

PHILLIPS RIVER MINING LIMITED ACN 004 287 790

SUPPLEMENTARY PROSPECTUS

1. IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) to the prospectus dated 21 March 2016 (**Prospectus**), issued by Phillips River Mining Limited (ACN 004 287 790) (**Company**) and should be read in conjunction with the Prospectus.

This Supplementary Prospectus is dated 8 April 2016 and was lodged with ASIC on that date. ASIC, ASX Limited and their respective officers do not take any 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 as an electronic prospectus and may be accessed on the ASX platform and on the Company's website at Website: www.phillipsriver.com.au.

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.

2. EXECUTIVE SUMMARY

The Company has issued this Supplementary Prospectus in order to provide additional information about the Offer, following the release of the Company's financial statement as at 31 December 2015, in the form of a pro-forma balance sheet and an Investigating Accountant's report.

3. PRO FORMA BALANCE SHEET

On 7 April 2016 the Company prepared a Pro-Forma Balance Sheet based on the Company's half-yearly accounts. The Pro-Forma Balance Sheet is annexed to this Supplementary Prospectus and labelled Annexure 1.

4. INVESTIGATING ACCOUNTANT'S REPORT

On 7 April 2016 the Company obtained an Investigating Accountant's Report based on the Company's half-yearly accounts. The Investigating Accountant's Report is annexed to this Supplementary Prospectus and labelled Annexure 2.

5. NEW APPLICATIONS

5.1 Offer

The current closing date of the Offer is **5.00pm Australian Eastern Daylight Time** on **12 April 2016**.

The Company reserves the right to amend the Closing Date without notice, including (subject to the ASX Listing Rules and the Corporations Act), to close the Offer early, to extend the Offer, to accept late applications, either generally or in particular cases, or to withdraw the Offer before the allotment of New Shares.

If the Offer is withdrawn before the allotment of New Shares, all Application Monies will be refunded in full (without interest) as soon as practicable in accordance with the requirements of the Corporations Act.

5.2 New Applications

Applications by new investors **must** be made using the Application Form that is attached to or accompanying this Supplementary Prospectus. The Application Form contains detailed instructions on how it is to be completed. Applications **must not** be made on the Application Form attached to or accompanying the Prospectus.

5.3 Issue of Shares

Subject to the Minimum Subscription being reached and ASX granting conditional approval for the Company to be admitted to the Official List, issue of Shares offered by this Prospectus will take place as soon as practicable after the Closing Date.

Pending the issue of the Shares or payment of refunds pursuant to the Prospectus, all application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

6. 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 lodgment of this Supplementary Prospectus with the ASIC.

Christopher

Mund.

West

Director

For and on

behalf of Phillips

River Mining

Limited

PHILLIPS RIVER MINING LIMITED ACN 004 287 790

WARNING: This document is important. If you do not Understand this form, you should consult your professional adviser before investing.

SRN/HIN

Supplementary Prospectus - Entitlement and Acceptance Form

PLEASE COMPLETE BELOW (using block letters) - refer overleaf for details and further instructions on how to complete this form.

In this Sale of Entitlement Form, a word or phrase defined in the Prospectus issued by the Company on 21 March 2016 (Prospectus) or the Supplementary Prospectus issued by the Company on 8 April 2016 (Supplementary Prospectus) has the same meaning as in the Prospectus or Supplementary Prospectus. As an Eligible Shareholder you are entitled to acquire New Shares at an issue price of \$0.25 per New Share. You will receive an allocation of 10,000 New Shares. You may apply for more than 10,000 New Shares and these will be allocated subject to demand.

IF YOU ELECT TO PAY BY BPAY YOU DO NOT NEED TO COMPLETE AND RETURN THIS FORM YOUR APPLICATION WILL BE DETERMINED BASED UPON THE AMOUNT YOU SUBSCRIBE.

If you decide not to take up your Entitlement at all, you do not need to take any action. This Offer closes at 5:00pm (AEDT) on 12 April 2016.

I/We apply for the following number of shares and attach a cheque, money order or bank draft in Australian currency drawn on an Australian branch of a financial

institution for the amount payable: Price per New Share Entitlements applied for **Application Monies** Α at Α\$ 0.25 Email Address (only used for purpose of electronic communication of shareholder information) Contact Name (PRINT) Telephone Number where you can be contacted during Business Hours For payment by BPAY®, please follow the instructions: **Biller Code:** Telephone & Internet Banking – BPAY® Contact your bank or financial institution to make this payment from your cheque, savings, debit, credit card or transaction account. More info: www.bpay.com.au Cheques or bank drafts to be attached to this form and returned to admin@advancedshare.com.au Cheque Number **BSB** Account Number **Total Amount**

This Supplementary Prospectus is intended to be read with the Prospectus dated 21 March 2016 issued by Phillips River Mining Limited (ACN 004 287 790).

PHILLIPS RIVER MINING LIMITED ACN 004 287 790

ENTITLEMENTS ISSUE CLOSES 5:00PM (AEDT) ON 12 April 2016

1. Completion of the Entitlement and Acceptance Form

If you are paying by BPAY just follow the BPAY instructions.

DO NOT COMPLETE THE FORM OR RETURN THE FORM IF PAYING BY BPAY.

Only complete the Entitlement and Acceptance Form if you are paying by cheque or bank draft.

If paying by cheque complete all relevant sections of the Supplementary Prospectus - Entitlement and Acceptance Form USING BLOCK LETTERS.

A. Application for New Shares

If paying by cheque, please enter into Section A the number of shares you wish to apply for.

B. Payment amount

Please enter into Section B the total amount of the cheque or bank draft for payment of your shares at the issue price of A\$0.25 per share. To calculate the total amount required for payment, multiply the number of shares you wish to apply for in Section A by A\$0.25.

C. Contact Details

Please enter the notice details of the applicant, including details of the address and e-mail.

D. CHESS details

CHESS HIN (if you want to add this holding to a specific CHESS holder, write the number in Section E).

E. Contact details

Please enter your contact telephone number where we may contact you regarding your acceptance, if necessary.

F. Cheque, money order or bank draft details

Please enter your cheque, money order or bank draft details in Section C. Cheques, money orders or bank drafts must be drawn on an Australian branch of an Australian bank in Australian currency, made payable to:

"Phillips River Mining Limited Share Issue A/C" and crossed "Not Negotiable".

G. Payment by BPAY®

For payment by BPAY®, please follow the instructions in Section D.

2. How to lodge your Entitlement and Acceptance Form

The completed Entitlement and Acceptance Form with the Application Monies may be mailed to the postal address, set out below.

Postal Delivery

Phillips River Mining Limited C/- Advanced Share Registry Limited, PO Box 1156, Nedlands WA 6909

Your completed Supplementary Prospectus - Entitlement and Acceptance Form and Application Monies must be received by the Company no later than 5:00pm (AEDT) on 12 April 2016. Entitlement and Acceptance Forms received after 5:00pm (AEDT) on 12 April 2016 will be rejected and Application Monies (without interest) returned to the Applicant.

If you require further information on how to complete this Supplementary Prospectus - Entitlement and Acceptance Form, please contact the Company on (02) 9262 2922 during business hours.

A completed Supplementary Prospectus - Entitlement and Acceptance Form is an offer by an Eligible Shareholder or Entitlement Holder to the Company to subscribe for New Shares in the Australian dollar amount specified in the Supplementary Prospectus - Entitlement and Acceptance Form at the price on the terms and conditions set out in this Supplementary Prospectus and the Supplementary Prospectus - Entitlement and Acceptance Form. To the extent permitted by law, an application by an Eligible Shareholder or Entitlement Holder under the Offer is irrevocable.

The Company reserves the right to decline any Supplementary Prospectus - Entitlement and Acceptance Form in whole or in part, without giving any reason. A Supplementary Prospectus - Entitlement and Acceptance Form may be accepted by the Company (at its absolute discretion) in respect of the full number, or selected number, of New Shares specified in the Supplementary Prospectus - Entitlement and Application Form or any of them, without further notice to an Eligible Shareholder or Entitlement Holder. Acceptance of a Supplementary Prospectus - Entitlement and Acceptance Form will give rise to a binding contract.

We advise that the *Corporations Act 2001* requires information about you as a shareholder (including your name, address and details of the securities you hold) to be included in the register of Phillips River Mining Limited. If some or all of the information is not collected, it might not be possible to administer your shareholding. Information must continue to be included in the register if you cease to be a shareholder. Information in the register is available for inspection by you and the public (upon payment of a fee) as permitted under the *Corporations Act 2001*. These obligations are not altered by the Privacy Amendment (Private Sector) Act. The information is collected by the Phillips River Mining Limited, Advanced Share Registry Limited, and may also be disclosed to regulatory bodies (such as the Australian Taxation Office), print service providers and mail houses.

This Supplementary Prospectus is intended to be read with the Prospectus dated 21 March 2016 issued by Phillips River Mining Limited (ACN 004 287 790).

ANNEXURE 1 Pro Forma Balance Sheet

The pro-forma balance sheet as at 31 December 2015 has been prepared in accordance with the recognition and measurement principles of Australian Accounting Standards, although it is in an abbreviated form insofar as it does not include all the disclosures, statements or comparative information as required by Australian Accounting Standards applicable to annual financial reports prepared in accordance with the Corporations Act.

The pro-forma balance sheet is based on the audited statutory consolidated financial statements as at 31 December 2015 after adjusting for certain pro-forma transactions and/or other adjustments as if they had occurred at 31 December 2015.

The pro-forma balance sheet has been reviewed by Nexia Court Financial Solutions Pty Ltd.

This Supplementary Prospectus is intended to be read with the Prospectus dated 21 March 2016 issued by Phillips River Mining Limited (ACN 004 287 790).

The information in this section should be read in conjunction with the Risk Factors set out in section 12 and other information contained in the Prospectus dated 21 March 2016 issued by Phillips River Mining Limited (ACN 004 287 790).

	As at 31 December 2015		As at 31 December
CONSOLIDATED A\$	Audited	Adjustments	2015
			Pro-forma
Assets			
Current assets			
Cash and cash equivalents	2,503	2,968,834	2,971,337
Trade and other receivables	21,608	-	21,608
Loan receivables	-	43,713	43,713
Prepayment and other assets	1,462	-	1,462
Total Current Assets	25,573	3,012,547	3,038,120
Non-current assets			
Property Plant & Equipment	4,586	-	4,586
Investment in associates	-	239,038	239,038
Mining assets	-	3,634,921	3,634,921
Exploration assets	-	2,857,143	2,857,143
Intangible assets		1,371,217	1,371,217
Total non-current assets	4,586	8,102,319	8,106,905
Total Assets	30,159	11,114,866	11,145,025
Liabilities			
Current liabilities			
Trade and other payables	86,981	138,753	225,734

This Supplementary Prospectus is intended to be read with the Prospectus dated 21 March 2016 issued by Phillips River Mining Limited (ACN 004 287 790).

Interest bearing loans and borrowings	-	879,790	879,790
Total current liabilities	86,981	1,018,543	1,105,524
Non-current liabilities			
Provisions	-	383,086	383,086
Deferred tax liability	_	1,234,886	1,234,886
Total non-current liabilities	-	1,617,972	1,617,972
Total Liabilities	86,981	2,636,515	2,723,496
Net Assets	(56,822)	8,478,351	8,421,529
Equity			
Issued capital	58,593,923	7,956,868	66,550,791
Reserves	1,603,133	726,637	2,329,770
Accumulated losses	(60,253,878)	(205,154)	(60,459,032)
Total equity	(56,822)	8,478,351	8,421,529

Adjustments

- 1. **Additional borrowings** subsequent to 31 December 2015, the Company has drawn down a further A\$77,598 in funding under the short term loan agreement with Kiwanda Australia to provide additional working capital to the Company and for additional funding to the Coal Alliance and Phosphate Alliance.
- Acquisition the pro forma adjustments relating to the Acquisition as set out in section 18 under Material Contracts. The pro forma adjustments reflect updated valuations prepared by the Independent Valuer in December 2015 and Directors' valuations of the BiFox/SCM Option and Escalones Option based on the updated valuations. The adjustment includes the deferred tax liability impact in respect of the fair value adjustments.
- 3. **Offer** the adjustments reflect the impact of the Offer on the basis that the Offer is fully subscribed raising A\$5,300,000. The cash proceeds are net of expenses of A\$520,000 as set out in section 18.
- 4. **Repayment of loans** the pro forma adjustments reflect the payment of US\$720,000 under the terms of the Acquisition as set out in section 9 and issue of shares in satisfaction of the convertible notes as set out in section 10.10
- 5. **Initial payment under the Bifox/SCM Option** the adjustments reflect the payment of US\$400,000 for the execution of the Bifox/SCM Option as set out in section 9.

ANNEXURE 2 Investigating Accountant's Report



7 April 2016

the next solution

The Directors
Phillips River Mining Limited
Level 7
92 Pitt Street
Sydney NSW 2000

Dear Sirs

Investigating Accountant's Report on Phillips River Mining Limited's Compilation of Pro Forma Historical Financial Information

We have been engaged by Phillips River Mining Limited ("PRH" or the "Company") to report on the pro forma historical financial information of the Company for inclusion in the supplementary prospectus dated on or about 7 April 2016 (the "Supplementary Prospectus"). The pro forma financial information consists of the pro forma balance sheet as at 31 December 2015 and related notes as set out in Annexure 1 of the Supplementary Prospectus (the "pro forma financial information"). The applicable criteria on which the Directors have compiled the pro forma financial information are specified in section Annexure 1 ("applicable criteria").

Expressions and terms defined in the Supplementary Prospectus have the same meaning in this report.

Nexia Court Financial Solutions Pty Ltd holds an Australia Financial Services Licence (AFS Licence Number 247300) issued by Australian Securities and Investments Commission for providing financial product advice, including investigating accountant's reports.

The pro forma financial information has been compiled by the Directors to illustrate the impact of the transactions described in Annexure 1 on the Company's financial position as at 31 December 2015 as if the transactions had taken place at 31 December 2015. As part of this process, information about the Company's financial position has been extracted by the Directors from the company's financial statements for the six months ended 31 December 2015, on which an audit report has been published.

The Directors Responsibilities for the Pro Forma Financial Information

The Directors of the Company are responsible for properly compiling the pro forma financial information on the basis of the applicable criteria.

Our responsibility

Our responsibility is to express a conclusion on whether anything has come to our attention that the proforma financial information has not been properly compiled, in all material respects, by the Directors on the basis of the applicable criteria, as described in Annexure 1 of the Supplementary Prospectus.

We have conducted our limited assurance engagement in accordance with the Standard on Assurance Engagements ASAE 3420 Assurance Engagements To Report on the Compilation of Pro Forma Historical Financial Information included in a Prospectus or other Document (ASAE 3420), issued by the Auditing and Assurance Standards Board. This standard requires that the assurance practitioner plan and perform procedures to obtain limited assurance about whether anything has come the assurance practitioner's attention that causes the assurance practitioner to believe that the Directors have not compiled, in all material respects, the pro forma financial information on the basis of the applicable criteria.

Nexia Court Financial Solutions Pty Ltd AFSL 247300 Level 16, 1 Market Street, Sydney NSW 2000 PO Box H195, Australia Square NSW 1215 p +61 2 9251 4600, f +61 2 9251 7138 info@nexiacourt.com.au, www.nexia.com.au

Independent member of Nexia International





For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information, or of the pro forma financial information itself.

The purpose of the compilation of the pro forma financial information being included in a prospectus is solely to illustrate the impact of significant event or transaction on unadjusted financial information of the company as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 31 December 2015 would have been as presented.

A limited assurance engagement to report on whether anything has come to our attention that the pro forma financial information has not been properly compiled, in all material respects, on the basis of the applicable criteria, involves performing limited procedures to assess whether the applicable criteria used by the Directors in the compilation of the pro forma financial information does not provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and that the:

- related pro forma adjustments do not give appropriate effect to those criteria; and
- resultant pro forma financial information does not reflect the proper application of those adjustments to the unadjusted financial information.

The procedures we performed were based on our professional judgement and included making enquiries, primarily of persons responsible for financial and accounting matters, observation of processes performed, inspection of documents, analytical procedures, evaluating the appropriateness of supporting documentation and agreeing or reconciling with underlying records, and other procedures. The procedures performed in a limited assurance engagement vary in nature from, and are less in extent than for, a reasonable assurance engagement. As a result, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we do not express a reasonable assurance opinion about whether the compilation of the pro forma financial information has been prepared, in all material respects, in accordance with the applicable criteria.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Limited Assurance Conclusion

Based on the procedures we have performed and the evidence we have obtained, nothing has come to our attention that causes us to believe that the pro forma financial information is not compiled, in all material respects, by the Directors of the Company on the basis of the applicable criteria as described in Annexure 1.1 of the Supplementary Prospectus.

Consent

Nexia Court Financial Solutions Pty Ltd has consented to the inclusion of this report in the Prospectus in the form and context in which it is included.



Declaration of Interest

Nexia Court Financial Solutions Pty Ltd does not have any interest in the outcome of this offer other than in the advisory services performed in preparing this report for which normal professional fees will be received.

Yours faithfully

Nexia Court Financial Solutions Pty Ltd (AFSL 247300)

Brent Goldman

Authorised Representative

B.M



FINANCIAL SERVICES GUIDE

Dated: 7 April 2015

What is a Financial Services Guide ("FSG")?

This FSG is designed to help you to decide whether to use any of the general financial product advice provided by Nexia Court Financial Solutions Pty Ltd ABN 88 077 764 222, Australian Financial Services Licence Number 247300 ("NCFS").

This FSG includes information about:

- NCFS and how they can be contacted
- · the services NCFS is authorised to provide
- how NCFS are paid
- any relevant associations or relationships of NCFS
- how complaints are dealt with as well as information about internal and external dispute resolution systems and how you can access them; and
- the compensation arrangements that NCFS has in place.

Where you have engaged NCFS we act on your behalf when providing financial services. Where you have not engaged NCFS, NCFS acts on behalf of our client when providing these financial services and are required to provide you with a FSG because you receive a report or other financial services from NCFS.

Financial services that NCFS is authorised to provide

NCFS holds an Australian Financial Services Licence, which authorises it to provide, amongst other services, financial product advice for securities and interests in managed investment schemes, including investor directed portfolio serves, to retail clients.

We provide financial product advice when engaged to prepare a report in relation to a transaction relating to one of these types of finance products.

NCFS's responsibility to you

NCFS has been engaged by the independent directors of Phillips River Mining Limited ("PRH" or the "Client") to provide general financial product advice in the form of an Investigating Accountant's Report ("Report") to be included in the Supplementary Prospectus.

You have not engaged NCFS directly but have received a copy of the Report because you have been provided with a copy of the Supplementary Prospectus. NCFS or the employees of NCFS are not acting for any person other than the Client.

NCFS is responsible and accountable to you for ensuring that there is a reasonable basis for the conclusions in the Report.

General Advice

As NCFS has been engaged by the Client, the Report only contains general advice as it has been prepared without taking into account your personal objectives, financial situation or needs.

You should consider the appropriateness of the general advice in the Report having regard to your circumstances before you act on the general advice contained in the Report.



You should also consider the other parts of the Document before making any decision in relation to the Scheme.

Fees NCFS may receive

NCFS charges fees for preparing reports. These fees will usually be agreed with, and paid by, the Client, Fees are agreed on either a fixed fee or a time cast basis. In this instance, the Client has agreed to pay NCFS \$3,750 (excluding GST and out of pocket expenses) for preparing the Report. NCFS and its officers, representatives, related entities and associates will not receive any other fee or benefit in connection with the provision of this Report.

Referrals

NCFS does not pay commissions or provide any other benefits to any person for referring customers to them in connection with a Report.

Associations and relationships

Through a variety of corporate and trust structures NCFS is controlled by and operates as part of the Nexia Court & Co Partnership. NCFS's directors and authorised representative may be partners in the Nexia Court & Co Partnership. Mr Brent Goldman, authorised representative of NCFS and partner in the Nexia Court & Co Partnership, has prepared this report. The financial product advice in the Report is provided by NCFS and not by the Nexia Court & Co Partnership.

From time to time NCFS, the Nexia Court & Co Partnership and related entities (Nexia entities) may provide professional services, including audit, tax and financial advisory services, to companies and issuers of financial products in the ordinary course of their businesses.

Over the past two years no professional fees have been received from the Client.

No individual involved in the preparation of this Report holds a substantial interest in, or is a substantial creditor of, the Client or has other material financial interests in the Proposed Transaction.

Complaints resolution

If you have a complaint, please let either NCFS know. Formal complaints should be sent in writing to:

Nexia Court Financial Solutions Pty Ltd Head of Compliance PO Box H195 Australia Square NSW 1215

If you have difficulty in putting your complaint in writing, please telephone the Complaints Officer, Craig Wilford, on +61 2 9251 4600 and they will assist you in documenting your complaint.

Written complaints are recorded, acknowledged within 5 days and investigated. As soon as practical, and not more than 45 days after receiving the written complaint, the response to your complaint will be advised in writing,

External complaints resolution process

If NCFS cannot resolve your complaint to your satisfaction within 45 days, you can refer the matter to the Financial Ombudsman Service (FOS). FOS is an independent company that has been established



to provide free advice and assistance to consumers to help in resolving complaints relating to the financial services industry.

Further details about FOS are available at the FOS website www.fos.org.au or by contacting them directly at:

Financial Ombudsman Service Limited GPO Box 3, Melbourne Victoria 3001

Telephone: 1300 56 55 62
Facsimile (03) 9613 6399
Email: info@fos.org.au

The Australian Securities and Investments Commission also has a free call infoline on 1300 300 630 which you may use to obtain information about your rights.

Compensation arrangements

NCFS has professional indemnity insurance cover as required by the Corporations Act 2001(Cth).

Contact Details

You may contact NCFS at: Nexia Court Financial Solutions Pty Ltd PO Box H195 Australia Square NSW 1215