

**Technology Metals Australia Limited**  
(ACN 612 531 389)  
**Supplementary Prospectus**

**IMPORTANT NOTICE**

This Supplementary Prospectus is dated 27 October 2016 and is supplementary to the Prospectus dated 13 October 2016 issued by Technology Metals Australia Limited (**Company**) in respect of the offer of 20,000,000 Shares at A\$0.20 each to raise a total of A\$4,000,000 (**Prospectus**).

A copy of this Supplementary Prospectus was lodged with ASIC on 27 October 2016. None of ASIC, ASX or their respective officers take any responsibility for the content of this Supplementary Prospectus.

This Supplementary Prospectus must be read together with the Prospectus. If there is any conflict between this Supplementary Prospectus and the Prospectus, this Supplementary Prospectus will prevail. Unless otherwise indicated, terms and abbreviations defined and used 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 on the Company's website at [www.tmtlimited.com.au](http://www.tmtlimited.com.au). The Company will send a copy of this Supplementary Prospectus to all Applicants who have subscribed for Shares pursuant to the Prospectus prior to the date of this Supplementary Prospectus.

This Supplementary Prospectus and the Prospectus are important documents that should be read in their entirety. If you have any questions about it, you should consult your professional advisers without delay.

**1 General**

**1.1 Effect of this Supplementary Prospectus**

This Supplementary Prospectus has been prepared to amend the Prospectus.

The Company must give Applicants under the Prospectus who have lodged Applications prior to the date of this Supplementary Prospectus:

- (a) a copy of this Supplementary Prospectus; and
- (b) 1 month from the date of this Supplementary Prospectus to withdraw their Applications and be repaid.

**1.2 Action required by existing Investors**

***The following applies to investors who HAVE previously submitted an Application Form under the Offer.***

A copy of the Supplementary Prospectus will be sent to all Applicants who have subscribed for Shares under the Prospectus prior to the date of this Supplementary Prospectus. In accordance with section 724 of the Corporations Act, the Company will allow investors who have lodged Applications under the Prospectus prior to the date of

this Supplementary Prospectus one 1 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.

Any investor who wishes to obtain a refund should submit a written request to the Company's Share Registry at the following address so that it is received **no later than 5:00pm (WST) on 27 November 2016**:

Security Transfer Registrars Pty Ltd  
770 Canning Highway,  
Applecross, Western Australia

The details for the payment of the refund cheque and address to which it should be sent as set out in the written request must correspond to the details contained in the Application Form lodged by that Applicant.

If you do not wish to withdraw your Application, you do not need to take any action.

### **1.3 Action required by new investors**

***The following applies to investors who HAVE NOT previously submitted an Application Form under the Offer.***

All new Applications for Shares can only be accepted on the Application Form attached to or accompanying this Supplementary Prospectus. New Applications must not be made on the Application Form that was attached to or accompanying the Prospectus.

In all other respects, the procedure for applying for Shares is as set out in Sections 1.9 to 1.21 (inclusive) of the Prospectus applies.

### **1.4 Status of Offers and Applications**

As at the date of this Supplementary Prospectus, the Offer is still subject to the Exposure Period and the Company has received nil Applications for Shares.

## 2 Content supplemented

The Prospectus is supplemented by making the following amendments to the Prospectus:

2.1 The table in Section 1.6 of the Prospectus is deleted and replaced with the following:

Item	A\$4,000,000 raised
Cash reserves as at the date of this Prospectus	A\$77,333
Funds raised from the Offer	A\$4,000,000
<b>Total Funds Available</b>	<b>A\$4,077,333</b>
Remaining expenses of the Offer	A\$453,000
Exploration program costs	A\$2,050,000
Acquisition costs and refundable deposit	A\$11,956
Administration costs	
- Director Remuneration	A\$440,000
- Accounting Services, Rental, Secretarial	A\$240,000
- ASX Fees	A\$40,000
- Share Registry Fees	A\$30,000
- Insurance	A\$44,000
- Legal Fees	A\$40,000
- Audit Fees	A\$60,000
- Marketing / Investor Relations	A\$40,000
- Tax Compliance / Advisory	A\$25,000
- Other Administrative Overheads	A\$41,000
Working capital	
- Project Generation - Geological	A\$150,000
- Project Generation - Mining / Processing	A\$90,000
- Due Diligence Programs	A\$282,377
- Reporting	A\$40,000
<b>Total funds allocated</b>	<b>A\$4,077,333</b>

2.2 In Section 6.1 of the Prospectus, the following additional material contract is added:

“(h) Cicero Corporate Agreement

The Company and Cicero Corporate entered into an agreement dated 10 October 2016 (**Cicero Corporate Agreement**) under which Cicero Corporate agreed to provide administration services to the Company, including the provision of:

- (i) a registered address, principal place of business and the provision of a post office box address;
  - (ii) a personal receptionist during business hours;
  - (iii) bookkeeping and maintenance of accounting software;
  - (iv) preparation of management accounting reports;
  - (v) preparation of budgets and cash flow reports; and
  - (vi) all company secretarial services,
- (together the **Cicero Corporate Services**).

In consideration for the Cicero Corporate Services, the Company must pay a monthly fee of A\$10,000 plus GST.

Under the Cicero Corporate Agreement, the Company has agreed to indemnify Cicero Corporate and to hold Cicero Corporate harmless from and against:

- (i) all actions, claims, demands or proceedings which may be instituted against Cicero Corporate; and
- (ii) all liabilities, losses, damages, costs and expenses (including reasonable legal costs and expenses) which may be suffered or incurred by Cicero Corporate in connection with or arising out of the Cicero Corporate Agreement,

to the extent and to the proportion caused by the negligent or otherwise wrongful acts or omissions of the Company.

The Cicero Corporate Agreement is otherwise on terms and conditions considered standard for agreements of this nature in Australia.”

**2.3** In Section 7.14, the following new paragraphs are added:

“As at 30 June 2016, the assets and liabilities of KOP were not material to the pro-forma position as disclosed in this Prospectus.

The directors of the Company (being Mr Michael Fry, Mr Ian Prentice and Mr Sonu Cheema) are of the opinion that there are no contingent liabilities of the Company.

The sole director of KOP (being Mr Ian Prentice) is of the opinion that there are no contingent liabilities of KOP. Furthermore the accumulated losses of KOP, totaling A\$5,609, apply to the period from 1 July 2015 onwards.”

### **3 Consents**

Each of the Directors has given their written consent to being named in this Supplementary Prospectus in the context in which they are named and have not withdrawn their consent prior to lodgement of this Supplementary Prospectus with ASIC.

Eaton Hall has given its written consent to being named as legal advisor to the Company. Eaton Hall has not withdrawn its consent prior to the lodgement of this Supplementary Prospectus with ASIC.

#### **4 Costs of the Offer**

In addition to the cash costs of the Offer outlined at page 53 of the Prospectus, there are additional expenses associated with the preparation of this Supplementary Prospectus. These expenses are payable by the Company to Eaton Hall and are estimated to be approximately A\$3,000 for legal fees.

#### **5 Director's authorisation**

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors. The Directors believe that the Prospectus when read together with this Supplementary Prospectus contains all the information that would be required by sections 710 and 711 of the Corporations Act and does not contain any material statement that is misleading or deceptive.

Each of the Directors has consented to the lodgement of this Supplementary Prospectus with ASIC, in accordance with section 720 of the Corporations Act, and has not withdrawn that consent.

Signed for and on behalf of  
**Technology Metals Australia Limited**



Mr Ian Prentice  
Executive Director  
27 October 2016

# Technology Metals Australia Limited

ABN 64 612 531 389

## SUPPLEMENTARY PROSPECTUS APPLICATION FORM

Share Registrars use only

Broker/Dealer stamp only

Before completing this application form, you should read the Prospectus dated 13 October 2016 and Supplementary Prospectus dated 27 October 2016, and all instructions on the reverse of this form. No Shares will be issued pursuant to the Prospectus and Supplementary Prospectus after 13 months from the date of the Prospectus.

**A** Number of Shares applied for

at A\$0.20 each =

**B** Total amount payable

cheque(s) to equal this amount

**You must apply for a minimum of 10,000 Shares (A\$2,000) and thereafter in multiples of 1,000 Shares (A\$200)**

You may be allocated all of the Shares above or a lesser number by the Directors.

**C** Full name details title, given name(s) (no initials) and surname or company name

Name of applicant 1

Name of joint applicant 2 or <account name>

Name of joint applicant 3 or <account name>

**D** Tax file number(s)

Or exemption category

Applicant 1/company

Joint applicant 2/ trust

Joint applicant 3/exemption

**E** Full postal address

Number/street



Suburb/town

State/postcode

**F** CHES HIN (if applicable)

**G** Contact Details

Contact email address

Contact Name

Contact daytime telephone number

**H** Cheque payment details

Drawer

Cheque number

BSB number

Account number

Total amount of cheque


Cheques should not be marked “**Not Negotiable**” and made payable “**Technology Metals Australia Limited**”.

**DECLARATION AND STATEMENTS:**

By lodging this application form:

- I/We declare that all details and statements made by me/us are complete and accurate;
- I/We agree to be bound by the terms and conditions set out in the Prospectus, the Supplementary Prospectus and by the Constitution of the Company;
- I/We acknowledge that the Company will send me/us a paper copy of the Prospectus and Supplementary Prospectus free of charge if I/We request so during the currency of the Prospectus and Supplementary Prospectus;
- I/We authorise the Company to complete and execute any documentation necessary to effect the issue of Shares to me/us; and
- I/We acknowledge that returning the Application Form with the Application Monies will constitute my/our offer to subscribe for Shares in Technology Metals Australia Limited and that no notice of acceptance of the application will be provided.

TO MEET THE REQUIREMENTS OF THE CORPORATIONS ACT 2001, THIS FORM MUST NOT BE HANDED TO ANY PERSON UNLESS IT IS ATTACHED TO OR ACCOMPANIED BY THE PROSPECTUS DATED 13 OCTOBER 2016 AND SUPPLEMENTARY PROSPECTUS DATED 27 OCTOBER 2016.

**Guide to Technology Metals Australia Limited Application Form**

This Application Form relates to the offer of 20,000,000 fully paid ordinary shares (“Shares”) in Technology Metals Australia Limited at A\$0.20 per Share. The expiry date of the Prospectus and Supplementary Prospectus is the date that is 13 months after the date of the Prospectus. The Prospectus and Supplementary Prospectus contain information about investing in the Shares of the Company and it is advisable to read the documents before applying for Shares. A person who gives another person access to this Application Form must at the same time and by the same means give the other person access to the Prospectus and Supplementary Prospectus. While the Prospectus and Supplementary Prospectus are current, the Company will send paper copies of the Prospectus, Supplementary Prospectus and an Application Form, on request and without charge.

Please complete all relevant sections of the Application Form using BLOCK LETTERS. These instructions are cross-referenced to each section of the Application Form. Further particulars and the correct forms of registrable titles to use on the Application Form are contained below.

- A** Insert the number of Shares you wish to apply for.
- B** Insert the relevant amount of Application Monies. To calculate your Application Monies, multiply the number of Shares applied for by the sum of \$0.20.
- C** Write the full name you wish to appear on the statement of holdings. This must be either your own name or the name of the company. Up to three joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected. Clearing House Electronic Sub-Register System (**CHES**) participants should complete their name and address in the same format as that is presently registered in the CHES system.
- D** Enter your Tax File Number (**TFN**) or exemption category. Where applicable, please enter the TFN for each joint Applicant. Collection of TFN(s) is authorised by taxation laws. Official Quotation of your TFN is not compulsory and will not affect your Application.
- E** Please enter your postal address for all correspondence. All communications to you from the Share Registry will be mailed to the person(s) and address as shown. For Joint Applicants, only one address can be entered.
- F** The Company will apply to ASX to participate in CHES, operated by ASX Settlement Pty Limited, a wholly owned subsidiary of ASX. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold securities allotted to you under this Application in uncertificated form on the CHES sub-register, complete Section G or forward your Application Form to your sponsoring participant for completion of this section prior to lodgement. Otherwise, leave Section G blank and on allotment the Company will sponsor you and an SRN will be allocated to you.
- G** Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your Application.
- H** Please complete cheque details as requested:

Make your cheque payable to “**Technology Metals Australia Limited**” and cross it “Not Negotiable”. Applicants resident in Australia should make their cheques payable in A\$, based on an issue price of A\$0.20 per Share. The amount should agree with the amount shown in Section B. Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected.

Before completing the Application Form the Applicant(s) should read the Prospectus and Supplementary Prospectus to which the Application relates. By lodging the Application Form, the Applicant(s) agrees that this Application is for Shares in the Company upon and subject to the terms of the Prospectus and Supplementary Prospectus, agrees to take any number of Shares equal to or less than the number of Shares indicated in Section A that may be allotted to the Applicant(s) pursuant to the Prospectus and Supplementary Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

**Privacy** – Please refer to the Prospectus for details about the collection, holding and use of your personal information. If you do not provide the information required on this Application Form, the Company may not be able to accept or process your Application.

**Correct form of Registrable Title**

Note that only legal entities are allowed to hold Shares. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of investor	Correct form of Registrable Title	Incorrect form of Registrable Title
<b>Individual</b> Use names in full, no initials	<i>Mr John Alfred Smith</i>	<i>JA Smith</i>
<b>Minor</b> (a person under the age of 18) Use the name of a responsible adult; do not use the name of a minor.	<i>John Alfred Smith</i> < <i>Peter Smith</i> >	<i>Peter Smith</i>
<b>Company</b> Use company title, not abbreviations	<i>ABC Pty Ltd</i>	<i>ABC P/L</i> <i>ABC Co</i>
<b>Trusts</b> Use trustee(s) personal name(s), do not use the name of the trust	<i>Mrs Sue Smith</i> < <i>Sue Smith Family A/C</i> >	<i>Sue Smith Family Trust</i>

<b>Deceased Estates</b>	<i>Ms Jane Smith</i>	<i>Estate of late John Smith</i>
Use executor(s) personal name(s), do not use the name of the deceased	<Est John Smith A/C>	
<b>Partnerships</b>	<i>Mr John Smith and Mr</i>	<i>John Smith and Son</i>
Use partners personal names, do not use the name of the partnership	<i>Michael Smith</i> <John Smith and Son A/C>	

Return your completed Application Form to:

**By Post to**

Technology Metals Australia Limited  
C/- Security Transfer Registrars Pty Ltd  
PO Box 535, Applecross WA 6953

**Or Delivered to**

Technology Metals Australia Limited  
C/- Security Transfer Registrars Pty Ltd  
770 Canning Highway, Applecross WA 6153

**Application Forms must be received no later than 5.00 pm WST time on 18 November 2016**