

This is a **Supplementary Prospectus** intended to be read with the Prospectus dated 13 May 2016 issued by Variscan Mines Limited ACN 003 254 395 (Variscan), relating to Variscan's renounceable entitlement offer of approximately 86,325,973 New Shares, on the basis of one New Share for every five Shares held by Eligible Shareholders on the Record Date at an issue price of \$0.018 per New Share and for the offer of the Shortfall.

VARISCAN MINES LIMITED
ACN 003 254 395
SUPPLEMENTARY PROSPECTUS

Important Notice

This is a supplementary prospectus (**Supplementary Prospectus**) to the original prospectus lodged by Variscan Mines Limited (**Variscan**) with the Australian Securities and Investments Commission (**ASIC**) on 13 May 2016 offering 86,325,973 New Shares, on the basis of one New Share for every five Shares held by Eligible Shareholders on the Record Date at an issue price of \$0.018 per New Share and for the offer of the Shortfall (**Prospectus**). This Supplementary Prospectus is dated 19 May 2016 and was lodged with ASIC on the same date.

This Supplementary Prospectus must be read together with the Prospectus.

Terms defined in section 10 of the Prospectus have the same meaning where used in this Supplementary Prospectus.

This Supplementary Prospectus contains particulars of change to the Prospectus.

Amendments to the Prospectus

For the purposes of correcting inadvertent and minor transcription errors, the two references to "**Entitlements trading will commence on the ASX on 23 May 2016.**" in the last paragraphs of section 2.7(b) and section 2.7(c) found on page 11 of the Prospectus, should be modified to read "**Entitlements trading will commence on the ASX on 17 May 2016.**", to be consistent with the timetable set out on page 6 of the Prospectus.

Status of the Entitlement Offer and applications

All other details in relation to the Prospectus and the Entitlement Offer remain unchanged and accordingly the Prospectus, which should be read in its entirety with this Supplementary Prospectus, and the Entitlement and Acceptance Form accompanying the Prospectus, provide the basis for and the means by which Eligible Shareholders may accept all or part of their Entitlement under the Entitlement Offer. Please see the Prospectus for information on how Eligible Shareholders may participate in the Entitlement Offer.

This Supplementary Prospectus will be despatched to Eligible Shareholders with the Prospectus and accordingly the Entitlement and Acceptance Form accompanying the Prospectus should be used by Eligible Shareholders to accept all or part of their Entitlement under the Entitlement Offer.

The timetable set out on page 6 of the Prospectus remains unchanged.

Directors' responsibility statements and consent

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Supplementary Prospectus are not misleading or deceptive. The Directors further state that the transcription errors referred to in this Supplementary Prospectus are not in their view materially adverse from the point of view of an investor, for the purposes of Section 719 and Section 728 Corporations Act (Cth). This Supplementary Prospectus is prepared on the basis that certain matters may be reasonably expected to be known to likely investors or their professional advisers.

Each Director of Variscan has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent.

Dated 19 May 2016



Ivo Polovineo
Company Secretary
Variscan Mines Limited

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