



AVENIRA LIMITED
ACN 116 296 541

SECOND SUPPLEMENTARY PROSPECTUS

THIS IS A SUPPLEMENTARY PROSPECTUS TO THE PROSPECTUSES LODGED WITH ASIC ON 16 JULY 2020 AND SUPPLEMENTED BY A SUPPLEMENTARY PROSPECTUS ON 16 JULY 2020 AND MUST BE READ TOGETHER WITH THOSE PROSPECTUSES.

THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY.

**IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD
CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.**

**THE SECURITIES OFFERED UNDER THE PROSPECTUS AND THIS SUPPLEMENTARY
PROSPECTUSES ARE OF A SPECULATIVE NATURE.**

1. IMPORTANT INFORMATION

1.1 About this document

This is a second supplementary prospectus (**Second Supplementary Prospectus**) intended to be read with the prospectus dated 16 July 2020 (**Prospectus**) and the first supplementary prospectus dated 16 July 2020 (**First Supplementary Prospectus**), issued by Avenir Limited (ACN 116 296 541) (**Company**).

This Second Supplementary Prospectus dated 23 July 2020 was lodged with ASIC on that date. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Second Supplementary Prospectus.

Other than as set out below, all details in relation to the Prospectus and First Supplementary Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Second Supplementary Prospectus. If there is a conflict between the Prospectus and this Second Supplementary Prospectus, this Second Supplementary Prospectus will prevail.

This Second Supplementary Prospectus will be issued with the Prospectus and First Supplementary Prospectus and will generally be made available in electronic form upon request by contacting the Company Secretary by telephone on +61 (08) 9264 7000. This Second Supplementary Prospectus is being dispatched together with the Prospectus and the First Supplementary Prospectus to Shareholders.

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.

2. SUPPLEMENTARY INFORMATION

2.1 Underwriting Agreement Termination Events

On 23 July 2020, the Company entered into an amendment deed with the Underwriter, Taylor Collison Limited, which amended the Underwriting Agreement. The effect of the amendment was to remove a termination event in the Underwriting Agreement which gave the Underwriter the right to terminate the Underwriting Agreement if the key sub-underwriter, Au Xingao Investment Pty Ltd, defaulted on their sub-underwriting agreement with the Underwriter.

Accordingly, the purpose of this Second Supplementary Prospectus is to reflect this change to the Underwriting Agreement by removing the reference to this termination event in Schedule 1 of the Prospectus.

The following statement in Schedule 1(g) of the Prospectus should be deleted entirely:

“(g) **(Default from Key Sub-Underwriter):** the Company is unable to provide evidence and confirmation of cleared funds in a bank account controlled by the Company of the key sub-underwriter's respective proportion of the shortfall amount one business day prior to the settlement date.”

2.2 Copies of documents

The list of documents appearing in Section 7.1 of the Prospectus is amended by adding the following rows:

| Date | Description of Announcement |
|------------|--|
| 23/07/2020 | Contractor Selected for Drilling Program at Jundee South |
| 17/07/2020 | Letter to Ineligible Shareholders – Entitlements Offer |
| 16/07/2020 | Supplementary Prospectus |
| 16/07/2020 | Prospectus - Entitlement Offer |

3. Consent

Each of the Directors has given his or her written consent to being named in this Second Supplementary Prospectus in the context in which they are named and have not withdrawn their consent prior to lodgement of this Second Supplementary Prospectus with ASIC.

4. Application for New Shares

The Entitlement Offer will open on the Entitlement Offer Opening Date, being 24 July 2020. Applications for New Shares under the Entitlement Offer should be made using the Application Form provided with the Prospectus (as supplemented by the First Supplementary Prospectus and the Second Supplementary Prospectus).

5. General

Other than as provided in this Second Supplementary Prospectus and First Supplementary Prospectus, all other information contained in the Prospectus remains unchanged.

6. Authorisation

This Second Supplementary Prospectus is authorised by each of the Directors.

This Second Supplementary Prospectus is signed for and on behalf of the Company, pursuant to a resolution of the Board, by:



Brett Clark
Executive Chairman
23 July 2020

