



Supplementary Prospectus

Calidus Resources Limited
(ACN 006 640 533)

Important Information

This is a supplementary prospectus (**Supplementary Prospectus**) which supplements and is intended to be read with the prospectus dated 23 April 2024 (**Prospectus**) issued by Calidus Resources Limited (ACN 006 640 553) (**Company**).

This Supplementary Prospectus is dated 3 May 2024 and was lodged with ASIC on that date.

ASIC, the ASX and their respective officers take no 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. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus. If there is any conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus, copies of which can be downloaded from <https://www.calidus.com.au/asx-announcements/>.

This is an important document and should be read in its entirety. If you do not understand it, you should consult your professional advisers without delay.

1. Purpose of this Supplementary Prospectus

Under the Prospectus, the Company reserved the right to increase acceptances under the SPP Offer in the event of oversubscriptions, subject to compliance with the ASX Listing Rules and Corporations Act. As at the date of this Supplementary Prospectus, and as a result of strong Shareholder interest in and support for the SPP Offer, the Company has received valid applications above the initial \$3,000,000 intended to be raised under the SPP Offer.

Accordingly, the Board has resolved to increase the maximum size of the SPP to \$6,000,000, up from the original target size of \$3,000,000. As a result, the number of SPP Securities offered under the SPP Offer to Eligible Shareholders has been increased from:

- (a) 26,086,956 SPP Shares to up to 52,173,913 SPP Shares; and
- (b) 13,043,478 New Quoted Options to up to 26,086,957 New Quoted Options.

By this Supplementary Prospectus, the Company makes the amendments to the Prospectus as set out in Section 3 below for the purpose of providing additional information to Shareholders in relation to the increase in SPP Securities offered pursuant to the SPP Offer under the Prospectus and the increase in the amount proposed to be raised under the Offers. The Placement Options Offer is not amended by this Supplementary Prospectus.

The SPP Offer remains inconsistent with the requirements of the ASIC Instrument. Accordingly, the issue of the SPP Shares and New Quoted Options under the SPP Offer remains subject to Shareholder approval being obtained at the General Meeting.

In order to ensure that this information is properly incorporated into the Prospectus, it must be lodged with the ASIC and released to ASX. This Supplementary Prospectus has been drafted to comply with the relevant provisions of the Corporations Act.

2. No Investor Action Required

The Directors believe that the changes in this Supplementary Prospectus are not materially adverse from the point of view of an investor. Accordingly, no additional investor action is required and no withdrawal rights will apply for the purposes of section 724 of the Corporations Act.

3. Amendments to the Prospectus

For the reasons set out in Section 1 above, by this Supplementary Prospectus, the following amendments are made to the Prospectus:

(a) **Cover page**

The first paragraph on the cover page is deleted and replaced with the following:

“This Prospectus is primarily being issued for the offer of up to 52,173,913 Shares at an issue price of \$0.115 per Share and 26,086,957 New Quoted Options to Eligible Shareholders, on the basis of one (1) free-attaching New Quoted Option for every two (2) Shares subscribed for and issued under the SPP, to raise up to \$6,000,000 (before costs) (SPP Offer).”

(b) **Investment Overview**

The following sections of the Investment Overview in the Prospectus are deleted and replaced with the following:

This Supplementary Prospectus is intended to be read with the original Prospectus dated 23 April 2024 issued by Calidus Resources Limited (ACN 006 640 553).

Key Information	Further Information																								
<p>SPP Offer</p> <p>The SPP Offer is an offer to each Eligible Shareholder to apply for a maximum of \$30,000 worth of SPP Shares at an issue price of \$0.115 per SPP Share and one (1) free-attaching New Quoted Option for every two (2) SPP Shares subscribed for and issued, to raise up to \$6,000,000 (before costs) (together, the SPP Securities).</p> <p>Exception 5 in Listing Rule 7.2 (LR Exception) is only available once in any 12 month period and the Company issued Shares under the Previous SPP pursuant to the LR Exception within the 12 months prior to the proposed issue date of the SPP Shares under the SPP Offer. Therefore, the issue of SPP Shares under the SPP Offer is subject to Shareholder approval at the Company's General Meeting.</p> <p>The issue of New Quoted Options under the SPP Offer is also subject to Shareholder approval at the Company's General Meeting.</p>	<p>Sections 1(b) and 2.1(a)</p>																								
<p>Indicative Capital Structure</p> <p>The effect of the Offers on the capital structure is set out below (assuming no other Securities are issued and no other existing Securities are exercised):</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;"></th> <th style="width: 20%;">Shares</th> <th style="width: 20%;">Quoted Options</th> <th style="width: 30%;">Unquoted Options</th> </tr> </thead> <tbody> <tr> <td>Existing Securities on issue</td> <td style="text-align: right;">761,333,703</td> <td style="text-align: right;">59,059,271</td> <td style="text-align: right;">19,517,123</td> </tr> <tr> <td>Maximum SPP Securities to be issued under SPP Offer and/or SPP Shortfall Offer</td> <td style="text-align: right;">52,173,913</td> <td style="text-align: right;">26,086,957</td> <td style="text-align: center;">-</td> </tr> <tr> <td>Maximum New Quoted Options to be issued under Placement Options Offer</td> <td style="text-align: center;">-</td> <td style="text-align: right;">71,826,086</td> <td style="text-align: center;">-</td> </tr> <tr> <td>Maximum Director Placement Shares</td> <td style="text-align: right;">1,043,476</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td>Total</td> <td style="text-align: right;">814,551,092</td> <td style="text-align: right;">156,972,314</td> <td style="text-align: right;">19,517,123</td> </tr> </tbody> </table> <p>Further details in respect of the Company's capital structure are set out in Section 3.1.</p> <p>The unaudited pro forma statement of financial position showing the effect of the Offers is set out in Section 3.5.</p>		Shares	Quoted Options	Unquoted Options	Existing Securities on issue	761,333,703	59,059,271	19,517,123	Maximum SPP Securities to be issued under SPP Offer and/or SPP Shortfall Offer	52,173,913	26,086,957	-	Maximum New Quoted Options to be issued under Placement Options Offer	-	71,826,086	-	Maximum Director Placement Shares	1,043,476	-	-	Total	814,551,092	156,972,314	19,517,123	<p>Section 3.1</p>
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Maximum Director Placement Shares	1,043,476	-	-																						
Total	814,551,092	156,972,314	19,517,123																						

(c) **Background of the Offers (refer Section 1 of the Prospectus)**

The following is added to the end of the first paragraph in Section 1 of the Prospectus:

“On 3 May 2024, the Company announced an increase to the maximum size of the SPP to \$6,000,000, up from the original target size of \$3,000,000. Accordingly, the aggregate amount proposed to be raised under the Capital Raising has increased to up to \$22,520,000 (before costs).”

This Supplementary Prospectus is intended to be read with the original Prospectus dated 23 April 2024 issued by Calidus Resources Limited (ACN 006 640 553).

(d) **SPP (refer Section 1(b) of the Prospectus)**

The references to “\$3,000,000” in Section 1(b) of the Prospectus are deleted and replaced with “\$6,000,000”.

(e) **SPP Offer (refer Section 2.1(a) of the Prospectus)**

The references to “\$3,000,000” throughout Section 2.1(a) of the Prospectus are deleted and replaced with “\$6,000,000”.

(f) **SPP Shortfall Offer (refer Section 2.1(b) of the Prospectus)**

The reference to “26,086,956” in Section 2.1(b) of the Prospectus is deleted and replaced with “52,173,913”.

(g) **Capital structure on completion of the Offers (refer Section 3.1 of the Prospectus)**

Section 3.1 of the Prospectus is deleted and replaced with the following:

“The principal effect of the Offers, assuming all Securities offered under this Prospectus are issued, will be to increase the number of Shares and quoted Options currently on issue by a maximum of 52,173,913 and 97,913,043 respectively. Application will be made for the New Quoted Options to be quoted on ASX, creating a new class of Quoted Options.

Assuming that no existing Options are exercised, the effect of the Offers on the Company’s issued capital as at the date of this Prospectus is as shown in the following table.

	Shares¹	Quoted Options²	Unquoted Options³
<i>Existing Securities on issue</i>	761,333,703	59,059,271	19,517,123
<i>Maximum SPP Securities to be issued under SPP Offer and/or SPP Shortfall Offer⁴</i>	52,173,913	26,086,957	-
<i>Maximum New Quoted Options to be issued under the Placement Options Offer⁵</i>	-	71,826,086	-
<i>Maximum Director Placement Shares⁶</i>	1,043,476	-	-
Total	814,551,092	156,972,314	19,517,123

Notes:

1. Includes 142,608,696 Placement Shares issued under the Placement on 28 March 2024.

This Supplementary Prospectus is intended to be read with the original Prospectus dated 23 April 2024 issued by Calidus Resources Limited (ACN 006 640 553).

2. *Quoted Options on issue are exercisable at \$0.30 each on or before 27 September 2024.*
3. *19,517,123 unquoted Options which vest into 19,517,123 Shares subject to satisfaction of various milestones, comprising:*
 - (a) *1,011,923 Options exercisable at \$Nil and expiring on 31 December 2024;*
 - (b) *133,333 Options exercisable at \$Nil and expiring on 4 January 2025;*
 - (c) *1,350,000 Options exercisable at \$Nil and expiring on 30 January 2025;*
 - (d) *355,055 Options exercisable at \$Nil and expiring on 31 December 2025; and*
 - (e) *16,666,812 Options exercisable at \$Nil and expiring on 31 December 2026.*
4. *Assumes the SPP Offer and SPP Shortfall Offer is fully subscribed.*
5. *Includes up to 521,738 New Quoted Options to be issued to Directors Mark Connelly and David Reeves (or their respective nominees), subject to receipt of Shareholder approval under Listing Rule 10.11 at the General Meeting.*
6. *The issue of the Director Placement Shares to Directors Mark Connelly and David Reeves (or their respective nominees) is subject to receipt of Shareholder approval under Listing Rule 10.11 at the General Meeting.*

(h) **Proposed use of funds (refer Section 3.2 of the Prospectus)**

The table in Section 3.2 of the Prospectus is deleted and replaced with the following:

Proposed use	\$	%
<i>General working capital¹</i>	<i>5,918,090</i>	<i>98.6</i>
<i>Expenses of the Offers²</i>	<i>81,910</i>	<i>1.4</i>
Total	6,000,000	100

(i) **Diluting effect of the Offers (refer Section 3.4 of the Prospectus)**

Section 3.4 of the Prospectus is deleted and replaced with the following:

“On the assumption that:

- (a) *all of the Securities offered under this Prospectus are issued and exercised into Shares; and*
- (b) *no other Securities are issued or exercised (except the Director Placement Shares),*

the diluting effect on the percentage interest of existing Shareholders would be 16.45%.”

(j) **Pro forma consolidated statement of financial position (refer Section 3.5 of the Prospectus)**

The table in Section 3.5 of the Prospectus is deleted and replaced with the following:

	31 DECEMBER 2023 \$('000s)	OFFERS AND PLACEMENT \$('000s)	PRO FORMA \$('000s)
Current assets	37,815	21,743	59,558
Non-current assets	280,097	0	280,097
Total assets	317,912	21,743	339,655
Current liabilities	67,880	0	67,880
Non-current liabilities	114,997	0	114,997
Total liabilities	182,877	0	182,877
NET ASSETS	135,035	21,743	156,778
Net Issued Capital	174,263	22,520	196,783
Reserves	9,544	0	9,544
Accumulated losses	(48,772)	(777)	(49,549)
TOTAL EQUITY	135,035	21,743	156,778

(k) **Basis of Preparation (refer Section 3.6 of the Prospectus)**

Paragraphs (a) and (d) in Section 3.6 of the Prospectus are deleted and replaced with the following respectively:

“(a) the SPP Offer is fully subscribed and \$6,000,000 (before costs) is raised;”

“(d) the estimated expenses of the Offers are \$81,910.”

(l) **Option risk and dilution (refer Section 4.3(b) of the Prospectus)**

The third and fourth paragraphs in Section 4.3(b) of the Prospectus are deleted and replaced with the following respectively:

“On completion of the Offers, assuming the Offers are fully subscribed, there will be up to approximately 97,913,043 New Quoted Options on issue. If exercised, these New Quoted Options will be converted into Shares thereby causing the shareholdings of Shareholders to be diluted by up to 10.73% (on the basis that the Offers are fully subscribed and no other Securities are issued or exercised at the date of this Prospectus).”

“However, each New Quoted Option has an exercise price of \$0.17 which means that the Company will receive additional funds of up to approximately \$16.6 million (before costs) upon exercise of the New Quoted Options, assuming all New Quoted Options the subject of the Offers are issued and subsequently exercised. There is no certainty that New Quoted Options, if issued, will be exercised in full, or at all.”

(m) **Copies of documents (refer Section 6.2 of the Prospectus)**

The table in Section 6.2(c) of the Prospectus is updated to include the following additional announcements that have been released by the Company since 23 April 2024:

This Supplementary Prospectus is intended to be read with the original Prospectus dated 23 April 2024 issued by Calidus Resources Limited (ACN 006 640 553).

Date lodged	Subject of Announcement
3 May 2024	Update - Proposed issue of securities - CAI
3 May 2024	Addendum to Notice of General Meeting
29 April 2024	Application for quotation of securities - CAI
24 April 2024	Quarterly Activities/Appendix 5B Cash Flow Report
23 April 2024	Letter to Eligible Shareholders - Share Purchase Plan
23 April 2024	Prospectus

(n) **Substantial Shareholders (refer Section 6.7 of the Prospectus)**

The table in Section 6.7 of the Prospectus is deleted and replaced with the following:

Substantial Shareholder	Number of Shares	Voting power
<i>Alkane Resources Ltd</i>	54,685,118	7.18%
<i>Macmahon Contractors Pty Ltd</i>	49,880,350	6.55%
<i>CQS (UK) LLP¹</i>	47,009,147	6.17%
<i>SG Hiscock & Company Limited²</i>	44,537,490	5.85%

(o) **Security holdings (refer Section 6.8(a) of the Prospectus)**

The fourth paragraph in Section 6.8(a) of the Prospectus is deleted and replaced with the following:

“Upon completion of the Offers, assuming the SPP Offer and/or SPP Shortfall Offer is fully subscribed and the Company issues the Securities to the Directors under the Tranche 2 Placement as outlined above, the relevant interest of each of the Directors could be as follows:

- (i) 0.16% for Mark Connelly;*
- (ii) 2.82% for David Reeves;*
- (iii) 0.01% for John Ciganek;*
- (iv) 0.04% for Kate George.”*

(p) **Expenses of Offers (refer Section 6.11 of the Prospectus)**

The table in Section 6.11 of the Prospectus is deleted and replaced with the following:

	\$
<i>ASIC lodgement fee</i>	\$4,008
<i>ASX quotation fee (excluding GST)</i>	\$47,902
<i>Legal fees and expenses (excluding GST)</i>	\$30,000

This Supplementary Prospectus is intended to be read with the original Prospectus dated 23 April 2024 issued by Calidus Resources Limited (ACN 006 640 553).

TOTAL	\$81,910
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(q) **Glossary of Terms (refer Section 9 of Prospectus)**

The definitions of “SPP Offer” and “SPP Shares” in Section 9 of the Prospectus are deleted and replaced with the following:

“SPP Offer means the offer to Eligible Shareholders of up to 52,173,913 SPP Shares and 26,086,957 free attaching New Quoted Options, to Eligible Shareholders, on the basis of one (1) free attaching New Quoted Option for every two (2) SPP Shares subscribed for and issued to Eligible Shareholders under the SPP, to raise up to \$6,000,000 (before costs).

SPP Shares means up to 52,173,913 Shares offered under the SPP Offer at an issue price of \$0.115 per Share.”

4. Consents

The Company confirms that as at the date of this Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Prospectus have not withdrawn that consent.

5. 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 has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent.

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



Mark Connelly
Non-Executive Chair

Dated: 3 May 2024