

## BROOKE GROUP LTD.

SUPPLEMENT NO. 7 DATED NOVEMBER 6, 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) -----
Franklin Principal Maturity Trust	10,000	10,000	0
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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.