

SOUTH AMERICA'S EMERGING PRECIOUS AND BASE METAL EXPLORER

18 July 2014

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Supplementary Notice of General Meeting

Notice was given on 14 July 2014 that a general meeting of Promesa Ltd (the **Company**) will be held in the Company's office at Suite 7, Level 1, 55 Hampden Rd, Nedlands WA on Wednesday 13 August at 10:00 am (WST) (**Original Notice**).

This supplementary Notice of General Meeting and Explanatory Memorandum (together the **Supplementary Notice**) is supplementary to the Original Notice and should be read in conjunction with the Original Notice.

Other than as set out below, all details in relation to the Original Notice remain unchanged. To the extent of any inconsistency between this Supplementary Notice and the Original Notice, this Supplementary Notice will prevail. Unless otherwise indicated, terms defined and used in the Original Notice have the same meaning in this Supplementary Notice.

The Company clarifies in this Supplementary Notice; - that with regard to Resolution 3, a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities will be excluded from voting; and

-that Resolution 4 proposes a future issue of up to 100,000,000 shares and seeks approval for the purposes of Listing Rule 7.1 and that the issue will be made progressively.

This Supplementary Notice deletes the Voting Exclusion of Resolution 3 in Section 3 of the Business of the Meeting in the Original Notice in its entirety and replaces it with the following:

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

This Supplementary Notice deletes the wording of Resolution 4 in Section 4 of the Business of the Meeting in the Original Notice in its entirety and replaces it with the following:

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 100,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”

This Supplementary Notice adds the following clause (g) to Section 5.2 of the Explanatory Memorandum to the Original Notice:

(g) the shares will be issued progressively.

Important Information

This is a Supplementary Notice intended to be read with the Original Notice dated 14 July 2014 and released on the online platform of the Australian Stock Exchange (ASX) on 15 July 2014.

This Supplementary Notice is dated 18 July 2014 and was lodged with the ASX on that day. ASX Limited and their respective officers do not take any responsibility for the contents of this Supplementary Notice.

Other than as set out below, all details in relation to the Original Notice remain unchanged. To the extent of any inconsistency between this Supplementary Notice and the Original Notice, this Supplementary Notice will prevail. Unless otherwise indicated, terms defined in the Original Notice have the same meaning in this Supplementary Notice.

This Supplementary Notice will be issued with the Original Notice as an electronic document and may be accessed on the Company’s website at www.promesa.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 advisors without delay.

The Supplementary Notice of Meeting has been lodged with ASX. The Company will provide, free of charge, a copy of the Supplementary Notice of Meeting to anyone contacting the Company’s registered office during normal business hours.

By Order of the Board

Dated: 18 July 2014

Damon Sweeny

Company Secretary