Marquee Resources Limited

ACN 616 200 312

Supplementary Prospectus

1 Introduction

This Supplementary Prospectus contains particulars of changes to and supplements the Replacement Prospectus dated 8 February 2017 issued by Marquee Resources Limited (**Company**) in respect of the issue of 17,500,000 fully paid ordinary shares at an issue price of $0.20 per share (**Original Prospectus**).

This Supplementary Prospectus is dated 3 March 2017 and was lodged with the ASIC on that date. Neither ASIC nor ASX takes any responsibility for the contents of this Supplementary Prospectus or the merits of the investment to which it relates.

This Supplementary Prospectus should be read together with the Original Prospectus. To the extent of any inconsistency between this Supplementary Prospectus and the Original Prospectus, the provisions of this Supplementary Prospectus will prevail.

Unless otherwise indicated, terms defined and used in the Original Prospectus have the same meaning as in this Supplementary Prospectus.

This is an important document and should be read in its entirety. If you do not understand this Supplementary Prospectus you should consult your professional advisers without delay. The Shares offered by this Supplementary Prospectus should be considered speculative.

2 Reasons for Supplementary Prospectus

This Supplementary Prospectus has been prepared to provide additional information as a consequence of a query raised by ASIC as to whether Force Commodities shareholder approval is required for benefits to be provided by the Company to GTT and Charles Thomas given the Company is currently a wholly owned subsidiary of Force Commodities and the directors of the Company and GTT are currently the same. To avoid the costs to Force Commodities of seeking shareholder approval Mr Thomas and GTT have agreed to forego their contractual rights to benefits from the Company on the basis that once the Company is listed on the ASX, the new Board of the Company will consider the provision of benefits to Mr Thomas and GTT and seek approval from the Company's shareholders to provide the benefits that they have agreed to forego.

3 Action required by investors

Investors who have not previously lodged an Application Form

All new Applications for Shares can only be accepted on the Application Form accompanying this Supplementary Prospectus. Applications must not be made on the Application Form accompanying the Original Prospectus.

In all other respects, the procedure for applying for shares is as set out in section 2.9 of the Original Prospectus.

Investors who wish to participate in the Offer will need to complete and lodge an Application Form before the Closing Date of the Offer, being **6 March 2017**. The Closing Date is subject to change.

Investors who have already lodged an Application Form

Applications which have already been lodged pursuant to the Original Prospectus will not be affected by this Supplementary Prospectus.

4 Content supplemented

The Original Prospectus is supplemented with the following information:

4.1 *Broker Pool*

The Original Prospectus stated that the Broker Pool will be allocated at the discretion of the Lead Manager between the AFSL holders who have introduced investors to the Offer, including GTT as the Lead Manager.

The Company confirms that no Shares will be issued from the Broker Pool prior to the Company listing on ASX and that following the Company being admitted to the Official List, the Company will seek approval from its shareholders pursuant to Chapter 2E of the Corporations Act and Chapters 7 and 10 of the ASX Listing Rules to allocate the shares comprising the Broker Pool, including any of those shares that may be allocated to GTT.

4.2 *Director's Options and Fees for Charles Thomas*

The Original Prospectus stated that Charles Thomas is entitled to 5,000,000 Director Options and that Mr Thomas will receive A$60,000 by way of directors fees in the first year.

Mr Thomas has agreed to forego his rights to the 5,000,000 Director Options and to directors fees. The Company confirms that following the Company being admitted to the Official List, the Company will seek approval from its shareholders pursuant to Chapter 2E of the Corporations Act and Chapter 10 of the ASX Listing Rules to pay fees and issue Director Options to Mr Thomas.

4.3 *Lead Broker and Corporate Advisory Mandate*

The Original Prospectus provides information in relation to the Lead Broker and Corporate Advisory Mandate between the Company and GTT.

GTT has agreed to continue to provide the services set out in the Lead Broker and Corporate Advisory Mandate to the Company but to forego all fees to be paid to GTT pursuant to the Lead Broker and Corporate Advisory Mandate. Following the Company being admitted to the Official List, the Company will seek approval from its shareholders pursuant to Chapter 2E of the Corporations Act to pay GTT for the services provided pursuant to the Lead Broker and Corporate Advisory Mandate.

4.4 *Effect on Capital Structure*

The capital structure of the Company is referred to in sections 1.1, 1.2, 2.4, 2.16 and 5.3 of the Original Prospectus.

The changes above will affect the capital structure of the Company following the Offer in the following manner:

1. The number of Shares on issue at completion of the Offer will decrease by 4,125,000 Shares to 19,875,000 Shares, the decrease being the number of Shares originally comprising the Broker Pool as set out in the Original Prospectus; and

2. The number of Director Options to be issued will decrease by 5,000,000 Options to 4,000,000 Options, the decrease being the number of Options Charles Thomas is entitled to as set out in the Original Prospectus.

The Broker Pool Shares and Director Options to Mr Thomas may still be issued in the future if shareholder approval is obtained.

The Original Prospectus provides information in relation to the interests of Directors in Shares and Options in the Company in sections 1.2, 2.16, and 9.7. The changes above will affect Mr Thomas' interests given Mr Thomas has agreed to forego his rights to the 5,000,000 Director Options and will also affect the interests of each of Mr Thomas, Mr Tassone and Mr Glovac given GTT has agreed to forego its rights to the Broker Pool Shares and given each of them would have had a Relevant Interest in any Broker Pool Shares issued to GTT.

The Original Prospectus provides information in relation to the Vendor Shares retained by Force Commodities in sections 1.1, 2.4, 2.16 and 5.3. Force Commodities' Voting Power in the Company will be 11.32% upon completion of the Offer given the Broker Pool Shares will not be allocated prior to obtaining shareholder approval.

4.5 *Effect on Costs of the Offer*

Section 1.2, 2.7 and 9.10 of the Original Prospectus provide information in relation to the estimated costs of the Offer. The information provided in this Supplementary Prospectus will decrease the estimated costs of the Offer given the Lead Manager fee of $50,000 will not be payable unless shareholder approval is obtained. The broker commission may also be reduced as GTT will not be entitled to any broker commission unless shareholder approval has been obtained.

The non-cash expenses of the Offer are set out in section 2.7 of the Original Prospectus. Given the Broker Pool Shares will not be issued unless shareholder approval has been obtained and Mr Thomas has forgone his rights to the 5,000,000 Director Options unless shareholder approval has been obtained, the non-cash expenses of the Offer will decrease by $1,470,000 to $541,000 with $825,000 of the decrease attributable to the Broker Pool Shares and $645,000 attributable to the Director Options which were to be issued to Mr Thomas.

Some or all of these expenses may still be incurred if shareholder approval is obtained following completion of the Offer.

As set out in sections 9.5(c) and 9.10 of the Original Prospectus, Force Commodities has agreed to meet all of the costs of the Offer excluding the Lead Manager fee and broker commission in exchange for a fixed reimbursement of $125,000 from the proceeds of the Offer. There has been no change to this arrangement.

4.6 *Change of Directors of Force Commodities*

As announced by Force Commodities to ASX on 28 February 2017, Messrs Rocco Tassone and Charles Thomas have resigned from their positions as Managing Director and Non-Executive Chairman of Force Commodities, respectively.

Accordingly, references made in the Original Prospectus to Messrs Tassone and Thomas as directors of Force Commodities should be disregarded.

5 Consents

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 given their consent to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement.

Signed for and on behalf of
Marquee Resources Limited

Anna MacKintosh

Anna Maria MacKintosh
Company Secretary

3 March 2017