

COPPERMOLY LIMITED
ACN 126 490 855
SUPPLEMENTARY PROSPECTUS

1. IMPORTANT NOTICE

This supplementary prospectus is dated 11 July 2013 (**Supplementary Prospectus**) and is supplementary to the prospectus dated 26 June 2013 issued by Coppermoly Limited ACN 126 490 855 (**Coppermoly**) in relation to Coppermoly's non-renounceable entitlement offer (**Original Prospectus**).

This Supplementary Prospectus was lodged with ASIC on 11 July 2013. ASIC does not take any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus must be read together with the Original Prospectus. If there is any inconsistency between the Original Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail. Capitalised terms used, but not defined, in this Supplementary Prospectus have the same meaning as ascribed to them in the Original Prospectus.

This is an important document that should be read, together with the Original Prospectus, in its entirety. If you do not understand it, you should consult your professional advisor.

This Supplementary Prospectus will be issued to Shareholders with the Original Prospectus and will be accessible online at www.coppermoly.com.au.

2. WHY HAS THE COMPANY ISSUED THIS SUPPLEMENTARY PROSPECTUS?

Section 5.7 of the Original Prospectus recorded the potential impact that the Offer may have on NEMI Northern Energy and Mining Inc's (**NEMI's**) Shareholding on completion of the Offer and the Shortfall Offer.

Coppermoly has been advised that NEMI and a related entity of the Underwriter, WXH Holdings Pty Ltd (**WXH**), have entered into an agreement whereby NEMI will sell to WXH 16,290,333 Shares previously registered in the name of NEMI. Coppermoly has also been advised that the agreement between WXH and NEMI is expected to complete on 11 July 2013 and WXH is expected to be registered as the holder of those shares by 12 July 2013. As a result, WXH will not be entitled to participate in the Offer in relation those Shares.

Coppermoly has also been advised that an associate of the Underwriter, Dr. Wanfu Huang, has also acquired 210,050 Shares on market after the lodgement of the Original Prospectus.

The Underwriter is an investor in the resources industry, with an interest in investing in prospective assets, including base and precious metals, in Australia and elsewhere.

As a result of these transactions, the Underwriter now holds a relevant interest in 21,110,383 Shares, providing it with a voting power of 12.057% as at the date of this Supplementary Prospectus.

Section 5.8 of the Original Prospectus included disclosure of the potential voting power that the Underwriter, Jelsh Holdings Pty Ltd, may acquire as a result of the Offer. That information was based on the assumption that the Underwriter did not increase its voting power prior to the Closing Date for the Offer.

Accordingly, as a result of the above transactions, the below table sets out the number of Shares and voting power that the Underwriter may have after completion of the Offer and the Shortfall Offer under several scenarios, as at the date of this Supplementary Prospectus, depending on the extent to which Shareholders accept their Entitlements under the Offer and the extent of any applications received under the Shortfall Offer¹:

Shortfall	Shares held	Voting Power
0% acceptance of all Entitlements under Offer	56,200,665	26.63%
25% acceptance of all Entitlements under Offer	47,207,378	22.37%
50% acceptance of all Entitlements under Offer	38,214,092	18.11%
75% acceptance of all Entitlements under Offer	29,220,805	13.85%
100% acceptance of all Entitlements under Offer	21,110,383	10.00%

As disclosed in the Original Prospectus, subject to the ASX Listing Rules and the Corporations Act, Coppermoly may elect to satisfy the Underwriting Fee and Underwriter's Expenses by issuing Shares to the Underwriter.

The table below sets out the number of Shares and voting power that the Underwriter may obtain in the event that Coppermoly elects to satisfy the Underwriting Fee and the Underwriter's Expenses by issuing Shares (based on the table set out above):

Shortfall, Underwriting Fee and Underwriter's Expenses	Shares held	Voting Power
0% acceptance of all Entitlements under Offer	56,200,107	26.63%
25% acceptance of all Entitlements under Offer	47,206,960	22.37%
50% acceptance of all Entitlements under Offer	41,547,425	19.38%
75% acceptance of all Entitlements under Offer	32,554,139	15.18%
100% acceptance of all Entitlements under Offer	24,443,716	11.40%

Each of the tables set out above assume that the Underwriter does not increase its voting power between the date of this Supplementary Prospectus and the Closing Date for the Offer. If the Underwriter increases its voting power as a result of acquiring, or one of its related entities acquiring, additional Shares prior to the Closing Date, its voting power in Coppermoly may be greater than that set out above.

3. EFFECT OF THE OFFER

It is important to also note that the information contained in the Original Prospectus was based on the information available to Coppermoly as at the date of the Original Prospectus.

Specifically, at the time of preparing the Original Prospectus it was not known how many Shares would be registered as being held by Eligible Shareholders on the Record Date for the

¹ Each of the above tables assume that Maurice Gannon and Ben Faulkner accept their respective Entitlements under the Offer in full, which, as at the date of this Supplementary Prospectus, they intend to do.

Offer, and therefore the precise number of Shares that could be issued pursuant to the Offer and Shortfall Offer.

As the Record Date has now passed, Coppermoly now knows how many Shares were held by Shareholders resident in Australia and New Zealand as at the Record Date and can therefore provide a more accurate estimate of the maximum number of Shares that may be issued pursuant to the Offer and Shortfall Offer.

Accordingly, unless the Board is satisfied that it would be unreasonable not to extend the Offer to another country in which a Shareholder is resident other than Australia or New Zealand, the total maximum number of Shares that may be issued pursuant to the Offer and Shortfall Offer is 35,973,146 Shares and the maximum amount that can be raised is approximately \$1,620,000. The tables contained in this Supplementary Prospectus, including the potential number of Shares and voting power that may be held by the Underwriter after completion of the Offer and Shortfall Offer, have therefore been prepared on this basis.

As a result, if Coppermoly does not satisfy the Underwriting Fee and Underwriter's Expenses by issuing Shares to the Underwriter, the principal effect of the Offer and Shortfall Offer, will be to

- (a) increase the cash reserves by up to \$1,407,829 (after deducting the estimated expenses of the Offer) immediately after completion of the Offer; and
- (b) increase the number of Shares on issue from 175,082,816 at the date of this Supplementary Prospectus to 214,755,962 Shares.

If Coppermoly wholly satisfies the Underwriting Fee and Underwriter's Expenses by issuing Shares to the Underwriter, which it intends to if it can do so in compliance with the Corporations Act and the ASX Listing Rules, the principal effect of the Offer and Shortfall Offer will be to:

- (a) increase the cash reserves by up to \$1,557,829 (after deducting the estimated expenses of the Offer) immediately after completion of the Offer; and
- (b) increase the number of Shares on issue from 175,082,816 at the date of this Supplementary Prospectus to 218,089,295 Shares.

It is anticipated that the proceeds of the Offer will be allocated as follows:

Purpose	Amount (\$)
First Payment due to Barrick under the Re-Acquisition Agreement	\$1,000,000.00
Exploration activity on Coppermoly's exploration licences	\$300,000.00
General working capital expenses, including upgrading operating plant and equipment	\$107,829.00
Expenses of the Offer	\$212,171.00
Total	\$1,620,000.00

Where Coppermoly satisfies the Underwriting Fee and Underwriter's Expenses through the issue of Shares, Coppermoly will apply additional proceeds of the Offer to exploration activity and general working capital expenses.

4. ADDITIONAL INFORMATION

Eligible Shareholders should also be aware that, between the date of lodging the Original Prospectus with ASIC and the ASX and the date of this Supplementary Prospectus, various other documents have been lodged with ASX as set out in the table below:

Date	Description of announcement
26/06/2013	Rights Issue Underwritten at Premium & Asset Re-acquisition
26/06/2013	Lodgement of Prospectus
27/06/2013	Cleansing Statement and Form 3B
01/07/2013	Eligible Entitlement Offer Letter
01/07/2013	Ineligible Entitlement Offer Letter
04/07/2013	Quarterly Cashflow Report
08/07/2013	Finance News Network Interview with Managing Director
10/07/2013	Changes to Substantial Shareholders
10/07/2013	Quarterly Activities Report
11/07/2013	Assay results from Surface Sampling at Makmak EL2014

Copies of these announcements can be inspected at the registered office of Coppermoly during normal office hours, free of charge, and are also available from Coppermoly's website www.coppermoly.com.au.

5. CONSENT

Jelsh Holdings Pty Ltd has given its written consent to being named as the Underwriter of the Offer in this Supplementary Prospectus. Jelsh Holdings Pty Ltd has not withdrawn its consent prior to the lodgement of this Supplementary Prospectus with ASIC.

6. AUTHORISATION

This Supplementary Prospectus is issued by Coppermoly.

The lodgement of this Supplementary Prospectus with ASIC was consented to by every director of Coppermoly.



Maurice Gannon
Managing Director