

HINDMARSH RESOURCES LTD
ACN 106 444 857
SUPPLEMENTARY PROSPECTUS

This Supplementary Prospectus is issued by Hindmarsh Resources Ltd (ACN 106 444 857) ("**Company**") supplemental to the prospectus issued by the Company dated 3 June 2005 and lodged with the Australian Securities & Investments Commission ("**ASIC**") on 3 June 2005 ("**Prospectus**").

INTRODUCTORY NOTES

1. This Supplementary Prospectus is dated 14 June 2005. A copy of this Supplementary Prospectus was lodged with ASIC on 14 June 2005. The ASIC does not take any responsibility for the contents of this Supplementary Prospectus.
2. Terms defined in the Prospectus have the same meanings where used in this Supplementary Prospectus.
3. This document is important and should be read in its entirety. If you do not understand it, you should consult your stockbroker, solicitor, accountant or financial or other adviser without delay.

REASONS FOR SUPPLEMENTARY PROSPECTUS

This Supplementary Prospectus has been prepared pursuant to particulars of relief provided to the Company by ASIC under section 741(1) of the *Corporations Act, 2001* ("**Act**").

A copy of the Declaration made by the ASIC under section 741(1) is attached to this Supplementary Prospectus.

**THIS IS A SUPPLEMENTARY PROSPECTUS THAT IS TO BE READ IN
CONJUNCTION WITH THE PROSPECTUS DATED 3 JUNE 2005.**

The purpose of the relief is to enable the Company to issue Shares offered under the Prospectus dated 3 June 2005 to Applicants notwithstanding that application has not been made for admission of the securities to quotation on the NSX within 7 days after the date of the Prospectus. By virtue of the Declaration made by ASIC under section 741(1) of the Act, the Company may issue Shares offered under the Prospectus to Applicants provided that, in the event that the Company's application for admission of the securities to quotation on the ASX is refused, an application for admission of the securities to quotation on the NSX is made within 7 days after notification that the securities will not be admitted to quotation on the ASX.

EFFECT OF THE RELIEF

The effect of the relief provided by the attached Declaration made by ASIC is that for the purposes of sections 711(5), 723(3)(a) and 724(1)(b)(i) of the Act, the time within which application must be made for admission of the securities to quotation on the NSX has been extended to 7 days after notification that the securities will not be admitted to quotation on the ASX (in the event that application for admission of the securities to quotation on the ASX is refused).

AMENDMENTS TO THE PROSPECTUS

1. Section 1 of the Prospectus is amended by:
 - a. deleting from the second sentence of the first paragraph the words "for registration"; and
 - b. by including after the second sentence of the sixth paragraph commencing "Application will be made within 7 days after the date of this Prospectus" the words "In the event that the application for admission of the Shares offered under this Prospectus to quotation on ASX is refused, an application for admission of the Shares to quotation on NSX will be made to NSX within 7 days after notification that the Shares will not be admitted to quotation on ASX."

THIS IS A SUPPLEMENTARY PROSPECTUS THAT IS TO BE READ IN CONJUNCTION WITH THE PROSPECTUS DATED 3 JUNE 2005.

2. Section 2.11 of the Prospectus is amended by including after the first sentence of the third paragraph commencing “If the Company’s application to ASX is unsuccessful for any reason” the words “In the event that the application for admission of the Shares offered under this Prospectus to quotation on ASX is refused, an application for admission of the Shares to quotation on NSX will be made to NSX within seven days after notification that the Shares will not be admitted to quotation on ASX.”.

IMPORTANT INFORMATION


The Prospectus when read together with this Supplementary Prospectus:

- (a) contains all information that would be required by section 1022 of the Act as modified;
- (b) does not contain any material statement that is false or misleading.

DIRECTORS’ AUTHORISATION AND RESPONSIBILITY STATEMENT

The Directors of the Company, each of whom has authorised the issue of this Supplementary Prospectus, accept responsibility for the information contained in this Supplementary Prospectus. This Supplementary Prospectus is authorised and signed by Catherine Mary Hobbs being a person who has been authorised by each Director of the Company to sign this Supplementary Prospectus.

Dated 14 June 2005



Catherine Mary Hobbs

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**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 741(1) – Declaration**

Pursuant to subsection 741(1) of the *Corporations Act 2001* ("the Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6D of the Act applies to the persons specified in Schedule A in the case specified in Schedule B as if:

1. the text of subsection 711(5) of the Act was omitted and replaced with:

"If the prospectus for an offer of securities states or implies that the securities will be able to be traded on one of two alternate financial markets (whether in Australia or elsewhere), the prospectus must state that an application for admission of the securities to quotation on one of those financial markets (the first financial market) will be made to the operator of that financial market within 7 days after the date of the prospectus and that in the event that the application for admission of the securities to quotation on the first financial market is refused, an application for admission of the securities to quotation on the alternate financial market will be made to the operator of that financial market within 7 days after notification that the securities will not be admitted to quotation on the first financial market.";
2. the words "a financial market" in subsection 723(3) of the Act were deleted and replaced with the words "one of two alternate financial markets";
3. the text of paragraph 723(3)(a) of the Act was omitted and replaced with:

"an application for admission of the securities to quotation is not made:

 - (i) to the operator of one of those financial markets (the first financial market) within 7 days after the date of the disclosure document; and
 - (ii) in the event that the application for admission of the securities to quotation on the first financial market is refused, to the operator of the alternate financial market within 7 days after notification that the securities will not be admitted to quotation on the first financial market; or";
4. the text of paragraph 723(3)(b) of the Act was omitted and replaced with:

"the securities are not admitted to quotation on either of the financial markets within 3 months after the later of:

 - (i) the date of the disclosure document; and
 - (ii) the date of a supplementary disclosure document which relates to the matters referred to in paragraph 724(1)(b) or subsection 724(1AA), or which otherwise relates to the admission to quotation of the securities offered under the disclosure document";

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5. paragraph 724(1)(a) of the Act was modified or varied by omitting the words "and that condition is not satisfied within 4 months after the date of the disclosure document" and substituting the words:

"and that condition is not satisfied within 4 months after the later of:

- (i) the date of the disclosure document; or
- (ii) the date of a supplementary disclosure document which relates to the matters referred to in subparagraph 724(1)(b) or subsection 724(1AA) and which explains the effect of this paragraph and subsection 724(1AA)"; and

6. the words "a financial market" in paragraph 724(1)(b) of the Act were deleted and replaced with the words "one of two alternate financial markets";

7. the text of subparagraph 724(1)(b)(i) of the Act was omitted and replaced with:

"an application for admission of the securities to quotation is not made:

- (A) to the operator of one of those financial markets (the first financial market) within 7 days after the date of the disclosure document; and
- (B) in the event that the application for admission of the securities to quotation on the first financial market is refused, to the operator of the alternate financial market within 7 days after notification that the securities will not be admitted to quotation on the first financial market;";

8. the text of subparagraph 724(1)(b)(ii) of the Act was omitted and replaced with:

"the securities are not admitted to quotation on either of the financial markets within 3 months after the later of:

- (A) the date of the disclosure document; and
- (B) the date of a supplementary disclosure document which relates to the matters referred to in paragraph 724(1)(b)(i) and which explains the effect of this paragraph; or"; and

9. section 724 was amended by inserting the following subsection after subsection 724(1):

"724(1AA) Where a person lodges a supplementary disclosure document which relates to the matters referred to in subparagraph (1)(b)(ii) or this subsection, and the condition referred to in subparagraph (1)(b)(ii) is not satisfied within 3 months after the date of the supplementary disclosure document, the person must deal under subsection (2) with any applications for the securities made under the disclosure document to which the supplementary disclosure document relates that have not resulted in an issue or transfer of the

securities. For the purpose of working out whether a condition referred to in paragraph (1)(a) has been satisfied, a person who has agreed to take securities as underwriter is taken to have applied for those securities."

SCHEDULE A


Hindmarsh Resources Limited ACN 106 444 857 ("Issuer") and any person acting on its behalf.

SCHEDULE B

An offer or issue of securities of the Issuer under a prospectus lodged with ASIC on 3 June 2005.

Dated this 14th day of June 2005.

Signed:



Trevor John Shaw, as delegate of the
Australian Securities and Investments Commission