

BRIMSTONE RESOURCES
ABN 12 116 221 848
SUPPLEMENTARY PROSPECTUS

1. IMPORTANT INFORMATION

This Supplementary Prospectus is dated 8 June 2011 and is supplementary to the Prospectus dated 18 May 2011 issued by Brimstone Resources Limited ACN 116 221 848 (**Company**) (**Prospectus**).

This Supplementary Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) on 8 June 2011. Neither the ASIC or the ASX takes any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus must be read together with the Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed on the internet at www.brimstoneresources.com.au.

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.

2. AMENDMENTS TO THE PROSPECTUS

The Prospectus is amended by this Supplementary Prospectus by deleting the second paragraph under the heading "Options" in Section 2.4 of the Prospectus in its entirety and replacing it with the following:

The Company will issue up to 14,304,219 Options for nil consideration as part of a loyalty issue (**Loyalty Issue**) to be made to shareholders (other than Australian Securities Company or its nominees) who are on the register of members as at the date of the Prospectus and to persons who apply for Shares pursuant to the Prospectus (**Initial Date**) provided they hold at least one (1) Share on the register 3 months from the date the Company's Shares are listed for trade on the ASX (**Record Date**). The Loyalty Issue will be on the basis of one (1) Option for every four (4) Shares held by those persons calculated on the number of Shares held on the Initial Date.

3. APPLICATIONS

Other than the changes set out above, all other details in relation to the 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.

Accordingly, no action needs to be taken if you have already subscribed for Shares under the Prospectus. A copy of this Supplementary Prospectus will be available on the Company's website and the Company will send a letter to all Applicants who have subscribed for Shares in the Prospectus to the date of this Supplementary Prospectus advising them of the Supplementary Prospectus.

4. 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.



Raymond Muskett
Chairman

For and on behalf of Brimstone Resources Limited

Note: All other details in relation to the terms of the Offer and other matters under the Prospectus remain unchanged.