



ZAMIA GOLD

MINES LIMITED

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ACN 120 348 683

SUPPLEMENTARY PROSPECTUS

Introduction

This Supplementary Prospectus contains amendments to and supplements the prospectus lodged by Zamia Gold Mines Limited (**Zamia Gold**) with the Australian Securities and Investments Commission (**ASIC**) on 3 November 2006 (**Prospectus**). The Prospectus offers for subscription 20,000,000 ordinary shares in the capital of Zamia Gold at an issue price of 20 cents each with a view to raising \$4,000,000.00.

This Supplementary Prospectus must be read together with the Prospectus. Terms and conditions defined in section 11 of the Prospectus have the same meaning where used in this Supplementary Prospectus.

This Supplementary Prospectus is dated 11 December 2006. A copy of this Supplementary Prospectus was lodged with ASIC on that date. Neither ASIC nor ASX take responsibility for the contents of the Supplementary Prospectus.

The Directors believe that the modifications in this Supplementary Prospectus are not materially adverse from the point of view of an investor and that the Company need not comply with the provisions of section 724(2) of the Corporations Act with respect to the Prospectus.

Additional Information

1. Reason for this Supplementary Prospectus

As noted in Section 9.1.4 of the Prospectus, on 13 October 2006, Zamia Gold issued 16,025,000 ordinary shares to the shareholders of International Base Metals Limited (IBML) in direct proportion to their existing shareholdings in IBML for a total consideration of \$2.

The Prospectus incorrectly states the number of shares held by the Directors, Stephen Blackman and Matthew Stephens.

The Directors confirm that the same amount of Zamia Gold shares have been issued to IBML shareholders, namely, 16,025,000 shares.

This Supplementary Prospectus addresses the changes to the Prospectus required as a consequence.

This is a supplementary prospectus to be read in conjunction with the Prospectus dated 3 November 2006 issued by Zamia Gold Mines Limited and relating to an offer of shares in Zamia Gold Mines Limited.



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2. Section 9.11 – Directors' Interest in Securities

The details set out in the table in section 9.11 of the Prospectus relating to directors' interests in securities is now replaced by the following table:

Director	Number of Shares Held		Number of Director Options Held	
	Directly	Indirectly	Directly	Indirectly
Peter John Bradfield	-	350,000	-	1,000,000
Stephen Edward Blackman	195	2,279,456	-	250,000
Andrew Skinner	-	150,000	-	250,000
Matthew Francis Stephens	2,558,291	-	500,000	-
John Stanley Newton	-	-	500,000	-

3. Section 8 – Investigating Accountant's Report

The Directors note the following in relation to Brentnalls Assurance's Investigating Accountant's Report dated 1 November 2006:

- the table titled, "Shares issued to Related Parties" (reproduced on page 67 of the Prospectus) is amended to show the number of shares held by Stephen Blackman and Matthew Stephens as a result of the de-merger of IBML as being 2,279,651 and 558,291 respectively. As a consequence, the total number of shares issued to related parties is 8,337,942 shares.
- the table under the heading "Contributed Equity and Options, including Related Party Transactions" (reproduced on page 74 of the Prospectus) is amended to show the number of shares held by "Directors/ Officers (Related Parties)" as being 8,337,942 shares, and the number of shares held by other "Shareholders of IBML" as being 13,187,058 shares.

The Directors note that these amendments in relation to the IBML shareholders have been reported to the Investigating Accountant, Brentnalls Assurance.

4. Consents

Brentnalls Assurance has given their written consent to being named in this Supplementary Prospectus in the form and context in which they are named.

This is a supplementary prospectus to be read in conjunction with the Prospectus dated 3 November 2006 issued by Zamia Gold Mines Limited and relating to an offer of shares in Zamia Gold Mines Limited.



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5. Director's Authorisation

This Supplementary Prospectus is issued by Zamia Gold and has been approved by resolution of the Directors. Pursuant to section 720 of the Corporations Act, all the Directors of Zamia Gold have given their consent to the lodgement of this Supplementary Prospectus.

Dated: 11 December 2006

Peter J Bradfield
Chairman
Zamia Gold Mines Limited

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