



CANTERBURY
RESOURCES

FIFTH SUPPLEMENTARY PROSPECTUS

Important Information

This fifth supplementary prospectus (**Fifth Supplementary Prospectus**) is intended to be read in conjunction with the replacement prospectus dated 3 October 2018 (**Prospectus**) as amended by the first supplementary prospectus dated 24 October 2018 (**First Supplementary Prospectus**), the second supplementary prospectus dated 9 November 2018 (**Second Supplementary Prospectus**), the third supplementary prospectus dated 28 November 2018 (**Third Supplementary Prospectus**) and the fourth supplementary prospectus dated 12 February 2019 (**Fourth Supplementary Prospectus**) issued by Canterbury Resources Limited (ACN 152 189 369) (**Company**). The Prospectus replaced the original prospectus dated 13 September 2018.

This Fifth Supplementary Prospectus is dated 28 February 2019 and was lodged with ASIC on that date. ASIC and ASX and their respective officers take no responsibility for the contents of this Fifth Supplementary 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 Fifth Supplementary Prospectus. If there is a conflict between the Prospectus, the First Supplementary Prospectus, the Second Supplementary Prospectus, the Third Supplementary Prospectus, the Fourth Supplementary Prospectus, and this Fifth Supplementary Prospectus, this Fifth Supplementary Prospectus will prevail.

This Fifth Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed via the Company's website at www.canterburyresources.com.au. A printed copy of this Fifth Supplementary Prospectus is available and will be supplied together with the printed Prospectus at the registered address of the Company.

The Company will send a copy of this Fifth Supplementary Prospectus to all Applicants who have subscribed for Shares in the Prospectus up to the date of the Fifth Supplementary Prospectus.

The Prospectus, the First Supplementary Prospectus, the Second Supplementary Prospectus, the Third Supplementary Prospectus and this Fifth Supplementary Prospectus are important documents and should be read in their entirety. If you do not fully understand them you should consult your professional advisers without delay.

CANTERBURY RESOURCES LIMITED ACN 152 189 369

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1. Definition

Defined terms used in this Fifth Supplementary Prospectus have the same meaning given to those terms in the Prospectus, unless otherwise stated.

2. Background

Under the Corporations Act 2001 (Cth) (**Corporations Act**), the Company has an obligation to update a disclosure document if it becomes aware of new information that is material to investors.

3. Purpose of the Fifth Supplementary Prospectus

3.1. Extension of the Quotation Date

Under section 723(3) of the Corporations Act, the Company must have its securities admitted to quotation within three months after the date of the Third Supplementary Prospectus (**Quotation Period**), that is to say before 28 February 2019.

On 28 February 2019:

- ASX has advised the Company that a further 5 business days were necessary to process the Company's application following the closing of the Offer under the Prospectus on 20 February 2019;
- the Company made an application to ASIC for urgent relief under Section 741(1) of the Corporations Act to extend the Quotation Period by five business days;
- ASIC provided relief under Section 741(1) of the Corporations Act to the Company granting an extension of the Quotation Period by seven days (**Extended Quotation Period**) to 7 March 2019 (**Extended Quotation Date**) as follows:

"Chapter 6D of the Act applies to Canterbury Resources as if subsection 723(3)(b) and paragraph 724(1)(b)(ii) were both modified by omitting "within 3 months after the date of the disclosure document" and substituting "within 3 months and 7 days after the date of the disclosure document"."

3.2. Subscription Monies

The Company issued shares to investors:

- following the close of the Offer on 23 January 2019 and investors received their shareholding statements subsequently; and
- following the close of the Offer on 22 February 2019 and investors received their shareholding statements subsequently.

The Company has received \$6,153,522.30 in cash (**IPO funds**) corresponding to the issue of shares in compliance with the Corporations Act and has used some of the funds as follows:

IPO funds received under the IPO	\$6,153,522.30
IPO funds utilised:	\$566,586.69
- Exploration PNG	\$484,154.01
- Exploration Qld	\$10,230.00
- Corporate & IPO expenses	\$72,202.68

The Company will keep the balance of the IPO Funds, until the ASX has determined the outcome of the listing application, as follows:

IPO funds in term deposit	\$2,500,000
IPO funds in Automatic trust account	\$3,095,000

In the event that the Company's securities are not quoted on the ASX by the Extended Quotation Date:

- the Company will refund investors their subscription monies in accordance with the Corporations Act; and
- the Directors will independently raise any differential necessary to refund the investors in accordance with the Corporations Act.

3.3. Return of funds

The Directors believe the Company can return all investor funds if quotation is not achieved by the Extended Quotation Date.

4. Action by Investors


The Board of the Company has formed the view that the matters outlined in Section 3 above are not materially adverse events from the point of any investor for the purposes of section 719 of the Corporations Act, and therefore no rights of withdrawal are offered under this Fifth Supplementary Prospectus.

Should the Company not be quoted by end of the Extended Quotation Period, the investors will be refunded in compliance with the Corporations Act.

4.1. Directors' Consent

The issue of this Fifth Supplementary Prospectus has been authorised by each Director by a resolution of the Directors. In accordance with section 720 of the Corporations Act, each of the Directors, Mr John Anderson, Mr Grant Craighead, Mr Gary Fallon and Mr Ross Moller, and Mr Michael Erceg as proposed Director, have consented in writing to the lodgement of this Fifth Supplementary Prospectus with ASIC and have not withdrawn that consent.

This Fifth Supplementary Prospectus is signed for and on behalf of the Company pursuant to a resolution of the Board by:

A handwritten signature in black ink, appearing to be 'John Anderson', written in a cursive style.

Mr John Anderson
Chairman

Dated: 28 February 2019