

IKWEZI MINING LIMITED
(incorporated in Bermuda with registered company number 45349)
ARBN 151 258 221

SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 22 December 2014 (**Prospectus**), issued by Ikwezi Mining Limited (ARBN 151 258 221) (**Company**).

This Supplementary Prospectus is dated 24 December 2014 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 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.

1. BACKGROUND

By this Supplementary Prospectus, the Company makes the amendments to the Prospectus as set out in Section 2 below in relation to a revised timetable for the renounceable entitlement issue of 2 Shares for every 1 Share held by those Shareholders registered at the Record Date at an issue price of \$0.006 per Share to raise up to \$4,065,000 (based on the number of Shares on issue as at the date of the Prospectus).

2. AMENDMENTS TO THE PROSPECTUS

2.1 Timetable

Section 2 of the Prospectus is deleted and replaced with the following new timetable:

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2. TIMETABLE

Lodgement of Prospectus with the ASIC	22 December 2014
Lodgement of Prospectus & Appendix 3B with ASX	22 December 2014
Notice sent to Shareholders	24 December 2014
Ex date	30 December 2014
Rights start trading	30 December 2014
Record Date for determining Entitlements	2 January 2015
Prospectus sent out to Shareholders & Company announces this has been completed	7 January 2015
Rights stop trading	9 January 2015
Shares quoted on a deferred settlement basis	12 January 2015
Last day to extend Offer Closing Date	13 January 2015
Closing Date (5:00 pm WST)*	16 January 2015
ASX notified of under subscriptions	21 January 2015
Issue date/Shares entered into Shareholders' security holdings	23 January 2015
Quotation of Shares issued under the Offer*	27 January 2015

*The Directors may extend the Closing Date by giving at least 3 Business Days notice to ASX prior to the Closing Date. As such the date the Shares are expected to commence trading on ASX may vary.

2.2 Amendment to Dates

Section 5.4 of the Prospectus is deleted and replaced with:

"5.4 Selling all your Entitlement on ASX

The Entitlements under the Offer are renounceable which means that all or part of an Eligible Shareholder's rights to subscribe for Shares under the Offer may be traded on ASX. If you wish to sell all of your Entitlement on ASX, provide instructions to your stockbroker regarding the Entitlement you wish to sell on ASX. Trading of Entitlements will commence on ASX on 30 December 2014 and will cease on 9 January 2015.

There is no guarantee that an Eligible Shareholder will be able to sell all or any part of their Entitlement on ASX or that any particular price will be paid for the Entitlements sold on ASX."

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 the ASIC.

David Pile
Director
IKWEZI MINING LIMITED

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