



SUPPLEMENTARY PROSPECTUS

This is a Supplementary Prospectus to the Prospectus lodged with ASIC on 11 September 2018 and must be read together with that Prospectus

IMPORTANT INFORMATION: This is an important document that should be read in its entirety. If you do not understand it you should consult your professional advisers without delay. The Securities offered by this Prospectus should be considered speculative.

1. Important Information

1.1 The Public Offer

This is a supplementary prospectus dated 11 December 2018 (**Supplementary Prospectus**). This Supplementary Prospectus should be read in conjunction with the prospectus dated 11 September 2018 (**Prospectus**) issued by Rolek Resources Limited ACN 608 047 794 (formerly "Shaw River Manganese Limited") (**Company**). A copy of this Supplementary Prospectus was lodged with ASIC and ASX on 11 December 2018. ASIC and ASX do not take any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus must be read together with the Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

Terms defined in the Prospectus have the same meaning as in this Supplementary Prospectus, unless otherwise indicated.

This Supplementary Prospectus and the Prospectus may be viewed on the Company's website. You may obtain a paper copy of the Prospectus and this Supplementary Prospectus free of charge by contacting the Company.

You may only apply for Shares under the Public Offer using the Application Form attached to or accompanied by this Supplementary Prospectus, together with a copy of the Prospectus.

This document is important and should be read in its entirety and in conjunction with the Prospectus. If you do not understand its contents, you should consult your professional advisor without delay.

2. Supplementary Prospectus

2.1 Reasons for this Supplementary Prospectus

This Supplementary Prospectus has been prepared to:

- (a) extend the period for admission to quotation of the Shares offered under the Prospectus from three months from the date of the Prospectus to three months from the date of this Supplementary Prospectus (**Quotation Condition**); and
- (b) extend the period for the Minimum Subscription being achieved from the date four months after the date of the Prospectus to four months from the date of this Supplementary Prospectus (**Minimum Subscription Condition**),

pursuant to the ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 (**Instrument**).

2.2 Minimum Subscription Condition

The Company makes the following statements regarding the Minimum Subscription Condition as required by the Instrument:

- (a) As at the date of this Supplementary Prospectus \$456,000 has been raised, representing applications for 22,800,000 Shares under the Prospectus.
- (b) The Minimum Subscription Condition is being amended to extend the period for the Minimum Subscription being achieved from the date four months after the date of the Prospectus to four months from the date of this Supplementary Prospectus.

This Supplementary Prospectus is intended to be read in conjunction with the Prospectus dated 11 September 2018 relating to the Securities of Rolek Resources Limited ACN 121 511 889 (formerly "Shaw River Manganese Limited")

- (c) The Minimum Subscription Condition must be satisfied by 11 April 2019, being the date four months from the date of this Supplementary Prospectus.

2.3 Quotation Condition

The Company makes the following statements regarding the Quotation Condition as required by the Instrument:

- (a) An application for admission to quotation of the Shares offered under the Prospectus was made within 7 days after the date of the Prospectus.
- (b) The Shares offered under the Prospectus have not been admitted to quotation as at the date of this Supplementary Prospectus.
- (c) ASX has not indicated that the Shares offered under the Prospectus will not be admitted to quotation or will be admitted to quotation subject to certain conditions being satisfied.
- (d) The Quotation Condition is being amended to extend the period for admission to quotation of Shares offered under the Prospectus from three months from the date of the Prospectus to three months from the date of this Supplementary Prospectus.
- (e) The Quotation Condition must be satisfied by 11 March 2019, being the date three months from the date of this Supplementary Prospectus.
- (f) As at the date of this Supplementary Prospectus the number of Shares for which applications have been received is as specified in Section 2.2(a) above.

2.4 Withdrawal Rights

Applicants who, before the date of this Supplementary Prospectus, lodged Applications for Shares offered under the Prospectus will receive a copy of this Supplementary Prospectus and have the right to withdraw their Application and, for Applications under the Public Offer, be repaid their Application Monies without interest, provided that their written request to withdraw their Application is received by the Company at one of the addresses detailed below by 5:00pm (WST) on 11 January 2019.

By Post To:	Or Delivered To:
Security Transfer Australia Pty Ltd PO BOX 535 APPLECROSS WA 6953	Security Transfer Australia Pty Ltd 770 CANNING HIGHWAY APPLECROSS WA 6153

The Offers will remain open at least until the end of this withdrawal period. If you do not wish to withdraw your Application, you do not need to take any action.

3. Supplementary Information

The purpose of this Supplementary Prospectus is also to revise the indicative timetable under the heading 'Indicative Timetable' on page 9 of the Prospectus by replacing it with the following:

Lodgement of Prospectus with ASIC	Tuesday, 11 September 2018
Opening Date of the Public Offer	Wednesday, 19 September 2018
Annual General Meeting	Friday, 21 September 2018

This Supplementary Prospectus is intended to be read in conjunction with the Prospectus dated 11 September 2018 relating to the Securities of Rolek Resources Limited ACN 121 511 889 (formerly "Shaw River Manganese Limited")

Closing Date of the Public Offer	Friday, 22 March 2019
Completion of the Acquisition	Monday, 25 March 2019
Issue of Securities under the Offers	Monday, 25 March 2019
Despatch of holding statements	By end of March 2019
Expected date for re-quotation of the Shares on the Official List	By end of March 2019

4. General

Other than as provided in this Supplementary Prospectus, all other information contained in the Prospectus remains unchanged.

5. Authorisation

Each Director has given and has not, as at the date of this Supplementary Prospectus, withdrawn his or her consent to the lodgement with ASIC of this Supplementary Prospectus.

This Supplementary Prospectus is authorised by each of the Directors.

This Supplementary Prospectus is signed for and on behalf of the Company by:



Mr Luke Innes

Chairman

11 December 2018

This Supplementary Prospectus is intended to be read in conjunction with the Prospectus dated 11 September 2018 relating to the Securities of Rolek Resources Limited ACN 121 511 889 (formerly "Shaw River Manganese Limited")

