SUPPLEMENTARY PROSPECTUS

CALLABONNA RESOURCES LIMITED [ACN 099 247 408]

(which is to be renamed Alice Queen Limited)

IMPORTANT NOTICE

This Supplementary Prospectus is dated 5 October 2015 and was lodged with the Australian Securities and Investments Commission on that date. This Supplementary Prospectus supplements the Prospectus dated 28 August 2015 issued by Callabonna Resources Limited and lodged with the Australian Securities and Investments Commission on that date.

This Supplementary Prospectus must be read in conjunction with the Prospectus.

The Australian Securities and Investments Commission and ASX Limited take no responsibility for the contents of this Supplementary Prospectus or the Prospectus.

Terms used in this Supplementary Prospectus have the same meaning as in the Prospectus unless otherwise defined or the contrary intention appears.

EXTENSION OF THE OFFER CLOSING DATE

The closing date of the offer period has been extended to 23 October 2015.

All references to the close of the offer on 2 October 2015 in the Prospectus are amended by deleting the date "2 October 2015" and replacing it with the date "23 October 2015". The indicative date for the dispatch of holding statements of "9 October 2015" is replaced with the date "30 October 2015", and the indicative date for re-quotation of Shares on ASX of "16 October 2015" is replaced with the date "6 November 2015".

The Company reserves the right to close the offer at any time before the extended Closing Date or to further extend the Offer or change any other dates without prior notice.

DIRECTORS' CONSENT

Each of the Directors of Callabonna Resources Limited has consented to the lodgement of this Supplementary Prospectus with the Australian Securities and Investments Commission.

Signed for and on behalf of Callabonna Resources Limited:

Date: 5 October 2015

Jeffrey Williams Director