Supplementary Prospectus - QEM Limited ACN 167 966 770

1. Important Information

This is a supplementary prospectus dated 8 October 2024 (**Supplementary Prospectus**) and lodged with the Australian Securities and Investments Commission (**ASIC**) pursuant to Section 719 of the Corporations Act 2001 (Cth) on that date. This Supplementary Prospectus is intended to be read with the prospectus dated 23 September 2024 (**Prospectus**) issued by QEM Limited ACN 167 966 770 (**Company**).

ASIC, ASX Limited (**ASX**), and their respective officers take no responsibility as to the contents of this Supplementary Prospectus. This Supplementary Prospectus should be read in its entirety together with the contents of the Prospectus. To the extent of any inconsistency between this Supplementary Prospectus and the Prospectus, this Supplementary Prospectus will prevail. If you are in any doubt as to the contents of this document, you should consult your professional advisers without delay. Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms used in this Supplementary Prospectus shall have the same meaning ascribed to them in the Prospectus.

2. Supplements to the Prospectus:

The Company supplements the Prospectus as follows:

1. by inserting a superscript number "3" after the text in the first column of the table in Section 4.1 ending with "pre-feasibility study program" and adding a footnote number "3" following footnote 2 under the table, stating, "*3. Refer to page 27 of the Company's scoping study announced on the ASX on 27 August 2024 for further details."*
2. by, at the end of Section 5.1(d), inserting the following before the full stop, "*including its ability to continue as a going concern. The Company's financial report for the year ended 30 June 2024 (Financial Report) included a note on the financial condition of the Company and the possible existence of a material uncertainty about the Company's ability to continue as a going concern. Notwithstanding the 'going concern' paragraph included in the Financial Report, the Directors believe that in light of the going concern assumptions in the Financial Report and barring unforeseen circumstances, should only the underwritten amount be raised, the Company will have sufficient funds to meet its current expenditure commitments and short-term working capital requirements.*".
3. by inserting the underlined text below in the first paragraph on page 32:

   "as a result of participating in the Offer *<u>by taking up their Entitlement</u>* without breaching section 606(1) of the Corporations Act and without any Shareholder approvals being required. *<u>Participation in the Shortfall Offer is limited by the prohibition in Section 606(1) of the Corporations Act summarised above.</u>*
4. The following is added to the top of the table of ASX announcements in Section 7.4 of the Prospectus:

30/09/2024	Webinar Presentation
30/09/2024	Investor Webinar
25/09/2024	AGM Date
25/09/2024	Corporate Governance Statement
25/09/2024	Appendix 4G
25/09/2024	Annual Report to Shareholders
25/09/2024	Commencement of Rights Trading
25/09/2024	Dispatch of Letter to Optionholders
24/09/2024	Update - Proposed issue of securities - QEM
23/09/2024	Proposed issue of securities - QEM

5. Section 9 of the Prospectus is replaced with Schedule 1 to this document.

3. Other Material Information

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.

Tim Wall
Chairman
8 October 2024

Schedule 9 - Unaudited Pro Forma Statement of Financial Position

QEM LIMITED				Pro forma	Pro forma
CONSOLIDATED CASHFLOW WORKSHEET				30/06/2024	30/06/2024
	Audited	Underwritten	Full	Underwritten	Full
	30-Jun-24	amount $1.6m	Subscription	amount $1.6m	Subscription
	A	B	C	A+B	A+C
CURRENT ASSETS					
Cash and cash equivalents	1,645,176	1,463,807	2,801,634	3,108,983	4,446,810
Trade and other receivables	51,563	-	-	51,563	51,563
Other assets	38,178	-	-	38,178	38,178
Right of Use Asset	30,609	-	-	30,609	30,609
TOTAL CURRENT ASSETS	**1,765,526**	**1,463,807**	**2,801,634**	**3,229,333**	**4,567,160**
	-				
NON-CURRENT ASSETS	-				
Other Assets	19,450	-	-	19,450	19,450
Right of Use Asset	-	-	-	-	-
Plant and Equipment	531,181	-	-	531,181	531,181
TOTAL NON-CURRENT ASSETS	550,631	-	-	**550,631**	**550,631**
	-				
TOTAL ASSETS	**2,316,157**	**1,463,807**	**2,801,634**	**3,779,964**	**5,117,791**
	-				
CURRENT LIABILITIES	-				
Trade and other payables	504,543	-	-	504,543	504,543
Lease liabilities	36,485	-	-	36,485	36,485
Provisions	210,669	-	-	210,669	210,669
TOTAL CURRENT LIABILITIES	751,697	-	-	**751,697**	**751,697**
	-				
TOTAL LIABILITIES	751,697	-	-	**751,697**	**751,697**
	-				
NET ASSETS	**1,564,460**	**1,463,807**	**2,801,634**	**3,028,267**	**4,366,094**
EQUITY					
Issued capital		1,463,807	2,801,634	18,454,984	19,792,811
Reserves		-	-	807,683	807,683
Accumulated losses		-	-	(16,234,400)	(16,234,400)
TOTAL EQUITY		**1,463,807**	**2,801,634**	**3,028,267**	**4,366,094**