

## BROOKE GROUP LTD.

SUPPLEMENT NO. 2 DATED JUNE 26, 1998  
TO PROSPECTUS DATED MAY 29, 1998

The Prospectus of Brooke Group Ltd. (the "Company") dated May 29, 1998 relating to the Company's common stock, \$.10 par value per share (the "Common Stock"), is hereby supplemented as follows:

## SELLING STOCKHOLDERS

The table set forth on pages 52 to 59 of the Prospectus is supplemented to include information concerning the following additional Selling Stockholders.

SELLING STOCKHOLDERS -----	SHARES OF COMMON STOCK OWNED PRIOR TO OFFERING -----	SHARES OF COMMON STOCK BEING OFFERED -----	NO. OF SHARES OF COMMON STOCK OWNED AFTER OFFERING(1) -----
Alliance Obstetrics Inc. Pension Plan	84	84	0
Carr, David M. Trust	84	84	0
Edwards, Charles W., Jr.	34	34	0
Flegenheimer, Oscar	84	84	0
Foothill Capital Corporation	4,125	4,125	0
Foothill Partners II, L.P.	21,827	21,827	0
Foothill Partners III, L.P.	13,389	13,389	0
Gummo, John A. and Joyce A.	34	34	0
Kay, Patricia C.	67	67	0
Nechvatal, Ursula	34	34	0
Rockman, Belle E. Trust	84	84	0
Rogers, Nate J.	666	666	0
Schubert, Richard A.	84	84	0

(1) The calculation of the number of shares of the Company's common stock owned after the offering assumes the sale of all shares offered hereby.