

**WASHINGTON RESOURCES LIMITED ACN 097 532 137****Supplementary Prospectus**

This is a Supplementary Prospectus intended to be read with the Prospectus dated 19 August 2005 (**Prospectus**) relating to the offer and issue of up to 15,000,000 ordinary shares at an offer price of 20 cents per share in Washington Resources Limited to raise up to \$3,000,000, with a minimum subscription of \$2,500,000.

This Supplementary Prospectus is dated 16 September 2005 and was lodged with the Australian Securities and Investments Commission (ASIC) on 16 September 2005. None of ASIC, ASX and their respective officers takes responsibility for the contents of this Supplementary Prospectus.

Pursuant to section 719(4) of the Corporations Act, the Prospectus is taken to include this Supplementary Prospectus. Terms defined in the Prospectus have the same meaning in this Supplementary Prospectus except where otherwise defined in this Supplementary Prospectus.

This Supplementary Prospectus may be viewed online at [www.washingtonresources.com.au](http://www.washingtonresources.com.au). The Offer is available to persons receiving this Prospectus and Supplementary Prospectus in Australia. The Corporations Act prohibits any person from passing onto another person the Application Form unless it is attached to or accompanied by a complete and unaltered version of the Prospectus and this Supplementary Prospectus. During the Offer Period, any person may obtain a hard copy of the Prospectus and the Supplementary Prospectus by contacting the Company.

This Supplementary Prospectus does not constitute an offer or invitation in any place which, or to any person whom, it would not be lawful to make such an offer or invitation. The distribution of this Supplementary Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Supplementary Prospectus should seek advice on and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

**1. Extension of Offer**

The Directors of Washington Resources Limited resolved to defer the Closing Date of the Offer. The Closing Date for the Offer is now 31 October 2005.

**Completed Application Forms must be forwarded to reach Washington Resources Limited's share registry no later than 5pm WST on 31 October 2005.**

**2. Section 12.4(c) - Convertible Note Agreement with Dwyka**

Under the terms of the Convertible Note Agreement with Dwyka (as subsequently varied by agreement between the Company and Dwyka), the conversion period during which Dwyka may convert the Note to shares in the Company will not commence until after the Shares are listed for quotation or 31 October 2005, whichever occurs earlier. Dwyka subsequently on 15 September 2005 confirmed to the Company in writing that it will not exercise its rights to convert to equity until after the Shares are listed for quotation or 30 November 2005, whichever occurs earlier.

The Prospectus is therefore amended as follows:

- (a) In section 2.5 on page 16, in the final paragraph omitting the final sentence and substituting the following:

Dwyka has confirmed to the Company in writing that it will not exercise its rights to convert to equity until at least 10 Business Days after the Shares are listed for quotation or 30 November 2005, whichever occurs earlier. (For details, investors should review Section 9 of this Prospectus and the summary of the Convertible Note Agreement in Section 12.4(c) of this Prospectus.); and

- (b) In section 12.4 on page 104 by omitting the final paragraph of section

12.4(c) and substituting the following:

Dwyka has confirmed to the Company in writing that it will not exercise its rights to convert to equity until at least 10 Business Days after the Shares are listed for quotation or 30 November 2005, whichever occurs earlier.

### 3. Indicative Timetable

The indicative timetable for the Offer is now as follows:

Date of Original Prospectus	19 August 2005
Date and Lodgment of Supplementary Prospectus	16 September 2005
Closing Date for acceptances	5pm WST on 31 October 2005
Allotment and issue of shares	3 November 2005
Dispatch of Holding Statements	7 November 2005
Quotation of Shares on ASX expected	14 November 2005

These dates are subject to change and are indicative only. Washington Resources Limited reserves the right to amend this Indicative timetable. In particular, Washington Resources Limited reserves the right, subject to the Corporations Act and the ASX Listing Rules, to amend the Closing Date for receipt of Application Forms or to withdraw the Offer without prior notice. Any amendment of the Closing Date will have a consequential effect on the date of the issue of Shares.

### 4. Application for Shares under the Offer

The Offer of ordinary shares is made in the Prospectus. If you wish to apply for ordinary shares and you have not yet completed an Application Form, please complete and return the Application Form which is attached to the Prospectus. The Application Form must be received by 5pm, WST on 31 October 2005 and must be completed in accordance with the instructions in the Prospectus and the Application Form at the following address:

Washington Resources Limited  
c/o Computershare Investor Services Pty Limited Level 2, 45 St Georges Terrace  
Perth WA 6000 AUSTRALIA.

This Supplementary Prospectus has been approved by unanimous resolution of the Directors of Washington Resources Limited. Each Director of Washington Resources Limited has given, and has not withdrawn, their consent to the lodgment of this Supplementary Prospectus.

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

Signed for and on behalf of the Washington Resources Board by Adrian Griffin, Chairman and Managing Director



Date: 16 September 2005