

ANDROMEDA METALS LIMITED

ACN 061 503 375

Second Supplementary Prospectus

Important information

This is a Supplementary Prospectus intended to be read with the prospectus dated 27 August 2024 (**Prospectus**) relating to the Entitlement Offer, Placement Option Offer and Broker Option Offer, as supplemented by the first Supplementary Prospectus dated 12 September 2024 (**First Supplementary Prospectus**).

This second Supplementary Prospectus is dated 10 October 2024 and was lodged with the ASIC on that date (**Second Supplementary Prospectus**). ASIC and its officers take no responsibility for the contents of this Second Supplementary Prospectus.

The information set out below is taken to be included in the Prospectus as supplemented by the First Supplementary Prospectus. Terms defined in the Prospectus have the same meaning in this Second Supplementary Prospectus except as otherwise defined in the Glossary. If there is a conflict between the Prospectus, the First Supplementary Prospectus and this Second Supplementary Prospectus, this Second Supplementary Prospectus will prevail.

This is an important document and should be read in its entirety. If you do not understand it you should consult your professional advisers.

The information contained in this Second Supplementary Prospectus is not financial product advice and does not take into account the investment objectives, financial situation or particular needs of any investor. It is important that you read this Second Supplementary Prospectus carefully and in full.

Obtaining a copy of this Second Supplementary Prospectus

This Secondary Supplementary Prospectus will be available on ASX's website at (www.asx.com.au) and the Company's website (website at www.andromet.com.au/investors/asx-releases/).

Company website

Any references to documents included on the Company's website at www.andromet.com.au are for convenience only, and none of the documents or other information available on the Company's website are incorporated herein by reference.

Disclaimer

No person is authorised to provide any information or to make any representation in connection with the Offers that is not contained in the Prospectus, First Supplementary Prospectus or this Second Supplementary Prospectus. Any information or representations not contained in these documents may not be relied upon as having been authorised by the Directors or the Company.

This Supplementary Prospectus is intended to be read with the prospectus dated 27 August 2024 and the First Supplementary Prospectus dated 12 September 2024 issued by Andromeda Metals Limited

Why is the Company issuing this Second Supplementary Prospectus?

The Company is issuing this Second Supplementary Prospectus to ensure that it is clear that offers of Shortfall Securities are made under a disclosure document and that applications can be made by any persons. This Second Supplementary Prospectus has no impact on the Entitlement Offer, the Top Up Facility, the Option Offer or Broker Option Offer.

1. Amendments to the Prospectus

The following amendments are made to the Prospectus to expressly include reference to the Shortfall Offer:

- (1) To amend the front page by including the following text before the semi colon in the first dot point:
 “and any Shortfall Securities in respect of the Entitlement Offer.”
- (2) To include “*Shortfall Offer*,” on page 3 of the Prospectus immediately after “Entitlement Offer,”
- (3) To include “*or Shortfall Offer*” in section 2.22 of the Prospectus after “Entitlement Offer”
- (4) To amend the definition of each of “New Securities”, “New Shares”, “New Options” to include “*or Shortfall Offer*” immediately before the full stop in each definition.
- (5) To amend the definition of “Offers” to include “*Shortfall Offer*,” after “Entitlement Offer,”
- (6) To amend the definition of “Option Offer” to include “*, Shortfall Offer*” after “Entitlement Offer”
- (7) To include the new definitions in the Glossary in alphabetical order as follows:
 “**Shortfall Offer** means the Offer of Shortfall Securities set out in section 2.6”
 “**Shortfall Application** means an application for Shortfall Securities under this Prospectus.”
 “**Shortfall Application Form** means an application form submitted by any investor under the Shortfall Offer.
- (8) To replace section 2.6 of the Prospectus with the following:

“2.6 Shortfall

*There may be a number of New Shares and New Options for which valid applications are not received (including applications under the Top-Up Facility) before the Entitlement Offer closes (**Shortfall Securities**).*

The Shortfall Offer is a separate offer of the Shortfall Securities made pursuant to this Prospectus and will remain open for up to three months following the Closing Date.

The Directors reserve the right, subject to the requirements of the Listing Rules and the Corporations Act, to issue all or any of the Shortfall Securities at their discretion to any investors at their absolute discretion.

Any Shortfall Securities must be issued no later than three (3) months after the Closing Date of the Entitlement Offer. All Shortfall Securities will be issued at a price not less than the Issue Price (for a New Share and free attaching New Option). Shortfall Securities may be issued progressively in that 3 month period.

Investors who are not Eligible Shareholders may apply for Shortfall Securities by submitting a Shortfall Application Form to the Company or the Joint Lead Managers. By submitting a Shortfall Application Form or making payment for Shortfall Securities, Applicants will make the same acknowledgements, authorisations and agreements as set out in section 2.11 of the Prospectus (other than those that relate expressly to Eligible Shareholders).

This Supplementary Prospectus is intended to be read with the prospectus dated 27 August 2024 and the First Supplementary Prospectus dated 12 September 2024 issued by Andromeda Metals Limited

Queries regarding the Shortfall Securities or requests for a Shortfall Application Form should be directed to the Company or the Joint Lead Managers:

Company

Email: ir@andromet.com.au

Ph: +61 8 7089 9800

PAC Partners:

Email:

dgadalla@pacpartners.com.au

Ph: +61 402 244 106

Henslow

Email: info@henslow.com

Ph: +61 3 8622 3333

2. Directors' 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 lodgment of this Supplementary Prospectus with ASIC.



Sue-Ann Higgins
Executive Chair
Andromeda Metals

Glossary

Term	Meaning
Shortfall Application Form	An application form submitted by any investor under the Shortfall Offer
Shortfall Offer	The offer of Shortfall Securities as set out in section 2.6 of the Prospectus (as supplemented by this Second Supplementary Prospectus)
ASIC	Australian Securities and Investments Commission
ASX or Australian Securities Exchange	ASX Limited ABN 98 008 624 691, or the financial market operated by it, as the context requires
Board	The board of directors of the Company from time to time
Broker Option Offer	Has the meaning given to it in the Prospectus
Company or Andromeda	Andromeda Metals Limited ACN 061 503 375.
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Director	A member of the board of directors of the Company from time to time
Eligible Shareholders	Has the meaning given to that term in the Prospectus
Entitlement Offer	The non-renounceable 1 for 13 entitlement offer, with a free attaching New Option for every New Share allocated details of which were disclosed in the Prospectus
First Supplementary Prospectus	The Supplementary Prospectus dated 12 September 2024 prepared by the Company and lodged with ASIC and ASX on that date.
Placement Option Offer	Has the meaning given to it in the Prospectus
Prospectus	The prospectus dated 27 August 2024 prepared by the Company in accordance with the special content rules under section 713 of the Corporations Act in respect of the Offer, as supplemented by the First Supplementary Prospectus
Second Supplementary Prospectus	This second supplementary prospectus dated 10 October 2024
Shortfall Offer	the Offer of Shortfall Securities set out in new section 2.6 of the Prospectus (as supplemented by this Second Supplementary Prospectus)
Shortfall Securities	the New Shares and New Options for which valid applications are not received under the Entitlement Offer (including applications under the Top-Up Facility)
Shortfall Share	A Share forming part of the Shortfall Securities
Shortfall Application	an application for Shortfall Securities under the Prospectus
Shortfall Application Form	an application form submitted by any investor under the Shortfall Offer
Top-Up Facility	Has the meaning given in the Prospectus

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