

Celamin Holdings Limited

ABN 82 139 255 771

ASX Code: CNL

SECOND SUPPLEMENTARY PROSPECTUS

This Second Supplementary Prospectus is dated 1 February 2019 and is supplementary to the Prospectus lodged with ASIC dated 15 October 2018 (**Prospectus**) and the Supplementary Prospectus lodged with ASIC dated 6 December 2018 and should be read in conjunction with those documents. A copy of this Second Supplementary Prospectus has been lodged with ASIC which takes no responsibility as to its content.

1. Details of the Placement Offer

The Directors have determined to extend the Placement Offer to existing shareholders of the Company who are sophisticated, institutional and/or professional investors which may be invited by the Directors to apply for Placement Shares at the Placement Offer Price of \$0.025 per Placement Share plus one (1) free attaching Option for every two (2) Shares applied for exercisable at \$0.05 per Option on or before the Bonus Option Expiry Date and otherwise on the terms and subject to the limitations in the Prospectus.

The Directors propose to make invitations under the Placement Offer to a mix of existing shareholders and third parties. The Directors do not anticipate that the Placement Offer (as varied in the manner described in this Second Supplementary Prospectus) will have a material impact on the control of the Company (other than the dilutionary impact previously described in the Prospectus).

The Closing Date for acceptances of the Placement Offer is Friday, 8 February 2019 (subject to the director's discretion to bring forward the Closing Date, which will have a corresponding effect on the Allotment Date).

Event	Date
Closing Date for acceptances of the Placement Offer	8 February 2019*
Allotment Date for Placement Shares and Placement Options under the Placement Offer	13 February 2019*
Bonus Options expire	18 May 2020

*Subject to change at the discretion of directors

Each director has consented to the issue of this Second Supplementary Prospectus in the form and context in which it is issued.



Simon Eley

Executive Director

For and on behalf of Celamin Holdings Limited