



SUPPLEMENTARY PROSPECTUS: EXTENSION OF OFFER TO HONG KONG

IMPORTANT NOTICE

This Supplementary Prospectus contains particulars of changes to and supplements the prospectus dated 22 April 2014 ("**Prospectus**") issued by Pluton Resources Limited (ACN 114 561 732) (**Company**). This Supplementary Prospectus is dated 30 April 2014 and was lodged with the Australian Securities and Investments Commission ("**ASIC**") on that date. Neither ASIC nor ASX take any responsibility for the contents of this Supplementary Prospectus.

The Supplementary Prospectus must be read together with the Prospectus. To the extent of any inconsistency between the Prospectus and this Supplementary Prospectus, the provisions of this Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Supplementary Prospectus.

This Supplementary Prospectus and the Prospectus are important documents that should be read in their entirety. If you have any questions about the Shares being offered under the Prospectus or any other matter, you should consult your professional advisers.

PURPOSE OF THIS SUPPLEMENTARY PROSPECTUS

The Offer is open to Shareholders with an address shown on the Company's register as being in Australia, New Zealand, the Cayman Islands and the United Kingdom at 5pm WST on the Record Date. General Nice Resources (Hong Kong) Limited (**GNR HK**) is a company with an address listed on the Company's register as being in Hong Kong and currently holds approximately 17.6% of the issued Shares in the Company. GNR HK had previously advised the Company that it did not intend to participate in the Offer, but have now advised the Company that it intends to take up its Entitlement in full.

As at the date of the Prospectus the Company was of the view that it was unreasonable to make an offer to shareholders with addresses shown on the Company's register as being outside of Australia, Cayman Islands, New Zealand and the United Kingdom, having regard to:

- a) the number of shareholders outside of those countries;
- b) the number and value of the securities owned by shareholders outside of those countries; and
- c) the cost of complying with the legal requirements and requirements of regulatory authorities outside of those countries.

However, after learning of GNR's intention to take up its Entitlement in full, the Company is now of the view that it is reasonable to extend the Offer to Hong Kong.

The Company is issuing this Supplementary Prospectus to amend the Offer so that it is open to Shareholders with an address listed on the Company's register as being in Hong Kong (including GNR HK).

SECTION 1 AMENDMENTS TO PROSPECTUS

The Prospectus is amended by:

- a) inserting "Hong Kong," before each reference to "Cayman Islands, New Zealand and the United Kingdom" in the section headed 'Important Notes';
- b) inserting "Hong Kong," before each reference to "the Cayman Islands and the United Kingdom" in the section headed 'Important Notes';



- c) inserting the following text after the second paragraph in the sub heading '**United Kingdom Notice**' in the section headed 'Important Notes':

"Hong Kong Notice"

"WARNING: The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice."

- d) inserting "Hong Kong," before each reference to "Cayman Islands, New Zealand and the United Kingdom" in section 1.10 of the Prospectus;
- e) inserting the following text at the end of the first paragraph in section 3.4:
- "GNR HK currently holds approximately 19.9% of the issued Shares in the Company (based on the substantial shareholder notice in respect of GNR HK filed 31 December 2013 and not adjusted for subsequent issues of Shares). GNR have advised the Company that it intends to take up its Entitlement in full. As the Offer is fully underwritten, if GNR takes up its Entitlement in full, its percentage holding in the Company will not change. Accordingly, GNR's participation is not expected to have an effect on the control of the Company."
- f) inserting "Hong Kong, Cayman Islands, the United Kingdom" before the reference to "Australia and New Zealand." in section 1.11 of the Prospectus;
- g) inserting the following text as the new third last paragraph in section 5.11:
- "GNR HK has given its written consent to the inclusion of statements in the Prospectus based on statements made by GNR HK in relation to its intentions to participate in the Offer. GNR HK has not withdrawn such consent before lodgement of the Supplementary Prospectus with ASIC."
- h) inserting the following text between the definitions of "GNR" and "Joint Venture" in section 7 of the Prospectus:
- "GNR HK means General Nice Resources (Hong Kong) Ltd."
- i) inserting "Hong Kong, Cayman Islands," before the reference to "New Zealand or the United Kingdom" in the definition of "Excluded Shareholder" in section 7 of the Prospectus.

SECTION 2 STATUS OF THE PROSPECTUS, THE OFFER AND APPLICATIONS

All other details in relation to the Prospectus and the Offer remain unchanged and accordingly the Prospectus, which should be read in its entirety with this Supplementary Prospectus, and the Entitlement and Acceptance Form accompanying the Prospectus, provide the basis for and the means by which Eligible Shareholders may accept all or any part of their Entitlement under the Offer. Please see the Prospectus for information on how Eligible Shareholders may participate in the Offer.

This Supplementary Prospectus will be despatched to Shareholders with the Prospectus and accordingly the entitlement and Acceptance Form accompanying the Prospectus should be used by Eligible shareholders to accept all or part of their Entitlement under the Offer.



SECTION 3 DIRECTORS' RESPONSIBILITY STATEMENT & CONSENTS

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Supplementary Prospectus are not misleading or deceptive and that in respect to any other statements made in this Supplementary Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Supplementary Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Supplementary Prospectus with the ASIC, or to the Directors' knowledge, before any issue of Shares and Options pursuant to the Prospectus or this Supplementary Prospectus. This Supplementary Prospectus is prepared on the basis that certain matters may be reasonably expected to be known to likely investors or their professional advisers.

Each Director has consented to the lodgement of this Supplementary Prospectus with the ASIC and has not withdrawn that consent.

Dated: 30 April 2014

A handwritten signature in black ink, appearing to read 'Richard Mehan', written over a horizontal line.

Richard Mehan
Director

Please note that all other details in relation to the Prospectus and the Offer remain unchanged. The Directors believe that the changes in this Supplementary Prospectus are not materially adverse from the point of view of an investor.