



Sipa Resources Limited

ABN 26 009 448 980

SUPPLEMENTARY PROSPECTUS

IMPORTANT NOTICE

This Supplementary Prospectus contains particulars of changes to and supplements the prospectus dated 24 March 2014. ("**Prospectus**") issued by Sipa Resources Limited (ABN 26 009 448 980). This Supplementary Prospectus is dated 6 June 2014 and was lodged with the Australian Securities and Investments Commission ("**ASIC**") on that date. Neither ASIC nor ASX take any responsibility for the contents of this Supplementary Prospectus.

The Supplementary Prospectus must be read together with the Prospectus. To the extent of any inconsistency between the Prospectus and this Supplementary 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.

SECTION 1 NEW INFORMATION DISCLOSE IN THE PROSPECTUS

The Company is issuing this Supplementary Prospectus to provide Shareholders with supplementary disclosure to inform applicants of a new circumstance that has occurred since the date of the Prospectus.

As announced on 3 June 2014, the Company placed 58,267,668 Shares and 58,267,688 Options (each with an exercise price of \$0.075 and expiry date of 5 November 2015) under the Shortfall (**Shortfall Placement**). Following the Shortfall Placement, Acorn Capital Limited (**Acorn**) is a substantial Shareholder in the Company with a relevant interest in 6.49% of the issued share capital of the Company (**Acorn Shares**).

As announced on 4 June 2014, the nature of Acorn's relevant interest in the Acorn Shares is the power to (or to control) exercise vote and/or dispose of the Acorn Shares as discretionary investment managers or advisers to superannuation funds, pooled superannuation trusts, managed investment schemes and investment management.

SECTION 3 DIRECTORS' RESPONSIBILITY STATEMENT & CONSENTS

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Supplementary Prospectus are not misleading or deceptive and that in respect to any other statements made in this Supplementary Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Supplementary Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Supplementary Prospectus with the ASIC, or to the Directors' knowledge, before any issue of New Shares pursuant to the Prospectus or this Supplementary Prospectus. This Supplementary Prospectus is prepared on the basis that certain matters may be reasonably expected to be known to likely investors or their professional advisers.

Each Director has consented to the lodgement of this Supplementary Prospectus with the ASIC and has not withdrawn that consent.

Dated: 9 June 2014



David Williams
Director

Please note that all other details in relation to the Prospectus, the Entitlement Issue and the Offer remain unchanged. The Directors believe that the changes in this Supplementary Prospectus are not materially adverse from the point of view of an investor.

The Supplementary Prospectus must be read together with the Prospectus dated 24 March 2014.