

This is a Supplementary Prospectus dated 22 November 2011 intended to be read with the Replacement Prospectus dated 9 November 2011, relating to the Offer by Fortis Mining Limited

FORTIS MINING LTD ACN 143 441 285 (ASX:FMJ)
(‘the Company’)

SUPPLEMENTARY PROSPECTUS

1. IMPORTANT NOTICE

This is a supplementary prospectus (**‘Supplementary Prospectus’**) intended to be read in conjunction with the Replacement Prospectus dated 9 November 2011 (**‘Prospectus’**) issued by the Company for the purposes of the Offer of Shares to be issued by the Company in connection with the Company’s application to re – list on the ASX following a change to the nature and scale of the Company’s activities.

This Supplementary Prospectus is dated 22 November 2011 and was lodged with the ASIC on that date. ASIC and ASX take no responsibility for the contents of the Prospectus or this Supplementary Prospectus.

This Supplementary Prospectus must be read together with the Prospectus. Pursuant to section 719(4) of the Corporations Act, the Prospectus is taken to include this Supplementary Prospectus. Terms used in this Supplementary Prospectus have the same meaning as in the Prospectus unless otherwise defined or the contrary intention appears. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued in both hard copy and electronic versions. The electronic version of the Prospectus may be viewed online at www.fortismining.com. The Offer is available to persons receiving an electronic version of the Prospectus and this Supplementary Prospectus in Australia. The Corporations Act prohibits any person from passing onto another person the Application Form unless it is attached to or accompanied by a complete and unaltered version of the Prospectus.

During the period of the Offer, any person may obtain a hard copy of the Prospectus and this Supplementary Prospectus by contacting the Company. This Supplementary Prospectus does not constitute an offer or invitation in any place which, or to any person whom, it would not be lawful to make such an offer or invitation. The distribution of this Supplementary Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Supplementary Prospectus should seek advice on and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

2. APPOINTMENT OF CEO

The Company is pleased to announce that Mr Jitto Arulampalam has been appointed as CEO of the Company with immediate effect. Mr Arulampalam is stepping down as Executive Chairman but remains on the Board as an Executive Director. Mr Arulampalam, along with Mr Frank Cannavo, founded the Company in 2010 and has been instrumental in transforming the Company into an emerging global potash player.

3 APPOINTMENT OF NEW CHAIRMAN AND DIRECTORS

In accordance with the Company’s announcement to the ASX on 22 November 2011, the following persons have been appointed as directors to the Board of the Company:

- Mdm Freada Cheung – *Non Executive Chairman*

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- Mr. Marco Marcou – *Non Executive Director*
- Mr. Edward Wen – *Non Executive Director*
- Ms. Teresa Wong – *Executive Director (Chief Financial Officer)*

Profiles for these new directors are set out below:

Mdm Freada Cheung

Non Executive Chairman

Mdm. Cheung is an experienced investor of various companies internationally, including companies in Australia, Hong Kong, Singapore and United Kingdom. She is well respected among the business community and has provided advisory services to companies that she has invested in. She has a diversified portfolio and knowledge base, with major investments and interest in the mining industry, clean energy and agricultural resources segments.

Mdm. Cheung currently serves as a Non-Executive Director of ASX listed company Dromana Estate Limited (ASX: DMY) and Mornington Winery Group Limited in Australia.

Mr. Marco Marcou

Non Executive Director

Mr. Marcou has over 25 years' managerial, consulting and advisory experience in Australia, the USA and Asia. His domain expertise is in the areas of telecommunications, information technology, broadcasting and the resources sector. He has held a number of senior management positions in the telecommunications and software sectors and worked for Deloitte Consulting (Australia & Hong Kong) specialising in Mergers & Acquisitions.

In 2004, Mr. Marcou was a joint founder and Director of MAP Capital Advisors (MAP) a leading independent boutique investment and advisory house with offices in Sydney and Melbourne providing Corporate Advisory (Strategic Transactions and Capital Markets), Market Insights, Venture Capital and Specialist Funds services. MAP's sector focus is on the TRIMET market segments (namely: Technology, Retail, Internet, Media, Entertainment & Telecoms) and the Resources sectors (namely: Mining, Oil & Gas, and Cleantech).

Mr. Marcou holds a Master of Business Administration (Swinburne University of Technology) and a Bachelor of Arts (University of Melbourne).

Mr. Edward Wen

Non Executive Director

From 1993 to 2000, Mr. Wen was an investment banker in several global investment banking houses in New York, first at J&W Seligman and then Nomura Securities, where he initiated and executed numerous cross-border initial public offerings, merger and acquisition transactions and structured financings.

From 2001 to 2008, Mr. Wen has been served as President of Genes Capital Group, a US-based merchant banking company which provided financing for small-cap companies.

Since 2008, Mr. Wen founded and manages several private equity funds with total investment assets over US\$3billion.

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Mr. Wen holds an MBA degree from Stern School of Business of New York University.

Ms. Teresa Wong

Executive Director and Chief Financial Officer

Ms. Wong has been appointed the Company's Chief Financial Officer and is an Executive Director of the Company.

Ms. Wong has over 20 years of experience in accounting, finance and auditing. She started her career with Deloitte Touche Tohmatsu and moved to work at a management level in finance, risk management and treasury functions in large investment banks, including Macquarie Group Limited. She holds a bachelor degree in commerce from Australian National University and is an associate member of the CPA (Australia).

4. RESIGNATION OF DIRECTORS & OTHER CHANGES

As set out in the Company's announcement to the ASX on 22 November 2011, the following persons have resigned from their positions as Non Executive Directors of the Company:

- Mr. Terence Grammer – *Non Executive Director*; and
- Mr. Paul Bitetto – *Non Executive Director*.

Mr Frank Cannavo has ceased employment with the Company as an Executive Director. Mr Cannavo has been an Executive Director of the Company since the Company listed on the ASX in December 2010. Mr Cannavo remains on the Board as a Non Executive Director.

5. EXTENSION OF CLOSING DATE OF OFFER

The Closing Date of the Offer has been extended to 5:00 pm (EST) on Friday, 30 December 2011. The Directors reserve the right, at their discretion, to close the Offer early or further extend the Offer.

6. REVISED INDICATIVE TIMETABLE

As a consequence of the extension of the Closing Date, the following dates in the indicative timetable set out on page 1 of the Prospectus will now apply:

| | |
|---|-------------------------|
| Closing Date under Prospectus | 30 December 2011 |
| Allotment of shares pursuant to Offer | 5 January 2012 |
| Dispatch of holding statements | 9 January 2012 |
| Anticipated date that trading suspension is lifted and Fortis' securities recommence trading on ASX (subject to satisfaction of Chapters 1 and 2 of the ASX Listing Rules) | 13 January 2012 |

The dates shown above are indicative only and may be varied.

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7. RIGHT TO WITHDRAW

In accordance with the Corporations Act, the Company must give Applicants who have applied for Shares under the Prospectus a copy of this Supplementary Prospectus and a one (1) month right from the date of Supplementary Prospectus to withdraw their Application and be repaid their Application Money in full.

If an Applicant elects to withdraw their Application, the Company will not pay interest on Application Monies refunded.

Any Applicant investor who has already submitted an Application as at the date of this Supplementary Prospectus, and wishes to obtain a refund of their Application Monies, should provide a written request to the Company as set out below by 5pm (EST) on 22 December 2011.

Applicants may withdraw their Applications and be repaid any Application Monies upon written request to the Company as follows:

Mailed to:

Fortis Mining Ltd

Level 5

15 – 19 Claremont Street

South Yarra VIC 3141

or

Fortis Mining Ltd

C/ Computershare Investor Services Pty Ltd

GPO Box 52

Melbourne VIC 3001

Or delivered to:

Computershare

452 Johnston Street

Abbotsford VIC 3067

Please note: The details of the refund cheque (including the address to which it should be sent) must correspond to the details contained in the Application Form lodged by that Applicant.

8. DIRECTORS' CONSENT

Each of the Directors of Fortis Mining Limited has consented to the lodgment of this Supplementary Prospectus with ASIC.

Signed for and on behalf of Fortis Mining Limited



Mr. Jitto Arulampalam

Chief Executive Officer, Fortis Mining Ltd

Dated: 22 November 2011

This is an important document and should be read in its entirety. If you do not understand this Supplementary Prospectus you should consult your professional advisers without delay. The Shares offered by this Supplementary Prospectus are of a speculative nature.

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