

**BREAKER RESOURCES NL**  
**ACN 145 011 178**

**SUPPLEMENTARY PROSPECTUS**

**IMPORTANT INFORMATION**

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 18 September 2015 (**Prospectus**), issued by Breaker Resources NL (ACN 145 011 178) (**Company**).

This Supplementary Prospectus is dated 2 October 2015 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. The ASIC and its officers take no responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the 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. This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed on the Company's website at [www.breakerresources.com.au](http://www.breakerresources.com.au). The Company will send a copy of this Supplementary Prospectus to all Applicants who have subscribed for Shares pursuant to the Prospectus prior to the date of this Supplementary Prospectus.

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.

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**1. BACKGROUND**

By this Supplementary Prospectus, the Company makes the amendments to the Prospectus as set out in Section 2 below for the purpose of supplying information to Shareholders in relation to a renounceable entitlement issue of 1 Share for every 5 Shares held by Shareholders registered at the Record Date at an issue price of \$0.04 per Share to raise up to \$553,755 (assuming maximum subscription and based on the number of Shares and Partly Paid Shares on issue as at the date of the Prospectus) with entitlements for holders of Partly Paid Shares calculated in proportion to the amount paid up on their Partly Paid Shares at the Record Date. The amendments to the Prospectus outlined in Section 2 below should be read in conjunction with the Prospectus (as amended by Section 2).

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**2. AMENDMENTS TO THE PROSPECTUS**

**2.1 Nominee for Ineligible Securityholders**

Section 3.3 of the Prospectus is amended by replacing that section with the following:

"Patersons Securities Limited has been appointed as the Company's nominee for foreign shareholders for the purposes of ASX Listing Rule 7.7 and section 615 of the Corporations Act (**Nominee**) for those overseas Securityholders to whom the Offer is not being extended (**Ineligible Securityholders**). The Nominee has been appointed pursuant to Section 615 of the Corporations Act so that the exemption in Item 10 of Section 611 of the Corporations Act is available to enable Mr Tom Sanders to subscribe for his Entitlements under the Offer. Please refer to Section 5.5 of the Prospectus for more information in this regard.

Pursuant to the arrangement with the Nominee, the Company must transfer to the Nominee the Rights that would otherwise be issued to Ineligible Securityholders and the Nominee must then sell those Rights and provide the proceeds of those sales (net of expenses) to the Company (or the Share Registry). The Company will then distribute to each of those Ineligible Securityholders their proportion of the proceeds of the sale net of expenses. The Company will pay the Nominee a brokerage fee of \$500 or 1.5% on the total gross dollar value of all Rights sold, whichever is greater.

Any interest earned on the proceeds of the sale of these Rights will firstly be applied against expenses of such sale, including brokerage, and any balance will accrue to the relevant Ineligible Securityholders as described below. Notwithstanding that the Nominee may sell Rights, Ineligible Securityholders may nevertheless receive no net proceeds if the costs of the sale are greater than the sale proceeds.

Neither the Company nor the Nominee will be subject to any liability for failure to sell the Rights or to sell them at a particular price. If, in the reasonable opinion of the Nominee, there is no viable market for the Rights of the Ineligible Securityholders, then those Rights will be allowed to lapse. The underlying Shares will form part of the Shares to be offered under the Shortfall Offer or taken up by the Underwriter pursuant to the Underwriting Agreement.

Nominees and custodians may not distribute any part of this Prospectus, and may not permit any beneficial shareholder to participate in the Offer, in any country outside Australia and New Zealand except to beneficial shareholders resident in any other country where the Company may determine it is lawful and practical to make the Offer. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of this provision."

## 2.2 Details of Substantial Shareholders

Section 5.5 of the Prospectus is amended by replacing that section with the following:

Based on lodged substantial shareholder notices or other publicly available information as at the date of this Prospectus, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Shareholder	Shares	%
Thomas and Helen Sanders	16,362,908	23.64%
Geologic Resource Fund	8,583,665	12.40%
CQS Asset Management Limited	5,000,000	7.26%
Kurraba Investments Pty Ltd	5,000,000	7.26%
Konwave AG on behalf of Gold 3000 and JB MP Konwave Gold Equity	4,396,875	6.38%

Tom Sanders has indicated his intention to take up his full Entitlement under the Offer (see section 8.6 for further details). Assuming the Offer is fully subscribed, there will be no change in his voting power in the Company arising from this transaction. In the event that the Offer is not fully subscribed and as Mr Sanders intends to up his full Entitlement, there is a chance that Mr Sanders' voting power will increase. The maximum extent of the increase in Mr Sanders' voting power is:

- (a) 27.21%, being an increase of 3.57%, assuming no other Shareholder or person subscribes for Shares under the Offer; or
- (b) 27.03%, being an increase of 3.39%, assuming Mark Edwards and Michael Kitney subscribe for Shares pursuant to the Offer, as disclosed in Section 8.6 of the Prospectus.

To the extent that other Shareholders and Entitlements' holders take up their Entitlements under the Offer, Mr Sanders' voting power will not increase to the extent to that above.

However, as the Offer is underwritten it is anticipated that the Offer will only be undersubscribed if the Underwriting Agreement is terminated for some reason (refer to section 8.5(a) for further details relating to the Underwriting Agreement).

Other substantial Shareholders are expected to take up some or all of their Entitlements but no material change in control issues are expected to result from their participation in the Offer. In the event all Entitlements are accepted by Eligible Securityholders there will be no change to the substantial holders on completion of the Offer.

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## 3. ACTIONS REQUIRED BY INVESTORS

The Directors do not believe that the matters set out in this Supplementary Prospectus are materially adverse to investors. As such, persons that have already applied for Shares under the Prospectus do not need do to take any action.

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## 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 lodgement of this Supplementary Prospectus with the ASIC.



Tom Sanders  
Executive Chairman  
For and on behalf of  
BREAKER RESOURCES NL