

# RETAIL STAR LIMITED

ABN 71 098 238 585

## SUPPLEMENTARY PROSPECTUS

This Supplementary Prospectus is dated 11 July 2008 and is supplementary to the prospectus dated 4 July 2008 issued by Retail Star Limited (ABN 71 098 238 585) (**Company**) (**Prospectus**). This Supplementary Prospectus includes exploration results announced after the lodgement of the Prospectus that Directors believe should be made available to shareholders.

This Supplementary Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) on 11 July 2008. The ASIC does not take 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.asx.com.au](http://www.asx.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.

### APPLICATIONS FOR SHARES

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. If you have not yet subscribed for Shares and wish to do so, you should follow the directions set out in the Prospectus **and apply using the Application Form provided with this Supplementary Prospectus**.

Pursuant to Section 719(4) of the Corporations Act, the information set out below is taken to be included in the Prospectus.

#### 1. AMENDED TIMETABLE

The Indicative Timetable in Section 3.3 of the Prospectus is amended as follows:

Event	Date
Lodgement of Prospectus with the ASIC	4 July 2008
Suspension of Company's Securities from trading on ASX (at the opening of trading)	14 July 2008
General Meeting to approve transaction	
Notification to ASX of results of General Meeting	
Opening of General Offer under the Prospectus	15 July 2008
Notice to Shareholders under Entitlements Offer	16 July 2008
Ex Date (in relation to Entitlements Offer)	1 August 2008

**This is a supplementary prospectus dated 11 July 2008 that must be read in conjunction with the Prospectus dated 4 July 2008 issued by the Company.**

Record Date for determining Shareholder entitlements (for Entitlements Offer)	8 August 2008
Despatch of Prospectus to eligible Shareholders (for the Entitlements Offer)	12 August 2008
Opening of Entitlements Offer under the Prospectus	12 August 2008
Closing Date of Entitlements Offer and General Offer under the Prospectus	26 August 2008
Trading on a deferred settlement basis (for Entitlements Offer)	27 August 2008
Notification to ASX of any under subscriptions	28 August 2008
Despatch date (for Entitlements Offer) Deferred settlement market ends (for Entitlements Offer) Last day for Securities to be entered into the holders' Security holdings (for Entitlements Offer)	2 September 2008
Anticipated date the suspension of trading is lifted and Company is relisted on the ASX	4 September 2008

## 2. EXPLORATION UPDATE

The Company made an announcement on 7 July 2008 relating to the exploration being undertaken on the Company's Machinga project in Malawi. A copy of that announcement is annexed to and forms part of this Supplementary Prospectus.

The Company made an announcement on 7 July 2008 relating to the exploration being undertaken on the Company's tenements in the Northern Territory, Australia. A copy of that announcement is annexed to and forms part of this Supplementary Prospectus.

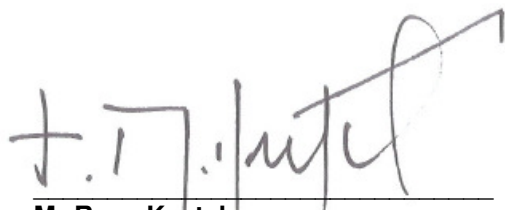
## 3. CONSENT

The information included in this Supplementary Prospectus relating to Exploration Results is based on information compiled by Mr Ian Scott, who is a Member of The Australasian Institute of Mining and Metallurgy. Mr Scott is a full-time employee of the Company and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking, to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Scott consents to the inclusion in this Supplementary Prospectus of the matters based on his information in the form and context in which it appears and has not withdrawn his consent prior to the issue of this 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.



**Mr Ross Kestel**  
**Non Executive Director**  
**For and on behalf of**  
**Retail Star Limited**

Note: All other details in relation to the terms of the Offers and other matters under 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.