

FIFTH Element

R E S O U R C E S Ltd

ACN 166 025 047

SUPPLEMENTARY PROSPECTUS

DATED: 30 APRIL 2014

THIS IS A SUPPLEMENTARY PROSPECTUS INTENDED TO BE READ WITH THE PROSPECTUS DATED 27 FEBRUARY 2014 RELATING TO SHARES OF FIFTH ELEMENT RESOURCES LIMITED (ACN 166 025 047).

Important Information

This is an important document which should be read in its entirety. Please consult your professional advisor(s) if you have any questions. The Shares offered by this Supplementary Prospectus should be regarded as speculative.

I. IMPORTANT NOTICE

This supplementary prospectus (Supplementary Prospectus) is dated 30 April 2014.

The Prospectus when read together with this Supplementary Prospectus:

- a) contains all information that would be required by sections 710, 711 and 716 of the Corporations Act; and
- b) does not contain any material statement that is false or misleading.

The Prospectus contains detailed information about Fifth Element Resources Limited ("the Company" or "Fifth Element") and it is advisable to read the Prospectus and this Supplementary Prospectus before completing an Application Form.

A copy of this Supplementary Prospectus was lodged with ASIC on 30 April 2014.

Neither ASIC nor ASX takes any responsibility for the contents of this Supplementary Prospectus.

Unless the context otherwise requires, terms defined in the Prospectus have the same meaning when used in this Supplementary Prospectus.

This Supplementary Prospectus prevails to the extent of any inconsistency with the Prospectus.

The Prospectus together with this Supplementary Prospectus may be viewed on the Company's website www.fifthelementresources.com. During the period of the Offer, a hard copy of the Prospectus together with this Supplementary Prospectus is available free of charge to any person in Australia or New Zealand by calling the Company on 02 4922 2100.

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II. REASONS

Andrew SKINNER has resigned from his position as director of the Company, effective on 23 April 2014.

Ms Linna YE has been appointed as Non-Executive Director of the Company on 23 April 2014.

In consequence, the Prospectus is updated as follows:

- Page 4: The section on the Board of Directors is amended as follows:
 - o The section on Andrew SKINNER updated as follows:
"Andrew Bryden SKINNER
Non-Executive Director
Resigned on 23/04/2014".
 - o A new section is inserted as follows:
"Linna YE
Non-Executive Director"
- Page 10: At the end of the section on Andrew SKINNER, the following paragraph is inserted:
"Mr SKINNER resigned from his position as Director of the Company on 23 April 2014."
- Page 11: a new section is inserted as follows:

"Linna YE
Director
(Dip, Prop. Dev – Distinction)
Linna has been involved in the property development industry for over 10 years as a developer and consultant. Her desire to improve her understanding of property development led to her undertaking a Diploma of Property Development which she graduated with Distinction and she is currently completing her Masters. She has a keen understanding of the business realities of feasibility analysis and the practical experience of ensuring that land is put to its greatest and best use. She has been a director of a number of property development companies. Her understanding of mineral exploration is complemented by her knowledge of development which brings her understanding of how to extract the greatest value from the work done on the ground. Linna is fluent in English, Mandarin, Wuhanese and Cantonese and has lived in Australia for over 20 years."
- Page 20, Section 2.2(ii) is amended as follows:
 - o The second bullet point is deleted
 - o A new bullet point is inserted as follows:
" Linna YE is a non-executive director Fifth Element. As described above, she has extensive experience in land use and development."

- Page 31, the third paragraph of Principle 4 is updated as follows:

“Due to its size, Fifth Element has appointed an Audit Committee consisting of one Executive Director Chi Ho William LO and two Non-Executive Director Siu-Wing Selwyn CHAN and Linna YE. It has adopted a charter setting out the Audit Committee’s role and responsibilities, composition, structure and membership requirements and the procedure for inviting non-committee members to attend meetings.”

- Page 124, Section 8.5(c) is updated as follows:

“By letters dated 21 January 2014 the Company has appointed:

- Mr. Andrew SKINNER to the position of Non-Executive Director with a total remuneration of A\$ 35,000, who resigned on 23 April 2014.
- Mr. Noriman Sai Chi MAK to the position of Executive Director with a total remuneration of A\$ 40,000.
- Mr. Siu-Wing Selwyn CHAN to the position of Non-Executive Director with a total remuneration of A\$ 20,000.

By letter dated 23 April 2014, the Company has appointed Ms Linna YE to the position of Non-Executive Director with a total remuneration of A\$30,000.”

- Director’s Consent

Ms Linna YE, as a Director of the Company, states that she has made all reasonable enquiries and on that basis has reasonable grounds to believe that any statements by the Directors in the Prospectus and the Supplementary prospectuses are not misleading or deceptive and that with respect to any other statements made in this Prospectus and Supplementary Prospectuses by persons other than Directors, Ms Linna YE has made reasonable enquiries and on that basis has reasonable grounds to believe that persons making those other statements were competent to make such statements, those persons having given their consent to the issue of this Prospectus and not withdrawn that consent before lodgement of this Prospectus with ASIC, or to Ms Linna YE’s knowledge, before any issue of Shares pursuant to this Prospectus. The Prospectus is prepared on the basis that certain matters may be reasonably expected to be known to likely investors or their professional advisors.

Ms Linna YE, has consented in writing to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent.

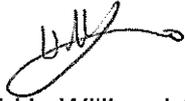
III. DIRECTORS’ AUTHORISATION AND CONSENT

The Directors, each of whom has authorised the issue of this Supplementary Prospectus, accept responsibility for the information contained in this Supplementary Prospectus and consent thereto and have not withdrawn such consent. This Supplementary Prospectus is signed by Mr Chi-Ho William LO being the chairman of Fifth Element who has been authorised by each Director to sign this Supplementary Prospectus on their behalf.

The Directors confirm that they have made all reasonable enquiries and accordingly have reasonable grounds to believe that, other than the matters described above, there is no material information that has arisen between the date of the Prospectus and this Supplementary Prospectus that investors and their professional advisors would reasonably require to make an informed assessment of the offer of Shares made pursuant to the Prospectus.

Dated: 30 April 2014

Signed for and on behalf of the Directors and the Company

A handwritten signature in black ink, appearing to be 'Chi-Ho William LO', written in a cursive style.

Chi-Ho William LO
Executive Chairman

A handwritten signature in black ink, appearing to be 'Linna YE', written in a cursive style.

Linna YE
Director