

BRYAH RESOURCES LIMITED
ACN 616 795 245

SUPPLEMENTARY PROSPECTUS

1. IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 26 April 2017 and the replacement prospectus dated 3 May 2017 (**Prospectus**), issued by Bryah Resources Limited (ACN 616 795 245) (**Company**).

This Supplementary Prospectus is dated 17 July 2017 and was lodged with the ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus is a **refresh document** as defined in Section 724(3H) of the Corporations Act and has been lodged with ASIC in accordance with Section 724(3G) of the Corporations Act.

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.bryah.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. REASONS FOR SUPPLEMENTARY PROSPECTUS

This Supplementary Prospectus has been prepared to:

- (a) extend the indicative Closing Date under the Prospectus to 5:00pm WST on 21 August 2017;
- (b) advise that as at the date of this Supplementary Prospectus, no Shares offered under the Prospectus have been admitted to quotation on the ASX;
- (c) advise that as at the date of this Supplementary Prospectus, the Company has not issued any Securities pursuant to the Prospectus;
- (d) refresh the period for admission to quotation of Shares offered under the Prospectus to 17 October 2017, being three (3) months from the date of this Supplementary Prospectus (**Quotation Condition**) pursuant to ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 (**LI 2016/70**); and
- (e) refresh the period to raise the minimum subscription under the Offer to 17 November 2017, being four (4) months from the date of this Supplementary Prospectus.

3. SPECIFIC DISCLOSURES REQUIRED BY LEGISLATIVE INSTRUMENT 2016/70

3.1 Background

In accordance with the Corporation Act, if a person offers securities under a disclosure document such as a prospectus and the disclosure document states or implies that the securities are to be quoted on a financial market such as the ASX, and the securities are not then admitted to quotation within three months after the date of the disclosure document, then the issue of securities would be void and any subscription amounts would have to be returned to the Applicants.

Additionally, also in accordance with the Corporations Act, if a person offers securities under a disclosure document such as a prospectus and the disclosure document states a minimum subscription amount must be raised before any securities will be issued, then the minimum subscription must be received within four months after the date of the disclosure document, otherwise any subscription amounts must be returned to the Applicants or otherwise the Applicants must be given a supplementary disclosure document and the opportunity to withdraw their Application (see Section 3.2 below for details).

By the issue of the legislative instrument *ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 (LI 2016/70)*, ASIC has varied the Corporations Act to allow companies to refresh the timing of the minimum subscription and quotation conditions, so that they commence from the date of a refresh document (such as this Supplementary Prospectus) such that the respective 3 and 4 month periods commence from the date that the refresh document is lodged with ASIC. LI 2016/70 implements a variety of conditions that must apply to the refresh document and the actions of the company which seeks to rely upon it. This Supplementary Prospectus addresses those requirements.

3.2 Withdrawal rights

In accordance with sections 724(2) and 724(3G) of the Corporations Act, if you applied for Shares under the Prospectus before the date of this Supplementary Prospectus, you may withdraw your Application and be repaid your application money, provided you give the Company written notice of your wish to do so within 1 month of the date of this Supplementary Prospectus.

Any repayments made by the Company pursuant to an Applicant exercising their right to withdraw their Application will be made in full without interest.

An Applicant who wishes to withdraw their Application and obtain a refund must submit a written request to the Company at the address set out below so that it is received within 1 month of the date of this Supplementary Prospectus (i.e. **by close of business on 17 August 2017**).

**Bryah Resources Limited
Level 1, 85 Havelock Street
West Perth WA 6005**

The details for the payment of the refund cheque and address to which it should be sent as set out in the written request must correspond to the details contained in the Application Form lodged by that Applicant.

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

3.3 Applications received

The Company advises that 121 Applications have been received as at the date of this Supplementary Prospectus for a total of 5,492,500 Shares totalling \$1,098,500, however no Applications have been processed.

3.4 Minimum Subscription Condition

The Minimum Subscription remains unchanged from the figure set out in the Prospectus (being \$5,000,000). No Securities under the Offers will be issued unless the Minimum Subscription is achieved.

Upon the lodgement of this Supplementary Prospectus and subject only to the lodgement of any future refresh document, the Minimum Subscription condition must be satisfied by no later than 17 October 2017.

3.5 Quotation condition

The Company makes the following statements regarding the Quotation Condition as required by LI 2016/70:

- (a) the Company applied for quotation of the relevant Securities on the ASX within seven (7) days from the date of lodgement of the original prospectus dated 26 April 2017;
- (b) as at the date of this Supplementary Prospectus, the Securities offered pursuant to the Prospectus have not been admitted to quotation on the ASX;
- (c) ASX has stated that the Securities offered pursuant to the Prospectus will be admitted to quotation subject to certain requirements set out in a listing decision letter dated 7 July 2017 (**Admission Requirements**) being satisfied. The Admission Requirements that have not yet been satisfied are:
 - (i) the Offer being closed and the issue of Securities under the Offer being completed;
 - (ii) confirmation of the Company's receipt of cleared funds for the complete amount of the issue price of every Security issued to every Applicant under the Prospectus;
 - (iii) ASX being satisfied that the Company has an appropriate spread of Shareholders;
 - (iv) the Company demonstrating free float at the time of admission of at least 20%;
 - (v) provision of copies of restriction agreements entered into by the Company, together with undertakings provided by a bank, recognised trustee or the provider of registry services in relation to the restricted securities of the Company;
 - (vi) confirmation of the issue of Shares to Australian Vanadium Limited;

- (vii) confirmation of the issue of 1,000,000 options exercisable at \$0.30 expiring on 31 October 2020 to Argonaut Securities Pty Ltd;
 - (viii) provision of a statement from the Company that there are no legal, regulatory, statutory or contractual impediments to the Company entering the relevant tenements and undertaking exploration activities such that the Company will be able to spend its cash in accordance with its commitments disclosed in the Prospectus for the purpose of Listing Rule 1.3.2(b);
 - (ix) despatch of holding statements or refund moneys to Applicants; and
 - (x) provision of a form suitable for release to the market of various information, including on the distribution of the number of Shares held by each Shareholder, a statement setting out the names of the top 20 largest holders of each class of Securities, and a statement setting out the number of Securities subject to ASX restriction and the restriction period applied to those Securities.
- (d) the Quotation Condition is being amended to extend the period for admission to quotation of Securities offered under the Prospectus from three months from the date of the original prospectus to three months from the date of this Supplementary Prospectus;
- (e) upon lodgement of this Supplementary Prospectus, subject only to the lodgement of any future refresh document, the Quotation Condition must now be satisfied by 17 October 2017, being the date three months from the date of this Supplementary Prospectus; and
- (f) as at the date of this Supplementary Prospectus, the number of Securities for which applications have been received is detailed in Section 3.3 above.

4. AMENDMENTS TO THE PROSPECTUS

The Directors have resolved to refresh the period for admission to quotation of Securities offered under the Prospectus (as replaced by the Replacement Prospectus) to 17 October 2017, being three months from the date of this Supplementary Prospectus.

As a result of the extension of the Quotation Condition the following amendment is made to the Prospectus (as supplemented by the Supplementary Prospectus):

ASX listing

The second sentence at Section 2.11 of the Prospectus is replaced with the following:

"If ASX does not grant Official Quotation of the Securities offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Supplementary Prospectus, (or such period as varied by the ASIC), the Company will not issue any Securities and will repay all application monies for the Securities within the time prescribed under the Corporations Act, without interest."

5. 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.



Neil Marston
Managing Director
For and on behalf of
Bryah Resources Limited



BRYAH RESOURCES

L I M I T E D

ABN 59 616 795 245

For all enquiries:

Bryah Resources Limited +61 8 9321 0001

Offer closes at 5.00pm (WST) on 21 August 2017

Application Form

This Application Form is important. If you are in doubt as to how to deal with it, please contact your stockbroker or professional advisor without delay. You should read the Bryah Resources Limited Replacement Prospectus dated 3 May 2017 and any relevant Supplementary Prospectus (if applicable) (the Prospectus), carefully before completing this Application Form. The Corporations Act prohibits any person from passing on this Application Form (whether in paper or electronic form) unless it is attached to or accompanies a complete and unaltered copy of the Prospectus and any relevant Supplementary Prospectus (whether in paper or electronic form).

A I/we apply for

Number of Shares in Bryah Resources Limited at A\$0.20 per Share or such lesser number of Shares which may be allocated to me/us together with one (1) free Listed Option for every two (2) Shares issued, exercisable at \$0.30 on or before 31 October 2020.

B I/we lodge full Application Money

A\$

C Individual/Joint applications - refer to naming standards overleaf for correct forms of registrable title(s)

Title or Company Name Given Name(s) Surname

Joint Applicant 2 or Account Designation

Joint Applicant 3 or Account Designation

D Enter the postal address - include State and Postcode

Unit Street Number Street Name or PO Box/Other information

City/Suburb/Town State Postcode

E Enter your contact details

Contact Name Telephone Number - Business Hours

F CHESSE Participant

Holder Identification Number (HIN)

Please note that if you supply a CHESSE HIN but the name and address details on your form do not correspond exactly with the registration details held at CHESSE, your application will be deemed to be made without the CHESSE HIN, and any Shares issued as a result of the Offer will be held on the Issuer Sponsored subregister.

G Payment details - Please note that funds are unable to be directly debited from your bank account

Drawer Cheque Number BSB Number Account Number Amount of cheque

Make your cheque, bank draft or money order payable to 'Bryah Resources Limited' and cross 'Not Negotiable'.

By submitting this Application Form:

- I/we declare that this Application is complete and lodged according to the Prospectus, and any relevant Supplementary Prospectus, and the declarations/statements on the reverse of this Application Form,
- I/we declare that all details and statements made by me/us (including the declaration on the reverse of this Application Form) are complete and accurate, and
- I/we agree to be bound by the Constitution of Bryah Resources Limited.

See overleaf for completion guidelines →

How to complete this Application Form

A Number of Shares applied for
Enter the number of Shares you wish to apply for. The Application must be for a minimum of 10,000 Shares (A\$2,000). Applications for greater than 10,000 Shares must be in multiples of 2,500 Shares (\$A500). One (1) free Listed Option will be issued for every two (2) Shares issued, exercisable at \$0.30 on or before 31 October 2020.

B Application Monies
Enter the amount of Application Monies. To calculate the amount, multiply the number of Shares applied for in Step A by the Issue Price of A\$0.20.

C Applicant Name(s)
Enter the full name you wish to appear on the statement of shareholding. This must be either your own name or the name of a company. Up to 3 joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHES) participants should complete their name identically to that presently registered in the CHES system.

D Postal Address
Enter your postal address for all correspondence. All communications to you from the Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E Contact Details
Enter your contact details. These are not compulsory but will assist us if we need to contact you regarding this Application.

F CHES
Bryah Resources Limited will apply to the ASX to participate in CHES, operated by ASX Settlement Pty Limited, a wholly owned subsidiary of ASX Limited. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold Shares issued to you under this Application on the CHES Subregister, enter your CHES HIN. Otherwise, leave this section blank and on issue, you will be sponsored by Bryah Resources Limited and allocated a Securityholder Reference Number (SRN).

G Payment
Make your cheque, bank draft or money order payable in Australian dollars to **'Bryah Resources Limited'** and cross it **'Not Negotiable'**. Cheques must be drawn from an Australian bank. Cash will not be accepted. The total payment amount must agree with the amount shown in Step B. Complete the cheque details in the boxes provided. Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as dishonoured cheques may not be represented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the Application Form. Receipts will not be forwarded. Funds cannot be directly debited from your bank account.

Before completing the Application Form the Applicant(s) should read the Prospectus to which this Application relates. By lodging the Application Form, the Applicant agrees that this Application for Shares in Bryah Resources Limited is upon and subject to the terms of the Prospectus and the Constitution of Bryah Resources Limited, agrees to take any number of Shares that may be issued to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Application

Application Forms must be received by Computershare Investor Services Pty Limited (CIS) by no later than 5pm WST on 21 August 2017. You should allow sufficient time for this to occur. Return the Application Form with cheque, bank draft or money order attached to:

Computershare Investor Services Pty Limited
GPO Box 52
MELBOURNE VIC 3001

Neither CIS nor Bryah Resources Limited accepts any responsibility if you lodge the Application Form at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided overleaf or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Correct forms of registrable title(s)

Note that ONLY legal entities are allowed to hold Shares. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to Bryah Resources Limited. At least one full given name and the surname is required for each natural person. Application Forms cannot be completed by persons less than 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual: use given names in full, not initials	Mr John Alfred Smith	JA Smith
Company: use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings: use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts: use the trustee(s) personal name(s)	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates: use the executor(s) personal name(s)	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18): use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships: use the partners personal names	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names: use office bearer(s) personal name(s)	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds: use the name of the trustee of the fund	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund



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Company: use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings: use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts: use the trustee(s) personal name(s)	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates: use the executor(s) personal name(s)	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18): use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships: use the partners personal names	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names: use office bearer(s) personal name(s)	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds: use the name of the trustee of the fund	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund