1. **Important Information**

This is a supplementary prospectus and is dated 21 July 2022 (*Supplementary Prospectus*).

This Supplementary Prospectus supplements the prospectus dated 9 May 2022 (*Prospectus*) issued by Aeramentum Resources Limited ACN 650 754 484 (*Company*). A copy of this Supplementary Prospectus was lodged with ASIC and ASX on 21 July 2022. Neither ASIC nor ASX takes any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus.

Other than as set out below, all details in relation to the Prospectus remain unchanged. If there is any inconsistency between this Supplementary Prospectus and the Prospectus, the provisions of this Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined in the Prospectus have the same meaning in this Supplementary Prospectus.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed via the Company’s website [www.aeramentumresources.com.au](http://www.aeramentumresources.com.au). A printed copy of this Supplementary Prospectus is available and will be supplied together with a printed Prospectus at the registered address of the Company.

The Company will send a copy of this Supplementary Prospectus to all Applicants who have subscribed for Shares in the Prospectus up to the date of the Supplementary Prospectus.

This Supplementary Prospectus and the Prospectus are important documents that should be read in their entirety. If you do not fully understand the contents of this Supplementary Prospectus and the Prospectus, you should consult your professional adviser.

2. **Definitions**

Defined terms used in the Supplementary Prospectus have the same meaning given to those terms in the Prospectus, unless otherwise stated.
3. Purpose of this Supplementary Prospectus.

The purpose of this Supplementary Prospectus is:

- To amend the indicative timetable and refresh the timelines applicable to the Offer regarding the quotation of Shares and the Minimum Subscription; and
- To provide investors with the relevant information required by the Corporations Act for a refresh document.

pursuant to ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016.70 (ASIC CI).

4.1 Extension of the Closing Date

The Closing Date of the Offer has been extended to 5.00pm (AEST) on 15 August 2022. Accordingly, the Important Dates as set out in the Key Offer Information section on page 10 and set out in details of the Offer in respect of the question “What are the Key Offer Dates” on page 17 of the Prospectus and references to each corresponding date in the Prospectus are replaced with the following:

<table>
<thead>
<tr>
<th>Key Dates</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Lodgement date of the Prospectus</td>
<td>9 May 2022</td>
</tr>
<tr>
<td>Opening Date of the Offer</td>
<td>17 May 2022</td>
</tr>
<tr>
<td>Offer closes</td>
<td>15 August 2022</td>
</tr>
<tr>
<td>Issue and allotment of Shares under the Offer</td>
<td>19 August 2022</td>
</tr>
<tr>
<td>Expected date of despatch of holding statements</td>
<td>23 August 2022</td>
</tr>
<tr>
<td>Expected date of quotation of Shares on the ASX</td>
<td>1 September 2022</td>
</tr>
</tbody>
</table>

Note: This timetable is indicative only and is subject to change. Unless otherwise indicated, all times are in AEST. The Company reserves the right to vary the dates and times of the Offer, including to open or close the Offer early, to extend the time or date of the Closing Date or to accept late Applications, in each case without prior notice. Applicants are encouraged to submit their Applications as soon as possible.

4.2 Share Purchase Agreement

As set out in section 11.5.1 of the Prospectus the Company must issue GBP200,000 worth of Shares at $0.20 per Share to Caerus Mineral Resources Plc on listing. If this cannot be achieved by 29 July 2022 (unless otherwise agreed) the Company must pay Caerus Mineral Resources Plc GBP 200,000 in cash.

The Company is currently in negotiations with Caerus Mineral Resources Plc to extend the date for the issue of the Shares beyond 29 July 2022. If the Company is unable to extend the date for the issue of the Shares to Caerus Mineral Resources Plc or if the arrangements with Caerus Mineral Resources Plc change in a material respect, then the Company will issue a further Supplementary Prospectus or a Replacement Prospectus setting the revised arrangements with Caerus Mineral Resources Plc.
5. Information pursuant to section 724(3H) of the Corporations Act

This Supplementary Prospectus is a “refresh document” as defined in section 724(3H) of the Corporations Act (as notionally inserted by ASIC CI).

5.1 Minimum Subscription Condition

Under Section 4.1 of the Prospectus, the Offer is for a minimum 25,000,000 Shares at an issue price of $0.20 per Share to raise a minimum of five million dollars ($5,000,000) (Minimum Subscription) and a maximum of 35,000,000 shares at an issue price of $0.20 per Share to raise a maximum of seven million dollars ($7,000,000) (Maximum Subscription).

Pursuant to ASIC CI, the purpose of this Supplementary Prospectus is to refresh the period for obtaining the Minimum Subscription for the Offer from the date that is four months from the date of the Prospectus to the date that is four months from the date of this Supplementary Prospectus, i.e. 21 November 2022.

If the Minimum Subscription has not been raised within four (4) months of the date of this Supplementary Prospectus, all Applications will be dealt with in accordance with the Corporations Act.

As at the date of this Supplementary Prospectus, the Company has:

- 98 existing shareholders in its shareholders’ register; and has
- received applications from 43 investors for 1,163,000 Shares totalling approximately $232,600;

In aggregate this represents 141 shareholders and applicants, for approximately 39,044,154 Shares raising approximately $232,600, to which must be added indications of broker interest from approximately 100 investors totalling approximately $2,000,000.

5.2. Quotation Condition

Pursuant to ASIC CI, the purpose of this Supplementary Prospectus is to refresh the period indicated in the Important Dates as set out in the Key Offer Information section on page 10 and set out in details of the Offer in respect of the question “What are the Key Offer Dates” on page 17 of the Prospectus, for admission to quotation of Shares offered under the Prospectus from the date that is three months from the date of the Original Prospectus to the date that is three months from the date of this Supplementary Prospectus, i.e. 21 October 2022.
The Company lodged with ASX its application for admission to quotation of the Shares on 13 May 2022. None of the Shares have yet been admitted to quotation.

ASX has not given the Company any indication that the Shares offered under the Prospectus would not be admitted to quotation, or that the Shares offered under the Prospectus would be admitted under certain conditions being satisfied.

5.3 Statements pursuant to section 724(3H)(c)

The Company notes that no Applications have yet been processed and no Shares offered under the Prospectus have yet been issued or admitted to quotation.

Existing Applicants: In accordance with section 724 of the Corporations Act (as modified by ASIC Cl), investors who have lodged Application Forms prior to the date of this Supplementary Prospectus are allowed one month from the date of this Supplementary Prospectus to obtain a refund of their Application Monies if they do not wish to proceed with their application (Withdrawal Period). This right will remain open at least until the end of the Withdrawal Period, i.e. until 5PM (Sydney time) on 21 August 2022. Any investor who wishes to obtain a refund under the Offer needs to write to the Company at Aeramentum Resources Limited, C/-Boardroom Pty Limited, GPO Box 3993, SYDNEY NSW 2001 or by phone on 1300 737 760 within Australia and +61 2 9290 9600 outside Australia or by email at enquiries@boardroomlimited.com.au by 5PM (Sydney time) on 21 August 2022. Requests received after this date would not be valid and therefore, would not be acted upon. The refund cheque is to be made payable to the full name of the Applicant and to be sent to the address as per the submitted Application Form. It is not possible to withdraw a partial amount of your Application or Application Monies.

If you have made an Application and you do not wish to withdraw your Application, you do not need to take any action.

5. Applications

All new applications for Shares under the Offer after the date of this Supplementary Prospectus must be made using the new Application Form attached to or accompanying this Supplementary Prospectus (Supplementary Application Form) and otherwise on the terms set out in the Prospectus.

Applications made after the date of this Supplementary Prospectus must NOT be made on an application form attached to or accompanying the Prospectus.

The Supplementary Application Form contains detailed instructions on how it is to be completed.

6. Directors’ Authorisation

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.
In accordance with section 720 of the Corporations Act, each Director of the Company has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement.

This Supplementary Prospectus is signed for and on behalf of the Company by Mr Robert Thomson.

Robert Thomson
Chairman
Dated: 21 July 2022