

SUPPLEMENTARY PROSPECTUS

LabTech Systems Limited

ACN 107 670 673

website: www.labtechsystems.com

This document is important and should be read in its entirety together with the Prospectus and the First Supplementary Prospectus. If you do not understand any part of this document you should seek professional advice.

IMPORTANT INFORMATION

This Supplementary Prospectus is dated 2 May 2006 and supplements the Prospectus dated 31 October 2005 ("Prospectus") and the supplementary prospectus dated 19 January 2006 ("First Supplementary Prospectus") issued by LabTech Systems Limited ("Company") for an Offer of up to 22.5 million Shares at 20 cents each to raise up to \$4,500,000 together with one attaching Option for every one Share issued, exercisable at any time on or before 30 June 2013.

A copy of this Supplementary Prospectus was lodged with ASIC on 2 May 2006. Neither ASIC nor the ASX take any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus must be read together with the Prospectus and the First Supplementary Prospectus.

Unless otherwise indicated, terms and abbreviations defined and used in the Prospectus and the First Supplementary Prospectus have the same meaning in this Supplementary Prospectus.

REASONS FOR SUPPLEMENTARY PROSPECTUS

This Supplementary Prospectus has been prepared to:

1. extend the period for satisfying the minimum subscription condition from 4 months from the date of the Prospectus to 4 months from the date of this Supplementary Prospectus;
2. extend the period for admission to quotation of securities offered under the Prospectus from 3 months from the date of the Prospectus to 3 months from the date of this Supplementary Prospectus; and
3. disclose information on and set out the effects of a variation to the Underwriting Agreement between Martin Place Securities Pty Ltd ("Underwriter") and the Company.

CLOSE OF OFFER AND VARIATION TO UNDERWRITING AGREEMENT

The Offer closed on 24 March 2006.

As at the close of the Offer, the amount of funds raised under the Prospectus was not sufficient to meet the minimum subscription requirement of \$2,500,000 ("Minimum Subscription").

The Offer was fully underwritten by the Underwriter pursuant to the Underwriting Agreement (section 10.4 of the Prospectus sets out a summary of the key terms of the Underwriting Agreement).

This is a supplementary prospectus intended to be read with the prospectus dated 31 October 2005 and the supplementary prospectus dated 19 January 2006 issued by LabTech Systems Limited.

Accordingly, after the close of the Offer, the Company called on the Underwriter to meet the shortfall in subscriptions to bring the amount raised under the Offer to the full subscription of \$4,500,000.

However, the Company and the Underwriter have subsequently agreed to vary the terms of the Underwriting Agreement to amend the Underwritten Amount so that the Underwriter is now required to meet the shortfall in subscriptions as at the close of the Offer to bring the amount raised under the Offer to an amount sufficient to meet:

1. the Minimum Subscription under the Prospectus; and
2. the assets test set out in Listing Rule 1.3

(Variation to Underwriting Agreement).

Specifically, the new Underwritten Amount is pursuant to the Variation to Underwriting Agreement is \$2,675,000 ("**Revised Total Subscription**").

EFFECT OF VARIATION TO UNDERWRITING AGREEMENT

The effect of the Variation to Underwriting Agreement is that the Company will raise the Revised Total Subscription under the Offer instead of the full subscription of \$4,500,000.

The Underwriter is required to meet the shortfall in subscriptions to raise the Revised Total Subscription by the close of business on the third Business Day one month after the date of this Supplementary Prospectus. This deadline may be extended by agreement in writing between the Company and the Underwriter.

ASX LISTING

The period for the Company to be admitted to the Official List of the ASX and the quotation of its securities has been extended to the date 3 months after the date of this Supplementary Prospectus.

By a declaration of ASIC made on 13 January 2006 ("**ASIC Declaration**") pursuant to section 741(1) of the Corporations Act, sections 723(3)(b), 724(1)(a) and 724(1)(b)(ii) of the Corporations Act were modified in respect of this Supplementary Prospectus to permit the extension of the period for the Company to:

1. raise the Minimum Subscription to 4 months from the date of this Supplementary Prospectus; and
2. be admitted to the Official List of the ASX and the quotation of its securities to 3 months from the date of this Supplementary Prospectus.

Application for the Company's admission to the Official List of the ASX and quotation of the Company's shares was made on 3 November 2005.

If the Company is not admitted to the Official List of the ASX and its securities are not admitted to quotation within 3 months from the date of this Supplementary Prospectus all application monies will be refunded without interest.

MINIMUM SUBSCRIPTION

The ASIC Declaration gives the Company a period of 4 months from the date of this Supplementary Prospectus to raise the Minimum Subscription. However, to obtain admission to the official list of ASX, the Company must raise the Revised Total Subscription before the quotation of the securities on ASX can occur. Therefore the Revised Total Subscription must be reached within 3 months of the date of this Supplementary Prospectus.

This is a supplementary prospectus intended to be read with the prospectus dated 31 October 2005 and the supplementary prospectus dated 19 January 2006 issued by LabTech Systems Limited.

If the Revised Total Subscription is not reached 3 months from the date of this Supplementary Prospectus all application monies will be refunded without interest.

STATUS OF OFFER AND APPLICATIONS

As at the date of this Supplementary Prospectus the Company has received 324 Applications for 12,010,000 Shares at a total subscription amount of \$2,402,000. This includes Applications received by the Company pursuant to the Underwriting Agreement.

In accordance with section 724 of the Corporations Act, the Company will allow Applicants who have lodged Applications under the Prospectus prior to the date of this Supplementary Prospectus one month to obtain a refund of their Application Monies if they do not wish to proceed with their Applications.

Applicants will not have a further opportunity to withdraw their accepted Applications on the basis that the Company has not met the Revised Total Subscription or that its securities have not been admitted for quotation by the ASX for at least another two months.

CHANGES TO PROSPECTUS

The Variation to Underwriting Agreement results in the following changes to the Prospectus:

1. Application of Funds

The application of funds table contained in section 1.4 "Offer Proceeds" at page 6 of the Prospectus is replaced by the following use of funds information based on the Company raising the Revised Total Subscription as a consequence of the Variation to Underwriting Agreement:

Application of Funds	Revised Total Subscription \$2,675,000	
	Yr 1	Yr 2
Licence Agreement in relation to Microstreak® technology	\$60,000	-
Further technology and concept development, product definition, design for manufacture, testing trials	\$1,417,000	-
Transfer to manufacture, manufacture establishment	-	-
Working capital (administration, salaries, travel, rent, consultants, Intellectual Property, legal and accounting)	\$600,000	-
Costs in connection with the Offer (advisory, legal, accounting, tax, listing and administrative fees, printing, advertising, underwriting fees and other expenses)	\$692,000	-
Annual Total	\$2,769,000	

This is a supplementary prospectus intended to be read with the prospectus dated 31 October 2005 and the supplementary prospectus dated 19 January 2006 issued by LabTech Systems Limited.

2. Statement of Financial Position

The Variation to Underwriting Agreement has resulted in changes to the Proforma Historical Statement of Financial Position set out in section 8 "**Statement of Financial Position**" commencing at page 40 of the Prospectus. These changes are contained in the Proforma Historical Statement of Financial Position as at 31 December 2005 set out in Appendix 1 to this Supplementary Prospectus.

3. Capital Structure

The capital structure table contained in section 11.1 at page 85 of the Prospectus is replaced by the following capital structure information based on the Revised Total Subscription.

	Immediately Before the Prospectus Date	Assuming Revised Total Subscription
Fully Paid Ordinary Shares	43,465,708	57,220,708#
Class A Options (Expiring in 2012)	8,045,000	8,405,000
Class B Options (Expiring in 2013)	6,324,350	6,324,350
Class C Options (Expiring in 2013)	-	13,775,000*

Class A Options are subject to a 2:3 bonus issue of Shares on conversion.

Class B Options are subject to a 2:3 bonus issue of Shares on conversion.

Class C Options will be issued pursuant to the Prospectus.

includes 380,000 Shares issued to the Underwriter as part of the success fee pursuant to the Underwriting Agreement

* includes 380,000 free attaching Options issued to the Underwriter as part of the success fee pursuant to the Underwriting Agreement.

4. Underwritten Amount

The definition of "**Underwriting Agreement**" appearing under the "**GLOSSARY**" section on page 95 of the Prospectus is to be deleted and replaced with the following definition:

- "Underwritten Amount** The amount of \$2,675,000 being an amount sufficient to meet:
1. the Minimum Subscription under the Prospectus; and
 2. the assets test in Listing Rule 1.3.

This is a supplementary prospectus intended to be read with the prospectus dated 31 October 2005 and the supplementary prospectus dated 19 January 2006 issued by LabTech Systems Limited.

APPLICATIONS

Applicants who HAVE previously submitted an Application Form pursuant to the Prospectus and DO NOT want to withdraw their Application

Applicants who have already lodged an Application Form pursuant to the Prospectus DO NOT need to complete a further Application Form.

Applicants who HAVE previously submitted an Application Form pursuant to the Prospectus and DO want to withdraw their Application

An Applicant who wishes to withdraw their Application must ensure that written notice is received by the Company no later than 1 month after the date of this Supplementary Prospectus.

Applicants may withdraw their Applications and be repaid any Application Monies upon written request to *LabTech Systems Limited, 253 Sturt Street, Adelaide SA 5000*. The request must contain payee details for the refund cheque. The payee details of the refund cheque (including the address to which it should be sent) must correspond to the details contained in the Application Form lodged by the Applicant.

Investors who have NOT previously submitted an Application Form

All new Applications must be made on the Application Form attached to this Supplementary Prospectus. The Application Form contains detailed instructions on how it should be completed. Applications must NOT be made on the Application Form attached to or accompanying the Prospectus.

New investors should read the instructions on the Application Form attached to this Supplementary Prospectus before applying for Shares.

Applications must be for a minimum of 10,000 Shares at \$0.20 (\$2000) and in multiples of 1000 Shares (\$200) thereafter.

Application Forms must be accompanied by cheque(s) for the relevant Application Monies. Cheque(s) must be in Australian Dollars (\$) and drawn on an Australian Branch of an Australian bank, must be crossed "Not Negotiable" and must be made payable to "LabTech Systems Ltd – Share Offer".

If the amount of your cheque(s) for Application Monies (or the amount for which those cheque(s) clear in time for allocation) is insufficient to pay for the number of Shares you have applied for in your Application Form, you may be taken to have applied for such lower number of Shares as your cleared Application Monies will pay for (and to have specified that number of Shares in your Application Form), or your Application may be rejected on full at the Company's discretion.

ALL OTHER DETAILS IN RELATION TO THE TERMS OF THE OFFER AND OTHER MATTERS PURSUANT TO THE PROSPECTUS REMAIN UNCHANGED.

This is a supplementary prospectus intended to be read with the prospectus dated 31 October 2005 and the supplementary prospectus dated 19 January 2006 issued by LabTech Systems Limited.

CONSENTS


Martin Place Securities Pty Ltd has given its written consent to being named in the form and context to which it is named at pages 1 and 2 of this Supplementary Prospectus. Martin Place Securities Pty Ltd has not withdrawn its consent prior to the lodgement of this Supplementary Prospectus with ASIC.

DIRECTORS' AUTHORISATION

The Directors each have consented to the issue of this Supplementary Prospectus and to its lodgement with ASIC. No Director has withdrawn this consent prior to the lodgment of this Supplementary Prospectus with ASIC.

Dated 2 May 2006

Signed on behalf of LabTech Systems Limited


Douglas Peter LeMessurier
Chairman

This is a supplementary prospectus intended to be read with the prospectus dated 31 October 2005 and the supplementary prospectus dated 19 January 2006 issued by LabTech Systems Limited.

APPENDIX 1

LABTECH SYSTEMS LTD ACN 107 670 673

PROFORMA HISTORICAL BALANCE SHEET ASSUMING REVISED TOTAL SUBSCRIPTION UNDER THE OFFER AND OTHER SUBSCRIPTIONS OCCUR ON 31 DECEMBER 2005

	Note	Proforma Historical Balance Sheet assuming revised total subscription of \$2,675,000 \$	Historical Balance Sheet 31 December 2005 \$
CURRENT ASSETS			
Cash at Bank	3	2,351,146	94,558
Receivables		65,665	56,868
TOTAL CURRENT ASSETS		2,416,812	151,426
NON-CURRENT ASSETS			
Plant & Equipment		1,218	1,218
Intangible Assets		602,198	602,198
Other		654	654
TOTAL NON-CURRENT ASSETS		604,070	604,070
TOTAL ASSETS		3,020,882	755,496
CURRENT LIABILITIES			
Payables		139,299	234,080
Financial liability		-	105,600
Short term borrowings	4	272,077	70,000
TOTAL CURRENT LIABILITIES		411,377	409,680
TOTAL LIABILITIES		411,377	409,680
NET ASSETS		2,609,505	345,816
EQUITY			
Issued Capital	5	3,280,476	951,710
Option Reserve		278,000	278,000
Retained Profits/(Accumulated Losses)		(948,971)	(883,894)
TOTAL EQUITY		2,609,505	345,816

The accompanying notes form part of these financial statements

**LABTECH SYSTEMS LTD
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**NOTES TO THE PROFORMA HISTORICAL BALANCE SHEET
AS AT 31 DECEMBER 2005**

NOTE 1: BASIS OF PREPARATION

The Proforma Historical Balance Sheet as at 31 December 2005 has been based on the historical financial information for the half year ended 31 December 2005 by incorporating the following transactions (proforma transactions) as though the transactions had occurred prior to and including 31 December 2005:

- (a) a further advance of \$20,000 by Diana Evans to the company on 5 January 2006 and interest accrual at 12% per annum;
- (b) the payment of consulting fee to Lusid Pty Ltd at \$13,750 per month, including GST for 4 months;
- (c) the payment of administrative and accounting services to MSI Tilley at \$3,300 per month, including GST for 4 months;
- (d) the receipt of GST refund from the Australian Taxation Office of \$31,446;
- (e) the issue of 716,000 convertible notes between 6 February 2006 and 10 April 2006 at \$0.25 each;
- (f) the receipt of applications for 825,500 shares at \$0.20 cents each raising \$165,100 pursuant to the prospectus and supplementary prospectus issued by the company;
- (g) the issue of 13,375,000 shares at \$0.20 pursuant to this prospectus to raise \$2,675,000 assuming revised total subscription; and
- (h) the transaction costs incurred by the Company in relation to the capital raising, including the underwriting and placement commission to the underwriter.

NOTE 2: AUDITED FINANCIAL REPORT - 1 JULY 2004 TO 30 JUNE 2005 AND INTERIM FINANCIAL REPORT - 1 JULY 2005 TO 31 DECEMBER 2005

The unaudited Proforma Historical Balance Sheet as at 31 December 2005 should be read in conjunction with the historical financial information for the year ended 30 June 2005 and the half year ended 31 December 2005. Reference should be made to the notes of the historical financial information wherever appropriate and in particular the following:

Audited Financial Report - 1 July 2004 to 30 June 2005

Note 1 - Statement of Significant Accounting Policies
Note 7 - Intangible Assets
Note 9 - Payables
Note 10 - Contributed Equity
Note 15 - Related Party Transactions
Note 19 - Events Occurring After Balance Date
Note 20 - Capital, Royalty and Other Fees Commitments

Interim Financial Report - 1 July 2005 to 31 December 2005

Note 1 - Statement of Significant Accounting Policies
Note 2 - First time Adoption of Australian Equivalents to International Financial Reporting Standards
Note 4 - Intangible Assets
Note 7 - Contributed Equity
Note 8 - Option Reserve
Note 10 - Disposal of Subsidiaries and Restructuring
Note 11 - Contingent Liabilities
Note 12 - Events Occurring After Balance Date

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NOTES TO THE PROFORMA HISTORICAL BALANCE SHEET
AS AT 31 DECEMBER 2005

**Assuming
revised total
subscription
of \$2,675,000
\$**

NOTE 3: RECONCILIATION OF CASH BALANCES

Cash on hand at 31 December 2005 per historical	94,558
Plus: Advance from Diana Evans (Note 1)	20,000
Plus: GST refund received (Note 1)	31,446
Plus: Funds raised pursuant to the convertible note (Note 1)	179,000
Plus: Capital raised pursuant to this prospectus (Note 1)	2,569,400
Less: Payment of consulting fee to Lusid Pty Ltd (Note 1)	(55,000)
Less: Payment for administrative and accounting services to MSI Tilley (Note 1)	(13,200)
Less: Capital raising costs paid in cash	(475,058)
Cash on hand at 31 December 2005 per Proforma Historical Balance Sheet	<u>2,351,146</u>

NOTE 4: SHORT-TERM BORROWINGS

Balance at 31 December 2005	70,000
Plus: Advance from Diana Evans (Note 1)	20,000
Plus: Interest accrual on advance from Diana Evans	3,077
Plus: Funds raised pursuant to the convertible note (Note 1)	179,000
Short-term borrowings at 31 December 2005 per Proforma Historical Balance Sheet	<u>272,077</u>

NOTE 5: RECONCILIATION OF CONTRIBUTED EQUITY

	Assuming revised total subscription of \$2,675,000		Historical 31 December 2005	
	No of shares issued	\$	No of shares issued	\$
Ordinary shares on issue 31 December 2005	43,465,708	1,426,981	43,465,708	1,426,981
Shares issued pursuant to this prospectus	13,375,000	2,675,000	-	-
Shares issued pursuant to underwriting agreement	380,000	76,000	-	-
	<u>57,220,708</u>	<u>4,177,981</u>	<u>43,465,708</u>	<u>1,426,981</u>
Less: Capital raising costs				
Capital raising costs at 31 December 2005	-	(475,271)	-	(475,271)
Costs incurred pursuant to this prospectus	-	(422,234)	-	-
	-	<u>(897,505)</u>	-	<u>(475,271)</u>
Contributed Equity	<u>57,220,708</u>	<u>3,280,476</u>	<u>43,465,708</u>	<u>951,710</u>

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NOTES TO THE PROFORMA HISTORICAL BALANCE SHEET
AS AT 31 DECEMBER 2005

NOTE 5: TAX EFFECT OF LOSSES AND CAPITALISED CAPITAL RAISING COSTS

As the probability that future taxable profits will be available is uncertain the deferred tax assets on:

- An amount of \$265,168 being 30% on the tax losses of \$883,894 at 31 December 2005; and
- Another amount of \$142,581 being 30% of the capitalised capital raising costs

have not been brought to account.

LabTech Systems Ltd

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Application Form for Shares and attaching Options

This Application Form is attached to and forms part of the supplementary prospectus dated 2 May 2006 (Supplementary Prospectus) which is supplementary to the prospectus dated 31 October 2005 (Prospectus) and the supplementary prospectus dated 19 January 2006 (First Supplementary Prospectus).

Please read all instructions on reverse of this form

A Number of Shares and attaching Options applied for (minimum 10,000 Shares)

B Total amount payable

_____ at \$0.20 per Share =

A\$ _____

C Full name details (title, given name(s) (no initials) and surname or Company name)

Name of Applicant 1

Name of joint applicant 2 or <account name>

Name of joint applicant 3 or <account name>

D Tax file number(s) or exemption category

Applicant 1 / Company

Joint applicant 2 / trust

Joint applicant 3 / exemption

E Full postal address

Number / street

Suburb / Town

State / Postcode

F Contact Details

Contact name

Contact daytime phone number ()

Contact email address

CHESS Holder No

G Cheque payment details please fill out your cheque details and make your cheque payable to "Labtech Systems Ltd Share Offer".

Drawer	Cheque number	BSB number	Account number	Total amount of cheque
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

Return of the Application Form with your cheque for the Application monies will constitute your offer to subscribe for Shares and Options in the Company. I/We declare that:

- (a) this Application is completed according to the declaration/appropriate statements on the reverse of this form and agree to be bound by the Constitution of the Company; and
- (b) I/We have received personally a copy of the Supplementary Prospectus accompanied by or attached to the Application Form or a copy of the Application Form before applying for Shares and attaching Options.

No signature required.

You should read the Prospectus, the First Supplementary Prospectus and the Supplementary Prospectus carefully before completing this Application Form. The Corporations Act prohibits any person from passing on this Application Form (whether in paper or electronic form) unless it is attached to or accompanies a complete and unaltered copy of the Prospectus and any relevant supplementary Prospectus (whether in paper or electronic form).

This Application Form does not need to be signed. By lodging, or causing to be lodged, this Application Form and a cheque for the full monies I/we hereby:

1. declare that this Application Form is completed and lodged according to the Supplementary Prospectus and the declarations/statements accompanying this Application Form and declare that all details and statements made by me/us (including the declarations/statements accompanying this Application Form) are complete and accurate.
2. offer to subscribe for Fully Paid Ordinary Shares and Options in the Company; and
3. agree to be bound by the Constitution of the Company as amended from time to time and any new Constitution adopted by the Company, by the terms of the Options and by the terms and conditions set out in the Prospectus, the First Supplementary Prospectus and the Supplementary Prospectus.

How to Complete the Application Form

Please complete all relevant sections of the Application Form using **BLOCK LETTERS**

- A Insert the number of Shares and attaching Options you wish to apply for.
- B Insert the relevant amount of Application monies. To calculate your Application monies, multiply the number of Shares and attaching Options applied for by the sum of \$0.20.
- C Write the full name you wish to appear on the statement of shareholdings. This must be either your own name or the name of the Company. Up to three joint Applicants may register. You should refer to the table below for the correct form of registrable title. Applicants using the wrong form of title may be rejected.
- D Enter your Tax File Number (TFN) or exemption category. Where applicable, please enter the TFN for each joint Applicant. Collection of TFN(s) is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application.
- E Please enter your postal address for all correspondence. All communications to you from the share registry will be mailed to the person(s) and address as shown. For Joint Applicants, only one address can be entered.
- F Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your Application.
- G Please complete cheque details as requested:
Make your cheque payable to "LabTech Systems Ltd Share Offer" in Australian currency and crossed "Not Negotiable". Your cheque must be drawn on an Australian Branch of a Bank. The amount should agree with the amount shown in Section B. Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected.
- H Before completing the Application Form the Applicant(s) should read the Prospectus, the First Supplementary Prospectus and the Supplementary Prospectus to which the Application relates. By lodging the Application Form, the Applicant(s) agrees that this Application is for Shares and attaching Options is for Shares and attaching Options in the Company upon and subject to the terms of this Prospectus, the First Supplementary Prospectus and the Supplementary Prospectus, agrees to take any number of Shares and attaching Options equal to or less than the number of Shares and attaching Options indicated in Section A that may be allotted to the Applicant(s) pursuant to the Prospectus, the First Supplementary Prospectus and the Supplementary Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application form.

Forward your completed Application Form and accompanying cheque(s) to:-

LabTech Systems Ltd, GPO Box 1385 Adelaide SA 5001
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Correct forms of Registrable Names

Note that only legal entities are allowed to hold Shares and Options. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to LabTech Systems Ltd. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of investor	Correct form	Examples of incorrect forms
Individuals Give full name - not initials	John Fred Williams	JF Williams
Person Under the age of 18	Michael John Wilson	Andrew Wilson
Do not use the name of the minor, use name(s) of parent(s)/guardian(s)	Sarah Jane Wilson <Andrew Wilson A/C>	
Companies	John Williams Pty Ltd	J Williams Co
Use Company title, not abbreviations		John Williams P/L
Trusts	John Fred Williams	John Williams Family Trust
Do not use the name of the trust, use name(s) of trustee (s)	<Williams Family A/C>	
Deceased Estates	Jane Mary Wilson	Estate of the Late John Smith
Do not use the name of deceased, use personal names of executor(s)	<Est John Smith A/C>	
Partnerships	Sarah Jane Wilson	Sarah Wilson & Son
Do not use the name of partnership, use personal names of partners	Michael John Wilson <Sarah Wilson & Son A/C>	
Clubs/Unincorporated Bodies	John Fred Williams	ABC Tennis Association
Do not use the name of clubs etc use personal names of office bearer(s)	<ABC Tennis Association A/C>	
Superannuation Funds	Sarah Wilson Pty Ltd	Sarah Wilson Pty Ltd
Do not use the name of fund use name(s) of trustee(s)	<Super Fund A/C>	Superannuation Fund