



Supplementary Prospectus

Winchester Energy Limited (ASX:WEL) (**Winchester** or **Company**) has lodged with ASX and ASIC a supplementary prospectus. A copy of this supplementary prospectus is attached. This supplementary prospectus is intended to be read with the prospectus dated 26 May 2017 issued by the Company for the pro-rata non-renounceable rights issue of one (1) new fully paid ordinary share in the capital of the Company (**Share**) for every four (4) Shares held by eligible shareholders at an issue price of \$0.09 per Share to raise up to \$4,846,875 (**Rights Issue**).

The purpose of this supplementary prospectus is to provide additional disclosure in relation to the Company's shortfall dispersion strategy and to provide additional disclosure to clarify the interest of Mr Larry Liu (a Director of the Company) in the securities of the Company and the relationship between Mr Larry Liu and Mr Yang Xiangyang (the largest shareholder in the Company).

As a result of the lodgment of the supplementary prospectus, the Company has changed the Closing Date of the Rights Issue to **5pm on Wednesday 21 June 2017**. If you are taking up your Entitlement in whole or in part, please make sure that your payment is made by 5.00pm on Wednesday 21 June 2017.

The remaining key dates of the Rights Issue are:

Event	Date
Closing Date of the Offer	Wednesday 21 June 2017
New Shares quoted on a deferred settlement basis	Thursday 22 June 2017
Company to advise ASX of any Shortfall	Friday 23 June 2017
Expected date of issue of New Shares	Tuesday 27 June 2017
Commencement of trading of New Shares on ASX	Wednesday 28 June 2017

Any enquiries regarding the Rights Issue should be directed to:

Nicholas Calder
Company Secretary
T: +61 1300 133 921
E: nc@winchesterenergyltd.com

Date: 13 June 2017

ASX Code: WEL

Directors

Peter Allchurch
Non-Executive Chairman

Neville Henry
Managing Director

James Hodges
Non-Executive Director

John D Kenny
Non-Executive Director

Larry Liu
Non-Executive Director

Nicholas Calder
Company Secretary

Contact Details

Australia
Level 3
18 Richardson Street
West Perth WA 6005
Australia

PO Box 641
West Perth WA 6872
Australia

Tel: +61 1300 133 921
Fax: +61(8) 6298 6191

USA

Two Riverway
17th Floor
Suite 1700
Houston Texas USA 77056

Tel: +1 713 333 0610

winchesterenergyltd.com

WINCHESTER ENERGY LIMITED
ACN 168 586 445
SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 26 May 2017 (**Prospectus**) issued by Winchester Energy Limited (ACN 168 586 445) (**Company**).

This Supplementary Prospectus is dated 12 June 2017 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. The ASIC, the ASX and their respective 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 Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed on the Company's website at <http://www.winchesterenergy.com.au>.

1. REASONS FOR SUPPLEMENTARY PROSPECTUS

The purpose of this Supplementary Prospectus is to:

- (a) provide additional disclosure in relation to the Company's Shortfall dispersion strategy; and
- (b) provide additional disclosure to clarify the interest of Mr Larry Liu (a Director) in the securities of the Company and the relationship between Mr Larry Liu and Mr Yang Xiangyang (the Largest Shareholder).

The Company does not consider the amendments to the Prospectus to be materially adverse to Shareholders.

2. AMENDMENTS TO THE PROSPECTUS

The prospectus is amended as follows:

(a) **Shortfall Offer (Sections 1.11 and 2.3)**

The following is added at the end of the fourth paragraph of Section 1.11 and the end of the second paragraph of Section 2.3:

The Directors do not intend to refuse an application for Shortfall Shares from Eligible Shareholders other than in circumstances of oversubscription or where acceptance may result in a breach of the Corporations Act. If the number of Shortfall Shares applied for by Eligible Shareholders exceeds the total Shortfall, the Shortfall Shares will be allocated among applying Eligible Shareholders proportionally.

(b) **Directors and Substantial Shareholders intentions in respect of their Entitlements (Section 1.7)**

The following notes are added to the table summarising the Entitlement of each Director in Section 1.7, to provide clarification with respect to the interest of Mr Larry Liu in the securities of the Company and the relationship between Mr Larry Liu and Mr Yang Xiangyang:

Director	Shares	Entitlement	Intention	A\$
Larry Liu ¹	56,114,986 ²	14,028,747	Subscribe for full Entitlement	\$1,262,587

Notes:

¹ Mr Larry Liu was appointed as a nominee director of Mr Yang Xiangyang on 10 December 2014 (refer to the Company's announcement on 10 December 2014 for details). For transparency and based solely on the aforementioned nominee relationship, when disclosing the interest of Mr Larry Liu in the securities of the Company in this Prospectus and other Company documents previously released to the ASX, the Company has chosen to include the interests of Mr Yang Xiangyang. This is despite the fact that Mr Larry Liu does not exercise any control over the securities held by Mr Yang Xiangyang (or his associated entities) and vice versa.

² Comprising:

- (a) 922,149 Shares held by Larry Liu and his wife, Lily Ye, in a joint holding;
- (b) 38,333,333 Shares held by China Leader Group Ltd, an entity controlled by Mr Yang Xiangyang (an associate of Mr Larry Liu); and
- (c) 16,859,504 Shares held by Inventive Holdings Limited, an entity controlled by Mr Yang Xiangyang (an associate of Mr Larry Liu).

(d) **Directors' interests (Section 7.6)**

The following additional notes are added to the director interest table in Section 7.6, to provide clarification with respect to the interest of Mr Larry Liu in the securities of the Company and the relationship between Mr Larry Liu and Mr Yang Xiangyang:

Director	Shares	Options	Class A Convertible Milestone Notes	Class B Convertible Milestone Notes	Class B Convertible Milestone Notes
Larry Lui ⁷	56,114,986 ⁸	5,128,099 ⁹	330 ¹⁰	660 ¹⁰	990 ¹⁰

Notes:

⁷ Mr Larry Liu was appointed as a nominee director of Mr Yang Xiangyang on 10 December 2014 (refer to the Company's announcement on 10 December 2014 for details). For transparency and based solely on the aforementioned nominee relationship, when disclosing the interest of Mr Larry Liu in the securities of the Company in this Prospectus and other Company documents previously released to the ASX, the Company has chosen to include the interests of Mr Yang Xiangyang. This is despite the fact that Mr Larry Liu does not exercise any control over the securities held by Mr Yang Xiangyang (or his associated entities) and vice versa.

⁸ Comprising:

- (a) 922,149 Shares held by Larry Liu and his wife, Lily Ye, in a joint holding;
- (b) 38,333,333 Shares held by China Leader Group Ltd, an entity controlled by Mr Yang Xiangyang (an associate of Mr Larry Liu); and
- (c) 16,859,504 Shares held by Inventive Holdings Limited, an entity controlled by Mr Yang Xiangyang (an associate of Mr Larry Liu).

⁹ Comprising:

- (a) 500,000 unlisted options (exercisable at \$0.12 on or before 31 January 2022) held by Larry Liu and his wife, Lily Ye, in a joint holding; and
- (b) 4,628,099 unlisted options (exercisable at \$0.25 on or before 30 April 2019) held by Inventive Holdings Limited, an entity controlled by Mr Yang Xiangyang (an associate of Mr Larry Liu).

¹⁰ Held by Inventive Holdings Limited, an entity controlled by Mr Yang Xiangyang (an associate of Mr Larry Liu).

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.

John Kenny
Non-Executive Director
For and on behalf of
WINCHESTER ENERGY LIMITED