



Juno Minerals Limited
ACN 645 778 892

Supplementary Prospectus

1. Important notices

This supplementary prospectus is dated 11 February 2021 (**Supplementary Prospectus**) and was lodged with ASIC on that date. Neither ASIC nor ASX take any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus supplements and amends the prospectus dated 21 January 2021 (**Prospectus**) issued by Juno Minerals Limited ACN 645 778 892 (**Juno** or the **Company**).

This Supplementary Prospectus must be read together with the Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

Unless otherwise defined, a term with a defined meaning in the Prospectus has the same meaning in this Supplementary Prospectus.

References to "Sections" are to sections of the Prospectus.

2. Reasons for this Supplementary Prospectus

The purpose of this Supplementary Prospectus is to amend disclosure regarding:

- (a) the engagement of Euroz Hartleys Limited (ACN 104 195 057; AFSL 230052) (**Euroz Hartleys**) and GTT Ventures Pty Ltd (ACN 601 029 636; AFSL 296877) (**GTT**) to provide facilitation and capital raising services to the Company in respect of the Share Offer under the Prospectus;
- (b) expenses of the Share Offer and use of funds for the fees of Euroz Hartleys and GTT for their services;
- (c) completion of the acquisition of the CYIP Assets pursuant to the Mining Assets Sale and Purchase Deed; and
- (d) the existence of a royalty interest in respect of the Mount Mason Project mining lease.

The amendments to the Prospectus and the additional matters disclosed in this Supplementary Prospectus are not considered by the Directors to be materially adverse from the point of view of an investor in Shares.

3. Engagement of Euroz Hartleys and GTT in respect of the Share Offer

3.1 Section 1 – Investment Overview

The Prospectus is amended by including the following additional information in respect of the Company in the Investment Overview in Section 1 under the following headings:

- (a) "What material contracts has Juno entered into" – Juno Minerals has entered into agreements with Euroz Hartleys and GTT who will provide facilitation and capital raising services to the Company in respect of the Share Offer to potential investors.

The Supplementary Prospectus must be read with the Prospectus dated 21 January 2021.

- (b) “What are the expenses of the Offers?” – delete the figure “\$353,253” if the Maximum Subscription is raised under the Share Offer and replace it with the following:

\$1,153,253 if the Maximum Subscription is raised under the Share Offer and assuming all Shares offered under the Share Offer are issued through Euroz Hartleys and GTT under the Share Offer mandate agreements (refer Section 8.6).

3.2 Section 2.8 – Use of funds

The Prospectus is amended by deleting the figures in the table for “Costs of Offer” and “Total use of funds” and replacing them with the following figures:

Funds available	No Subscription to Share Offer (\$0 raised)	Maximum Subscription to Share Offer (\$20,000,000)
Costs of the Offer	\$331,144	Up to \$1,153,253
Total use of funds	\$4,949,373	Up to \$21,204,482

3.3 Section 3.7 – Juno Mineral’s business strategy

The Prospectus is amended by deleting the figures in the table for “2. Costs of the Offer” and “Total committed expenditure” and replacing them with the following figures:

Available funds	\$5 million	\$7 to \$10 million	\$11 to \$15 million	\$16 to \$20 million	\$21 to \$25 million
2. Costs of the Offer*	\$331,144	\$553,253	\$753,253	\$953,253	\$1,153,253
Total committed expenditure	\$4,949,373	\$6,521,482	\$11,476,482	\$11,846,482	\$21,204,482

* Costs of the Offer assumes that all funds raised under the Share Offer are raised pursuant to the mandate agreements with Euroz Hartleys and GTT referred to in Section 8.6 and a 4% capital raising fee is paid on all funds raised under the Share Offer. Amounts stated are the maximum costs that may be paid.

3.4 Section 8 – Material Contracts

The Prospectus is amended by inserting a new “**Section 8.6 – Share Offer mandate agreements**” and the following additional information:

- (a) The Company has entered into an agreement with Euroz Hartleys for marketing and facilitation services in respect of part of the Share Offer. The material terms of the agreement are as follows:
- Euroz Hartleys will assist the Company on a best endeavours basis to facilitate part of the Share Offer with potential investors. Euroz Hartleys does not act as underwriter to the Share Offer or commit to subscriber for any Shares.
 - The Company agrees to pay Euroz Hartleys a fee of 4% (exclusive of GST) for all Shares subscribed for under the Share Offer through Euroz Hartleys.
- (b) The Company has entered into an agreement with GTT for the provision of capital raising services in respect of the Share Offer. The material terms of the agreement are as follows:
- GTT is engaged by the Company to place on a best endeavours basis, 40,000,000 Shares at the issue price of \$0.25 per Share by the Closing Date. GTT does not act as underwriter to the Share Offer.

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- The Company agrees to pay GTT a fee of 4% (exclusive of GST) of the capital raised under the capital raising services pursuant to the agreement.

3.5 Section 10.6 – Expenses of the Share Offer

The Prospectus is amended by is amended by disclosing the following information in the table in Section 10.9 in respect of capital raising fees and a revision to the total amount of expenses to the Share Offer:

Expense	No Subscription to Share Offer (\$0 raised)	Maximum Subscription to Share Offer (\$20,000,000)
Capital raising fees	\$0	Up to \$800,000
Total	\$331,144	Up to \$1,153,253

3.6 Section 10.9 – Interests of experts and advisers

The Prospectus is amended by disclosing the following information in the table in Section 10.9:

Expert/advisor	Service or function	Amount paid to be paid
Euroz Hartleys Limited	Capital raising services	<p>Euroz Hartleys will be paid up a fee of 4% of funds raised under the Share Offer through Euroz Hartleys (plus GST and any disbursements) for the provision of capital raising services to the Company in respect of the Share Offer.</p> <p>Euroz Hartleys has not been paid and is not entitled to be paid any amount by Juno Minerals for any services provided in the period 2 years prior to the Prospectus Date.</p>
GTT Ventures Pty Ltd	Capital raising services	<p>GTT will be paid up a fee of 4% of funds raised under the Share Offer through GTT (plus GST and any disbursements) for the provision of capital raising services to the Company in respect of the Share Offer.</p> <p>GTT has not been paid and is not entitled to be paid any amount by Juno Minerals for any services provided in the period 2 years prior to the Prospectus Date.</p>

3.7 Consents and amendment to Section 10.10 – Consent statements

Each of Euroz Hartleys and GTT have consented to the issue and lodgement of this Supplementary Prospectus and to being named in the Supplementary Prospectus and the Prospectus (as amended by the Supplementary Prospectus) (together, **Amended**

The Supplementary Prospectus must be read with the Prospectus dated 21 January 2021.

Prospectus) as a provider of capital raising services to the Company in the form and context in which they are named.

Their consents are given on the basis that:

- (a) Euroz Hartleys and GTT not authorised or caused the issue of the Amended Prospectus;
- (b) other than the context in which is it named in the Amended Prospectus, Euroz Hartleys and GTT do not make, nor purport to make, any statement in the Amended Prospectus nor is any statement in the Amended Prospectus based on any statement by Euroz Hartleys or GTT; and
- (c) to the maximum extent permitted by law, each of Euroz Hartleys and GTT expressly disclaims any responsibility or liability for any part of the Amended Prospectus other than a reference to its name or to a statement contained in the Amended Prospectus that is made with its consent, as specified in the Amended Prospectus.

The Prospectus is amended by disclosing the following information in the table in Section 10.10:

Party	Capacity in which named	Statement or report in this Prospectus
Euroz Hartleys Limited	Capital raising services	Not applicable
GTT Ventures Pty Ltd	Capital raising services	Not applicable

3.8 Section 12 - Glossary and Technical Information

The Prospectus is amended by inserting the following definitions into Section 12.1:

Euroz Hartleys Means Euroz Hartleys Limited (ACN 104 195 057; AFSL 230052).

GTT Means GTT Ventures Pty Ltd (ACN 601 029 636; AFSL 296877).

4. Completion of Mining Assets Sale and Purchase

The Prospectus is amended by including the following additional statements in Section 8.2 (Mining Assets Sale and Purchase Deed):

Completion under the Mining Assets Deed has occurred. Registration of the transfers of the Tenements comprising the CYIP Project remains pending the assessment of any transfer duty on the transfers of the Tenements.

Juno has issued to Jupiter:

- (a) 100,000,000 Shares as consideration for the acquisition of the CYIP Assets; and
- (b) 20,000,000 Shares for \$5 million in cash to Juno.

5. Mount Mason royalty interest

The Prospectus is amended by including a new paragraph '5' with the following additional statements to Appendix 2 – Solicitor's Tenure Report at Annexure E:

5. Agreement for royalty interest in M29/408 (Mount Mason)

Jupiter has informed Juno of the existence of the following agreement which confers a royalty interest in iron ore produced from the Mount Mason mining lease M29/408.

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Jupiter and Robert Watson (deceased) in his capacity as the trustee of the Robert Watson Family Trust (**RWFT**) entered into an option to purchase agreement dated 13 December 2005 (**Mt Mason Option Agreement**) in respect of tenement E29/495 (**RWFT Tenement**), pursuant to which (as advised by Jupiter) the RWFT Tenement was transferred to Jupiter on 25 June 2008.

The Mt Mason Option Agreement provides for a royalty (1.5% of any gross revenue per quarter) to be paid to RWFT in the event that iron ore is produced or obtained from the “*Tenement area and sold during that quarter free and clear of any deductions whatsoever*” (**Royalty Interest**).

E29/495 was converted into mining lease M29/408 on 28 November 2007 and the area of mining lease M29/408 comprises the “tenement area” for the purposes of the Royalty Interest.

Juno has been informed that RWFT intends to place a caveat for its Royalty Interest over M29/408.

Pursuant to the terms of the Mt Mason Option Agreement, and by way of a proposed deed of assignment and assumption between the Company, Jupiter and RWFT (**DOAA**), the Company will agree to be bound by the terms of the Mt Mason Option Agreement. Accordingly, the company will become liable to the Royalty Interest and will be required to pay a royalty to RWFT on any iron ore produced from M29/408.

6. Authorisation

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 Impact pursuant to a resolution of the Board by:



Greg Durack
Managing Director

Date: 11 February 2021

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