

# SECOND SUPPLEMENTARY PROSPECTUS

## CALLABONNA RESOURCES LIMITED

[ACN 099 247 408]

(which is to be renamed Alice Queen Limited)

### IMPORTANT NOTICE

This Second Supplementary Prospectus is dated 9 November 2015 and was lodged with the Australian Securities and Investments Commission on that date. This Second Supplementary Prospectus supplements the Prospectus dated 28 August 2015 (**Prospectus**) and the Supplementary Prospectus dated 5 October 2015 (**First Supplementary Prospectus**) issued by Callabonna Resources Limited and lodged with the Australian Securities and Investments Commission on those dates.

This Second Supplementary Prospectus must be read in conjunction with the First Supplementary Prospectus and the Prospectus.

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

Terms used in this Second Supplementary Prospectus have the same meaning as in the Prospectus unless otherwise defined or the contrary intention appears. For the avoidance of doubt a reference to a "Section" or page in this Second Supplementary Prospectus is a reference to a section or page in the Prospectus.

### INCLUSION OF COMPETENT PERSON STATEMENT AND MODIFICATION

The Company had previously released the Exploration Target described on page 32 of the Prospectus together with a competent person statement as part of its ASX announcement on 22 July 2015. Notwithstanding that the Exploration Target remains unchanged, the Company has become aware that it is necessary under the JORC Code to provide a competent person statement each time the Exploration Target is referred to in a public report. Accordingly, the following competent person statement relating to the Exploration Target for the Horn Island Gold Project is included at the end of the sub-section headed "Exploration Target" in Section 3.5.1 on page 32 of the Prospectus:

*"The Exploration Target is based on information compiled by Mr John Holliday, a Competent Person who is a member of the Australian Institute of Geoscientists. Mr Holliday is a director of Kauraru Gold Pty Ltd and Alice Queen Holding Pty Ltd. Mr Holliday has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 edition of the 'Australasian Code of Report of Exploration Results, Mineral Resources and Ore Reserves'. Mr Holliday has consented to the inclusion in this Prospectus of the matters based on his information in the form and context in which it appears."*

In conjunction with the above, to improve the references to the Exploration Target so that they may be more concise and consistent within the sub-section headed "Exploration Target" in Section 3.5.1 on page 32, the following amendments are made:

- the final sentence in the third paragraph under the heading "Exploration Target" in Section 3.5.1 on page 32 of the Prospectus (which reads, *"This is approximately 450,000 ounces of gold."*) is deleted; and
- the following is added to the conclusion of the preceding sentence, *"(i.e. approximately 450,000 ounces)."*

**This is a Second Supplementary Prospectus intended to be read in conjunction with the Prospectus dated 28 August 2015 and the First Supplementary Prospectus dated 5 October 2015 issued by Callabonna Resources Limited.**

As a result of the above, the final sentence of the third paragraph under the heading "Exploration Target" in Section 3.5.1 on page 32 of the Prospectus reads:

*"Thus a minimum Exploration Target to be tested in the first drilling program is approximately 7 million tonnes at approximately 2.0 grams per tonne (i.e. approximately 450,000 ounces)."*

#### **DIRECTORS' CONSENT**

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

Signed for and on behalf of Callabonna Resources Limited:

A handwritten signature in black ink, appearing to read "Michael Raetz", with a long horizontal flourish extending to the right.

Date: 9 November 2015

Michael Raetz  
Director