qualify as, a Director, or otherwise for services rendered by him or her in connection with the formation or promotion of the Company or the Shares offered under this Prospectus.

(b) Security holdings

The Directors have the following relevant interests in the Securities as at the date of this Prospectus:

Name	Shares	% Shares	Options	Performance Rights
Mr Patrick Walta	40,136,999	12.66	18,416,666	1,514,286
Mr Stephen Woodham	1,244,197	0.39	539,844	500,000
Mr Brent Walsh	283,400	0.09	225,000	500,000
Mr Mark Hine	86,021	0.03	200,000	500,000
Mr Ian Plimer	-	-	200,000	500,000

(c) Remuneration

Under the Constitution, the Board determines the total amount paid to each Director as remuneration for their services as a Director of the Company. However, the Constitution also provides that, consistent with the Listing Rules, the aggregate amount or value of remuneration paid or provided to all Non-executive Directors in any year may not exceed the amount last approved by the Company at a general meeting. As at the date of this Prospectus, this amount has been fixed at \$350,000 per annum. Directors may also be paid or reimbursed for travel and other expenses properly incurred by the Director in attending and returning from any meeting of the Board, a Committee, a general meeting of the Company or otherwise in connection with the business of the Company and the Director's role (including any special responsibilities, from time to time). A Director may also be paid special or additional fees, as may be determined by the Board, to compensate the Director for special or additional exertions for the benefit of the Company.

Directors received the following remuneration for the preceding two financial years:

Name	FY	Short Term Benefits	Superannuation	Share Based Payments	Total
Patrick Walta*	2025	-	-	-	-
	2024	-	-	-	-
Stephen Woodham	2025	\$60,000	\$6,900	-	\$66,900
	2024	\$60,000	\$6,600	-	\$66,600
Brent Walsh*	2025	-	-	-	-
	2024	-	-	-	-
Mark Hine*	2025	-	-	-	-
	2024	-	-	-	-
Ian Plimer*	2025	-	-	-	-
	2024	-	-	-	-

Note: (*) Mr Patrick Walta, Brent Walsh, Mark Hine and Ian Plimer were appointed after 30 June 2025. Details of the remuneration paid to the Directors by the Company for the current financial year is set out in the Re-compliance Prospectus.

4.11 Related party transactions

There are no related party transactions involved in the Offer.

The Company's policy in respect of related party arrangements is:

- (a) a Director with a material personal interest in a matter is required to give notice to the other Directors before such a matter is considered by the Board; and
- (b) for the Board to consider such a matter, the Director who has a material personal interest is not present while the matter is being considered at the meeting and does not vote on the matter.

4.12 Interests of other persons

Except as disclosed in this Prospectus, no expert, promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Shares offered under this Prospectus or property acquired or proposed to be acquired by the Company in

connection with its formation or promotion or the Securities offered under this Prospectus; or

- (b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the Securities offered under this Prospectus.

4.13 Expenses of Offer

The estimated expenses of the Offer are \$5,000, being legal and ASIC lodgement fees.

5 Directors' Statement and Consent

This Prospectus is authorised by each of the Directors.

This Prospectus is signed for and on behalf of the Company by:

A handwritten signature in dark ink, appearing to read 'Patrick Walta', written in a cursive style.

Patrick Walta

Executive Chairman

Broken Hill Mines Limited

6 Glossary of Terms

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

\$ or A\$ means Australian dollars.

2025 Annual Report means the Company's annual report for the year ended 30 June 2025, lodged with ASX on 29 August 2025.

Applicant means a person who submits an Application Form.

Application means a valid application for Share made on an Application Form.

Application Form means the application form provided by the Company with a copy of this Prospectus.

Application Monies means the amount of money in dollars and cents payable for Shares pursuant to the Offer.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.

ASX Settlement means ASX Settlement Pty Limited (ACN 008 504 532).

ASX Settlement Operating Rules means ASX Settlement Operating Rules of ASX Settlement.

Board means the board of Directors.

Business Day means Monday to Friday inclusive, other than a day that ASX declares is not a business day.

CHESS means ASX Clearing House Electronic Sub-registry System.

Closing Date means the date specified in Section 1.4, as extended or shortened in accordance with that Section.

Company means Broken Hill Mines Limited (ACN 652 352 228).

Constitution means the constitution of the Company as at the date of this Prospectus.

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

Directors means the directors of the Company as at the date of this Prospectus.

Group means the Company and its subsidiaries.

Issuer Sponsored means Shares issued by an issuer that are held in uncertified form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.

JORC Code means the 2012 Edition of the Joint Ore Reserves Committee Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.

Listing Rules means the official listing rules of ASX and any other rules of ASX which are applicable while any Securities are admitted to the Official List, each as amended or replaced from time to time, except to the extent of any express waiver by ASX.

Mineral Resource means a 'Mineral Resource' as that term is defined in the JORC Code.

Offer means an offer of 10 Shares at an issue price of \$1.00 per Share under this Prospectus.

Official List means the official list of ASX.

Official Quotation means quotation of Shares on the Official List.

Option means an option to acquire a Share, subject to certain terms and conditions.

Options Underwriting Agreement has the meaning given in Section 1.1.

Performance Right means a right to acquire a Share.

Prospectus means this prospectus dated 22 December 2025.

Rasp MRE means the Mineral Resources estimate, prepared in accordance with the JOR Code, with respect to the Rasp Mine, as announced by the Company to ASX on 2 June 2025, in the Re-compliance Prospectus.

Re-compliance Prospectus means the prospectus lodged with ASIC by the Company dated 30 May 2025, in connection with the Company's re-compliance with Chapters and 2 of the Listing Rules.

Section means a section of this Prospectus.

Securities means any Equity Securities of the Company (including Shares, Options and Performance Rights)

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

Share Registry means Xcend Pty Ltd.

Shareholder means a holder of Shares.

Shortfall Shares has the meaning given in Section 1.1.

Underwriters has the meaning given in Section 1.1.

Underwritten Options has the meaning given in Section 1.1.