

TEMPUS RESOURCES LTD
ACN 625 645 338

M. Ross
Melanie Ross
Director
21 June 2018

SUPPLEMENTARY PROSPECTUS

This is a supplementary prospectus (**Supplementary Prospectus**) which is intended to be read with the prospectus for the initial public offer dated 12 June 2018 (**Prospectus**), issued by Tempus Resources Limited (ACN 625 645 338) (**Company**).

This Supplementary Prospectus dated 21 June 2018 was lodged with the ASIC on that date. The ASIC, ASX and their respective officers take no responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus. Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed on the Company's website at www.tempusresources.com.au.

1. REASONS FOR THE SUPPLEMENTARY PROSPECTUS

As foreshadowed in Section 2.10 of the Prospectus, Aesir Capital has been considering a restructure of its operations, which has now been completed. As a result of this restructure:

- (a) the Company and Aesir Capital have terminated the lead manager mandate summarised in Section 7.2 of the Prospectus (**Original Mandate**); and
- (b) the Company has entered into a new lead manager mandate (**New Mandate**) with Aesir Corporate Pty Limited (ACN 625 361 382) (**Aesir Corporate**) on identical terms to the Original Mandate, provided that the term of the New Mandate commenced on 21 June 2018 and will continue for a period of 12 months from that date.

Aesir Corporate is corporate authorised representative (Authorised Representative Number 001265259) of Greenard Willing Pty Ltd (ACN 147 158 334) (AFSL 403562).

The Company issues this Supplementary Prospectus to update the Prospectus for the change of the Lead Manager in respect of the Offer from Aesir Capital to Aesir Corporate.

2. AMENDMENTS TO PROSPECTUS

As a result of this Supplementary Prospectus:

- (a) all references in the Prospectus to "Aesir Capital" should be read as references to "Aesir Corporate", including relevant changes to the corporate authorised representative and AFSL details set out in Section 1 above; and
- (b) all references to the Term of the Lead Manager Mandate should be read as the period commencing on 21 June 2018 continuing for a period of 12 months, unless extended by written agreement between the parties.

All other details in the Prospectus with respect to the relevant experience of Aesir Capital, the terms of the Lead Manager Mandate and the interests of Aesir Capital and its principles, associates, staff, agents and related bodies corporate apply equally to Aesir Corporate.

3. DIRECTORS' AUTHORISATION

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 consented to the lodgement of this Supplementary Prospectus with the ASIC.

Ms Melanie Ross
Company Secretary and Non-Executive Director
For and on behalf of
TEMPUS RESOURCES LIMITED