



PHILLIPS RIVER MINING LIMITED
ACN 004 287 790

SECOND SUPPLEMENTARY PROSPECTUS

1. IMPORTANT INFORMATION

This is a Second Supplementary Prospectus (**Second Supplementary Prospectus**) to the prospectus dated 21 March 2016 (**Prospectus**), and the Supplementary Prospectus dated 8 April 2016 (**Supplementary Prospectus**) issued by Phillips River Mining Limited (ACN 004 287 790) (**Company**) and should be read in conjunction with the Prospectus.

This Second Supplementary Prospectus is dated 12 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 Second Supplementary Prospectus.

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

This Second 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 Second Supplementary Prospectus in order to extend the Offer.

3. NEW APPLICATIONS

3.1 Offer

The closing date for acceptances under the Offer has been extended to **5.00pm Australian Eastern Standard Time on 19 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If the Offer is withdrawn before the allotment of New Shares, all Application Monies will be refunded in full (without interest) as soon as practicable in accordance with the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.

3.2 New Applications

Applications by new investors **must** be made using the Application Form that is attached to or accompanying this Second 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.

3.3 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.

4. WITHDRAWAL RIGHTS

If you are an Existing Applicant and want to exercise your right to withdraw your application for Shares and be repaid your application monies, you must provide the Company written notice, to the address set out below, of your wish to do so no later than **5.00pm Australian Eastern Standard Time on 19 April 2016**.

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

The details for the payment of the refund cheque and address to which it should be sent as set out in your written request must correspond to the details contained in the Application Form lodged by you.

Any repayments made by the Company pursuant to an Existing Application exercising their right to withdraw their application will be made in full without interest.

If you do not wish to withdraw your application, you do not need to take any action.

5. DIRECTORS' AUTHORISATION

This Second 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 Second Supplementary Prospectus with the ASIC.



**Christopher
West
Director
For and on
behalf of Phillips
River Mining
Limited**

Second Supplementary Prospectus - Entitlement and Acceptance Form

In this Entitlements and Acceptance Form, a word or phrase defined in the Prospectus issued by the Company on 21 March 2016 (Prospectus), the Supplementary Prospectus issued on 8 April 2016 (Supplementary Prospectus) or the Second Supplementary Prospectus issued by the Company on 12 April 2016 (Second Supplementary Prospectus) has the same meaning as in the Prospectus, the Supplementary Prospectus or this Second 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 19 April 2016.

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

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:

A Entitlements applied for at Price per New Share **B** A\$ Application Monies

Email Address (only used for purpose of electronic communication of shareholder information)

Telephone Number where you can be contacted during Business Hours

Contact Name (PRINT)

For payment by BPAY®, please follow the instructions:

D



Bill Code:
Ref:

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

C Cheque Number BSB Account Number
Total Amount **A\$**

This Second Supplementary Prospectus is intended to be read with the Prospectus dated 21 March 2016 and Supplementary Prospectus dated 8 April 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 19 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 Second 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. CHES details

CHES HIN (if you want to add this holding to a specific CHES 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 Second Supplementary Prospectus - Entitlement and Acceptance Form and Application Monies must be received by the Company no later than 5:00pm (AEDT) on 19 April 2016. Entitlement and Acceptance Forms received after 5:00pm (AEDT) on **19 April 2016** will be rejected and Application Monies (without interest) returned to the Applicant.

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

A completed Second 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 Second Supplementary Prospectus - Entitlement and Acceptance Form at the price on the terms and conditions set out in this Second Supplementary Prospectus and the Second 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 Second Supplementary Prospectus - Entitlement and Acceptance Form in whole or in part, without giving any reason. A Second 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 Second Supplementary Prospectus - Entitlement and Application Form or any of them, without further notice to an Eligible Shareholder or Entitlement Holder. Acceptance of a Second 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,

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Advanced Share Registry Limited, and may also be disclosed to regulatory bodies (such as the Australian Taxation Office), print service providers and mail houses.