



17 February 2012

National Stock Exchange of Australia  
Level 2, 117 Scott Street  
Newcastle NSW 2300

By E-Lodgement

**Company Announcement**

Please find attached copy of Second Supplementary Prospectus lodged with ASIC today.

For further information please contact Mr Andrew Whitten on +61 2 8072 1400.

A handwritten signature in black ink, appearing to read "Andrew Whitten", with a stylized, sweeping flourish at the end.

Andrew Whitten  
Company Secretary



**VERTUA LIMITED  
ACN 108 076 295**

## **SECOND SUPPLEMENTARY PROSPECTUS**

### **1 IMPORTANT NOTICE**

- 1.1 This Second Supplementary Prospectus is dated 17 February 2012 (**Second Supplementary Prospectus**) and contains particulars of changes to and supplements the prospectus dated 2 December 2011 (**the Prospectus**) issued by Vertua Limited (**the Company**) in respect of the offer of 12,000,000 Shares at 25 cents each to raise up to \$3,000,000 (**the Offer**) and the supplementary prospectus dated 13 January 2012 issued by the Company in relation to the Offer (**the First Supplementary Prospectus**).
- 1.2 This Second Supplementary Prospectus was lodged with ASIC on 17 February 2012. Neither ASIC nor the NSX take any responsibility as to the contents of this Second Supplementary Prospectus.
- 1.3 This Second Supplementary Prospectus must be read together with the Prospectus and the First Supplementary Prospectus. To the extent of any inconsistency between this Second Supplementary Prospectus, the Prospectus and the First Supplementary Prospectus, the provisions of this Second Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Second Supplementary Prospectus.
- 1.4 This Second Supplementary Prospectus, the Prospectus and the First Supplementary Prospectus are important documents that should be read in their entirety. If you have any questions about the Shares being offered under this Second Supplementary Prospectus or any other matter, you should consult your professional advisers.

### **2 REASONS FOR SECOND SUPPLEMENTARY PROSPECTUS**

- 2.1 This Second Supplementary Prospectus has been prepared to provide details of the ASIC modification obtained by the Company subsequent to the release of the Prospectus and the First Supplementary Prospectus.
- 2.2 Sections 723(3)(b) and 724(1)(b)(ii) of the Corporations Act require that an entity's securities must be admitted to quotation within 3 months after the date of the disclosure document.

Admission to quotation has not occurred as at the date of this Second Supplementary Prospectus.

### 3 ASIC MODIFICATION

- 3.1 ASIC has granted the Company relief under section 741(1) of the Corporations Act. A copy of the declaration made by ASIC under section 741(1) of the Corporations Act is attached to this Second Supplementary Prospectus as Annexure A (**ASIC Declaration**).
- 3.2 The purpose of the relief is to enable the Company to issue Shares offered under the Prospectus and the First Supplementary Prospectus notwithstanding that the Shares are not admitted for quotation within 3 months after the date of the Prospectus.
- 3.3 By virtue of the Declaration made by ASIC, the Company may issue Shares offered under the Prospectus and the First Supplementary Prospectus to Applicants provided that the Shares are admitted for quotation within 3 months after the date of this Second Supplementary Prospectus.
- 3.4 The effect of the relief provided by the Declaration made by ASIC is that for the purpose of sections 723(3)(b) and 724(1)(b)(ii) of the Corporations Act, the time within which the Shares must be admitted to quotation on the NSX has been extended to 3 months after the date of this Second Supplementary Prospectus.
- 3.5 If the Shares offered under the Prospectus, the First Supplementary Prospectus and this Second Supplementary Prospectus are not admitted to quotation on the NSX within 3 months after the date of this Second Supplementary Prospectus, the Company will either repay the money received by it from Applicants or give Applicants a supplementary disclosure document and 1 month to withdraw their Applications and be repaid their Application Money.

### 4 CHANGE TO INDICATIVE TIMETABLE

- 4.1 The summary of important dates set out on page 5 of the Prospectus is modified by this Second Supplementary Prospectus as follows:

Event	Date*
Lodgement of the Second Supplementary Prospectus with ASIC	17 February 2012
Expected Closing Date of the Offer	11 May 2012
Allotment of Shares and Dispatch of Holding Statements	16 May 2012
Expected date for Shares to commence trading on the NSX	17 May 2012

\*The above dates are indicative only (except for the date of lodgement of the Second Supplementary Prospectus with ASIC) and may vary, subject to the requirements of the NSX Listing Rules and the Corporations Act. The Directors reserve the right to close the Offer early.



The Application Form contained in the Prospectus and the First Supplementary Prospectus has been amended to reflect the existence of this Second Supplementary Prospectus. The amended Application Form is attached to this Second Supplementary Prospectus.

## **5 STATUS OF THE TOOWOOMBA DEVELOPMENT**

- 5.1 There have been no material changes to the status of the Company's Toowoomba Development from that set out in the First Supplementary Prospectus.

## **6 STATUS OF THE OFFER**

- 6.1 As at the date of this Second Supplementary Prospectus the Company has received Applications for a total of \$25,000 or 100,000 Shares.

## **7 RIGHT TO WITHDRAW PREVIOUS APPLICATION**

- 7.1 A copy of this Second Supplementary Prospectus will be sent to all Applicants who have subscribed for Shares under the Prospectus and/or the First Supplementary Prospectus prior to the date of this Second Supplementary Prospectus.
- 7.2 In accordance with section 724(2) of the Corporations Act, Applicants who have lodged Applications under the Prospectus and/or the First Supplementary Prospectus will be entitled, within 1 month after service of this Second Supplementary Prospectus upon them, to withdraw their Applications and be repaid their Application Money.

Applicants should note that they will not have a further opportunity to withdraw their Applications on the basis that the Shares offered under the Prospectus and/or the First Supplementary Prospectus have not been admitted to quotation on the NSX for at least another 3 months.

- 7.3 Applicants who have lodged Applications and who now wish to withdraw their Applications should write to the Company's Share Registry at the following address and request that their Application Money be refunded:

Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

The details of the refund cheque (including the address to which it should be sent) must correspond to the details contained in the Application Form previously lodged by the Applicant. Refunds will be paid as soon as practicable upon receipt of the request for a refund.

## **8 APPLICATION FOR SHARES**

- 8.1 Persons who have not previously applied for Shares and who wish to do so should use the Application Form which is attached to and forms part of this Second Supplementary Prospectus. The Application Form contains detailed instructions on how it is to be completed. Applications must **NOT** be made on an Application Form attached to or accompanying the Prospectus or the First Supplementary Prospectus.
- 8.2 Persons who have previously applied for Shares and who wish to apply for additional Shares should do so using the Application Form which is attached to and forms part of this Second Supplementary Prospectus. The Application Form contains detailed instructions on how it is to be completed. Applications must **NOT** be made on an Application Form attached to or accompanying the Prospectus or the First Supplementary Prospectus.

## **9 CONSENTS**

- 9.1 Link Market Services Limited has given, and not withdrawn prior to the lodgement of this Second Supplementary Prospectus with ASIC, its consent to be named in this Second Supplementary Prospectus as the Company's Share Registrar in the form and context in which it is so named. Link Market Services Limited has had no involvement in the preparation of any part of this Second Supplementary Prospectus other than being named as Share Registrar to the Company. Link Market Services Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of this Second Supplementary Prospectus.
- 9.2 Whittens Lawyers and Consultants has given, and not withdrawn prior to the lodgement of this Second Supplementary Prospectus with ASIC, its consent to be named in this Second Supplementary Prospectus as the Solicitors to the Company in the form and context in which it is so named. Whittens Lawyers and Consultants has not authorised or caused the issue of the Second Supplementary Prospectus and takes no responsibility for any part of this Second Supplementary Prospectus.
- 9.3 Grant Thornton Audit Pty Ltd has given, and not withdrawn prior to the lodgement of this Second Supplementary Prospectus with ASIC, its consent to be named in this Second Supplementary Prospectus as the Company's auditor in the form and context in which it is so named. Grant Thornton Audit Pty Ltd has had no involvement in the preparation of any part of this Second Supplementary Prospectus other than being named as auditor to the Company. Grant Thornton Audit Pty Ltd has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of this Second Supplementary Prospectus.

## **10 COSTS OF THE OFFER**

- 10.1 In addition to the Cash Costs of the Offer outlined at page 40 of the Prospectus, there are expenses associated with the preparation of this Second Supplementary Prospectus. These expenses are payable by the Company to Whittens Lawyers and Consultants and are estimated to be approximately \$3,000 for legal fees.

## **11 DIRECTORS' AUTHORISATION**

- 11.1 This Second Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors. The Directors believe that the Prospectus when read together with the First Supplementary Prospectus and this Second Supplementary Prospectus contains all the information that would be required by sections 710 and 711 of the Corporations Act and does not contain any material statement that is misleading or deceptive.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Second Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement.

Signed for and on behalf of  
**VERTUA LIMITED**



Peter Spann  
Chairman

**Dated:** 17 February 2012



## **Annexure A – ASIC Declaration**

**Australian Securities and Investments Commission  
Corporations Act 2001 – Subsection 741(1) – Declaration**

**Enabling legislation**

1. The Australian Securities and Investments Commission makes this instrument under subsection 741(1) of the *Corporations Act 2001* (the *Act*).

**Title**

2. This instrument is ASIC Instrument [12/0195].

**Commencement**

3. This instrument commences on 17 February 2012.

**Declaration**

4. Chapter 6D of the Act applies to Vertua Limited ACN 108 076 295 (the **Issuer**) as if Part 6D.2 were modified or varied as follows:
  - (a) omit paragraph 723(3)(b), substitute:

“(b) the securities are not admitted to quotation within 3 months after the later of:

    - (i) the date of the disclosure document; and
    - (ii) the date of the latest supplementary disclosure document for the offer lodged with ASIC which:
      - (A) discloses that the securities are not admitted to quotation; and
      - (B) gives applicants 1 month to withdraw their application and be repaid”;
  - (b) omit subparagraph 724(1)(b)(ii), substitute:

“(ii) the securities are not admitted to quotation within 3 months after the later of:

    - (A) the date of the disclosure document; and
    - (B) the date of the latest supplementary disclosure document for the offer lodged with ASIC which discloses that the securities are not admitted to quotation and gives applicants 1 month to withdraw their application and be repaid”;
  - (c) after subsection 724(1A), insert:

“(1B) Where a supplementary disclosure document of the kind referred to in subparagraphs (1)(a)(iv) or (1)(b)(ii)(B) is lodged with ASIC, the person offering the securities must give the applicants:

    - (i) that supplementary disclosure document; and

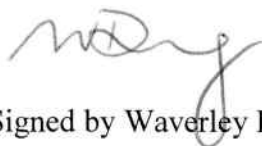


(ii) 1 month to withdraw their application and be repaid.”.

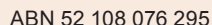
**Where this instrument applies**

5. This instrument applies in relation to an offer or issue of securities of the Issuer under the disclosure document lodged with ASIC on 12 October 2011 (as replaced and supplemented) where the Issuer has lodged a supplementary disclosure document on or after the date of this instrument which describes the need for, and effect of, the relief provided in this instrument.

Dated this 17<sup>th</sup> February 2012



Signed by Waverley Duong  
as a delegate of the Australian Securities and Investments Commission



# Your Guide to the Application Form

Please complete all relevant white sections of the Application Form in BLOCK LETTERS, using black or blue ink. These instructions are cross-referenced to each section of the form.

The shares to which this Application Form relates are Vertua Limited Shares. Further details about the shares are contained in the Prospectus dated 2 December 2011, Supplementary Prospectus dated 13 January 2012 and Second Supplementary Prospectus dated 17 February 2012 issued by Vertua Limited. The Prospectus, Supplementary Prospectus and Second Supplementary Prospectus will expire 13 months after the date of this Prospectus, Supplementary Prospectus and Second Supplementary Prospectus. While the Prospectus is current, Vertua Limited will send paper copies of the Prospectus, any supplementary document and the Application Form, free of charge on request.

The Australian Securities and Investment Commission requires that a person who provides access to an electronic application form must provide access, by the same means and at the same time, to the relevant Prospectus, Supplementary Prospectus and Second Supplementary Prospectus. This Application Form is included in the Prospectus.

The Prospectus, Supplementary Prospectus and Second Supplementary Prospectus contain important information about investing in the Shares. You should read the Prospectus, Supplementary Prospectus and Second Supplementary Prospectus before applying for Shares.

- A** Insert the number of Shares you wish to apply for. The Application must be for a minimum of 10,000 Shares and thereafter in multiples of 1,000. You may be issued all of the Shares applied for or a lesser number.
- B** Insert the relevant amount of Application Monies. To calculate your Application Monies, multiply the number of Shares applied for by the issue price. Amounts should be in Australian dollars. Please make sure the amount of your cheque or bank draft equals this amount.
- C** Write the full name you wish to appear on the register of Shares. This must be either your own name or the name of a company. Up to three joint Applicants may register. You should refer to the table below for the correct registrable title.
- D** Enter your Tax File Number (TFN) or exemption category. Business enterprises may alternatively quote their Australian Business Number (ABN). Where applicable, please enter the TFN or ABN for each joint Applicant. Collection of TFN(s) and ABN(s) is authorised by taxation laws. Quotation of TFN(s) and ABN(s) is not compulsory and will not affect your Application. However, if these are not provided, Vertua Limited will be required to deduct tax at the highest marginal rate of tax (including the Medicare Levy) from payments.
- E** Please enter your postal address for all correspondence. All communications to you from Vertua Limited and the Share Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- F** If you are already a CHESS participant or sponsored by a CHESS participant, write your Holder Identification Number (HIN) here. If the name or address recorded on CHESS for this HIN is different to the details given on this form, your Shares will be issued to Vertua Limited's issuer sponsored subregister.
- G** Please enter your telephone number(s), area code and contact name in case we need to contact you in relation to your Application.
- H** Please complete the details of your cheque or bank draft in this section. The total amount of your cheque or bank draft should agree with the amount shown in section B.  
Make your cheque or bank draft payable to **"Vertua Limited"** in Australian currency and cross it "Not Negotiable". Your cheque or bank draft must be drawn on an Australian bank. Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected.  
If you receive a firm allocation of Shares from your Broker make your cheque payable to your Broker in accordance with their instructions.

## LODGEMENT INSTRUCTIONS

This Application Form and your cheque or bank draft must be mailed or delivered so that it is received before 5:00pm (AEDT) on 11 May 2012 at:

### Mailing Address

Vertua Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

### Hand Delivery

Vertua Limited  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138

**(do not use this address for mailing purposes)**

Link Market Services Limited advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website ([www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)).

## CORRECT FORMS OF REGISTRABLE NAMES

Note that ONLY legal entities are allowed to hold Shares. Applications must be in the name(s) of natural persons or companies. 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 name may be included by way of an account designation if completed exactly as described in the examples of correct forms below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
<b>Individual</b> Use given names in full, not initials	Mrs Katherine Clare Edwards	K C Edwards
<b>Company</b> Use Company's full title, not abbreviations	Liz Biz Pty Ltd	Liz Biz P/L or Liz Biz Co.
<b>Joint Holdings</b> Use full and complete names	Mr Peter Paul Tranche & Ms Mary Orlando Tranche	Peter Paul & Mary Tranche
<b>Trusts</b> Use the trustee(s) personal name(s)	Mrs Alessandra Herbert Smith <Alessandra Smith A/C>	Alessandra Smith Family Trust
<b>Deceased Estates</b> Use the executor(s) personal name(s)	Ms Sophia Garnet Post & Mr Alexander Traverse Post <Est Harold Post A/C>	Estate of late Harold Post or Harold Post Deceased
<b>Minor (a person under the age of 18 years)</b> Use the name of a responsible adult with an appropriate designation	Mrs Sally Hamilton <Henry Hamilton>	Master Henry Hamilton
<b>Partnerships</b> Use the partners' personal names	Mr Frederick Samuel Smith & Mr Samuel Lawrence Smith <Fred Smith & Son A/C>	Fred Smith & Son
<b>Long Names</b>	Mr Hugh Adrian John Smith-Jones	Mr Hugh A J Smith Jones
<b>Clubs/Unincorporated Bodies/Business Names</b> Use office bearer(s) personal name(s)	Mr Alistair Edward Lilley <Vintage Wine Club A/C>	Vintage Wine Club
<b>Superannuation Funds</b> Use the name of the trustee of the fund	XYZ Pty Ltd <Super Fund A/C>	XYZ Pty Ltd Superannuation Fund

Put the name(s) of any joint Applicant(s) and/or account description using < > as indicated above in designated spaces at section C on the Application Form.