

Supplementary Offer Information Statement

This Supplementary Offer Information Statement is dated 17 November 2006 and was lodged with the Australian Securities and Investments Commission ("ASIC") on 17 November 2006. This Supplementary Offer Information Statement supplements the Offer Information Statement dated 9 November 2006 ("OIS") which was lodged with ASIC on 9 November 2006. It is to be read together with the OIS. Terms used in this Supplementary Offer Information Statement have the same meaning as ascribed to them in the OIS.

This Supplementary Offer Information Statement amends the OIS in the following respects:

1. The **Closing Date** is now **3 January 2007**. The references to the closing date as 11 December 2006 on pages 1, 8 and on the Share Offer Application Form should now read 3 January 2007 unless extended by a resolution of the Board of the Company. No Shares or Options will be issued on the basis of this OIS after 9 December 2007 which is 13 months after the date of the OIS.
2. The OIS states on page 8 "It is the intention of the Board of Directors of VentureAcess Capital to apply for listing of the Company's Shares and Options on the ASX immediately upon successful closing of this OIS." The Board of VentureAcess Capital confirms in relation to this statement that:

An application has been made by VentureAcess Capital to the ASX on 16th November 2006 for admission to the official list of the ASX and for official quotation of the Shares and Options issued under this OIS, together with shares and December 2009 options already issued and shares and options (if any) to be issued under the takeover bid for JAB. If permission to list is not granted within the time specified by the Corporations Act, all application monies under Offer will be refunded without interest. The ASX accepts no responsibility for the contents of this OIS and although the ASX may admit VentureAcess Capital to its "official list" this should not be taken in any way as an indication of the merits of the entity.

3. The OIS states on pages 5,8,20 that VentureAcess Capital had applied for dispensation from the Pooled Development Fund Board to retain its PDF status after the JAB takeover. The Pooled Development Fund Board has now informed VentureAcess Capital that this request has been rejected. Under these circumstances, **if the takeover bid for JAB is successful VentureAcess Capital will relinquish its PDF status** (unless the PDF Board subsequently reverses its decision).
4. **Agreement with the Fund Manager:** VentureAcess Capital has entered into a Management Agreement with the Fund Manager a holder of Australian Financial Services Licence #266712, the key elements of which are:
 - The Fund Manager will use its skills, resources and networks to identify high quality investment opportunities and make these investment opportunities "investor ready";
 - The highest quality investment opportunities that have been made "investor ready" will then be recommended to VentureAcess Capital and provide management and guidance for investee companies; and
 - The Fund Manager will offer VentureAcess Capital the first right to take up these investment opportunities.
 - The Fund Manager receives a fixed annual management fee and a performance-related component:

An annual management fee of 2% of the value of the Company; and

A success fee of 20% of any realised net capital gain to the extent such gain is greater than growth in the All Ordinaries Index over the same period.

Each director of VentureAcess Capital Limited has consented to the lodgement and issue of this Supplementary Offer Information Statement and it is signed in accordance with a resolution of the Directors.



Geoff Mullins
Chairman
17 November 2006