

APEX MINERALS NL
ACN 098 612 974

SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with and supplements the prospectus dated 7 March 2012 (**Prospectus**), issued by Apex Minerals NL (ACN 098 612 974) (**Company**).

This Supplementary Prospectus is dated 27 March 2012 and was lodged with 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. 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 www.apexminerals.com and the Company will send a copy of this Supplementary Prospectus to all Eligible Shareholders.

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.

1. UPDATE ON SHORT TERM FUNDING FACILITY

Subsequent to the Prospectus being lodged with ASIC, the Company has entered into a short term cash advance facility (**Facility**) to assist with meeting its short term financing requirements and enable the Company to begin to implement some of the Proposed Management Team's suggested changes prior to the expected receipt of the funds under the Offer. The Facility is not required to be repaid from the Offer funds.

Of the \$4.0 million available under the Facility, approximately \$1.33 million will immediately be applied to the payment of outstanding wages and salaries, with the balance to be used for general working capital purposes including the replenishment of the Company's supplies of spares and other items required to enable production to continue.

The key terms of the Facility are as follows:

- (a) **(Lender):** AMNL Financing Pty Ltd (ACN 156 416 910) (**Lender**);
- (b) **(Facility amount):** \$4,000,000;
- (c) **(Repayment date):** the principal amount must be repaid in full on or before the date that is 180 days from funding date;
- (d) **(Interest rate):** interest is payable on the principal outstanding at a rate of 20% per annum (payable on the last day of each period of 30 days from the funding date);
- (e) **(Option Issue):** the Company agrees to issue the Lender 550,000,000 Options (pre-Consolidation) with an exercise price of 0.25 cents and expiry date of three years from the date of issue;
- (f) **(Security):** The Company must enter into a general security deed (**Security**) over all its present and after-acquired property in favour of the Lender by no later than 5 business days from the date of the Facility;
- (g) **(Events of Default):** Each of the following is an event of default:
 - (i) If the Company does not pay on the due date any amount payable by it under the Facility;
 - (ii) the Underwriting Agreement is terminated;
 - (iii) the Company does not comply with any other obligation under the Facility or Security and that non-compliance is not remedied within 5 business days after receipt by the Company of a notice from the Lender specifying the non-compliance; and
 - (iv) an insolvency event occurs in relation to the Company.

If an event of default occurs, the Lender may cancel the Facility and/or declare all or any part of the amounts outstanding to be immediately due and payable.

The Company will pay Azure Capital an arrangement fee of \$200,000 with respect to the Facility.

2. UPDATE AND USE OF FUNDS

As at the date of this Supplementary Prospectus, it is the current intention of the Board to apply \$5,700,000 of the funds raised under the Offer for the reduction of creditors. This amount represents a \$900,000 increase to the amount of \$4,800,000 stated in the Prospectus. Accordingly, the Use of Funds table in Section 3.1 of the Prospectus is replaced by the table set out below (which reflects a \$900,000 increase in item 5 and a consequential \$900,000 reduction in item 8):

Item	Proceeds of the Offer	\$
1	<i>Underground development</i>	<i>5,000,000</i>
2	<i>Development drilling</i>	<i>3,000,000</i>
3	<i>Exploration drilling</i>	<i>2,000,000</i>
4	<i>Corporate and operations</i>	<i>2,000,000</i>
5	<i>Reduction of Creditors</i>	<i>5,700,000</i>
6	<i>Director's termination payments¹</i>	<i>720,000</i>
7	<i>Payment to Drummond</i>	<i>350,000</i>
8	<i>Working Capital</i>	<i>1,901,033</i>
9	<i>Expenses of the Offer²</i>	<i>1,528,967</i>
	Total	22,200,000

The Notes to the Use of Funds table in the Prospectus remain unchanged.

The Use of Funds table set out above is a statement of current intentions as of the date of this Supplementary Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

3. RIGHTS TRADING AND OFFER CLOSE

As previously advised by the Company, rights trading ends on 2 April 2012 and the closing date for receipt of acceptances is 5.00pm (AEDT) on 11 April 2012.

4. DIRECTORS' AND PROPOSED 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 and Proposed Director has consented to the lodgement of this Supplementary Prospectus with the ASIC.



Kim Robinson
Non-executive Chairman
For and on behalf of
APEX MINERALS NL