

SUPPLEMENTARY PROSPECTUS

1. IMPORTANT NOTICE

This Supplementary Prospectus is dated 28 April 2014 and is supplementary to the prospectus issued by A-Cap Resources Limited (ABN 28 104 028 542) (**Company**) dated 24 April 2014 (**Prospectus**). This Supplementary Prospectus was lodged with ASIC on 28 April 2014. ASIC does not take any responsibility for the contents of this Supplementary Prospectus.

On 28 April 2014 the Company announced to the ASX that it proposed to revise the timetable for the Offer as set out in the Prospectus.

Section 2 of this Supplementary Prospectus contains details of the changes to the Prospectus necessary to reflect events that have occurred since the Prospectus was issued. This Supplementary Prospectus must be read together with the Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail. Terms defined in this Supplementary Prospectus have the same meaning as in the Prospectus.

2. UPDATES TO THE PROSPECTUS

2.1 Key Dates

Replace the timetable in the “Key Dates” section of the Prospectus with the following timetable:

Event	Date
Announcement of Offer	Monday 7 April 2014
Lodgement of Prospectus and Appendix 3B with ASX	Thursday 24 April 2014
Lodgement of Supplementary Prospectus	Monday 28 April 2014
Notice sent to security holders	Tuesday 29 April 2014
Ex Date (date from which securities commence trading without the entitlement to participate in the Issue)	Wednesday 30 April 2014
Record Date to determine entitlements to New Shares (Entitlements)	Friday 2 May 2014
Prospectus and Entitlement and Acceptance Forms despatched	Tuesday 6 May 2014
Opening day for acceptances and payment (Opening Date)	Wednesday 7 May 2014
Last day for acceptance (Closing Date)	Tuesday 27 May 2014
New Shares quoted on ASX on deferred settlement basis	Wednesday 28 May 2014
Notify ASX of under subscriptions	Friday 30 May 2014
Issue of New Shares and despatch of holding statements	Tuesday 3 June 2014
Trading in New Shares commences	Wednesday 4 June 2014

2.2 Section 5.2

The reference to “Thursday 1 May 2014” in section 5.2 is replaced with “Friday 2 May 2014”.

2.3 Section 10.1

The table in Section 10.1 is amended by adding the following rows to the top of that table:

Date	Title
28.04.14	Non-Renounceable Offer Timetable
24.04.14	Appendix 3B New Issue Announcement
24.04.14	Prospectus Non-Renounceable Rights Issue

2.4 Section 11

The following additional definition is inserted in section 11:

Record Date

means Friday 2 May 2014

3. 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 ASIC.



DENIS I RAKICH
COMPANY SECRETARY
For and on behalf of A-Cap Resources Limited

Dated : 28 April 2014

Note: All other details in relation to the Prospectus remain unchanged. The Directors believe that the changes to the Prospectus noted in this Supplementary Prospectus are not materially adverse from the point of view of an investor.