

RESOURCE STAR LIMITED

(formerly Retail Star Limited)

ABN 71 098 238 585

SECOND SUPPLEMENTARY PROSPECTUS

This Second Supplementary Prospectus is dated 31 July 2008 and is supplementary to the prospectus dated 4 July 2008 (**Prospectus**) and first supplementary prospectus dated 11 July 2008 (**First Supplementary Prospectus**) issued by Resource Star Limited (ABN 71 098 238 585) (**Company**).

This Second Supplementary Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) on 31 July 2008. The ASIC does not take any responsibility for the contents of this Supplementary Prospectus.

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

This Second Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed on the Internet at 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.

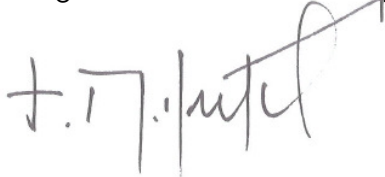
MANDATE WITH PEREGRINE CAPITAL TRUST

The Company advises that it has entered into a mandate agreement with Peregrine Capital Trust (**Peregrine**) under which Peregrine has agreed to assist the Company in raising up to \$1.5 million under the Prospectus. In return, the Company has agreed to pay Peregrine a fee equal to 5% of the funds raised from Peregrine introduced investors and the Company has also agreed to issue Peregrine that number options to acquire Shares (with an exercise price of \$0.25 and an expiry date 2 years from the date of issue) that is equal the dollar amount raised from Peregrine introduced investors, expressed as a number, divided by five (5).

DIRECTORS' AUTHORISATION

This Second 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 Second Supplementary Prospectus with the ASIC.



Mr Ross Kestel
Director
For and on behalf of
Resource 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 Second Supplementary Prospectus are not materially adverse from the point of view of an investor.