BUXTON
RESOURCES LIMITED

ABN: 72 125 049 550

SUPPLEMENTARY PROSPECTUS

DATED 3 AUGUST 2007

TO BE READ IN CONJUNCTION WITH
THE PROSPECTUS DATED 23 JULY 2007

BUXTON RESOURCES LIMITED
ACN 125 049 550

SUPPLEMENTARY PROSPECTUS

All New Share Applications may only be made on the Application Form Attached to this Supplementary Prospectus

This Supplementary Prospectus is dated 3 August 2007 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on 3 August 2007. ASIC and the ASX do not take any responsibility for the contents of this Supplementary Prospectus.

This document is supplementary to the Prospectus dated 23 July 2007 issued by Buxton Resources Limited and must be read together with that Prospectus.

To the extent of any inconsistency between this Supplementary Prospectus and the Prospectus, the provisions of this Supplementary Prospectus will prevail.

If you have any questions about the Shares being offered under this Supplementary Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional advisor.

Pursuant to Section 719(4) of the Corporations Act, the information set out in this Supplementary Prospectus is taken to be included in the Prospectus. Terms defined in the Prospectus have the same meaning in this Supplementary Prospectus except where otherwise defined in this Supplementary Prospectus.

1. Introduction

On 23 July 2007 Buxton Resources Limited issued the Prospectus offering for subscription up to 25,000,000 ordinary shares at an issue price of $0.20 each to raise up to $5,000,000.

2. Investment Summary

The following information is to be read in addition to the information included in the Investment Summary listed on page 1 of the Prospectus.

Risks Summary

There are risks associated with investing in the share market generally and in this Company specifically. These risks are more clearly outlined in Section 5 of the Prospectus, however, listed below are, in the Directors opinion, the key risks associated with this investment;

- *There is no guarantee of exploration success or profitable development;*
- *The Company may not be able to exploit successful discoveries;*
- *The overall share market may negatively impact an investment in the Company;*
- *Commodity prices may go down;*
- *Directors and consultants may leave the Company;*
- *Government regulation and policy may affect the Company; and*
- *Applications for exploration licences may not be granted.*

3. Independent Geologist's Report

Please refer to the attached letter from Ravensgate to be read in conjunction with the Independent Geologist's Report in Section 4 of the Prospectus.

Dated: 3 August 2007.

Signed for and on behalf of Buxton Resources Limited by:

Ron Smit
Managing Director

Ravensgate

49 Ord Street West Perth
6005, Western Australia
P O Box 1923, West Perth
6872, Western Australia
Tel: +61 8 9226 3606
Fax: +61 8 9226 3607
www.ravensgate.com.au

3 August 2007

The Directors
Buxton Resources Limited
Level 3, 46 Ord Street
West Perth WA 6005
Australia

Dear Sirs

INDEPENDENT GEOLOGIST'S REPORT ON THE MINERAL PROPERTIES OF BUXTON RESOURCES LIMITED IN WESTERN AUSTRALIA

Ravensgate provided an Independent Geologist's Report for inclusion in the Prospectus issued by Buxton Resources Limited. At page 19 of the Prospectus, Ravensgate stated that the Independent Geologist's Report was for the exclusive use of Buxton and purported to disclaim responsibility and liability in respect of the whole or any part of the Independent Geologist's Report.

Ravensgate confirms that the Independent Geologist's Report was prepared for the purpose of its inclusion in the Prospectus, which is a public document, and that it may therefore be relied upon by the public.

Further, Ravensgate accepts that the purported disclaimer is of no force or effect.

Yours faithfully

Sonja M Neame
Director

Share Registrars use only	
Broker reference – stamp only	
Broker code	Adviser Code

Buxton Resources Limited ACN 125 049 550
APPLICATION FORM

Please read all instructions on reverse of this form

A Number of Shares applied for (minimum 10,000 and then multiples of 2,500 Shares).

[ ] at $0.20 per Share =

B Total amount payable
Cheque(s) to equal this amount

A$

You may be allocated all of the Shares above or a lesser number

C Full name details title, given name(s) (no initials) and surname or company name

Name of applicant 1

Name of joint applicant 2 or <account name>

Name of joint applicant 3 or <account name>

D Tax file number(s)
Or exemption category

Applicant 1/company

Joint applicant 2/ trust

Joint applicant 3/exemption

E Full postal address

Number/street

Suburb/town

State/postcode

F Contact details

Contact name

Contact daytime telephone number

( )

Contact email address

G **CHESS HIN** (if applicable)

H Cheque payment details please fill out your cheque details and make your cheque payable to "**Buxton Resources Limited – Share Account**"

Drawer	Cheque number	BSB number	Account number	Total amount of cheque

I Return of the Application Form with your cheque for the Application Monies will constitute your offer to subscribe for Shares in the Company. I/We declare that:

(a) this Application is completed according to the declaration/appropriate statements on the reverse of this form and agree to be bound by the Constitution of the Company; and

(b) I/we have received personally a copy of this Prospectus accompanied by or attached to the Application Form or a copy of the Application Form or a direct derivative of the Application Form, before applying for Shares.

No signature is required.

You should read the Prospectus dated 23 July 2007 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).

Guide to the Public Application Form

This Application Form relates to the Offer of up to 25,000,000 Shares in Buxton Resources Limited ACN 125 049 550 at $0.20 per Share pursuant to the Prospectus dated 23 July 2007. The expiry date of the Prospectus is the date which is 13 months after the date of the Prospectus. The Prospectus contains information about investing in the Shares of the Company and it is advisable to read this document before applying for Shares. A person who gives another person access to this Application Form must at the same time and by the same means give the other person access to the Prospectus, and any supplementary prospectus (if applicable). While the Prospectus is current, the Company will send paper copies of the Prospectus, and any supplementary prospectus (if applicable), and an Application Form, on request and without charge.

Please complete all relevant sections of the Application Form using BLOCK LETTERS. These instructions are cross referenced to each section of the Application Form. Further particulars and the correct forms of registrable titles to use on the Application Form are contained below.

Insert the number of Shares you wish to apply for. The Application must be for a minimum of 10,000 Shares and thereafter in multiples of 2,500 Shares.
Insert the relevant amount of Application Monies. To calculate your Application Monies, multiply the number of Shares applied for by the sum of $0.20.
Write the full name you wish to appear on the statement of shareholdings. This must be either your own name or the name of the company. Up to three joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected. Clearing House Electronic Sub-Register System (CHESS) participants should complete their name and address in the same format as that are presently registered in the CHESS system.
Enter your Tax File Number (TFN) or exemption category. Where applicable, please enter the TFN for each joint Applicant. Collection of TFN(s) is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application.
Please enter your postal address for all correspondence. All communications to you from the share registry will be mailed to the person(s) and address as shown. For Joint Applicants, only one address can be entered.
Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your Application.
The Company will apply to ASX to participate in CHESS, operated by ASX Settlement and Transfer Corporation Pty Ltd, a wholly owned subsidiary of Australian Stock Exchange Limited. In CHESS, the Company will operate an electronic CHESS subregister of securities holdings and an electronic issuer sponsored subregister of securities holdings. Together the two subregisters will make up the Company's principal register of securities. The Company will not be issuing certificates to Application in respect of securities allotted.
If you are a CHESS participant (or are sponsored by a CHESS participant) and you wish to hold securities allotted to you under this Application in uncertified form on the CHESS subregister, complete Section G or forward your Application Form to your sponsoring participant for completion of this section prior to lodgement. Otherwise, leave Section G blank and on allotment, you will be sponsored by the Company and an SRN will be allocated to you. For further information refer to the relevant section of the Prospectus.
Please complete cheque details as requested:
Make your cheque payable to " **Buxton Resources Limited– Share Account**" in Australian currency and cross it "Not Negotiable". Your cheque must be drawn on an Australian Bank. The amount should agree with the amount shown in Section B. Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected.
Before completing the Application Form the Applicant(s) should read the Prospectus to which the Application relates. By lodging the Application Form, the Applicant(s) agrees that this Application is for Shares and Options in the Company upon and subject to the terms of this Prospectus, agrees to take any number of Shares equal to or less than the number of Shares indicated in Section A that may be allotted 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.

Correct form of Registrable Title
Note that only legal entities are allowed to hold Shares. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual Use names in full, no initials	**Mr John Alfred Smith**	**JA Smith**
Minor (a person under the age of 18) Use the name of a responsible adult, do not use the name of a Minor.	**John Alfred Smith** **<Peter Smith>**	**Peter Smith**
Company Use company title, not abbreviations	**ABC Pty Ltd**	**ABC P/L** **ABC Co**
Trusts Use trustee(s) personal name(s), do not use the name of the trust	**Mrs Sue Smith** **<Sue Smith Family A/C>**	**Sue Smith Family Trust**
Deceased Estates Use executor(s) personal name(s), do not use the name of the deceased	**Ms Jane Smith** **<Est John Smith A/C>**	**Estate of late John Smith**
Partnerships Use partners personal names, do not use the name of the partnership	**Mr John Smith and Mr Michael Smith** **<John Smith and Son A/C>**	**John Smith and Son**

Lodgement of Applications
Return your completed Public Application Form with cheque(s) attached to:

By Post to:
Computershare Investor Services Pty Limited
GPO Box D182
PERTH WA 6872

Or delivered to:
Computershare Investor Services Pty Limited
Level 2 45 St George's Terrace
PERTH WA 6000

Public Application Forms must be received no later than 5 pm *WST* time on 24 August 2007.