

**CARAVEL ENERGY LIMITED  
(TO BE RENAMED "ANTARES MINING LIMITED")  
ACN 119 047 693**

**SUPPLEMENTARY PROSPECTUS**

**IMPORTANT INFORMATION**

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the short form prospectus dated 11 August 2014 (**Prospectus**), issued by Caravel Energy Limited (to be renamed "Antares Mining Limited") (ACN 119 047 693) (**Company**).

This Supplementary Prospectus is dated 21 August 2014 and was lodged with ASIC on that date. The ASIC and its 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 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.

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**1. VARIATION TO THE SALE AGREEMENT**

As announced by the Company on 18 August 2014, the sale agreement entered between the Company and Tellus on 11 June 2014 was varied by an agreement dated 18 August 2014.

As per the variation, the 60,000,000 Tellus Shares to be issued to the Company will now be issued in two stages as follows:

- (a) 54,000,000 Tellus Shares issued on completion of the Sale Agreement; and
- (b) 6,000,000 Tellus Shares to be issued on the date which is 5 Business Days after the In Specie Distribution is completed (**Deferred Consideration Shares**).

The Deferred Consideration Shares will be retained by the Company and not distributed to Shareholders. Accordingly, the Capital Reduction will only apply to 54 million Tellus Shares, which will be all the Tellus Shares held by the Company at the time of the In Specie Distribution.

In order to give effect to this variation the Addendum of Notice of Meeting accompanying this Supplementary Prospectus has been prepared to amend the Capital Reduction Resolution and supplement the information contained in the Explanatory Statement.

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## 2. AMENDMENTS TO THE PROSPECTUS

To give effect to this variation the Board has resolved to supplement and amend the Prospectus as follows:

- (a) The definition of "Sale Agreement" contained in the Glossary is deleted and replaced with the following:

**"Sale Agreement"** means the conditional sale and purchase agreement between the Company and Tellus as varied by an agreement entered on 18 August 2014 pursuant to which the Company has agreed to sell and Tellus has agreed to purchase the Company's 25% interest in Petromad, the Company's rights and obligations under the Petromad Agreement and Company's right, title and interest in certain petroleum information relating to the Project."

- (b) The definition of "Notice of Meeting" contained in the Glossary is deleted and replaced with the following:

**"Notice of Meeting"** means the Notice of General Meeting of the Company dated 11 August 2014 to be read in conjunction with the Addendum to Notice of Meeting in which the Capital Reduction Resolution is to be considered. "

- (c) The following definition of "Addendum to Notice of Meeting" is added to the Glossary:

**"Addendum to Notice of Meeting"** means the addendum to notice of meeting lodged by the Company with ASIC on 21 August 2014."

- (d) All references to "60,000,000 Tellus Shares" are replaced with "54,000,000 Tellus Shares";

- (e) All references to "13.76 Shares" are replaced with "15.29 Shares";

- (f) All references to "Notice of Meeting lodged with ASIC on 11 August 2014" is replaced with "Notice of Meeting lodged with ASIC on 11 August 2014 to be read in conjunction with the Addendum to Notice of Meeting lodged with ASIC on 21 August 2014"; and

- (g) Section 3.2 be deleted and replaced as follows

### 3.2 Indicative timetable

General Meeting to approve the Capital Reduction Resolution and In Specie Distribution of Tellus Shares	24 September 2014
Company notifies ASX that Shareholders approved the Capital Reduction Resolution	24 September 2014
Ex Date	26 September 2014
Record Date to determine entitlements of Shareholders to Tellus Shares under	30 September 2014

the In Specie Distribution	
Satisfaction/waiver of all conditions in the Sale Agreement	30 September 2014
In Specie Distribution to Shareholders of Tellus Shares	1 October 2014
Settlement of the Sale Agreement	1 October 2014 (or such other date that is agreed by the Company and Tellus)

(h) The first sentence of Section 4.2 (f) is deleted and replaced as follows:

“This Section states that the net assets of the Company will be reduced by \$2,970,000 being the estimated book value of the 60,000,000 Tellus Shares at \$0.055 cents each.”

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### 3. 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.




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**Brian McMaster**  
**Director**  
**For and on behalf of**  
**Caravel Energy Limited (to be renamed “Antares Mining Limited”)**

**Dated: 21 August 2014**