

WALKABOUT RESOURCES LTD
ACN 119 670 370
SUPPLEMENTARY PROSPECTUS

1. IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 24 August 2022 (**Prospectus**) issued by Walkabout Resources Ltd (ACN 119 670 370) (**Company**).

This Supplementary Prospectus is dated 8 September 2022 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. The 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 in hard copy or as an electronic copy and may be accessed on the Company's website at <https://www.wkt.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.

2. REASONS FOR THE SUPPLEMENTARY PROSPECTUS

The Supplementary Prospectus has been prepared to provide investors with updated information in relation to the Offers and the effects of the CRBD debt facility. The Supplementary Prospectus will also provide investors with an update on the consequential changes to the information in the Prospectus regarding the Company's capital structure and related disclosures.

As the content of this Supplementary Prospectus is not considered by the Company to be materially adverse to investors, no action needs to be taken by investors who have already subscribed under the Prospectus to the date of this Supplementary Prospectus.

3. AMENDMENTS TO THE PROSPECTUS

The Prospectus is amended as set out below.

3.1 Timetable

Section 1.1 (Timetable) of the Prospectus is amended by adding the following note (as the last note of Section 1.1 immediately preceding the commencement of Section 1.2):

** The Directors note that the Company has not yet determined whether the Closing Date would be extended should the Company not have received confirmation from

For personal use only

CRDB as to the level of additional collateral to be provided to enable a drawdown of the debt facility prior to the last day to extend the Closing Date.

3.2 Shortfall Offer

Section 2.6 (Shortfall Offer) of the Prospectus is amended by adding the following (as the last paragraph of Section 2.6 immediately preceding the commencement of Section 2.7):

The Company advises that it will not accept shortfall debt for equity subscriptions under the Shortfall Offer in the event that these debt for equity subscriptions would leave the Company unable to post the required cash collateral required for a drawdown of the CRDB facility.

3.3 Payment by Offset of Debt

Section 2.7 (Offset of Debt) of the Prospectus is amended by adding the following (as the last paragraph of Section 2.7 immediately preceding the commencement of Section 2.8):

The Company advises that it will not accept shortfall debt for equity subscriptions under the Shortfall Offer in the event that these debt for equity subscriptions would leave the Company unable to post the required cash collateral required for a drawdown of the CRDB facility.

3.4 Purpose of the Offer

Section 3.1 (Purpose of the Offer) of the Prospectus is amended by deleting the table and notes to the table and replacing them with the following:

Scenario	Minimum Subscription and no Debt Funding ^{6 7}	Minimum Subscription and Full Debt Funding ⁵	Maximum Subscription ²
SOURCE OF FUNDS	AUD	AUD	AUD
Capital Raised	16,500,000	16,500,000	33,166,842
Debt Funding	-	28,985,500	-
TOTAL	16,500,000	45,485,500	33,166,842
USE OF FUNDS			
Project Creditors	11,772,370	11,772,370	11,772,370
Earthworks, Civils and Mining	250,000	5,922,386	5,922,386
EPC and Subcontractors	-	5,169,418	5,169,418
Plant and Mine Infrastructure	-	2,664,350	2,664,350
Logistics	-	738,488	738,488

Scenario	Minimum Subscription and no Debt Funding ^{6 7}	Minimum Subscription and Full Debt Funding ⁵	Maximum Subscription ²
Debt Collateral	-	14,490,000	-
Indirect Costs	450,000	1,532,988	1,532,988
Expenses of the Offer ¹	865,000	865,000	2,455,000
Corporate Treasury Funds	1,250,000	800,000	800,000
Working Capital	1,912,630	1,530,500	2,111,842
Total	16,500,000	45,485,500	33,166,842

Notes:

1. Refer to Section 6.8 for further details relating to the estimated expenses of the Offer.
2. As set out at Section 2.7, a Shareholder who is also owed money by the Company may elect to pay for their Entitlement or application under the Shortfall Offer by means of offsetting some or all of the existing debt owed to them by the Company. To the extent that Shares are subscribed through the offsetting debt facility, the working capital will reduce, and the equivalent amount will go towards general debt/creditor repayment.
3. The Company advises that it will not accept shortfall debt for equity subscriptions under the Shortfall Offer in the event that these debt for equity subscriptions would leave the Company unable to post the required cash collateral required for a drawdown of the CRDB facility.
4. The Company notes that excluding the debt owed to BMCG, up to \$1,269,064 may be subscribed for under the Offers by entities owed money by the Company offset of debt payment option. Refer to Section 2.7 for further details relating to the Payment by Offset of Debt. Should any payments by offset of debt occur under the Offers, the Company will reduce the working capital by the value of the debt offset.
5. This is based on the Company providing cash collateral of US \$10 million (AUD \$14,490,000) to CRDB for a drawdown of the full CRDB facility, being US \$20 million (AUD \$28,985,500). As of the date of this Supplementary Prospectus, the Company has not been informed by CRDB of the level of collateral that will be required to be provided to enable a full debt drawdown.
6. The Company notes that should the Minimum Subscription be raised and no debt funding secured then the Company would not have the funds required to complete the Lindi Jumbo project and would likely suspend construction of the project (thus giving the Company at least 6 months of funding for ongoing corporate expenses such as, but not limited to salaries and wages, IT, legal, consultants, travel, debt advisors, director fees and office overheads) while the Company seeks to secure further debt or equity financing to complete the project.
7. The Company notes that should the Minimum Subscription be raised and no debt funding secured and CRDB require a 1 for 1 ratio of collateral to debt drawdown (i.e. US \$10m collateral for a US \$10m draw down) then the Company would likely not access the CRDB facility and would likely suspend construction of the project (thus giving the Company at least 6 months of funding for ongoing corporate expenses such as, but not limited to salaries and wages, IT, legal, consultants, travel, debt advisors, director fees and office overheads) while the Company seeks to secure further debt or equity financing to complete the project.

3.5 Pro-forma balance sheet

Section 3.2 (Pro-forma balance sheet) of the Prospectus is amended by deleting the table and replacing it with the following:

	UNAUDITED 30/6/22	PROFORMA Debt Conversion ²	PROFORMA Maximum Raise	PROFORMA Minimum Raise
	\$	\$	\$	\$
CURRENT ASSETS				
Cash	1,018,843	31,461,621 ¹	32,730,685 ¹	46,639,343 ¹
Other current assets	1,107,867	1,107,867	1,107,867	1,107,867
TOTAL CURRENT ASSETS	2,126,710	32,569,488	33,838,552	47,747,210
NON-CURRENT ASSETS				
Trade and other receivables	9,758	9,758	9,758	9,758
Mine Properties	32,421,243	32,421,243	32,421,243	32,421,243
Plant and equipment	135,468	135,468	135,468	135,468
Deferred exploration/evaluation	2,328,148	2,328,148	2,328,148	2,328,148
TOTAL NON-CURRENT ASSETS	34,894,617	34,894,617	34,894,617	34,894,617
TOTAL ASSETS	37,021,327	67,464,105	68,733,169	82,641,827
CURRENT LIABILITIES				
Creditors and borrowings	17,152,076	16,883,012	17,152,076	17,152,076
TOTAL CURRENT LIABILITIES	17,152,076	16,883,012	17,152,076	17,152,076
NON-CURRENT LIABILITIES				
Loan	-	-	1,000,000 ¹	29,985,500 ¹
TOTAL NON-CURRENT LIABILITIES	-	-	1,000,000	29,985,500
TOTAL LIABILITIES	17,152,076	16,883,012	18,152,076	47,137,576
NET ASSETS (LIABILITIES)	19,869,251	50,581,093	50,581,093	35,504,251

	UNAUDITED 30/6/22	PROFORMA Debt Conversion ²	PROFORMA Maximum Raise	PROFORMA Minimum Raise
	\$	\$	\$	\$
EQUITY				
Share capital	97,936,740	128,648,582	128,648,582	113,571,740
Options Reserve	580,183	580,183	580,183	580,183
Retained loss	(78,647,672)	(78,647,672)	(78,647,672)	(78,647,672)
TOTAL EQUITY	19,869,251	50,581,093	50,581,093	35,504,251

Notes:

- Accounting for and including the \$1,000,000 of non-recourse debt entered into by the Company following 30 June 2022 (as announced on page 4 of the Company's announcement "Rights Issue to Raise up to A\$33.17 million" released on 22 August 2022).
- Based on an offset of debt of \$1,269,064 (being \$1,000,000 of non-recourse debt and \$269,064 of general debt) via offset of debt subscriptions under the Offers.

3.6 Company Specific Risk

Section 5.2 (Company Specific) of the Prospectus is amended by adding the following into the table of risk factors (such that it is the fourth risk factor stated in Section 5.2):

Risk Category	Risk
Restrictions on use of funds used as debt collateral	<p>The Company has provisionally secured US\$20 million in debt funding from CRDB, subject to the satisfaction of certain conditions. The Company must provide acceptable alternate collateral to CRDB to complete the final outstanding condition precedent and access the debt facility.</p> <p>In the event that the Company is able to provide acceptable alternate collateral to complete the final outstanding condition precedent and access the debt facility, there is no guarantee that the restrictions imposed on how the funds advanced as collateral can be used, will be favourable to the Company.</p> <p>The Company confirms that as of the date of this Supplementary Prospectus, the Company is awaiting CRDB's determination as to the level of additional collateral to be provided to enable full debt drawdown of the debt facility.</p>

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. 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 lodgement of this Supplementary Prospectus with the ASIC.



MICHAEL ELLIOTT
Chairman
For and on behalf of
WALKABOUT RESOURCES LIMITED