



SUPPLEMENTARY PROSPECTUS

IMPORTANT NOTICE

This Supplementary Prospectus contains particulars of changes to and supplements the Replacement Prospectus dated 1 October 2014 (**Prospectus**) issued by Metals Finance Limited ABN 83 127 131 604 (**Company**) in respect of the offer of up to 25,000,000 Shares at \$0.20 each to raise up to \$5,000,000, with minimum subscription requirement to raise \$3,500,000.

This Supplementary Prospectus is dated 11 November 2014 and was lodged with ASIC on that date. Neither ASIC nor ASX take any responsibility as to the contents of this Supplementary Prospectus.

This Supplementary Prospectus must be read together with the Prospectus. To the extent of any inconsistency between this Supplementary Prospectus and the Prospectus, the provisions of this Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Supplementary Prospectus.

This Supplementary Prospectus and the Prospectus are important documents that should be read in their entirety. If you have any questions about the Shares being offered under the Prospectus or any other matter, you should consult your professional advisers.

REASONS FOR SUPPLEMENTARY PROSPECTUS

1. Effect of this Supplementary Prospectus

This Supplementary Prospectus has been prepared to extend the indicative closing date of the Offer to 28 November 2014.

The Company must give Applicants under the Prospectus who have lodged applications prior to the date of this Supplementary Prospectus certain options as required by sub-section 724(1) of the *Corporations Act 2001 (Clth)* (**Corporations Act**).

These options include repaying money received pursuant to sub-section 724(2) of the Corporations Act. The Company has decided give each Applicant one month to withdraw their application and be repaid.

Application for the Company's admission to the Official List was made on 7 October 2014. If the Company is not admitted to the Official List and the Shares are not admitted to quotation within three (3) months from the date of the Prospectus, all Application Monies will be refunded without interest.

As at the date of this Supplementary Prospectus, the Company has received monies totalling \$14,200 from a total of 8 Applicants.

2. Action required by investors

Investors who have not previously made any Application

All new applications for Shares can only be accepted on the Application Form attached to or accompanying this Supplementary Prospectus. The Application Form should be completed in

accordance with the instructions set out on the back of the form. Applications must not be made on the Application Form attached to or accompanying the Prospectus.

In all other respects, the procedure for applying for Shares is as set out in Sections 1.1 and 1.2.

Investors who have lodged an Application Form

The Company has decided give each Applicant one month to withdraw their application and be repaid.

CONTENT SUPPLEMENTED

The Prospectus is supplemented by making the following amendments to the Prospectus:

1. KEY OFFER INFORMATION – Page 7 of the Prospectus

Important Dates

Top-Up Offer Record date 30 September 2014	Prospectus date 1 October 2014	Offer opens 14 October 2014	Meeting of shareholders of Metals Finance 28 October 2014
Offer closes 28 November 2014	Allotment and issue of Securities 1 December 2014	Expected despatch of holding statements 1 December 2014	Securities expected to begin trading on ASX 12 December 2014

These date and times are indicative only. The Company reserves the right to vary the dates and times of the Offer without prior notice included closing the Offer before the scheduled Closing Date. Applicants are encouraged to submit their Application Forms as soon as possible after the Offer Opens. All times are AEDT.

2. KEY OFFER DETAILS – Page 12 of the Prospectus

Indicative Timetable

The Directors have resolved to extend the Closing Date for the Offer until 28 November 2014. Completed Application Forms must be forwarded to the Company’s Share Registry by no later than 5.00pm AEDT on 28 November 2014.

The indicative timetable for the Offer is now as follows:

Top Up Offer Record Date	30 September 2014
Lodgement of Prospectus with ASIC	1 October 2014
Opening Date	14 October 2014
Lodgement of Supplementary Prospectus with ASIC	11 November 2014
Closing Date 5.00pm	28 November 2014
Despatch of holding statements	1 December 2014
Expected date for listing on ASX	12 December 2014

This timetable is indicative only and subject to change. The Directors of the Company reserve the right to amend the timetable without notice.



3. GLOSSARY – Page 139 of the Prospectus

Closing Date	the date by which valid Applications must be received by the Share Registry being 5.00pm AEDT on 28 November 2014 or such other date and time determined by the Board.
---------------------	--

CONSENTS

Each of the parties listed in this Section 11.7 (each a Consenting Party), to the maximum extent permitted by law, expressly disclaims all liabilities in respect of, makes no representations regarding and takes no responsibility for any statements in or omissions from this Supplementary Prospectus, other than the reference to its name in the form and context in which it is named and a statement or report included in this Supplementary Prospectus with its consent as specified below.

Each of the parties listed below has given and has not, before lodgement of this Supplementary Prospectus with ASIC, withdrawn its written consent to the inclusion of the statements in this Supplementary Prospectus that are specified below in the form and context in which the statements appear:

- Geos Mining has given and has not, before lodgement of this Supplementary Prospectus with ASIC, withdrawn its written consent to be named in this Supplementary Prospectus as Independent Technical Expert in the form and context in which they are named;
- Highland GeoComputing LLC has given and has not, before lodgement of this Supplementary Prospectus with ASIC, withdrawn its written consent to be named in this Supplementary Prospectus as Independent Technical Expert in the form and context in which they are named;
- Rick Anthon Lawyer has given and has not, before lodgement of this Supplementary Prospectus with ASIC, withdrawn its written consent to be named in this Supplementary Prospectus as Australian legal adviser to the Company in relation to the Offer in the form and context in which it is named;
- Hall Chadwick Corporate (NSW) Limited has given and has not, before lodgement of this Supplementary Prospectus with ASIC, withdrawn its written consent to be named in this Supplementary Prospectus as Investigating Accountant on Consolidated Historical and Pro-forma Financial Information in the form and context in which it is named and has given and not withdrawn its consent to the inclusion in this Supplementary Prospectus of its Investigating Accountants' Report in the form and context in which it is included;
- BDO Audit Pty Ltd has given and has not, before lodgement of this Supplementary Prospectus with ASIC, withdrawn its written consent to be named in this Supplementary Prospectus as auditor to the Company in the form and context in which it is named. BDO Audit Pty Ltd has had no involvement in the preparation of any part of this Supplementary Prospectus other than being named as Auditor to the Company;
- Boardroom Pty Limited has given and has not, before lodgement of this Supplementary Prospectus with ASIC, withdrawn its written consent to be named in this Supplementary Prospectus as the Share Registry in the form and context in which it is named. Boardroom Pty Limited has had no involvement in the preparation of any part of this Supplementary Prospectus other than being named as Share Registry to the Company;
- KS Capital has given and has not, before lodgement of this Supplementary Prospectus with ASIC, withdrawn its written consent to be named in this Supplementary Prospectus as an Adviser to the Company in the form and context in which it is named;



- Patersons Securities Limited:
 1. Has given and not withdrawn its consent to being named in the Supplementary Prospectus as Lead Manager of the Public Offer at the date of lodgement of the Supplementary Prospectus with ASIC;
 2. Has not authorised or caused the issue of the Supplementary Prospectus or the making of the Public Offer; and
 3. Makes no representation regarding, and to the extent permitted by law, excludes any responsibility for, any statements in, or omissions from, any part of the Supplementary Prospectus.

DIRECTORS' AUTHORISATION

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

The Directors believe that the Prospectus when read together with this Supplementary Prospectus contains all the information that would be required by sections 710 and 711 of the Corporations Act and does not contain any material statement that is misleading or deceptive.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement.

Signed for and on behalf of

Metals Finance Limited ABN 83 127 131 604



Geoffrey Hill

Chairman

11 November 2014

