

RESOURCE STAR LIMITED
ACN 098 238 585

SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the original prospectus dated 8 April 2014 (**Prospectus**) issued by Resource Star Limited (ACN 098 238 585) (**Company**).

This Supplementary Prospectus is dated 22 April 2014 and was lodged with ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Supplementary Prospectus.

Other than as set out below, all details in relation to the 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 Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

The Directors believe that the changes in this Supplementary Prospectus are not materially adverse from the point of view of an investor and addresses minor inconsistencies only.

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.

1. AMENDMENT TO THE PROSPECTUS

1.1 Shortfall Offer (Section 4.10 of the Prospectus)

Section 4.10 of the Prospectus is amended by replacing the fourth paragraph in section 4.10 with the following:

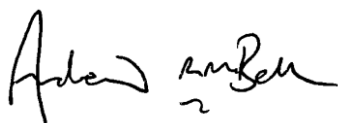
“Shortfall Securities will only be issued if the Offer is undersubscribed and will only be issued to the extent necessary to make up any shortfall in subscriptions. The Directors reserve the right to issue Shortfall Securities at their absolute discretion in consultation with the Underwriter, having consideration of the terms of the Underwriting Agreement. The Shortfall Securities will be issued to the existing Shareholders who apply for Shortfall Securities in priority to the Underwriter and Cicero. Existing Shareholders will only be issued Shortfall Securities in proportion to their existing shareholding in the Company and no Shortfall Securities will be issued to result in any person acquiring a voting power in the Company in excess of 20% (subject to the Shortfall Securities issued in accordance with the sub-underwriting arrangements as set out Section 4.7).

If the number of Shortfall Securities issued is less than the number applied for in an Entitlement and Acceptance Form or Shortfall Application Form, surplus application monies will be refunded in full as soon as practicable after the closing date of the Shortfall Offer. Interest will not be paid on application monies refunded.”

2. 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 lodgement of this Supplementary Prospectus with the ASIC.



Andrew Bell
Director
For and on behalf of
Resource Star Limited