Litchfield Minerals Limited
ACN 612 660 429

SUPPLEMENTARY PROSPECTUS

Important Information

This is a supplementary prospectus (**Supplementary Prospectus**) which supplements and is intended to be read with the Prospectus dated 24 January 2024 (**Prospectus**) issued by Litchfield Minerals Limited ACN 612 660 429 (**Company**).

This Supplementary Prospectus is dated 5 March 2024 and was lodged with ASIC on that date.

ASIC, the ASX and their respective officers take no responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus. Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus, copies of which can be downloaded from the website of the Company at *litchfieldminerals.com.au*.

This is an important document and should be read in its entirety. If you do not understand it, you should consult your professional advisers without delay.

1. Purpose of this Supplementary Prospectus

The purpose of this Supplementary Prospectus is to provide additional information to investors (as set out in Section 3 below) regarding certain changes to the board and management of the Company and to provide an update on the timetable and status of the Offer.

2. No investor action required

The Directors believe that the changes in this Supplementary Prospectus are not materially adverse from the point of view of an investor. Further, the Offer has now closed with the Minimum Subscription condition being met. Accordingly, no additional investor action is required.

3. Updates to the Prospectus

3.1 Timetable

The Offer timetable is adjusted as set out below and references in the Prospectus to the dates set out below are amended in conformity to this revised timetable:

Event	Date
Lodgement of the Prospectus with ASIC	24 January 2024
Opening Date of the Offer	31 January 2024
Closing Date of the Offer	28 February 2024
Lodgement of the Supplementary Prospectus with ASIC	5 March 2024
Issue of new Shares under the Offer	11 March 2024
Despatch of holding statements to Shareholders	11 March 2024
Expected date for quotation on ASX	15 March 2024

The above dates are indicative only and may change without notice. The Company reserves the right not to proceed with the Offer at any time before the issue of Shares to Applicants.

3.2 Update on Offer

The Company is pleased to confirm that upon close of the Offer it had raised $5,000,000.

3.3 Changes to board and management

(a) Changes to Board

Brent Van Staden will no longer be appointed as a non-executive director on or from the Company's admission to the Official List.

The Director Options that were to be issued to Mr Van Staden, described in sections 4.4 and 10.3 of the Prospectus will no longer be granted, and reduce the number of Director Options on issue at admission by 500,000.

The Performance Rights that were to be issued to Mr Van Staden, described in Sections 4.7 and 10.5 of the Prospectus will no longer be granted, and reduce the number of Director Options on issue at admission by 1,750,000.

Refer to section 3.4 of the Supplementary Prospectus for an updated capital structure of the Company.

(b) Resignation of Company Secretary

Jacqui Lam will resign as the Company Secretary from the date of admission. Ms Lam has accepted a full-time job position elsewhere and is unable to devote the necessary time to the Company.

(c) Appointment of Company Secretary and CFO

The Company has appointed Mr Peter Harding-Smith as CFO and joint Company Secretary until admission to the Official List, with Mr Harding-Smith remaining as sole Company Secretary from that time.

Mr Peter Harding-Smith has had a finance career spanning over 30 years. In the last 15 years, he has focused on the SME public company space as Chief Financial Officer and Company Secretary for a number of entities including Silver Chef Limited, Orbis Gold Limited and Comet Ridge Limited.

Mr Harding-Smith is a Chartered Accountant, a fellow of Financial Services Institute of Australasia and Governance Institute of Australia and is a Justice of the Peace (Qualified).

Refer to section 10.1(f) of the Prospectus (as amended by this Supplementary Prospectus) regarding the terms of appointment of Mr Harding-Smith.

3.4 Additional material contract

Section 10.1 of the Prospectus is supplemented by the inclusion of the following item (f):

(f) Company Secretary and CFO Appointment

On 26 February 2024, the Company entered into an agreement with Front Row Services Pty Ltd (**Front Row**), pursuant to which Front Row agreed to provide the Company with company secretarial and CFO services, both in the lead up to the Company's admission to the Official list and on an ongoing basis (**Company Secretarial Mandate**). Under the Company Secretarial Mandate, Front Row has nominated Mr Peter Harding-Smith to perform the relevant services.

The Company will pay Front Row a fee of $80,000 plus GST, per annum. The Company Secretarial Mandate may be terminated by either party giving 3 months written notice.

3.5 Capital Structure

The Company capital structure upon admission to the ASX, based on the updates in this Supplementary Prospectus, is set out below:

Amount raised under the Offer [1]	$5,000,000
Offer price per Share [1]	$0.20
Total number of shares on issue at the date of the Prospectus	10,403,846
Shares to be issued under the Offer	25,000,000
Total number of shares on issue following completion of the Offer [3]	35,403,846
Percentage of Shares held by existing Shareholders at completion of the Offer	29.38%
Options on issue at Completion of the Offer [4]	8,200,000
Performance Rights issued to Directors [5]	5,250,000
Indicative market capitalisation upon completion of the Offer [6]	$7,080,769

Notes:

1. Refer to Section 5.1 of the Prospectus for details of the Offer
2. Refer to Section 5.9 of the Prospectus for details concerning substantial shareholders of the Company.
3. Refer to Section 10.2 of the Prospectus for information about the rights attaching to Shares and Section 4.4 of the Prospectus for Directors' interests in the Company's Securities
4. Refer to Sections 10.3 and 10.4 of the Prospectus, as amended by this Supplementary Prospectus, for details of the classes of Options and their terms of issue.
5. Refer to Sections 4.7 and 10.5 of the Prospectus, as amended by this Supplementary Prospectus, for information about the vesting conditions, performance hurdles and other terms of issue of the Performance Rights.

6. Market capitalisation is determined by multiplying the total number of Shares on issue by the price at which the Shares trade on the ASX from time to time. In the table above, the market capitalisation is calculated at the issue price of each Share under the Offer, being $0.20. Please note that there is no guarantee that the Shares will be trading at $0.20 upon the Company listing.

4. Consents

The Company confirms that as at the date of this 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. 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 lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent.

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



Dr Peter Eaglen

Non-Executive Chairman

Dated: 5 March 2024