

## **VICTORIAN GOLD MINES NL SUPPLEMENTARY PROSPECTUS**

Victorian Gold Mines NL ACN 139 255 771 (the **Company**) lodged a replacement prospectus with the Australian Securities and Investment Commission (**ASIC**) on 3 November 2009 for the issue of up to 15,000,000 Shares at an issue price of 20 cents per Share (the **Prospectus**). This document is a supplementary prospectus (**Supplementary Prospectus**) to the Prospectus. This Supplementary Prospectus is dated 4 December 2009 and was lodged with the ASIC on that date. ASIC and the ASX take no responsibility for the contents of the Prospectus or the Supplementary Prospectus. This Supplementary Prospectus is supplemental to and is to be read together with the Prospectus. To the extent of any inconsistency between this Supplementary Prospectus and the Prospectus, this Supplementary Prospectus prevails. Terms defined and used in the Supplementary Prospectus have the same meaning as in the Prospectus.

### **AMENDMENTS TO THE PROSPECTUS**

1. Page 61, first paragraph, commencing line 5

Delete the words "about 18,000 tonnes at an estimated grade of approximately half an ounce, that is for some 9,000 ounces of gold." and replace them with "an exploration target of between 15,000 and 20,000 tonnes at a grade of between 10 and 20 g/t. The potential quantity and grade is conceptual in nature, as there has been insufficient exploration to define a Mineral Resource and it is uncertain if further exploration will result in the determination of a Mineral Resource."

2. Page 64, second paragraph, line 3

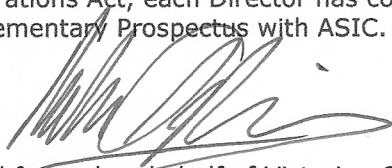
Delete the words "potentially bonanza gold accumulations in the range 10-25,000 ounces" and replace with "gold accumulations of the general nature discussed above."

3. Page 67, first paragraph, commencing line 4

Delete the words "room for a resource of some 25,000 tonnes at a grade equivalent to historic records at about 1.0 ounce per tonne" and replace with "potential for an exploration target of between 20,000 and 30,000 tonnes at a grade of between 15 to 35 g/t gold (historic records show grades of 1.0 ounce per tonne). The potential quantity and grade is conceptual in nature, as there has been insufficient exploration to define a Mineral Resource and it is uncertain if further exploration will result in the determination of a Mineral Resource."

### **DIRECTORS' CONSENT**

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 ASIC.



Signed for and on behalf of Victorian Gold Mines NL  
by Michael Trifunovic  
Company Secretary  
Dated 4 December 2009

**Lodging Party Name** Hemming + Hart Lawyers  
**office,level,building,PO box** GPO Box 142  
**street number and name** Brisbane  
**locality** \_\_\_\_\_ QLD 4001  
**Country** ( \_\_\_\_\_ )  
**telephone** (07) 30028700  
**Facsimile** (07) 32213068  
**eMail** rhetto@hemhart.com.au  
**DX number** \_\_\_\_\_

**OFFERlist Entry**

Trace: 000141598  
Form code: 764B  
Sub form :764BA

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**Australian Securities and Investments Commission****form 764B****Disclosure Document**

Corporations Act 2001  
Section 718

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*THIS OFFER INFORMATION SHEET MUST BE LODGED WITH THE DISCLOSURE DOCUMENT*

**Issuer/Responsible Entity/Fund Manager**

**Name** VICTORIAN GOLD MINES NL  
**ACN** 139 255 771

**Type** ☒ prospectus  
☐ short form prospectus  
☐ profile statement  
☐ offer information statement  
☐ product disclosure statement  
☐ Foreign Offer Document

**Exposure Period(S.727(3))**

Is the document subject to an exposure period? ☒ Yes ☐ No

**Managed Investment Schemes**

Is the offer made by a Managed Investment Scheme? ☐ Yes ☒ No

If Yes, provide ARSN and name of each registered scheme

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**OFFERlist Data**

**Name of offer** Victorian Gold Mines NL - Initial Public Offering

**Types of offer** ☒ initial offer  
☐ secondary sale

**Types of securities** ☐ debentures  
☐ notes  
☐ options  
☒ shares  
☐ stapled securities  
☐ units  
☐ warrants  
☐ managed investment product  
☐ other prescribed product  
☐ other: \_\_\_\_\_



Minimum amount of offer    ☒ \$2,200,000    ☐ Not specified

Maximum amount of offer    ☒ \$3,000,000    ☐ Not specified

Where will the offer document be available?

7-9 View Point  
Bendigo, Victoria 3550

If document will be available on the Internet, what will be the URL?

www.victoriangoldmines.com.au

Phone available after exposure period

03 5441 5678

Fax available after exposure period

03 5442 5038

During the exposure period (if any), where will the offer document be available?

7-9 View Point  
Bendigo, Victoria 3550

If document will be available on the Internet during the exposure period (if any), what will be the URL?

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Signature

Name

Michael Trifunovic

Capacity

Company Secretary

Date

4 / 12 / 09