



Zeta Resources Limited

ARBN 162 902 481

SUPPLEMENTARY PROSPECTUS

For the offer of up to 25,000,000 Shares, to be issued at an issue price of A\$1.00 per Share to raise up to A\$25,000,000, together with up to 5,000,000 free attaching Options on the basis of one (1) free attaching Option for every five (5) Shares issued (**Offer**).

There is no minimum subscription under the Offer.

IMPORTANT INFORMATION

This is an important document that should be read in its entirety. If you do not understand it you should consult your professional advisers without delay. The Shares offered by this Prospectus should be considered highly speculative.

This is a Supplementary Prospectus to the Prospectus lodged with ASIC on 17 April 2013.

1. Important Information

This is a Supplementary Prospectus that should be read in conjunction with the prospectus dated 17 April 2013 (**Prospectus**) issued by Zeta Resources Limited ARBN 162 902 481 (**Company**). This Supplementary Prospectus is dated 16 May 2013. A copy of this Supplementary Prospectus was lodged with ASIC and ASX on 16 May 2013. ASIC and ASX do not take any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus and the Prospectus may be viewed on the Company's website. During the period of the Offer, you may obtain a paper copy of the Prospectus and this Supplementary Prospectus free of charge by contacting the Company.

You may only apply for Shares using an Application Form attached to or accompanied by a complete copy of the Prospectus.

This document is important and should be read in its entirety and in conjunction with the Prospectus. If you do not understand its contents, you should consult your professional advisor without delay.

2. Purpose of Supplementary Prospectus

As announced by Kumarina to ASX on 8 and 9 May 2013, Peter Sullivan a director of Kumarina and Proposed Director of the Company purchased, on market, 9,056,265 Kumarina Shares. Consequently, the number of Shares and Options due to Mr Sullivan (or entities associated with him) as consideration under the Scheme has changed and, as a result, the relevant interest he is expected to have in securities of the Company, following completion of the Offer and implementation of the Scheme, as set out in the Prospectus, is no longer correct. This Supplementary Prospectus updates this information.

3. Supplementary Information

3.1 Substantial Shareholders

In light of the information in section 2 above, and based on the information available as at the date of this Supplementary Prospectus, those persons who (together with their associates) will hold a relevant interest in 5% or more of the Shares on issue, following the completion of the Offer and the Scheme are set out below:

Nil funds raised pursuant to the Offer

Shareholder Name	Number of Shares	Percentage shareholding
Utilico Investments Limited	40,082,969	71.50%
Peter Sullivan	3,306,566	5.90%

Those persons who (together with their associates) will hold a relevant interest in 5% or more of the Shares on issue, following the completion of the Offer and the Scheme under the scenarios where A\$12.5 million or A\$25 million is raised pursuant to the Offer, remains as set out in the Prospectus in relation to those scenarios. Consequently, there is no change to the tables in the Prospectus relating to the A\$12.5 million and A\$25 million raising scenarios

3.2 Disclosure of interests and remuneration

Following, the purchase of Kumarina Shares by Peter Sullivan, referred to in section 2 above, the relevant interest of each of the Proposed Directors in the securities of the Company, following completion of the Offer and implementation of the Scheme is set out in the table below:

Name	Shares	Options
Peter Sullivan ¹ (Proposed Director)	3,306,566	661,313
Martin Botha (Proposed Director)	-	-
Xi Xi (Proposed Director)	-	-

Notes:

1. 2,281,566 Shares and 456,313 Options will be held by Mr Sullivan through a nominee account with HSBC Custody Nominees, 500,000 Shares and 100,000 Options will be held by Hardrock Capital Pty Ltd, and, and a further 525,000 Shares and 105,000 Options will be held by Hardrock Capital Pty Ltd ATF CGLW No.2 Superannuation Fund. Mr Sullivan controls Hardrock Capital Pty Ltd. The above Shares and Options represent consideration due to each of these entities, under the Scheme, as holders of Kumarina Shares. This also assumes that neither Mr Sullivan nor any entity associated with him subscribes for Shares under the Offer.

4. Application for Shares

The Directors and Proposed 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.

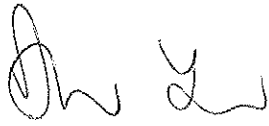
5. General

Other than as provided in this Supplementary Prospectus, all other information contained in the Prospectus remains unchanged. Words and phrases as defined in the Prospectus have a corresponding meaning in this Supplementary Prospectus.

6. Director's Consents and Authorisation

Each Director and Proposed Director of the Company has given and has not, as at the date of this Supplementary Prospectus, withdrawn his or her written consent to the lodgement with ASIC of this Supplementary Prospectus.

This Supplementary Prospectus is signed for and on behalf of the Company by:

A handwritten signature in black ink, appearing to read 'A Younie', written in a cursive style.

Mr Alasdair Younie
Director

Date: 16 May 2013

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