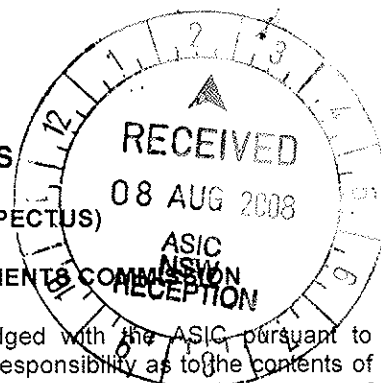


OUTBACK METALS LIMITED
ACN 126 797 573

SUPPLEMENTARY PROSPECTUS
TO PROSPECTUS DATED 4 JUNE 2008 (PROSPECTUS)

LODGEMENT WITH AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION



This Supplementary Prospectus is dated 8 August 2008 and was lodged with the ASIC pursuant to Section 719(1) of the *Corporations Act* on that date. The ASIC takes no responsibility as to the contents of this Supplementary Prospectus. This Supplementary Prospectus shall be read together with the contents of the Supplementary Prospectus dated 14 July 2008, the further Supplementary Prospectus dated 6 August 2008 and the Prospectus.

This document is important and should be read in its entirety in conjunction with the Supplementary Prospectus dated 14 July 2008, the further Supplementary Prospectus dated 6 August 2008 and the Prospectus dated 4 June 2008. If you are in any doubt as to the contents of this document, you should consult your sharebroker, solicitor, banker or accountant without delay.

TERMS USED IN THIS SUPPLEMENTARY PROSPECTUS

Terms used in this Supplementary Prospectus shall have the same meaning as ascribed to them in the Prospectus.

ADDITIONAL DISCLOSURE

The Directors wish to provide the following additional disclosure to investors in respect of the Offer.

Status of Funds received under the Offer

Under the Prospectus, the Company has received applications under the Offer for 22,383,500 Shares, representing application funds of \$4,476,700. Accordingly, as at the date of this Supplementary Prospectus, the Company has raised in excess of the minimum amount to be raised under the Prospectus (namely \$4,000,000). The Company is entitled to retain those application moneys exceeding \$4,000,000 as the Prospectus contemplates the Company making provision to accept a maximum of \$2,000,000 in over-subscriptions.

Repayment of Bynoe Debt

The Company has entered into an Instrument of Offer in favour of Bynoe dated 31 March 2008 (**Agreement**).

The terms of the Agreement are summarised in Section 12.3 of the Prospectus. In essence, the Agreement:

- (a) Acknowledges that Corporate Developments Pty Ltd (**Corporate**) owes a debt of two hundred thousand dollars (\$200,000) to Bynoe (**the Debt**); and
- (b) Grants Bynoe an option to apply for Shares in exchange for the discharge of all or part of the Debt.

Under the Agreement, Bynoe is entitled to have the Debt repaid by the issue of Shares at an issue price of 20 cents for each Share (being the issue price per Share under the Prospectus). Accordingly, a maximum of one million Shares is required to be issued by the Company in order to fully discharge the Debt.

Section 12.3 of the Prospectus provides that subsequent to entering into the Agreement, Bynoe has confirmed that it would not be exercising the option to acquire Shares in satisfaction of the Debt pursuant to the Agreement. The Prospectus also provides that the Debt has been satisfied by the Company (on behalf of Corporate) paying Bynoe \$200,000 in cash (**Cash Payment**).

Subsequent to the Prospectus and the Cash Payment, the Company and Bynoe have entered into a subsequent agreement (**Further Agreement**) pursuant to which:

- (a) Bynoe has agreed to repay the Cash Payment to the Company;

- (b) The Company shall issue one million Shares to Bynoe in full and final satisfaction of the Debt.

Consequential amendments to the Prospectus

As a consequence of the entry into the Further Agreement, the consequential repayment of the Cash Payment and issue of an additional one million Shares (as referred to above) the Prospectus is to be amended as follows:

1. Page 6, Section 4.1 (Offer) - the table setting out key Issue statistics is deleted and replaced with the following table:

	Minimum Subscription	Maximum Subscription
Shares to be allotted under the Offer	20,000,000	30,000,000
Offer price per Share	\$0.20	\$0.20
Amount to be raised under the Prospectus	\$4,000,000	\$6,000,000
Issued Shares on completion of the Offer ⁽¹⁾	152,000,002	162,000,002
Market capitalisation at \$0.20 per Share	\$30,400,000	\$32,400,000

⁽¹⁾ See in Section 4.5 for further details of the issued Shares on completion of the Offer

2. Page 7, Section 4.6 (Pro-forma Capital Structure) - the Share Capital table is deleted and replaced with the following:

Shares	Minimum Subscription		Maximum Subscription	
	Number of Shares	%	Number of Shares	%
Shares on issue at the date of this Prospectus	1	0.00%	1	0.00%
Acquisition of Victory Polymetallic Pty Ltd ⁽¹⁾	31,000,001	20.39%	31,000,001	19.13%
Shares issued to Vendor ⁽²⁾	100,000,000	65.79%	100,000,000	61.73%
Shares issued to Bynoe ⁽³⁾	1,000,000	0.66%	1,000,000	0.62%
Shares issued pursuant to the Prospectus	20,000,000	13.16%	30,000,000	18.52%
Total Shares on issue following completion of the Offer	152,000,002	100.00%	162,000,002	100.00%

⁽¹⁾ For details of the Shares issued in respect of the acquisition of Victory Polymetallic, refer to the summaries of the Collateral Agreement and Share Exchange agreement contained in Section 12 of this Prospectus.

⁽²⁾ For details of the Shares issued to the Vendor, refer to the summary of the Agreement for the Sale and Purchase of Shares and the Instrument of Offer contained in Section 12 of this Prospectus.

⁽³⁾ For details of the Shares to be issued to Bynoe, refer to the summary of the Further Agreement and the Instrument of Offer contained in this Prospectus.

3. Page 75 - Appendix 1 (Consolidated Balance Sheet) is deleted and replaced with the following:

"Set out below is the audited and pro forma consolidated balance sheet of the Group as at 31 January 2008 in accordance with the measurement and recognition requirements of AIFRS.

	Audited as at 31 January 2008 ⁽¹⁾ \$	Pro forma as at 31 January 2008 ⁽²⁾ \$
CURRENT ASSETS		
Cash and cash equivalents	7	4,311,146
Trade and other receivables	-	5,426
Other current assets	-	71,732
TOTAL CURRENT ASSETS	7	4,388,304
NON-CURRENT ASSETS		
Property, plant and equipment	-	167,169
Other non-current assets	-	-
TOTAL NON-CURRENT ASSETS	-	167,169
TOTAL ASSETS	7	4,555,473
CURRENT LIABILITIES		
Trade and other payables	2,410,504	154,984
TOTAL CURRENT LIABILITIES	2,410,504	154,984
TOTAL LIABILITIES	2,410,504	154,984
NET ASSETS	(2,410,497)	4,400,489
EQUITY		
Issued capital	1	17,396,141
Accumulated losses	(2,410,498)	(12,995,652)
TOTAL EQUITY	(2,410,497)	4,400,489

⁽¹⁾ The audited balance sheet has been extracted from the audited financial statements of the Group as at 31 January 2008.

⁽²⁾ The pro forma balance sheet reflects the Application of the funds from the Offer raised as at the date of this Supplementary Prospectus (\$4,476,700) plus the repayment of the Cash Payment from Bynoe to the Company less costs associated with the Offer and other pro forma adjustments as set out in Note 2.

4. Page 85, Section 12.3 (Instrument of Offer) - the final two paragraphs of Section 12.3 are deleted and replaced with the following:

"Subsequent to the Agreement, Bynoe has confirmed that it will be exercising the option to acquire the Shares in satisfaction of the Debt pursuant to the Agreement."

The above information may assist investors in determining whether they wish to apply for Shares pursuant to the Offer and the Prospectus.

OTHER MATERIAL INFORMATION

Close of the Offer

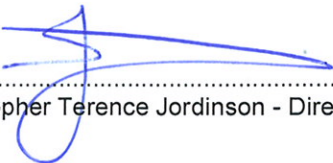
The Directors intend to close the Offer at 5:00 pm (AEST) on Thursday, 14 August 2008, subject to the right to close the Offer early or extend this date without notice.

The Directors of the Company are not aware of any acts, matter or thing (not already described in the Prospectus) which may be material to the making of an informed assessment of:

- (a) the effect of the Offer on the Company; or
- (b) the rights attaching to the Shares.

The Directors believe that the changes in this Supplementary Prospectus are not materially adverse from the point of view of an investor.

This Supplementary Prospectus has been signed by a Director of **Outback Metals Limited** with the authority of each of the Directors and is dated 8 August 2008.


.....
Christopher Terence Jordinson - Director