

Supplementary Prospectus

Southern Agventure Limited ACN 139 814 592 (Company)

This Supplementary Prospectus supplements the Prospectus dated 17 January 2011 issued by the Company (**Prospectus**). This Supplementary Prospectus must be read together with the Prospectus. Capitalised terms not defined in this Supplementary Prospectus have the meaning given to them in the Prospectus, unless the context requires otherwise.

This Supplementary Prospectus is dated 14 April 2011. A copy of this Supplementary Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) on 14 April 2011.

ASIC does not take any responsibility for the content of this Supplementary Prospectus.

1. Interim dividend

1.1 Rationale

The Board has decided to declare an interim dividend in recognition of the continuing solid performance of the Company and to reward Shareholders who invested in the Company upon its inception.

The decision to declare an interim dividend was based on the following analysis undertaken by the Board:

- (a) no dividend had been paid on the Company's 2009/10 Net Profit After Tax of \$75,673, with all funds being reinvested in the Company;
- (b) the 2010/11 harvest was substantial and grain growers in the region have produced high tonnages;
- (c) an improved harvest season meant accumulation tonnages have increased almost 5-fold on the 2009/10 harvest for the Company's joint venture with the Emerald Group and the Board expects to see profit increases commensurate with such results; and
- (d) the Board also expects to receive a greater distribution from its joint venture with the Emerald Group as a result of the significantly improved harvest results.

1.2 Declaration and payment

Based on the above analysis, the Company has declared an interim dividend of \$0.10 per Share.

The interim dividend will be payable to all Shareholders as at the record date of 1 April 2011. According to the Company's register of Shareholders, there were 872,000 Shares on issue which will be entitled to receive the interim dividend, resulting in a total payment amount of \$87,200.

The interim dividend will be fully franked and will be paid on or around 8 July 2011.

This is a Supplementary Prospectus intended to be read with the Prospectus dated 17 January 2011, relating to the issue of shares in Southern Agventure Limited ACN 139 814 592



2. Extension of Offer

2.1 Rationale

The Board has formed the view that it is appropriate to extend the Offer Closing Date to 7 July 2011. This decision was reached having regard to the particular circumstances of the Company. Specifically, the extremely wet and flooding conditions throughout central and southern New South Wales during January, February and March resulted in a substantially extended harvest period. This meant that farmers, growers and other business operators who support the industry had less available time to consider the Offer.

The Company therefore experienced difficulties in contacting potential investors and considers the proposed extension of the Offer Closing Date will generate a greater investor response to the Offer.

2.2 Revised indicative timetable

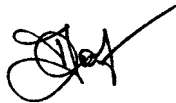
Event	Date
Date of Prospectus	17 January 2011
Offer Opens (after Exposure Period)	21 January 2011
Date of Supplementary Prospectus	14 April 2011
Offer closes – Shares and Options	7 July 2011
Expected date of Share allotment	21 July 2011
Expected date of Option allotment	4 August 2011
Option Vesting Period	5 August 2011 to 3 August 2012

3. Withdrawal of Applications

Applicants who have already lodged a Shares Application Form attached to or accompanying the Prospectus, are entitled to withdraw their application within 1 month of this Supplementary Prospectus and receive a refund of their application money.

4. Authorisation

Signed for and on behalf of Southern Agventure Limited by Richard Thompson, a director of the Company who is authorised to sign this Supplementary Prospectus on behalf of the Company pursuant to a resolution passed by the directors on 13 April 2011.



Richard W Thompson
Chairman

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Download a copy of Prospectus 2011 at
www.southernagventure.com.au or call 02 6932 4404

