

NUSANTARA RESOURCES LIMITED
ACN 150 791 290

SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 5 June 2018 (**Prospectus**), issued by Nusantara Resources Limited (ACN 150 791 290) (**Company**).

This Supplementary Prospectus is dated 12 June 2018 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. The ASIC and its officers take no 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 with the Prospectus as an electronic prospectus and may be accessed on the Company's website at www.nusantararesources.com

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. Background

By this Supplementary Prospectus, the Company makes the amendments to the Prospectus as set out in Section 2 below for the purpose of supplying information to Shareholders in relation to a non-renounceable entitlement issue of 5 new Shares for every 19 Shares held by Shareholders registered at the Record Date at an issue price of \$0.20 per Share to raise up to approximately A\$5,133,251 (before expenses and assuming maximum subscription based on the total number of Shares on issue as at the date of this Prospectus and assuming no Options are exercised prior to the Record Date) together with 1 free new Option for every 2 new Shares subscribed for and issued, exercisable at \$0.30 on or before 5.00pm (WST) on 31 July 2020. The amendments to the Prospectus outlined in Section 2 below should be read in conjunction with the Prospectus (as amended by Section 2).

2. Amendments to the Prospectus

2.1 Update on activities

Insert immediately after Section 4.3(d) of the Prospectus, the following:

"In relation to the increase in the Indicated category of the Mineral Resource to 89% referred to in (c) above, please see below the current Mineral Resource Statement:

	Category	Tonnes (mt)	Au Grade (g/t)	Contained Gold (Moz)
Awak Mas	Measured	-	-	-
	Indicated	36.4	1.4	1.62
	Inferred	3.1	1.0	0.10
	Sub-total	39.5	1.4	1.72
Salu Bulu	Measured	-	-	-
	Indicated	2.9	1.7	0.16
	Inferred	0.6	1.1	0.02
	Sub-total	3.6	1.6	0.18
Tarra	Measured	-	-	-
	Indicated	-	-	-
	Inferred	2.3	1.3	0.10
	Sub-total	2.3	1.3	0.10
Total	Measured	-	-	-
	Indicated	39.3	1.4	1.78
	Inferred	6.0	1.1	0.22
	Total	45.3	1.4	2.00

Awak Mas Gold Project Mineral Resource Estimate May 2018 at a 0.5 g/t Au cut-off inside a US\$1,400/oz Mineral Resource Shell. The Total Indicated mineral resources of 1.78 Moz contained gold divided by Total combined Indicated plus Inferred mineral resources of 2.00 Moz contained gold is 89%.

2.2 Underwriting and sub-underwriting

Insert at the end of Section 5.3 of the Prospectus, the following:

“The Underwriter has advised the Company that, to the best of its knowledge, no sub-underwriter has a sub-underwriting commitment that would result in a Shareholding for the sub-underwriter of 5% or more if the sub-underwriter is required to take up their full sub-underwriting commitment.”

2.3 Shortfall Offer

Replace the first sentence of the last paragraph of Section 5.6 of the Prospectus, with the following:

“The Company will determine the allottees of the Shortfall Securities at their absolute discretion, subject to the terms of the Underwriting Agreement.”

2.4 Effect on control of the Company

Replace the third paragraph after the first table in Section 7.6 of the Prospectus the following:

“Also, the Underwriter has sub-underwriting commitments for up to A\$3,120,845 of the Entitlement Offer. Given this, together with the firm commitments from the major shareholders as referred to in Section 5.5 of this Prospectus, equates to the underwritten amount then, upon completion of the sub-underwriting agreements (and assuming the firm commitments from the major shareholders as referred to in Section 5.5 of this Prospectus are completed), the Underwriter will not increase its voting power in the Company.”

This Supplementary Prospectus is intended to be read with the prospectus dated 5 June 2018 issued by Nusantara Resources Limited (ACN 150 791 290).

Insert at the end of the first heading in Section 7.6 of the Prospectus, the following:

"The Underwriter has advised that if Shareholder approval is not obtained for the grant of any relevant Underwriter Options to any sub-underwriters who are Directors (or their relevant entities), the relevant sub-underwriter will only receive the 3% fees in respect of their sub-underwriting."

2.5 Effect on capital structure

Replace the words "change to" with "decrease by up to" in the 3rd note to the second table in Section 7.5 of the Prospectus.

2.6 Underwriting

Replace the last sentence of the fifth paragraph of Section 10.4(a), with the following as a new paragraph:

On 12 June 2018, the Company and the Underwriter entered into a deed of variation to vary the Underwriting Agreement to provide that the Company will determine the allocation of Shortfall applied for under the Shortfall Offer and any remaining Shortfall will be subject to the Underwriting Agreement and allocation of that remaining Shortfall will be determined by the Underwriter.

2.7 Sub-underwriting

Lion Manager Pty Ltd, an entity of which Director Mr Robin Widdup is a director and has a beneficial interest in, is a sub-underwriter.

Section 5.3(c), the second Section 7.6(c) and the final table in Section 10.5 of the Prospectus all state that sub-underwriting of Lion Manager Pty Ltd is for A\$70,000.

However, this is an error and is amended to read A\$50,000.

Accordingly, the table at the end of Section 10.5 of the Prospectus is amended to state that the sub-underwriting fees of Lion Manager Pty Ltd is A\$1,500 (not A\$2,100).

2.8 Glossary

Replace the definition of Applicant in Section 12 of the Prospectus with the following:

"**Applicant** means a Shareholder who applies for Securities pursuant to the Entitlement Offer or a Shareholder or other party who applies for Securities pursuant to the Shortfall Offer or Underwriter Options Offer."

3. Provision of Supplementary Prospectus to Shareholders

The Directors do not believe that the matters set out in this Supplementary Prospectus are materially adverse to investors. As at the date of this Supplementary Prospectus, no applications for Securities have been received by the Company pursuant to the Prospectus.

A copy of this Supplementary Prospectus will be available on the Company's website and will be dispatched to Eligible Shareholders together with the Prospectus in accordance with the Timetable in Section 2 of the original Prospectus.

This Supplementary Prospectus is intended to be read with the prospectus dated 5 June 2018 issued by Nusantara Resources Limited (ACN 150 791 290).

4. Competent Persons Statement

The information in this Supplementary Prospectus that relates to the Mineral Resource Estimation for the Awak Mas Gold Project is based on and fairly represents information compiled by Mr Adrian Shepherd, Senior Geologist, (BSc), MAusIMM CP, for Cube Consulting Pty Ltd. Mr Shepherd is an employee of Cube Consulting Pty Ltd and is a Chartered Professional geologist and a current Member of the Australian Institute of Mining and Metallurgy (AusIMM No: 211818).

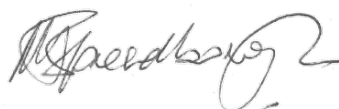
Mr Shepherd has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Shepherd consents to the inclusion in this Supplementary Prospectus of the matters based on this information in the form and context in which it appears.

5. Consent

Patersons Securities Limited (**Patersons**) has given its consent to be named in this Supplementary Prospectus in the form and context in which Patersons is named. Patersons has not withdrawn these consents prior to lodgement of this Supplementary Prospectus with ASIC.

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 lodgement of this Supplementary Prospectus with the ASIC.



**MIKE SPREADBOROUGH
MANAGING DIRECTOR
FOR AND ON BEHALF OF
NUSANTARA RESOURCES LIMITED**