



PHILLIPS RIVER MINING LIMITED
ACN 004 287 790

SUPPLEMENTARY PROSPECTUS

1. IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 22 October 2015 (**Replacement Prospectus**), issued by Phillips River Mining Limited (ACN 004 287 790) (**Company**).

This Supplementary Prospectus is dated 4 November 2015 and was lodged with ASIC on that date. ASIC and its officers take no responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Replacement Prospectus. Other than as set out below, all details in relation to the Replacement 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 Replacement Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued as an electronic prospectus and may be accessed on the ASX platform and on the Company's website at Website: www.phillipsriver.com.au.

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. AMENDMENT TO THE PROSPECTUS

2.1 Variation of Closing Date

In accordance with its rights under the Replacement Prospectus, the Directors of the Company have resolved to close the Offer as set out in the Prospectus. This Supplementary Prospectus formally closes the Offer.

2.2 Delay In Application for Re-Quotation on the ASX

This decision to close the Offer is due to the Company's delay in lodging the application for re-quotation on the ASX Official List.

This delay has been caused by certain external factors, specifically:

- (a) a change of the Company's auditors; and
- (b) the delay by foreign authorities in providing necessary documentation to satisfy certain ASX foreign director requirements.

3. WITHDRAWAL RIGHTS

Accordingly, the Company advises that the Offer is now closed and that the timetable for the Offer is no longer in effect.

Accordingly, no securities will be issued and the Company will not be accepting any applications. Further, none of the application received have been or will be processed.

All Application monies received by the Company pursuant to the Replacement Prospectus will be refunded.

4. 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 lodgment of this Supplementary Prospectus with the ASIC.



Christopher West
Director
For and on behalf of
Phillips River Mining Limited