

EQUATOR RESOURCES LIMITED  
ACN 124 411 796

SUPPLEMENTARY PROSPECTUS

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1. **IMPORTANT INFORMATION**

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 12 December 2016 (**Prospectus**), issued by Equator Resources Limited (ACN 124 411 796) (**Company**).

This Supplementary Prospectus dated 6 January 2017 was lodged with the ASIC on that date. The ASIC and its officers take no responsibility for the contents of this 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 Supplementary Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus, copies of which can be downloaded from the website of the Company at [www.equatorresources.com.au](http://www.equatorresources.com.au).

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2. **REASONS FOR SUPPLEMENTARY PROSPECTUS**

The purpose of this Supplementary Prospectus is for the Company to make the following amendments to the Prospectus:

(a) **Section 2.2 – Conditional Acquisition**

The first paragraph is amended by including the words "(as varied by a deed of variation between the parties to the Binding Term Sheet)" after "(Ophiolite)".

The second bullet point in the first paragraph under the heading "**Terms of the Acquisition:**" is deleted and replaced with the following:

*"Issue 100,000,000 ordinary shares in Equator to the owner (or their nominee) of Ophiolite."*

The second paragraph under the heading "**Terms of the Acquisition:**" is deleted and replaced with the following:

*"The Company will also issue 25,000,000 ordinary shares as part of a facilitation fee (**Facilitation Shares**) to parties that assisted in the project acquisition (**Facilitators**) and are to provide ongoing corporate services to the Company. These Facilitation Shares will be issued subject to a holding lock which will be released subject to the Company being satisfied that these parties have provided ongoing corporate services to the Company up to 31 December 2017. In the event the corporate services are not provided to that date, the parties agree to cancel the Facilitation Shares and the Company will seek any necessary approvals to effect that cancellation."*

The third paragraph under the heading "**Terms of the Acquisition:**" is amended by inserting the words "(of which 20,000,000 will be issued to

*the Vendor and 5,000,000 will be issued to the Facilitators in part payment of the facilitation fee referred to above)" after the words "25,000,000 options" in both bullet points in that paragraph.*

The second bullet point in the third paragraph under the heading "**Terms of the Acquisition:**" is amended by deleting the words "*JORC and/ or NI 43-101 compliant resource*" and inserting the words "*JORC and NI 43-101 compliant resource*" in the third line.

(b) **Section 3.5 – Issue of Shares**

The first and second paragraphs of this section are deleted and replaced with the following:

*"This Prospectus has been issued primarily to cleanse the issue of Shares on or before the date of this Prospectus or otherwise issued before the Closing Date.*

*The issue of the Shares under the Offer will take place as soon as practicable after the Closing Date. Application moneys will be held in a separate subscription account until the Shares are issued. This account will be established and kept by the Company in trust for each Applicant. Any interest earned on the application moneys will be for the benefit of the Company and will be retained by the Company irrespective of whether any Shares are issued and each Applicant waives the right to claim any interest."*

(c) **Section 4.2 – Effect of the Offer on capital structure**

The table at the end of this section is deleted and replaced with the following table:

Total Securities on issue after completion of conditional Acquisition	Prior to Acquisition	Projected Increase	Pro Forma on completion of Acquisition
Total Shares on Issue	312,672,975 <sup>1</sup>	125,000,000	437,672,975
Total options on issue	94,500,000 <sup>1</sup>	50,000,000	144,500,000

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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 and Proposed Director has consented to the lodgement of this Supplementary Prospectus with the ASIC.



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**Michael Naylor**  
Director  
For and on behalf of  
Equator Resources Limited