
Free attached options Supplementary Prospectus

Battery Minerals Limited (“Battery Minerals”, ASX: BAT) has today lodged the attached Supplementary Prospectus with ASIC.

Note that this is a Supplementary Prospectus to the Prospectus lodged with ASIC on 24 May 2018 and must be read together with that Prospectus. The purpose of the Prospectus was to make an offer of free attaching New Options to participants in the recent Placement and the SPP.

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Important Notice

This ASX Announcement does not constitute an offer to acquire or sell or a solicitation of an offer to sell or purchase any securities in any jurisdiction. In particular, this ASX Announcement does not constitute an offer, solicitation or sale to any U.S. person or in the United States or any state or jurisdiction in which such an offer, tender offer, solicitation or sale would be unlawful. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”), and neither such securities nor any interest or participation therein may not be offered, or sold, pledged or otherwise transferred, directly or indirectly, in the United States or to any U.S. person absent registration or an available exemption from, or a transaction not subject to, registration under the United States Securities Act of 1933.

Forward Looking Statements

Statements and material contained in this document, particularly those regarding possible or assumed future performance, resources or potential growth of Battery Minerals Limited, industry growth or other trend projections are, or may be, forward looking statements. Such statements relate to future events and expectations and, as such, involve known and unknown risks and uncertainties. Such forecasts and information are not a guarantee of future performance and involve unknown risk and uncertainties, as well as other factors, many of which are beyond the control of Battery Minerals Limited.

All references to future production and production & shipping targets and port access made in relation to Battery Minerals are subject to the completion of all necessary feasibility studies, permit applications, construction, financing arrangements, port access and execution of infrastructure-related agreements. Where such a reference is made, it should be read subject to this paragraph and in conjunction with further information about the Mineral Resources and Ore Reserves, as well as the relevant competent persons' statements.



BATTERY MINERALS LIMITED

ACN 152 071 095

SUPPLEMENTARY PROSPECTUS

THIS IS A SUPPLEMENTARY PROSPECTUS TO THE PROSPECTUS LODGED WITH ASIC ON 24 MAY 2018 AND MUST BE READ TOGETHER WITH THAT PROSPECTUS.

THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY.

IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.

THE SECURITIES OFFERED UNDER THE PROSPECTUS AND THIS SUPPLEMENTARY PROSPECTUS ARE OF A SPECULATIVE NATURE.

1. IMPORTANT INFORMATION

1.1 About this document

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 24 May 2018 (**Prospectus**), issued by Battery Minerals Limited (ACN 152 071 095) (**Company**).

This Supplementary Prospectus dated 21 June 2018 was lodged with ASIC on that date. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Supplementary 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.

The purpose of the Prospectus was to make an offer of free attaching New Options to participants in the Placement and the SPP.

This Supplementary Prospectus will be issued with the Prospectus and will generally be made available in electronic form upon request by contacting the Company Secretary by telephone on +61 8 6148 1000.

This is an important document and should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.

2. SUPPLEMENTARY INFORMATION

2.1 Reasons for this Supplementary Prospectus

On 3 May 2018, the Company announced the terms of a debt and equity funding package with Resource Capital Fund VII LP comprising a US\$25 million term loan and a US\$5 million in equity subscription (**RCF Funding**). The RCF Funding was conditional on, amongst other things, approval of the RCF Investment Committee. On 13 June 2018, the Company announced that the RCF Funding had terminated.

The purpose of this Supplementary Prospectus is to update the Prospectus as a result of the termination of the RCF Funding arrangement such that all references to the RCF Funding in the Prospectus should now be read as if the RCF Funding has been terminated.

As a consequence of the termination of the RCF Funding, the Company advises the following:

- (a) it is unlikely that the development Montepuez Graphite Project will be substantially complete by the upcoming wet season;
- (b) the first shipment of graphite concentrate from the Montepuez Graphite Project is likely to be deferred from June 2019 by at least 3 months, and in any event approximately 12 months after project financing is obtained; and
- (c) all other anticipated production for the Montepuez Graphite Project and Balma Central Project are likely to be delayed, with the Company now targeting production of approximately 200,000 tpa by 2023.

Please refer to the Company's announcement dated 13 June 2018 for further details.

2.2 Copies of documents

The list of documents appearing in Section 5.4 of the Prospectus is amended by adding the following rows:

Date Lodged	Subject of Announcement
18/06/2018	Benchmark Mineral Intelligence World Tour presentation
13/06/2018	Montepuez Project Funding Update
8/06/2018	Trading Halt
30/05/2018	Results of 2018 Annual General Meeting - poll results
30/05/2018	2018 AGM Presentation
29/05/2018	Battery Minerals Rising Stars Presentation 29 May 2018
28/05/2018	Appendix 3B
25/05/2018	S708A Notice for Tranche 1 of Placement
24/05/2018	SPP offer document and application form
24/05/2018	Cleansing notice s708A(5)(e) & s7(f)(ii) of ASIC Class Order
24/05/2018	Prospectus for Placement and SPP Options

3. Consent

Each of the Directors has given his or her written consent to being named in this Supplementary Prospectus in the context in which they are named and have not withdrawn their consent prior to lodgement of this Supplementary Prospectus with ASIC.

3.1 Application for Securities

The Directors believe that the changes in this Supplementary Prospectus are not materially adverse from the point of view of an investor. Accordingly, no action needs to be taken if you have already applied for Securities under the Offers. No funds will be raised from the Offers as the Offers were for free attaching New Options participants in the Placement Shares and the SPP.

4. General

Other than as provided in this Supplementary Prospectus, all other information contained in the Prospectus remains unchanged.

5. Authorisation

This Supplementary Prospectus is authorised by each of the Directors.

This Supplementary Prospectus is signed for and on behalf of the Company, pursuant to a resolution of the Board, by:

David Flanagan
Managing Director
21 June 2018