

COKE RESOURCES LIMITED

ACN 149 070 066

SECOND SUPPLEMENTARY PROSPECTUS

Important Information

This second supplementary prospectus (**Second Supplementary Prospectus**) is dated 17 June 2013 and is supplementary to the Prospectus dated 21 December 2012 (**Prospectus**) and the supplementary prospectus dated 18 March 2013 (**Supplementary Prospectus**) issued by Coke Resources Ltd (ACN 149 070 066) (**Company**).

This Second Supplementary Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) on 17 June 2013. The ASIC does not take any responsibility for the contents of this Second Supplementary Prospectus.

This Second Supplementary Prospectus must be read together with the Prospectus and the Supplementary Prospectus. Terms and abbreviations defined in the Prospectus have the same meaning in this Second Supplementary Prospectus. If there is a conflict between either of the Prospectus or the Supplementary Prospectus and the Second Supplementary Prospectus, the Second Supplementary Prospectus will prevail.

This Second Supplementary Prospectus will be issued with the Prospectus and the Supplementary Prospectus as an electronic prospectus and may be accessed on the Company's website at www.cokeresources.com. The Company will send a copy of this Second Supplementary Prospectus to all Applicants who have subscribed for Shares pursuant to the Prospectus and Supplementary Prospectus to the date of this Second Supplementary Prospectus.

This document is important and should be read in its entirety. Please consult your legal, financial or other professional adviser if you do not fully understand the contents.

1. EXTENSION OF TIME TO OBTAIN QUOTATION ON ASX AND RAISE THE MINIMUM SUBSCRIPTION

In accordance with the Corporations Act, if a person offers securities under a disclosure document (e.g. a prospectus) and the disclosure document states or implies that the securities are to be quoted on a financial market (e.g. ASX) and the securities are not admitted to quotation within 3 months after the date of the disclosure document (**Quotation Condition**) then an issue or transfer of securities in response to an application made under the disclosure document is void and

the person offering the securities must return the money received by the person from the applicants as soon as practicable.

In order for the Company to comply with the Quotation Condition under the Prospectus and Supplementary Prospectus, the Company's Shares must be admitted to official quotation on ASX by 18 June 2013. However, as outlined in Section 2 below, the Board has resolved to extend the Offer. Subsequently, the Company is unable to comply with the Quotation Condition by 18 June 2013.

In addition, the Corporations Act provides that where a disclosure document states that the securities will not be issued or transferred unless a minimum amount is raised and that condition is not satisfied within 4 months after the date of the disclosure document the person offering the securities must repay the money received from the applicant or give the applicants a supplementary disclosure document and 1 month to withdraw their application and be repaid.

Accordingly, the Company has until 18 July 2013 to raise the Minimum Subscription of \$4,200,000 (**Minimum Subscription**). The Company has not raised the Minimum Subscription as at the date of this Second Supplementary Prospectus and may not be able to raise the Minimum Subscription by 18 July 2013.

On 18 March 2013, the Company was granted a modification of the Corporations Act by ASIC (**ASIC Modification**). The effect of the ASIC Modification is to give the Company:

- (a) a further 3 months after the date of this Second Supplementary Prospectus to obtain quotation of the Shares on ASX (i.e. by 17 September 2013); and
- (b) a further 4 months after the date of this Second Supplementary Prospectus to raise the Minimum Subscription (i.e. by 17 October 2013).

As at the date of this Second Supplementary Prospectus, the Company has received:

- (a) 232 applications for Shares (**Applications**); and
- (b) \$715,500 pursuant to the Applications.

As at the date of this Second Supplementary Prospectus, the Company has not processed the Applications or issued any Shares pursuant to the Prospectus.

2. EXTENSION TO CLOSING DATE

Given the ASIC Modification, the Company has extended the Closing Date.

Accordingly, references to the Closing Date in the Prospectus are amended and the Indicative Timetables set out in Section 3.7 of the Prospectus and Section 2 of the Supplementary Prospectus are deleted and replaced with the following table:

Indicative timetable*

Lodgement of Prospectus with the ASIC	21 December 2012
Opening Date	8 January 2013
Closing Date	28 August 2013
Holding statements sent	4 September 2013
Expected date for quotation on ASX	11 September 2013

** The above dates are indicative only and may change without notice. The Company reserves the right, subject to the Corporations Act and other applicable laws, to extend the Closing Date or close the Offer early without notice.*

3. VARIATION OF MATERIAL CONTRACTS AND LOAN FACILITY DRAWDOWN

3.1 Conditional Sale and Purchase Agreement

As disclosed in Section 14.2 of the Prospectus the Company entered into a conditional sale and purchase agreement as subsequently amended by deed of variation in December 2012, to acquire 100% of Indotan from Southern Arc.

Completion of the acquisition was described in the Prospectus as conditional on a list of conditions precedent, including the Company obtaining by 31 March 2013 a letter from the ASX confirming the ASX will provide conditional quotation of the Company's Shares on the ASX's official list. The Prospectus also stated that the agreement terminates automatically if the conditions precedent are not satisfied by 5pm on 31 March 2013.

As disclosed in Section 3.1 of the Supplementary Prospectus the agreement was subsequently amended by a further deed of variation between the Company and Southern Arc in March 2013 to extend both of those 31 March 2013 time limits to 28 June 2013.

The agreement has been subsequently amended by a further deed of variation between the Company and Southern Arc in June 2013 to extend both of those 28 June 2013 time limits to 30 September 2013.

3.2 Call Option Agreement

As disclosed in Section 14.1 of the Prospectus the Company has entered into a Call Option Agreement (**Call Option**) to acquire (or for its nominee to acquire) 100% of Putra Borneo Coal Ltd from East Borneo Coal Ltd. The Call Option terms described in the Prospectus permit it to be exercised by the Company at any time up until 12 months after 20 June 2012.

The agreement has been subsequently amended by a deed of variation between the parties in June 2013, to extend the Company's exercise period for the Call Option so that it may be exercised by the Company at any time up until two years after 20 June 2012.

3.3 Carmine Lion Group Pty Ltd Loan Facility

As disclosed in Sections 3.21 and 14.9 of the Prospectus the Company has entered into an unsecured loan facility of up to \$250,000 offered by Carmine Lion Group Pty Ltd, a company controlled by Mr Leslie Pereira and Mr Rafael Nitiyudo, both directors of the Company. The purpose of the loan facility is to

provide the Company with working capital until it completes the Offer or until it has sufficient financial capacity to repay the loan.

The Company has drawn down \$155,000 on the loan facility to pay expenses associated with the Offer. Subject to the terms of the loan facility, summarised in the Prospectus, the Company proposes to repay the loan from funds raised under the Offer in the event the Company is admitted to Official Quotation.

4. RIGHT TO WITHDRAW APPLICATIONS

In accordance with the Corporations Act, the Company must give applicants who have previously submitted an Application Form under the Prospectus or Supplementary Prospectus a copy of this Second Supplementary Prospectus and 1 month to withdraw their application and be repaid.

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

An applicant who wishes to withdraw their application and obtain a refund must submit a written request to the Company at the address set out below so that it is received within 1 month of the date of this Second Supplementary Prospectus (i.e. **by close of business on 17 July 2013**).

Coke Resources Ltd 36 Outram Street WEST PERTH WA 6005
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The details for the payment of the refund cheque and address to which it should be sent as set out in the written request must correspond to the details contained in the Application Form lodged by that applicant.

5. APPLICATIONS

Investors who have NOT previously submitted an Application Form
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Applications for Shares under the Offer must be made using the application form attached to or accompanying this Second Supplementary Prospectus (**Supplementary Application Form**). Applications must NOT be made on the application form attached to or accompanying the Prospectus or Supplementary Prospectus.

The Supplementary Application Form contains detailed instructions on how it is to be completed.

Applications for Shares must be for a minimum of 10,000 Shares and thereafter in multiples of 1,000 Shares and payment for the Shares must be made in full at the issue price of \$0.20 per Share.

Completed Supplementary Application Forms and accompanying cheques, made payable to "**Coke Resources Ltd – Share Offer Account**" and crossed "Not Negotiable", must be mailed or delivered to the address set out on the Supplementary Application Form by no later than the Closing Date (as extended).

The Company reserves the right to close the Offer early.

**Applicants who HAVE previously submitted an Application Form AND
DO NOT want to withdraw their application**

Applicants in this category DO NOT need to complete a further Supplementary Application Form in order to receive their Shares. However, such applicants may lodge a Supplementary Application Form if they wish to apply for additional Shares in accordance with the instructions set out above for investors who have NOT previously submitted an Application Form.

**Applicants who HAVE previously submitted an Application Form AND
DO want to withdraw their application**

Applicants in this category may withdraw their applications and be repaid any application monies upon written request to the Company in the manner set out in Section 4 of this Second Supplementary Prospectus.

6. ASX LISTING

Section 5.4 of the Prospectus is replaced by the following paragraphs:

Application for Official Quotation by ASX of the Shares offered pursuant to the Prospectus was made within seven (7) days after the date of the Prospectus.

Following the ASIC Modification, if the Shares are not admitted to Official Quotation by ASX before the expiration of 3 months after the date of issue of this Second Supplementary Prospectus (i.e. 17 September 2013), or such period as varied by the ASIC, the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

7. MINIMUM SUBSCRIPTION

Section 5.2 of the Prospectus is replaced by the following paragraph:

Following the ASIC Modification, if the Minimum Subscription to the Offer of \$4,200,000 has not been raised within four (4) months after the date of this Second Supplementary Prospectus (i.e. 17 October 2013), or such period as varied by the ASIC, the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

8. 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 lodgement of this Second Supplementary Prospectus with the ASIC.

Leslie Pereira
Non-Executive Director
COKE RESOURCES LTD

Note: All other details in relation to the terms of the Offer and other matters under the Prospectus and Supplementary Prospectus remain unchanged.

INSTRUCTIONS TO APPLICANTS

Please post or deliver the completed Application Form together with a cheque to the Company's address below. The Form must be received by the Company no later than **5.00 pm WST on the Closing Date (or such earlier date as directed by the Company)**.

A. Application for Shares

The Application Form must only be completed in accordance with instructions included in the Second Supplementary Prospectus.

B. Name of Applicant

Write the Applicant's FULL NAME. This must be either an individual's name or the name of a company. Please refer to the bottom of this page for the correct form of registrable title. Applications using the incorrect form of registrable title may be rejected.

C. Name of Joint Applicants or Account Designation

If JOINT APPLICANTS are applying, up to three joint Applicants may register. If applicable, please provide details of the Account Designation in brackets. Please refer to the bottom of this page for instructions on the correct form of registrable title.

D. Address

Enter the Applicant's postal address for all correspondence. If the postal address is not within Australia, please specify Country after Suburb/Town.

E. Contact Details

Please provide a contact name and daytime telephone number so that the Company can contact the Applicant if there is an irregularity regarding the Application Form.

F. CHESS HIN or existing SRN Details

The Company participates in CHESS. If the Applicant is already a participant in this system, the Applicant may complete this section with their existing CHESS HIN. If the applicant is an existing shareholder with an Issuer Sponsored account, the SRN for this existing account may be used. Otherwise leave the section blank and the Applicant will receive a new Issuer Sponsored account and statement.

G. Cheque Details

Make cheques payable to "**Coke Resources Ltd – Share Offer Account**" in Australian currency and cross them "Not Negotiable". Cheques must be drawn on an Australian Bank. The amount of the cheque should agree with the amount shown on the Application Form.

H. Declaration

By completing the Application Form, the Applicant will be taken to have made to the Company the declarations and statements therein. The Application Form does not need to be signed.

If an Application Form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be accepted. Any decision of the Directors as to whether to accept an Application Form, and how to construe, amend or complete it, shall be final. An Application Form will not however, be treated as having offered to subscribe for more Shares than is indicated by the amount of the accompanying cheque.

Forward your completed application together with the application money to:

Coke Resources Ltd
36 Outram Street
WEST PERTH WA 6005

CORRECT FORMS OF REGISTRABLE TITLE

Note that ONLY legal entities are allowed to hold securities. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. Application Forms cannot be completed by persons under 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mr John Alfred Smith	J A Smith
Company Use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings Use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts Use the trustee(s) personal name(s).	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates Use the executor(s) personal name(s).	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18) Use the name of a responsible adult with an appropriate designation.	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships Use the partners personal names.	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names.	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s).	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds Use the name of the trustee of the fund.	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund