



Tolu Minerals Limited ARBN 657 300 359

Second Supplementary Prospectus

This supplementary prospectus (Second Supplementary Prospectus) is dated 5 October 2023 and is supplementary to the supplementary prospectus dated 14 September 2023 and the prospectus dated 10 August 2023 (together, the Prospectus) issued by Tolu Minerals Limited ARBN 657 300 359 (Company).

Important Information

This Second Supplementary Prospectus was lodged with the ASIC pursuant to section 719(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) on 5 October 2023. ASIC, ASX, and their officers take no responsibility as to the contents of this Second Supplementary Prospectus.

This Second Supplementary Prospectus is important and should be read in its entirety in conjunction with the Prospectus. If you are in any doubt as to the contents of this document, you should consult your professional advisers without delay.

Other than as set out below, all details in relation to the Prospectus remain unchanged. Unless otherwise indicated, terms used in this Second Supplementary Prospectus have the same meaning as ascribed to them in the Prospectus.

All references to 'the Prospectus' in this Second Supplementary Prospectus are references to the Prospectus.

This Second Supplementary Prospectus will be issued with the Prospectus and accessible online from the Company's website at <https://www.toluminerals.com/>.

To the extent of any inconsistency between this Second Supplementary Prospectus and the Prospectus, the provisions of this Second Supplementary Prospectus will prevail.

1. Background

This Second Supplementary Prospectus has been prepared to notify investors of a change to the Timetable of the Offer under the Prospectus and the corresponding change to the Closing Date of the Offer.

2. Update to Timetable

The Board wishes to advise that the Closing Date of the Offer has been extended from 5:00pm (AEDT) on 6 October 2023 until 5:00pm (AEDT) on 20 October 2023. Accordingly, the references to the Closing Date in the Prospectus are amended and the indicative timetable set out in the Key Offer Information Section of the Prospectus is replaced with the following:

Key Offer dates

Lodgement of Prospectus with ASIC	10 August 2023
Opening Date of Offer	18 August 2023
Closing Date of Offer	20 October 2023
Settlement Date of Offer	24 October 2023
Allotment Date of Shares under the Offer	30 October 2023
Allotment Date of Frontier Shares	30 October 2023
Allotment Date of MRDC Shares	30 October 2023
Expected date for dispatch of holding statements	3 November 2023
Expected commencement of trading on ASX	8 November 2023

Notes: This timetable is indicative only. Unless otherwise indicated, all times given are AEDT. The Company, in consultation with the Joint Lead Managers, reserves the right to vary any and all of the above dates without notice (including, subject to the ASX Listing Rules and the Corporations Act, to close the Offer early, to extend the Closing Date, or to accept late Applications or bids, either generally or in particular cases, or to cancel or withdraw the Offer before completion of the Offer, in each case without notifying any recipient of this Prospectus or Applicants). Furthermore, dates are dependent upon completion, and as such, satisfaction (or waiver) of the Conditions. If the Offer is cancelled or withdrawn before completion of the Offer, then all Application Monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act. Investors are encouraged to submit their Applications as soon as possible after the Offer opens.

3. Action by Investors

3.1 New Investors

New investors who are yet to lodge an application, can apply for Shares under the Offer by completing the application form attached to or accompanying this Second Supplementary Prospectus (**Second Supplementary Application Form**). Applications must not be made on the application form attached to or accompanying the Prospectus.

The Second Supplementary Application Form contains detailed instructions on how it is to be completed.

If you wish to apply and pay for Shares under the Offer using BPAY, please visit the Company's website at <https://www.toluminerals.com/prospectus> and follow the link to 'Proceed to Tolu IPO'.

3.2 Existing Investors

As the content of this Second Supplementary Prospectus is not considered by the Directors of the Company to be materially adverse to investors, no withdrawal rights will be offered for the purposes of section 724 of the Corporations Act. Accordingly, no action needs to be taken by existing investors. However, existing investors may lodge a Second Supplementary Application Form if they wish to apply for additional Shares under the Offer.

4. Consents and interests

The Company confirms that as at the date of this Second 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. Other material information

The Directors of the Company are not aware of any acts, matters or things (not already described in the Prospectus) which may be material to the making of and informed assessment of the effect of the Offer on the Company or the rights attaching to the Shares.

This Second Supplementary Prospectus has been signed by a Director of **Tolu Minerals Limited ARBN 657 300 359** with the authority of each of the Directors and is dated 5 October 2023.

Each Director has consented to the lodgement of this Second Supplementary Prospectus with ASIC.



Mr John Anderson
Chair – Tolu Minerals Limited

TOLU MINERALS LIMITED

ARBN 657 300 359

Broker Code

Adviser Code

General Offer Application Form

This is an Application Form for Shares in Tolu Minerals Limited under the General Offer on the terms set out in the Prospectus dated 10 August 2023 as amended by Supplementary Prospectus dated 14 September 2023 and the Second Supplementary Prospectus dated 5 October 2023. You may apply for a minimum of 4,000 Shares and multiples of 1,000 thereafter. Your Application and payment must be received by **5:00pm (AEDT) on 20 October 2023**.

If you wish to apply for Shares and pay by BPAY, please visit Tolu Minerals Limited's website at <https://www.toluminerals.com/prospectus> and then follow the link to 'Proceed to Tolu IPO'.

If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. The Prospectus contains information relevant to a decision to invest in Shares and you should read the entire Prospectus carefully before applying for Shares.

Shares applied for

Price per Share

Application Monies

A , , , , , , , at **A\$0.50** **B** A\$, , , , , .

(minimum 4,000, thereafter in multiples of 1,000)

PLEASE COMPLETE YOUR DETAILS BELOW (refer overleaf for correct forms of registrable names) **+**

Applicant #1

Surname/Company Name

C

Title

First Name

Middle Name

Joint Applicant #2

Surname

Title

First Name

Middle Name

Designated account e.g. <Super Fund> (or Joint Applicant #3)

TFN/ABN/Exemption Code

First Applicant

Joint Applicant #2

Joint Applicant #3

D

TFN/ABN type – if NOT an individual, please mark the appropriate box

Company

Partnership

Trust

Super Fund

PLEASE COMPLETE ADDRESS DETAILS

PO Box/RMB/Locked Bag/Care of (c-)/Property name/Building name (if applicable)

E

Unit Number/Level

Street Number

Street Name

Suburb/City or Town

State

Postcode

Email address (only for purpose of electronic communication of shareholder information)

CHESS HIN

F **X**

If you have a Broker Sponsored account and would like your securities to be allocated to this account, it is important that you enter your HIN at this step. Failure to do so will result in your securities being allocated to a new Issuer Sponsored account. You will not be able to change this until after the stock exchange listing takes place and you will need to request your broker to do this for you.

Telephone Number where you can be contacted during Business Hours

Contact Name (PRINT)

G ()

Total Amount **A\$** , , , .

TOK IPO001



Your Guide to the Application Form

Please complete all relevant white sections of the Application Form in BLOCK LETTERS, using black or blue ink. These instructions are cross-referenced to each section of the form.

The Shares to which this Application Form relates are Tolu Minerals Limited ("TOK") Shares. Further details about the shares are contained in the Prospectus dated 10 August 2023 as amended by Supplementary Prospectus dated 14 September 2023 and the Second Supplementary Prospectus dated 5 October 2023 issued by Tolu Minerals Limited. The Prospectus will expire 13 months after the date of the Prospectus. While the Prospectus is current, Tolu Minerals Limited will send paper copies of the Prospectus, any supplementary document and the Application Form, free of charge on request.

The Australian Securities and Investments Commission requires that a person who provides access to an electronic application form must provide access, by the same means and at the same time, to the relevant Prospectus. This Application Form is included in the Prospectus.

The Prospectus contains important information about investing in the Shares. You should read the Prospectus before applying for Shares.

- A** Insert the number of Shares you wish to apply for. The Application must be for a minimum of 4,000 Shares and thereafter in multiples of 1,000. You may be issued all of the Shares applied for or a lesser number.
- B** Insert the relevant amount of Application Monies. To calculate your Application Monies, multiply the number of Shares applied for by the issue price. Amounts should be in Australian dollars.
- C** Write the full name you wish to appear on the register of Shares. This must be either your own name or the name of a company. Up to three joint Applicants may register. You should refer to the table below for the correct registrable title.
- D** Enter your Tax File Number (TFN) or exemption category. Business enterprises may alternatively quote their Australian Business Number (ABN). Where applicable, please enter the TFN or ABN for each joint Applicant. Collection of TFN(s) and ABN(s) is authorised by taxation laws. Quotation of TFN(s) and ABN(s) is not compulsory and will not affect your Application. However, if these are not provided, Tolu Minerals Limited will be required to deduct tax at the highest marginal rate of tax (including the Medicare Levy) from payments.
- E** Please enter your postal address for all correspondence. All communications to you from Tolu Minerals Limited and the Share Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- F** If you are already a CHES participant or sponsored by a CHES participant, write your Holder Identification Number (HIN) here. If the name or address recorded on CHES for this HIN is different to the details given on this form, your Shares will be issued to Tolu Minerals Limited's issuer sponsored subregister.
- G** Please enter your telephone number(s), area code and contact name in case we need to contact you in relation to your Application.

LODGEMENT INSTRUCTIONS

If you wish to apply for Shares and pay by BPAY, please visit Tolu Minerals Limited's website at <https://www.toluminerals.com/prospectus> and then follow the link to 'Proceed to Tolu IPO'.

PERSONAL INFORMATION COLLECTION NOTIFICATION STATEMENT

Personal information about you is held on the public register in accordance with Chapter 2C of the *Corporations Act 2001*. For details about Link Group's personal information handling practices including collection, use and disclosure, how you may access and correct your personal information and raise privacy concerns, visit our website at www.linkmarketservices.com.au for a copy of the Link Group condensed privacy statement, or contact us by phone on +61 1800 502 355 (free call within Australia) 9am–5pm (Sydney time) Monday to Friday (excluding public holidays) to request a copy of our complete privacy policy.

CORRECT FORMS OF REGISTRABLE NAMES

Note that ONLY legal entities are allowed to hold Shares. Applications must be in the name(s) of natural persons or companies. 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 name may be included by way of an account designation if completed exactly as described in the examples of correct forms below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mrs Katherine Clare Edwards	K C Edwards
Company Use Company's full title, not abbreviations	Liz Biz Pty Ltd	Liz Biz P/L or Liz Biz Co.
Joint Holdings Use full and complete names	Mr Peter Paul Tranche & Ms Mary Orlando Tranche	Peter Paul & Mary Tranche
Trusts Use the trustee(s) personal name(s)	Mrs Alessandra Herbert Smith <Alessandra Smith A/C>	Alessandra Smith Family Trust
Deceased Estates Use the executor(s) personal name(s)	Ms Sophia Garnet Post & Mr Alexander Traverse Post <Est Harold Post A/C>	Estate of late Harold Post or Harold Post Deceased
Minor (a person under the age of 18 years) Use the name of a responsible adult with an appropriate designation	Mrs Sally Hamilton <Henry Hamilton>	Master Henry Hamilton
Partnerships Use the partners' personal names	Mr Frederick Samuel Smith & Mr Samuel Lawrence Smith <Fred Smith & Son A/C>	Fred Smith & Son
Long Names	Mr Hugh Adrian John Smith-Jones	Mr Hugh A J Smith Jones
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s)	Mr Alistair Edward Lilley <Vintage Wine Club A/C>	Vintage Wine Club
Superannuation Funds Use the name of the trustee of the fund	XYZ Pty Ltd <Super Fund A/C>	XYZ Pty Ltd Superannuation Fund

Put the name(s) of any joint Applicant(s) and/or account description using < > as indicated above in designated spaces at section C on the Application Form.

TOLU MINERALS LIMITED

ARBN 657 300 359

Broker Code

Adviser Code

Broker Firm Offer Application Form

This is an Application Form for Shares in Tolu Minerals Limited under the Broker Firm Offer on the terms set out in the Prospectus dated 10 August 2023 as amended by Supplementary Prospectus dated 14 September 2023 and the Second Supplementary Prospectus dated 5 October 2023. You may apply for a minimum of 4,000 Shares and multiples of 1,000 thereafter. This Application Form and your cheque or bank draft must be received by your Broker by the deadline set out in their offer to you.

If you wish to apply for Shares and pay by BPAY, please visit Tolu Minerals Limited's website at <https://www.toluminerals.com/prospectus> and then follow the link to 'Proceed to Tolu IPO'.

If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. The Prospectus contains information relevant to a decision to invest in Shares and you should read the entire Prospectus carefully before applying for Shares.

Shares applied for

Price per Share

Application Monies

A , , , , , at **A\$0.50** **B** A\$, , , , , .

(minimum 4,000, thereafter in multiples of 1,000)

PLEASE COMPLETE YOUR DETAILS BELOW (refer overleaf for correct forms of registrable names)

Applicant #1

Surname/Company Name

C

Title

First Name

Middle Name

Joint Applicant #2

Surname

Title

First Name

Middle Name

Designated account e.g. <Super Fund> (or Joint Applicant #3)

TFN/ABN/Exemption Code

First Applicant

Joint Applicant #2

Joint Applicant #3

D

TFN/ABN type – if NOT an individual, please mark the appropriate box

Company

Partnership

Trust

Super Fund

PLEASE COMPLETE ADDRESS DETAILS

PO Box/RMB/Locked Bag/Care of (c-)/Property name/Building name (if applicable)

E

Unit Number/Level

Street Number

Street Name

Suburb/City or Town

State

Postcode

Email address (only for purpose of electronic communication of shareholder information)

CHESS HIN

F **X**

If you have a Broker Sponsored account and would like your securities to be allocated to this account, it is important that you enter your HIN at this step. Failure to do so will result in your securities being allocated to a new Issuer Sponsored account. You will not be able to change this until after the stock exchange listing takes place and you will need to request your broker to do this for you.

Telephone Number where you can be contacted during Business Hours

Contact Name (PRINT)

G ()

Cheques or bank drafts should be drawn up according to the instructions given by your Broker.

Cheque or Bank Draft Number

BSB

Account Number

H -

Total Amount **A\$**

LODGEMENT INSTRUCTIONS

You must return your application so it is received by your Broker by the deadline set out in their offer to you.

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Your Guide to the Application Form

Please complete all relevant white sections of the Application Form in BLOCK LETTERS, using black or blue ink. These instructions are cross-referenced to each section of the form.

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The Australian Securities and Investments Commission requires that a person who provides access to an electronic application form must provide access, by the same means and at the same time, to the relevant Prospectus. This Application Form is included in the Prospectus.

The Prospectus contains important information about investing in the Shares. You should read the Prospectus before applying for Shares.

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- B** Insert the relevant amount of Application Monies. To calculate your Application Monies, multiply the number of Shares applied for by the issue price. Amounts should be in Australian dollars. Please make sure the amount of your cheque or bank draft equals this amount.
- C** Write the full name you wish to appear on the register of Shares. This must be either your own name or the name of a company. Up to three joint Applicants may register. You should refer to the table below for the correct registrable title.
- D** Enter your Tax File Number (TFN) or exemption category. Business enterprises may alternatively quote their Australian Business Number (ABN). Where applicable, please enter the TFN or ABN for each joint Applicant. Collection of TFN(s) and ABN(s) is authorised by taxation laws. Quotation of TFN(s) and ABN(s) is not compulsory and will not affect your Application. However, if these are not provided, Tolu Minerals Limited will be required to deduct tax at the highest marginal rate of tax (including the Medicare Levy) from payments.
- E** Please enter your postal address for all correspondence. All communications to you from Tolu Minerals Limited and the Share Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- F** If you are already a CHES participant or sponsored by a CHES participant, write your Holder Identification Number (HIN) here. If the name or address recorded on CHES for this HIN is different to the details given on this form, your Shares will be issued to Tolu Minerals Limited's issuer sponsored subregister.
- G** Please enter your telephone number(s), area code and contact name in case we need to contact you in relation to your Application.
- H** Please complete the details of your cheque or bank draft in this section. The total amount of your cheque or bank draft should agree with the amount shown in section B.
- If you receive a firm allocation of Shares from your Broker make your cheque payable to your Broker in accordance with their instructions.

CORRECT FORMS OF REGISTRABLE NAMES

Note that ONLY legal entities are allowed to hold Shares. Applications must be in the name(s) of natural persons or companies. 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 name may be included by way of an account designation if completed exactly as described in the examples of correct forms below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mrs Katherine Clare Edwards	K C Edwards
Company Use Company's full title, not abbreviations	Liz Biz Pty Ltd	Liz Biz P/L or Liz Biz Co.
Joint Holdings Use full and complete names	Mr Peter Paul Tranche & Ms Mary Orlando Tranche	Peter Paul & Mary Tranche
Trusts Use the trustee(s) personal name(s)	Mrs Alessandra Herbert Smith <Alessandra Smith A/C>	Alessandra Smith Family Trust
Deceased Estates Use the executor(s) personal name(s)	Ms Sophia Garnet Post & Mr Alexander Traverse Post <Est Harold Post A/C>	Estate of late Harold Post or Harold Post Deceased
Minor (a person under the age of 18 years) Use the name of a responsible adult with an appropriate designation	Mrs Sally Hamilton <Henry Hamilton>	Master Henry Hamilton
Partnerships Use the partners' personal names	Mr Frederick Samuel Smith & Mr Samuel Lawrence Smith <Fred Smith & Son A/C>	Fred Smith & Son
Long Names	Mr Hugh Adrian John Smith-Jones	Mr Hugh A J Smith Jones
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s)	Mr Alistair Edward Lilley <Vintage Wine Club A/C>	Vintage Wine Club
Superannuation Funds Use the name of the trustee of the fund	XYZ Pty Ltd <Super Fund A/C>	XYZ Pty Ltd Superannuation Fund

Put the name(s) of any joint Applicant(s) and/or account description using < > as indicated above in designated spaces at section C on the Application Form.