

**BLACK MOUNTAIN RESOURCES LIMITED
(TO BE RENAMED HIPO RESOURCES LIMITED)
ACN 147 106 974**

SUPPLEMENTARY PROSPECTUS

1. IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus for the Entitlement Issue dated 12 April 2018 (**Prospectus**), issued by Black Mountain Resources Limited (to be renamed Hipo Resources Limited) (ACN 147 106 974) (**Company**).

This Supplementary Prospectus dated 7 May 2018 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.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed on the Company's ASX announcements platform (ASX:BMZ).

2. INTRODUCTION

On 12 April 2018, the Company announced its intention to raise approximately \$3,263,355 (**Full Subscription**) via a non-renounceable entitlement issue of 1 ordinary fully paid share (**Share**) for every 1 Share held by those Shareholders registered on the record date, being 17 April 2018, at an issue price of \$0.02 per Share (**Issue Price**) together with one 1 free attaching option (**New Option**) for every 2 Shares subscribed for and issued (**Offer**). The Company lodged the Prospectus in respect of the Offer on that date.

The Company has issued this Supplementary Prospectus to provide additional information to Shareholders in relation to the interests of Maurice Feilich, a director of the Company, in the Lead Manager, Sanlam Private Wealth Pty Ltd.

3. ADDITIONAL INFORMATION RELATING TO INTERESTS OF DIRECTOR IN LEAD MANAGER

By this Supplementary Prospectus, the following additional information is included in the Prospectus:

3.1 Lead Manager Appointment

As set out in section 8.4 of the Prospectus, the Company has appointed Sanlam Private Wealth Pty Ltd as Lead Manager of the Entitlement Offer for a period of 3 months.

As set out in clause 8.4(a), in return for the Services, the Company will pay the Lead Manager:

- (a) a corporate administration fee of \$25,000 (plus GST);

- (b) a fee of 6% (plus GST) on any funds raised for the Company in carrying out the Services (**Service Fee**). Of the Service Fee, the Lead Manager will pay third party investors a fee on funds committed; and
- (c) other fees and expenses,

(Lead Manager Remuneration).

The Lead Manager will not receive any Shares or New Options under the Entitlement Offer and the Lead Manager has received commitments from non-related parties for 100% of the Full Subscription in the event of any Shortfall.

Consequently, the only benefit the Lead Manager will receive is the Lead Manager Remuneration.

3.2 Interest of Maurice Feilich in Lead Manager

As set out in section 8.5 of the Prospectus, Maurice Feilich is a non-executive director of the Company. In addition to this appointment, Mr Feilich is also a founding partner and is a current director of the Lead Manager.

Mr Feilich's position as a director of the Lead Manager was inadvertently not disclosed in the Prospectus and is the reason for this Supplementary Prospectus. Mr Feilich's position as a founding partner of the Lead Manager was however previously disclosed to market in an ASX announcement dated 3 July 2017.

Mr Feilich does not hold any shares in the Lead Manager and therefore has no controlling interest in the Lead Manager.

Mr Feilich has a service agreement with the Lead Manager pursuant to which he will receive approximately \$39,120 of the net Service Fee that the Lead Manager receives as part of the Lead Manager Remuneration for the Offer.

4. ACTION REQUIRED BY INVESTORS

The Directors do not believe that the matters set out in this Supplementary Prospectus are materially adverse to investors. However, it is a relevant matter for investors to consider as a potential risk in making an investment in the Company.

5. 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.



Susan Hunter
Company Secretary
For and on behalf of
Black Mountain Resources Limited