

REWARD MINERALS LIMITED

ACN 009 173 602

SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This Supplementary Prospectus is dated 13 August 2013 and is supplementary to the prospectus dated 30 July 2013 ("**Original Prospectus**") issued by Reward Minerals Limited ACN 009 173 602 ("**Company**").

This Supplementary Prospectus was lodged with the Australian Securities and Investments Commission ("**ASIC**") on 13 August 2013. Neither ASIC nor ASX Limited ("**ASX**") takes any responsibility as to the contents of this Supplementary Prospectus.

This Supplementary Prospectus must 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 in this Supplementary Prospectus.

This Supplementary Prospectus may be downloaded from the Company's website at www.rewardminerals.com.

This document is important and should be read in its entirety. Please consult your legal, financial or other professional adviser if you do not fully understand the contents.

The information below is intended to supplement and amend the information contained in the Original Prospectus.

1. **Offer under the Rights Issue only to Shareholders with a registered address in Australia or New Zealand at the Record Date**

The Original Prospectus refers to the Offer under the Rights Issue being made to all Shareholders at the Record Date.

By this Supplementary Prospectus the Company is restricting the Offer under the Rights Issue to Shareholders with a registered address in Australia or New Zealand at the Record Date.

The Company is of the view that it is unreasonable to make an offer to Shareholders whose registered address is not in Australia or New Zealand at the Record Date ("**Excluded Shareholders**") having regard to the number of Excluded Shareholders, the number and value of New Securities these Excluded Shareholders would be offered and the cost of complying with regulatory requirements in each jurisdiction.

2. **Nominee for Excluded Shareholders**

Pursuant to section 615 of the Corporations Act, the Company has appointed the Lead Manager (Blackswan Equities Limited) as nominee ("**Nominee**") to subscribe for the New Securities the subject of the Entitlement of Excluded Shareholders and then to sell these New Securities. The Nominee will have the absolute and sole discretion to determine the timing and price at which the New Securities will be sold and the manner of any such sale. The Company has applied to the ASIC to approve the appointment of the Nominee pursuant to section 615 of the Corporations Act. However, as at the date of the Prospectus, ASIC has not approved the appointment of the Nominee.

Any interest earned on the proceeds of the sale of these New Securities will firstly be applied against expenses of such sale and any balance will accrue to the relevant Excluded Shareholders as described below.

The net proceeds (if any) of the sale of the New Securities will be forwarded by the Company as soon as practicable to the Excluded Shareholders, in proportion to their share of such New Securities (after deducting any expenses).

Notwithstanding that the Nominee must sell the New Securities, Excluded Shareholders may nevertheless receive no net proceeds if the receipts from the sale of the New Securities are less than the subscription cost of the New Securities by the Nominee and any costs of the Nominee's appointment. The Nominee will not be required to sell Excluded Shareholders' New Securities at a particular price.

3. **Consequential changes to Original Prospectus**

The change to Eligible Shareholders will result in changes to the following sections of the Original Prospectus.

3.1 **Important Notice Section**

Delete the paragraph "It is the responsibility of any Shareholder with a registered address outside Australia or New Zealand to ensure compliance with all laws of any country relevant to accepting or dealing with their Entitlement, and any such Shareholder should consult their professional advisers as to whether any government or other consents are required or whether any formalities need to be observed to enable them to accept or deal with their Entitlement."

3.2 **Section 1 – Investment Overview – Who is an Eligible Shareholder?**

Delete the existing sentence and replace it with "*The Offer is being made to Eligible Shareholders being only those Shareholders with a registered address in Australia or New Zealand at the Record Date.*"

3.3 **Section 4.1(a) – The Offer – Overview**

Delete the second sentence of the first paragraph and replace it with "*You are an Eligible Shareholder if you are a Shareholder with a registered address in Australia or New Zealand at the Record Date.*"

3.4 **Section 4.2(b) – How to accept the Rights Issue – Overseas Shareholders**

Delete this section.

3.5 **Section 7 – Glossary**

Delete the definition of "Eligible Shareholders" and replace it with "*Eligible Shareholders – Shareholders with a registered address in Australia or New Zealand at the Record Date.*"

4. **Directors' authorisation and responsibility**

The Directors of the Company authorise the issue of this Supplementary Prospectus and accept responsibility for the information contained in this Supplementary Prospectus.

All of the other details in relation to the terms of the Offer and other matters under the Original Prospectus remain unchanged. The Directors believe that the changes in this Supplementary Prospectus are not materially adverse from the point of view of an investor.

This Supplementary Prospectus has been signed by Dr Michael Ruane on behalf of all of the Directors, each of whom has consented to the signature, lodgement and issue of this Supplementary Prospectus and has not withdrawn that consent before lodgement.

Dated: 13 August 2013



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Signed for and on behalf of Reward Minerals Limited
By Dr Michael Ruane
Executive Director