

# SECOND SUPPLEMENTARY PROSPECTUS

Star Minerals Limited  
(ACN 648 048 631)

## 1. Introduction

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This supplementary prospectus (**Supplementary Prospectus**) is issued by Star Minerals Limited (ACN 648 048 631) (**Company** or **Star Minerals**) and is dated 23 September 2021. It was lodged with the Australian Securities & Investments Commission (**ASIC**) on that date.

This Supplementary Prospectus supplements, and is intended to be read with, the replacement prospectus issued by Star Minerals for its initial public offer dated 9 August 2021, as amended by the first supplementary prospectus dated 1 September 2021 (together **Prospectus**).

The information set out in this Supplementary Prospectus is taken to be included in the Prospectus. The contents of the Prospectus remain unchanged, other than as set out in this Supplementary Prospectus. The matters stated in this Supplementary Prospectus are not considered to be materially adverse from the point of view of any investor.

Except where defined in this Supplementary Prospectus or inconsistent with the context, terms defined in the Prospectus have the same meanings when used in this Supplementary Prospectus.

Neither ASIC nor ASX Limited ACN 008 624 691 (including financial market operated by it known as the Australian Securities Exchange) (**ASX**) takes responsibility for the contents of this Supplementary Prospectus or the investment to which it relates.

## 2. Purpose of Supplementary Prospectus

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The purpose of this Supplementary Prospectus is to:

- (a) extend the Closing Date of the Offers under the Prospectus to 1 October 2021; and
- (b) provide additional information about the expected substantial holders of the Company as a result of applications received for Shares offered under the Public Offer.

## 3. Prospectus amendments

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### 3.1 Introduction

The Prospectus is amended on the basis set out in this section 3.

### 3.2 Extension of Closing Date of Offers

The Closing Date of the Offers under the Prospectus is extended to 1 October 2021.

All references to the Closing Date of "17 September 2021" in the Prospectus (as amended by the First Supplementary Prospectus) are amended to "1 October 2021".

The Indicative Timetable in the "Key Information on the Offers" Section of the Prospectus is amended as follows:

Indicative Timetable	
Replacement Prospectus lodged with ASIC	9 August 2021
Opening Date of the Offers	9 August 2021
Closing Date of the Offers	1 October 2021
Issue of securities under the Offers	6 October 2021
Dispatch of holding statements	12 October 2021
Shares commencing trading on ASX	18 October 2021

**Note:** This timetable is indicative only and is subject to change. Investors are encouraged to submit their Applications as early as possible as the Offers may close early. Star Minerals reserves the right, subject to the Corporations Act and all other applicable laws and regulations, to vary the dates in this timetable without prior notice, including to extend the Closing Date, or to accept late Applications, or to delay or withdraw the Offers. If the Offers are withdrawn, all Application Moneys for New Shares which have not been issued will be refunded (without interest) as soon as practicable.

### 3.3 Details of substantial shareholders

The Company has received applications for Shares offered under the Public Offer from Magnolia Capital Pty Ltd in respect of 12,500,000 Shares (\$2,500,000).

As a result of these Applications the Directors are aware that the details of substantial holders as stated in Section 2.13 will change.

Section 2.13 (Details of substantial holders) is amended as follows:

As at the Prospectus Date, the Directors are aware of the following persons who, together with their Associates, will have or are expected to have a relevant interest in Shares representing 5% or more of the total Shares on issue on completion of the Offers (53,000,001 Shares):

Shareholder	Shares	Relevant Interest (%)
Magnolia Capital Pty Ltd and related parties	12,500,000	23.58%
Bryah Resources Limited (a Vendor)	11,000,000	20.75%
Jalein Pty Ltd (a Vendor)	2,750,000	5.19%

**Notes:**

1. The information in the table above is based on the registered holdings of Shares as set out in the Company's register of Shareholders at the Prospectus Date. The register may not reveal all relevant interests held in the Company's Shares, particularly if those relevant interests do not arise from being the registered holder of Shares.

### 3.4 Expenses of the Offers

The table of expenses of the Offers in Section 9.6 of the Prospectus has been updated as follows:

Expense	Amount \$
ASIC fees	\$4,810
ASX fees	\$90,505
Legal fees	\$100,000
Investigating Accountant's fees	\$15,000
Independent Technical Assessment Report	\$40,000
Independent Expert's Report	\$20,000
Other advisory costs	\$9,000
Share registry expenses	\$3,800
Graphic design, printing and distribution	\$6,000
Broker fees	\$210,000
Marketing platforms	\$18,385
<b>Total</b>	<b>\$517,500</b>

## 4. Directors' authorisation

This Supplementary Prospectus is issued by Star Minerals pursuant to resolution of the directors.

Each director has given, and has not withdrawn their consent, to the lodgement of this Supplementary Prospectus with ASIC.

This Supplementary Prospectus has been signed for and on behalf of Star Minerals by:



**Ian Stuart**  
Chairman, Star Minerals Limited

23 September 2021