Supplementary Prospectus

This supplementary prospectus ("**Supplementary Prospectus**") relates to the Notice of General Meeting, Explanatory Memorandum, Prospectus and Proxy Form ("**Prospectus**") dated 11 January 2013 in relation to the placement of up to 33,333,334 ordinary shares in the capital of K2 Energy Limited ("**Company**").

This Supplementary Prospectus supplements, and should be read together with, the Prospectus. If there is any inconsistency between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus prevails. Terms used but not defined in this Supplementary Prospectus have the meanings given in the section 8 of the Prospectus.

This Supplementary Prospectus is dated 21 February 2013 and a copy was lodged with ASIC on that date. Neither ASIC nor ASX take any responsibility for the content of this Supplementary Prospectus.

Postponement of the Meeting

On 15 February 2013 the Company announced that since investor presentations for the Proposed Placement would be commencing on 25 February 2013, the Meeting would be postponed for one month so that it will be held at 9.00am (Sydney time) on Wednesday, 20 March 2013 at Level 21, 25 Bligh Street, Sydney.

An updated indicative timetable, which replaces the indicative timetable in Section 3.1(k) of the Prospectus, is set out below.

Updated indicative timetable

Subject to the satisfaction of all of the conditions precedent, the Company anticipates completion of the Transaction in accordance with the following timetable.

Last date and time by which Proxy Forms must be received	9.00am (Sydney time) on Monday, 18 March 2013
Date and time for eligibility to vote at the Meeting	7.00pm (Sydney time) on Monday, 18 March 2013
Meeting A trading halt to be requested from commencement of trade on the date of the Meeting	9.00am (Sydney time) on Wednesday, 20 March 2013
If Shareholders approve the Transaction all Shares will be suspended from trading on ASX until the Company re-complies with the requirements of Chapters 1 and 2 of the Listing Rules	Wednesday, 20 March 2013

Completion of the Transaction and issue of Shares under the Acquisition and Placement No securities will be issued pursuant to the Transaction (including issues of securities to MEARS Securityholders, related parties of the Company or anyone that ASX considers that the securities are being issued to as part of the Transaction) until the Company has re-complied with Chapters 1 and 2 of the Listing Rules	Monday, 25 March 2013

The above timetable is indicative only. The actual timetable will depend on factors outside the control of the Company, including the time at which the conditions precedent are satisfied. The Company has the right to vary the timetable set out above subject to the approval of such variation by MEARS and ASX where required. Any variation to the timetable set out above will be announced to ASX.

Consent to Lodgement

Each Director and Mr John Gerber, Mr Erwin Trautmann, Dr Rinn Cleavelin and Mr Rolf Stadheim as proposed directors of the Company have consented to the lodgement of this Supplementary Prospectus with ASIC.