


**BIMINI RESOURCES LIMITED**  
(ACN 142 901 442)

**SUPPLEMENTARY PROSPECTUS**

Brett Wallace  
  
Managing Director  
28/2/2012

**SECTION 1 INTRODUCTION**

- 1.1 This document ("Supplementary Prospectus") is dated 28 February 2012 and was lodged with ASIC on that date. Neither ASIC nor ASX take any responsibility as to the content of this Supplementary Prospectus.
- 1.2 This Supplementary Prospectus contains particulars of changes to, and supplements, the replacement prospectus dated 12 December 2011 ("Prospectus") which replaced the earlier prospectus dated 29 November 2011 ("Original Prospectus") issued by Bimini Resources Limited ("the Company") to raise \$3.5 million with provision to accept an additional \$500,000 through the issue of fully paid ordinary shares ("Shares") at an issue price of \$0.20 each ("Offer").
- 1.3 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.
- 1.4 The Company has issued both a printed and electronic version of this Supplementary Prospectus and the Prospectus. Electronic versions of both may be accessed at [www.biminiresources.com.au](http://www.biminiresources.com.au).
- 1.5 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 2 REASONS FOR SUPPLEMENTARY PROSPECTUS AND ITS EFFECT**

**2.1 Reasons for the issue of the Supplementary Prospectus**

This Supplementary Prospectus has been prepared:

- (a) to extend the indicative closing date of the Offer to 30 March 2012 (5.00pm WST);
- (b) to extend the period for admission to quotation of Shares offered under the Prospectus from three (3) months from the date of the Original Prospectus to three (3) months from the date of this Supplementary Prospectus; and
- (c) to extend the period to raise the minimum subscription under the Offer from four (4) months from the date of the Original Prospectus to four (4) months from the date of this Supplementary Prospectus.

***This is a Supplementary Prospectus intended to be read with the Replacement Prospectus dated 12 December 2011 relating to the Shares of Bimini Resources Limited***

## 2.2 ASIC Declaration

By a declaration of ASIC made on 28 February 2012 pursuant to section 741(1)(b) of the Corporations Act 2001, sections 723(3)(b), 724(1)(a) and 724(1)(b)(ii) of the Corporations Act 2001 were modified in respect of this Supplementary Prospectus to permit the extension of the period for the Company to:

- (a) raise the minimum subscription under the Offer to four (4) months from the date of this Supplementary Prospectus; and
- (b) be admitted to the Official List of ASX and obtain quotation of the Shares to three (3) months from the date of this Supplementary Prospectus.

2.3 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 this Supplementary Prospectus, all Application Monies will be refunded without interest.

## 2.4 Status of Offer

As at the date of this Supplementary Prospectus, the Company has received valid applications from 39 applicants for a total of 650,000 Shares together with subscription monies of \$130,000. The Company confirms that the 39 applications are yet to be processed and no Shares have been issued to Applicants.

## 2.5 Action Required by Investors *who HAVE* previously submitted an Application Form under the Offer.

A copy of the Supplementary Prospectus will be sent to all Applicants who have subscribed for Shares under the Prospectus prior to the date of this Supplementary Prospectus. In accordance with section 724 of the Corporations Act 2001, the Company will allow investors who have lodged Applications under the Prospectus prior to the date of this Supplementary Prospectus one (1) month from the date of this Supplementary Prospectus to obtain a refund of their Application Monies if they do not wish to proceed with their Application.

Any investor who wishes to obtain a refund should write to the Company's Share Registry at the following address:

**Bimini Resources Limited  
C/- Advanced Share Registry Services  
150 Stirling Highway  
NEDLANDS WA 6009**

If you do not wish to withdraw your application, you do not need to take any action.

## 2.6 Application required for Investors who *HAVE NOT* submitted an Application Form under the Offer

The Offer of Shares is made in the Prospectus (as supplemented by this Supplementary Prospectus). If you wish to apply for Shares and have not yet completed an Application Form, please complete and return an Application Form which is attached to the Prospectus. The Application Form must be received by 5.00pm WST on the Closing Date (as specified in the Indicative Timetable in section 3

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below) and must be completed in accordance with the instructions in the Prospectus and the Application Form.

### **SECTION 3 CONTENT SUPPLEMENTED**

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

#### **Section 1.7 – Page 10 of the Prospectus**

##### **Indicative Timetable**

The Directors have resolved to extend the Closing Date for the Offer until 30 March 2012. Completed Application Forms must be forwarded to the Company's Share Registry by no later than 5.00pm WST on 30 March 2012.

The indicative timetable for the Offer is now as follows:

Lodgment of Prospectus with ASIC	12 December 2011
Closing Date for Applications	30 March 2012
Dispatch of Statements of Shareholdings	6 April 2012
Quotation of Shares on ASX expected to commence	13 April 2012

### **SECTION 4 CONSENTS**

The following persons have given, and not withdrawn their consent prior to the lodgment of this Supplementary Prospectus with ASIC:

- (a) Price Sierakowski Corporate as solicitors to the Company;
- (b) Bentleys as auditors of the Company;
- (c) Bentleys Audit & Corporate (WA) Pty Ltd as Investigating Accountant;
- (d) Advanced Share Registry Services as Share Registrar;
- (e) Mining Corporate Pty Ltd as IPO Compliance Managers to the Company;
- (f) FRM Geological services as Geologists to the Company; and
- (g) NKH Capital Pty Ltd as a broker to the Company.

### **SECTION 5 DIRECTOR'S AUTHORISATION**

- 5.1 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

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Corporations Act 2001 and does not contain any material statement that is misleading or deceptive.

- 5.2 In accordance with section 720 of the Corporations Act 2001, 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  
**BIMINI RESOURCES LIMITED**

A handwritten signature in black ink, appearing to read 'Brett Wallace', is written over a horizontal line.

Mr Brett Wallace  
Managing Director

28 February 2012

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