

**BLACK STAR PETROLEUM LIMITED
ACN 147 370 312**

SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 10 June 2014 (**Prospectus**), issued by Black Star Petroleum Limited (ACN 147 370 312) (**Company**).

This Supplementary Prospectus is dated 1 July 2014 and was lodged with ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus. Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This is an important document and should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.

1. AMENDMENTS TO THE PROSPECTUS AND WITHDRAWAL OF OFFER

The Company advises that the Directors of the Company have resolved to withdraw the offer as set out in the Prospectus. This Supplementary Prospectus formally withdraws the offer.

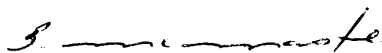
Accordingly, no securities will be issued and the Company will not be accepting any applications. Further, none of the applications received have been or will be processed.

All application monies received by the Company pursuant to the Prospectus will be refunded.

2. 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.



Brian McMaster
Director
For and on behalf of
Black Star Petroleum Limited