

Precious Metals Investments Limited

Second Supplementary Prospectus

ACN: 144 973 259



Precious Metals
Investments
Limited



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L5, 17-19 Bridge Street, Sydney NSW 2000
GPO Box 3932 Sydney NSW 2001
P: +61 2 9253 0903
F: +61 2 9253 0901
www.preciousmetalsinv.com.au
ABN: 99 144 973 259

SECOND SUPPLEMENTARY PROSPECTUS

This document should be read in its entirety and in conjunction with the Prospectus dated 1 September 2011 and Supplementary Prospectus dated 7 September 2011. If you are in doubt as to the course you should follow, you should consult your investment or other professional advisor.

Important information about this Second Supplementary Prospectus

This Second Supplementary Prospectus is issued by Precious Metals Investments Limited (PMI) or the (Company) and is dated 30 November 2011.

A copy of this Second Supplementary Prospectus was lodged with the Australian Securities and Investments Commission (ASIC) on 30 November 2011. ASIC and NSX Limited (NSX) take no responsibility for the content of this Second Supplementary Prospectus.

This Second Supplementary Prospectus must be read together with the Prospectus dated 1 September 2011 (Prospectus) and the Supplementary Prospectus dated 7 September 2011, relating to an offer of shares by PMI (Offer).

Words used in this Second Supplementary Prospectus have the meanings given in the Prospectus, unless the contrary intention appears.

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

This Second Supplementary Prospectus, Supplementary Prospectus and the Prospectus may be viewed on PMI's website (www.preciousmetalsinv.com.au). During the period of the Offer, you may obtain a paper copy of the Prospectus, Supplementary Prospectus and this Second Supplementary Prospectus free of charge by contacting PMI. A copy of this Second Supplementary Prospectus will be sent to all Applicants who have subscribed for Shares in the Prospectus and Supplementary Prospectus to the date of this Second Supplementary Prospectus.

You may only apply for Shares using an application form attached to or accompanied by a complete copy of the Prospectus, Supplementary Prospectus and this Second Supplementary Prospectus. A person must not pass on a copy of the Application Form unless it is accompanied by a complete copy of the Prospectus, Supplementary Prospectus and this Second Supplementary Prospectus.

Why has PMI issued this Second Supplementary Prospectus?

PMI has issued this Second Supplementary Prospectus to inform Applicants an extension of time to list on the NSX and obtain the minimum subscription.

Under the Corporations Act 2001 (Cth) (Corporations Act), if a Prospectus states that securities are to be quoted on NSX and those securities are not admitted to quotation on NSX within 3 months after the date of the Prospectus, the issue of securities under that Prospectus is void and Application Monies must be returned.

In addition, under the Corporations Act if a Prospectus states that a minimum subscription must be raised under the Prospectus and that amount is not raised within four months of the date of that Prospectus, the issue of securities under that Prospectus is void and Application Monies must be returned.

Accordingly, the Company has until 1 December 2011 to have the securities offered under its Prospectus and Supplementary Prospectus admitted to quotation on the NSX and until 1 January 2012 to raise the minimum subscription of \$500,000 under its Prospectus and Supplementary Prospectus (Minimum Subscription).

The Company has not yet raised the Minimum Subscription (it has received \$338,997 from 22 applicants as at 29 November 2011) and so will not be able to list its securities on the NSX by 1 December 2011, and the Company may not be able to raise the Minimum Subscription by 1 January 2012.

Whilst the Company has received Applications pursuant to the Prospectus, no Applications have been processed and no Securities have been issued.

The Company has applied for, and was granted on 30 November 2011, a modification of the Corporations Act by ASIC (ASIC Modification).

The ASIC Modification gives the Company:

- (a) a further 3 months after the date of this Second Supplementary Prospectus to obtain quotation of the securities on NSX (that is, by 29 February 2012); and
- (b) a further 4 months after the date of this Second Supplementary Prospectus to raise the Minimum Subscription Amount (that is, by 30 March 2012).

Extension of Closing Date

Given the ASIC Modification, the Company has extended the Offer closing date from 5.00pm (Sydney time) on 1 December 2011 to 5.00 pm (Sydney time) 10 February 2012.

Accordingly references to the Closing Date in the Prospectus are amended to refer to this new date and the Indicative Dates on page 9 of the Prospectus are deleted and replaced with the following table:

Prospectus lodged with ASIC	1 September 2011
Opening Date	11 September 2011
Dispatch of Prospectus	11 September 2011
Closing Date	10 February 2012
Expected date for dispatch of Statements	17 February 2012
Expected date for Listing on NSX	24 February 2012

The above dates are indicative only and the Directors expressly reserve the right to vary the dates to close the offer early.

Your right to withdraw your application and be repaid

If you applied for Shares under the Prospectus or Supplementary Prospectus before the date of this Second Supplementary Prospectus, you may withdraw your application and be repaid, provided you give PMI written notice of your wish to do so within 1 month from the date of this Second Supplementary Prospectus.

Applicants may withdraw their applications and be repaid any Application Monies upon written request to the Company as follows:

Mailed to:

Precious Metals Investments Limited
GPO Box 3932
SYDNEY NSW 2001

Or

Delivered to:

Precious Metals Investments Limited
Level 5, 17 – 19 Bridge Street
SYDNEY NSW 2000

The details of the refund cheque (including the address to which it should be sent) must correspond to the details contained in the Application Form lodged by that Applicant.

An applicant who wishes to withdraw must ensure that written notice is received by the Company no later than 5.00 pm (Sydney time) on 30 December 2011.

If the Applicants choose to withdraw their application, the Company will repay Application Monies in full but without interest.

If you do not wish to withdraw your application, you do not need to take any action.

NSX Listing

Section 2.3 and 10.2 of the Prospectus is replaced by the following paragraph:

The Company has applied to NSX for the Company to be admitted to the Official List of NSX and for the Securities to be admitted to quotation on NSX. Following the granting of the modification by ASIC, the Securities must be admitted to quotation within 3 months of the date of the Second Supplementary Prospectus. If the Securities are not admitted to quotation by 29 February 2012, all Application Monies will be dealt with in accordance with the Corporations Act.

Minimum Subscription

Section 2.2 and 3.9 of the Prospectus is replaced by the following paragraph:

Following the ASIC Modification, if the Minimum Subscription has not been raised within 4 months after the date of this Supplementary Prospectus (i.e. 30 March 2012), or such period as varied by the ASIC, all Application Monies will be dealt with in accordance with the Corporations Act.

Consents

Each Director has given his consent to the issue of this Supplementary Prospectus and its lodgement with the ASIC. No Director has withdrawn that consent prior to lodgement of this Second Supplementary Prospectus with ASIC.

A handwritten signature in black ink, appearing to read 'Charles Straw', with a horizontal line underneath.

Charles Straw

Managing Director

Precious Metals Investments Limited

ACN 144 973 259

APPLICATION FORM SECONDRY SUPPLEMENTARY PROSPECTUS

Fill out this Application form if you wish to apply for Shares in Precious Metals Investments Limited

- Please read the Prospectus dated 1 September 2011 AND Supplementary Prospectus dated 1 September 2011 AND Supplementary Prospectus dated 7 September 2011 AND Second Supplementary Prospectus dated 30 November 2011.
- Follow the instructions to complete this Application form (see reverse).
- Print clearly in capital letters using black or blue pen.

Broker Reference – Stamp Only

Broker Code

Advisor Code

A Number of shares you are applying for

x \$1.25 per share =

B Total amount payable

Minimum of 1,600 Shares to be applied for, and thereafter in multiples of 400 Shares.

C Write the name(s) you wish to register the Shares in (see reverse for instructions)

Applicant 1

Name of Applicant 2 or < Account Designation >

Name of Applicant 3 or < Account Designation >

D Write your postal address here

Number / Street

Suburb/Town

State

Postcode

E CHESS participant – Holder Identification Number (HIN)

Important please note if the name & address details above in sections C & D do not match exactly with your registration details held at, CHESS any Securities issued as a result of your application will be held on the Issuer Sponsored subregister.

F Enter your Tax File Number(s), ABN, or exemption category

Applicant #1

Applicant #2

Applicant #3

G Cheque payment details – PIN CHEQUE(S) HERE

Please enter details of the cheque(s) that accompany this application.

Name of drawer of cheque

Cheque No.

BSB No.

Account No.

Cheque Amount A\$

H Contact telephone number (daytime/work/mobile)

I Email address)

By submitting this Application form, I/We declare that this Application is completed and lodged according to the Prospectus and the instructions on the reverse of the Application form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the constitution of Precious Metals Investments Limited (the Company). I/We was/were given access to the Prospectus together with the application form. I/We represent, warrant and undertake to the Company that our subscription for the above Shares will not cause the Company or me/us to violate the laws of Australia or any other jurisdiction which may be applicable to this subscription for Shares in the Company.

GUIDE TO THE APPLICATION FORM

YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

Please complete all relevant sections of the appropriate Application Form using BLOCK LETTERS.

These instructions are cross-referenced to each section of the Application Form.

Instructions

- A** If applying for Shares insert the number of Shares for which you wish to subscribe at Item A (not less than 1,600 and then in multiples of 400. Multiply by \$1.25 AUD to calculate the total for Shares and enter the \$amount at B.
- C** Write your full name. Initials are not acceptable for first names.
- D** Enter your postal address for all correspondence. All communications to you from the Company will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- E** If you are sponsored in CHESS by a stockbroker or other CHESS participant, you may enter your CHESS HIN if you would like the allocation to be directed to your HIN.
- NB: your registration details provided must match your CHESS account exactly.**
- F** Enter your Australian tax file number ("TFN") or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN /ABN of each joint Applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form.
- G** Complete cheque details as requested. Make your cheque payable to Dayton Way Financial Pty Ltd, cross it and mark it "Not negotiable". Cheques must be made in Australian currency, and cheques must be drawn on an Australian Bank.
- H** Enter your contact details so we may contact you regarding your Application Form or Application Monies.
- I** Enter your email address so we may contact you regarding your Application Form or Application Monies or other correspondence.

Correct Forms of Registrable Title

Note that ONLY legal entities can hold the Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and surname is required for each natural person.

Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Individual	Mr John David Smith	J D Smith
Company	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings	Mr John David Smith & Mrs Mary Jane Smith	John David & Mary Jane Smith
Trusts	Mr John David Smith <J D Smith Family A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Est Lte John Smith A/C>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
Superannuation Funds	John Smith Pty Limited <J Smith Super Fund A/C>	John Smith Superannuation Fund

Lodgement

Mail your completed Application Form with cheque(s) attached to the following address:

Mailing address

Dayton Way Financial Pty Limited
GPO Box 3932
SYDNEY NSW 2001

Delivery address

Dayton Way Financial Pty Limited
Level 5, 17 – 19 Bridge Street,
SYDNEY NSW 2000

It is not necessary to sign or otherwise execute the Application Form.

If you have any questions as to how to complete the Application Form, please contact the Company Secretary, Richard Holstein on +61 2 9253 0930.

Privacy Statement:

Boardroom Pty Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form.

Our privacy policy is available on our website (http://www.boardroomlimited.com.au/help/share_privacy.html).