

**Fuse Minerals Limited**

**ACN 653 658 765**

**Second Supplementary Prospectus**

**1. Important Notice**

This supplementary prospectus (**Second Supplementary Prospectus**) contains details of changes to, and supplements, the prospectus dated 10 November 2023 (**Prospectus**) and the supplementary prospectus dated 4 December 2023 (**First Supplementary Prospectus**) issued by Fuse Minerals Limited ACN 653 658 765 (**Company**) in respect of the offer for the issue of up to 50,000,000 fully paid ordinary shares (**Shares**) at \$0.20 each to raise a minimum of \$6,000,000 and a maximum of \$10,000,000 (less costs), as well as the offer for the issue of up to 4,874,944 options to Unified Capital Partners Pty Ltd ACN 666 560 050 (together, the **Offer**).

This Second Supplementary Prospectus is dated 24 January 2024 and was lodged with ASIC on that date. Neither ASIC nor ASX take any responsibility as to the contents of this Second Supplementary Prospectus.

This Second Supplementary Prospectus is a refresh document as defined in section 724(3H) of the *Corporations Act 2001* (Cth) (**Corporations Act**), as notionally inserted by *ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70* (**ASIC Instrument**).

This Second Supplementary Prospectus must be read together with the Prospectus. Other than as set out below, all details in relation to the Prospectus remain unchanged. To the extent of any inconsistency between this Second Supplementary Prospectus and the Prospectus, the provisions of this Second Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Second Supplementary Prospectus.

The electronic versions of this Second Supplementary Prospectus, the First Supplementary Prospectus and the Prospectus may be accessed at <https://fuseminerals.com.au/investors/#prospectus>.

This Second Supplementary Prospectus and the Prospectus are important documents that should be read in their entirety. If you have any questions about the Shares being offered under the Prospectus or any other matter relating to the Offer, you should consult your professional advisors.

The Company will send a copy of this Second Supplementary Prospectus to all applicants who have subscribed for Shares under the Offer to the date of this Second Supplementary Prospectus.

**2. Purpose of this document**

This Second Supplementary Prospectus has been prepared to:

- (a) extend the Closing Date of the Offer Period to 28 March 2024;
- (b) provide investors with a revised indicative timetable for the Offer; and
- (c) refresh the period for admission to quotation of Shares offered under the Prospectus pursuant to the ASIC Instrument.

**3. Extension of Offer Period**

The Board wishes to advise that the Closing Date of the Offer has been extended until 5pm (ADST) on Thursday, 28 March 2024, and accordingly, the 'Indicative Timetable' as set out on page 11 of the Prospectus (and page 2 of the First Supplementary Prospectus) has been updated as follows:

Event	Date
Lodgement of this Prospectus with ASIC	Friday, 10 November 2023
Opening Date for the Offer	Monday, 20 November 2023
Lodgement of First Supplementary Prospectus	Monday, 4 December 2023
Lodgement of Second Supplementary Prospectus	Wednesday, 24 January 2024
Closing Date for the Offer	Thursday, 28 March 2024
Issue Date	Tuesday, 9 April 2024
Despatch of holding statements	Wednesday, 10 April 2024
Expected date for Official Quotation on ASX	Monday, 15 April 2024

The above dates are indicative and subject to any further changes. The Company reserves the right to vary any and all of the above dates (including, subject to the ASX Listing Rules and the Corporations Act, to close the Offer early, to extend the Closing Date or to cancel or withdraw the Offer before the Closing Date). If the Offer is cancelled or withdrawn before the allocations of Shares, then all Application Monies will be refunded in full (without interest) in accordance with section 1.19 of the Prospectus and the requirements of the Corporations Act.

#### 4. Extension of time to meet conditions for quotation

Row four of page 20 of the Prospectus is replaced with the following:

**"What is the minimum subscription amount under the Public Offer?"**

*The minimum subscription under the Public Offer is \$6,000,000 (before costs). If the Company fails to raise the Minimum Subscription within three months after the date of the Second Supplementary Prospectus, the Company will either repay the Application Monies (without interest) to Applicants or issue a supplementary prospectus or replacement prospectus and allow Applicants one month to withdraw their Applications and have their Application Monies refunded to them (without interest)."*

**(Quotation Condition)**

Section 1.1(b) of the Prospectus is replaced with the following:

**"(b) Minimum Subscription**

*The Minimum Subscription under the Public Offer is \$6,000,000 (before costs), being 30,000,000 Shares.*

*None of the Securities offered under this Prospectus (as amended by this Second Supplementary Prospectus) will be issued if Applications are not received for the Minimum Subscription within three months from the date of the Second Supplementary Prospectus. Should Applications for the Minimum Subscription not be received within three months from the date of the Second Supplementary Prospectus, the Company will either repay the Application Monies (without interest) to Applicants or issue a supplementary prospectus or replacement prospectus and allow Applicants*

*one month to withdraw their Applications and have their Application Monies refunded to them (without interest)."*

Paragraph two of section 1.9 of the Prospectus is replaced with the following:

*"If ASX does not grant permission for Official Quotation within three months after the date of the Second Supplementary Prospectus (or within such longer period as may be permitted by ASIC) none of the Securities offered by this Prospectus will be allotted and issued. If no allotment and issue is made, all Application Monies will be refunded to Applicants (without interest) as soon as practicable."*

## **5. Statements required by the ASIC Instrument**

The Company makes the following statements regarding the Quotation Condition as required by the ASIC Instrument:

- (a) an application for admission to quotation of Shares offered under the Prospectus (as amended by the First Supplementary Prospectus) was made within seven days after the date of the Prospectus;
- (b) the Shares offered under the Prospectus (as amended by the First Supplementary Prospectus) have not been admitted to quotation as at the date of this Second Supplementary Prospectus;
- (c) the ASX has granted the Company conditional approval to list on ASX;
- (d) the key conditions to the Company's listing that remain outstanding are the successful satisfaction of Minimum Subscription Amount raised, being \$6,000,000, and the spread requirement, being having 300 non-affiliated shareholders;
- (e) the Quotation Condition is being amended to extend the period for admission to quotation of Shares offered under the Replacement Prospectus from three months from the date of the Prospectus to three months from the date of this Second Supplementary Prospectus;
- (f) the Quotation Condition must be satisfied by 24 April 2024, being the date three months from the date of this Second Supplementary Prospectus; and
- (g) as at the date of this Second Supplementary Prospectus, under the Offer applications have been received for approximately 9,295,000 Shares.

In addition to paragraph 5(g) above, the board of the Company confirms that the joint lead managers of the Offer have received firm bids for an additional 16,120,000 of Shares for which formal applications have not yet been received by the Company.

## **6. Withdrawal of previous applications**

In accordance with section 724(2) of the Corporations Act, if you applied for Shares under the Prospectus (as amended by the First Supplementary Prospectus) (**Existing Applicant**), you may withdraw your application and be repaid your application monies, provided you give the Company written notice of your wish to do so within **one month** after the date of this Second Supplementary Prospectus.

Any repayments made by the Company pursuant to an Existing Applicant exercising their right to withdraw their application will be made in full without interest.

An Existing Applicant who wishes to withdraw their application and obtain a refund must submit a written request to the Company's share registry by mail, email or delivery to the addresses set out below so that it is received within one month of the date of the Second Supplementary Prospectus (i.e. by the close of business on **26 February 2024** taking into account the fact that the one-month period expires on a Saturday).

**Mailing address**

Fuse Minerals Limited

C/- Automic Pty Ltd

GPO Box 5193

Sydney NSW 2001

**Email**

hello@automicgroup.com.au

**Delivery in person**

Fuse Minerals Limited

C/- Automic Pty Ltd

Level 5, 126 Phillip Street

Sydney NSW 2000

Refund will be provided by electronic fund transfer (EFT) to the bank account details provided in the Application Form lodged by the Existing Applicant.

If you do not wish to withdraw your application, you do not need to take any action.

**7. Consents**

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.

**8. Directors' authorisations**

This Second Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of its Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Second Supplementary Prospectus with ASIC and has not withdrawn that consent.

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



**Todd Wayne Axford**

*Managing Director*

Dated: 24 January 2024



## CORRECT FORMS OF REGISTRABLE TITLE

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual	Mr John Richard Sample	J R Sample
Joint Holdings	Mr John Richard Sample & Mrs Anne Sample	John Richard & Anne Sample
Company	ABC Pty Ltd	ABC P/L or ABC Co
Trusts	Mr John Richard Sample <Sample Family A/C>	John Sample Family Company
Superannuation Funds	Mr John Sample & Mrs Anne Sample <Sample Family Super A/C>	John & Anne Superannuation Fund
Partnerships	Mr John Sample & Mr Richard Sample <Sample & Son A/C>	John Sample & Son
Clubs/Unincorporated Bodies	Mr John Sample <Health Club A/C>	Health Club
Deceased Estates	Mr John Sample <Estate Late Anne Sample A/C>	Anne Sample (Deceased)

## INSTRUCTIONS FOR COMPLETING THE FORM

### YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS PUBLIC OFFER APPLICATION FORM.

This is an Application Form for fully paid ordinary Shares in Fuse Minerals Limited (ACN 653 658 765) (**Company**) made under the terms of the Public Offer set out in the Prospectus dated 10 November 2023, Supplementary Prospectus dated 4 December 2023 and Second Supplementary Prospectus dated 24 January 2024 (**Prospectus**).

Capitalised terms not otherwise defined in this document has the meaning given to them in the Prospectus. The Prospectus contains important information relevant to your decision to invest and you should read the entire Prospectus before applying for Shares. If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. To meet the requirements of the Corporations Act, this Application Form must not be distributed unless included in, or accompanied by, the Prospectus and any supplementary Prospectus (if applicable). While the Prospectus is current, the Company will send paper copies of the Prospectus, and any supplementary Prospectus (if applicable) and an Application Form, on request and without charge.

- Shares Applied For & Payment Amount** - Enter the number of Shares & the amount of the application monies payable you wish to apply for. Applications must be for a minimum of \$2,000 worth of Shares (10,000 Shares) and thereafter, in multiples of \$500 worth of Shares (2,500 Shares).
- Applicant Name(s) and Postal Address** - ONLY legal entities can hold Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable by the Company. At least one full given name and surname is required for each natural person. Refer to the table above for the correct forms of registrable title(s). Applicants using the wrong form of names may be rejected. Next, enter your postal address for the registration of your holding and all correspondence. Only one address can be recorded against a holding.
- Contact Details** - Please provide your contact details for us to contact you between 9:00am and 5:00pm (AEDT) should we need to speak to you about your application. In providing your email address you elect to receive electronic communications. You can change your communication preferences at any time by logging in to the Investor Portal accessible at <https://investor.automic.com.au/#/home>
- CHESSE Holders** - If you are sponsored by a stockbroker or other participant and you wish to hold Shares allotted to you under this Application on the CHESSE subregister, enter your CHESSE HIN. Otherwise leave the section blank and on allotment you will be sponsored by the Company and a "Securityholder Reference Number" ("SRN") will be allocated to you.
- TFN/ABN/Exemption** - If you wish to have your Tax File Number, ABN or Exemption registered against your holding, please enter the details. Collection of TFN's is authorised by taxation laws but quotation is not compulsory and it will not affect your Application.
- Payment** - Payments for Applications made using a paper Application Form can only be made by cheque. Your cheque must be made payable to "**Fuse Minerals Limited**" and drawn on an Australian bank and expressed in Australian currency and crossed "**Not Negotiable**". Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid. Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured. Completed Application Forms and accompanying cheques must be received before 5:00pm (AEDT) on the Closing Date by being delivered or mailed to the address set out in the instructions below.  
  
Applicants wishing to pay by BPAY® or EFT should complete the online Application, which can be accessed by following the web address provided on the front of the Application Form. Please ensure that payments are received by 5:00pm (AEDT) on the Closing Date. Do not forward cash with this Application Form as it will not be accepted.

## DECLARATIONS

### BY SUBMITTING THIS APPLICATION FORM WITH THE APPLICATION MONIES, I/WE DECLARE THAT I/WE:

- Have received a copy of the Prospectus, either in printed or electronic form and have read the Prospectus in full;
- Have completed this Application Form in accordance with the instructions on the form and in the Prospectus;
- Declare that the Application Form and all details and statements made by me/us are complete and accurate;
- I/we agree to provide further information or personal details, including information related to tax-related requirements, and acknowledge that processing of my application may be delayed, or my application may be rejected if such required information has not been provided;
- Agree and consent to the Company collecting, holding, using and disclosing my/our personal information in accordance with the Prospectus;
- Where I/we have been provided information about another individual, warrant that I/we have obtained that individual's consent to the transfer of their information to the Company;
- Acknowledge that once the Company accepts my/our Application Form, I/we may not withdraw it;
- Apply for the number of Shares that I/we apply for (or a lower number allocated in a manner allowed under the Prospectus);
- Acknowledge that my/our Application may be rejected by the Company in its absolute discretion;
- Authorise the Company and their agents to do anything on my/our behalf necessary (including the completion and execution of documents) to enable the Shares to be allocated;
- Am/are over 18 years of age;
- Agree to be bound by the Constitution of the Company; and
- Acknowledge that neither the Company nor any person or entity guarantees any particular rate of return of the Shares, nor do they guarantee the repayment of capital.

## LODGEMENT INSTRUCTIONS

The Offer opens on 20 November 2023 and is expected to close on 28 March 2024. The Directors reserve the right to close the Offer at any time once sufficient funds are received or to extend the Offer period. Applicants are encouraged to submit their Applications as early as possible. Completed Application Forms and payments must be submitted as follows:

### Paper Application and Cheque

**By Post:**  
Fuse Minerals Limited  
C/- Automic Pty Ltd  
GPO Box 5193  
SYDNEY NSW 2001

OR

**By Hand Delivery:**  
Fuse Minerals Limited  
C/- Automic Pty Ltd  
Level 5, 126 Phillip Street  
SYDNEY NSW 2000

### Online Applications and BPAY® or EFT Payments

**Online:**  
<https://apply.automic.com.au/FuseMinerals>

## ASSISTANCE

Need help with your application, no problem. Please contact Automic on:



**PHONE:**  
1300 288 664 within Australia  
+61 (2) 9698 5414 from outside Australia



**LIVE WEBCHAT:**  
Go to [www.automicgroup.com.au](http://www.automicgroup.com.au)



**EMAIL:**  
[corporate.actions@automic.com.au](mailto:corporate.actions@automic.com.au)





## CORRECT FORMS OF REGISTRABLE TITLE

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual	Mr John Richard Sample	J R Sample
Joint Holdings	Mr John Richard Sample & Mrs Anne Sample	John Richard & Anne Sample
Company	ABC Pty Ltd	ABC P/L or ABC Co
Trusts	Mr John Richard Sample <Sample Family A/C>	John Sample Family Company
Superannuation Funds	Mr John Sample & Mrs Anne Sample <Sample Family Super A/C>	John & Anne Superannuation Fund
Partnerships	Mr John Sample & Mr Richard Sample <Sample & Son A/C>	John Sample & Son
Clubs/Unincorporated Bodies	Mr John Sample <Health Club A/C>	Health Club
Deceased Estates	Mr John Sample <Estate Late Anne Sample A/C>	Anne Sample (Deceased)

## INSTRUCTIONS FOR COMPLETING THE FORM

### YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS BROKER OFFER APPLICATION FORM.

This is an Application Form for Lead Manager (or its nominees) ONLY to apply for a total of 4,874,944 Options in Fuse Minerals Limited (ACN 653 658 765) exercisable at \$0.30 each on or before the date that is two (2) years from the date of admission (Company) made under the terms of the Broker Offer set out in the Prospectus dated 10 November 2023, Supplementary Prospectus dated 4 December 2023 and Second Supplementary Prospectus dated 24 January 2024 (**Prospectus**).

Capitalised terms not otherwise defined in this document have the meaning given to them in the Prospectus. The Prospectus contains important information relevant to your decision to invest and you should read the entire Prospectus before applying for Securities. If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. To meet the requirements of the Corporations Act, this Application Form must not be distributed unless included in, or accompanied by, the Prospectus and any supplementary Prospectus (if applicable). While the Prospectus is current, the Company will send paper copies of the Prospectus, and any supplementary Prospectus (if applicable) and an Application Form, on request and without charge.

- Broker Options Applied For** - Enter the number of Options you wish to apply for.
- Applicant Name(s) and Postal Address** - ONLY legal entities can hold Options. The Application must be in the name of a natural person(s), companies or other legal entities acceptable by the Company. At least one full given name and surname is required for each natural person. Refer to the table above for the correct forms of registrable title(s). Applicants using the wrong form of names may be rejected. Next, enter your postal address for the registration of your holding and all correspondence. Only one address can be recorded against a holding.
- Contact Details** - Please provide your contact details for us to contact you between 9:00am and 5:00pm (AEDT) should we need to speak to you about your application. In providing your email address you elect to receive electronic communications. You can change your communication preferences at any time by logging in to the Investor Portal accessible at <https://investor.automic.com.au/#/home>
- TFN/ABN/Exemption** - If you wish to have your Tax File Number, ABN or Exemption registered against your holding, please enter the details. Collection of TFN's is authorised by taxation laws but quotation is not compulsory and it will not affect your Application.

## DECLARATIONS

This Application Form does not need to be signed. By lodging this Broker Offer Application Form the Applicant hereby:

- applies for the number of Options specified in this Application Form;
- agrees to be bound by the Constitution of the Company;
- declares that all details and statements in this Application Form are complete and accurate;
- authorises the Company's Directors to complete or amend this Application Form and any other documentation where necessary to correct any errors or omissions;
- acknowledges that he/she received personally the Prospectus with the Application Form; and
- acknowledges that neither the Company nor any person or entity guarantees any particular rate of return on the Options, nor do they guarantee the repayment of capital.

If an Application Form is not completed correctly, it may still be accepted. Any decision of the Company's Directors as to whether to accept an Application Form, and how to construe, amend or complete it, shall be final.

Applicants applying for Options under the Broker Offer must do so using a paper copy of this Application Form

## LODGEMENT INSTRUCTIONS

The Broker Offer is expected to open on 20 November 2023 and is expected to close on 28 March 2024. The Directors reserve the right to close the Offer at any time once sufficient funds are received or to extend the Offer period. Applicants are encouraged to submit their Applications as early as possible. Completed Application Forms must be submitted as follows:

**Email to : [capital.markets@automicgroup.com.au](mailto:capital.markets@automicgroup.com.au)**

## ASSISTANCE

Need help with your application, no problem. Please contact Automic on:

**PHONE:** 1300 288 664 within Australia  
+61 (2) 9698 5414 from outside Australia



**WEBSITE:**  
Go to [www.automicgroup.com.au](http://www.automicgroup.com.au)



**EMAIL:**  
[Corporate.actions@automic.com.au](mailto:Corporate.actions@automic.com.au)

