This is a Third Supplementary Prospectus dated 2 November 2012 intended to be read with the Second Supplementary Prospectus dated 3 August 2012, the Supplementary Prospectus dated 4 May 2012 and the Replacement Prospectus dated 17 February 2012 which replaced a prospectus lodged on 6 February 2012 relating to the Offer by Stacpoole Investments Limited

THIRD SUPPLEMENTARY PROSPECTUS

Stacpoole Investments Limited ACN 150 351 483

1. IMPORTANT NOTICE

This is a Third Supplementary Prospectus (**Third Supplementary Prospectus**) dated 2 November 2012 intended to be read with the Second Supplementary Prospectus dated 3 August 2012 (**Second Supplementary Prospectus**), the Supplementary Prospectus dated 4 May 2012 (**Supplementary Prospectus**) and Replacement Prospectus dated 17 February 2012 (**Replacement Prospectus**) relating to the issue of:

- 10,000,000 fully paid ordinary shares at an issue price of 20 cents each to raise a minimum of $2,000,000; and
- oversubscriptions of up to a further 40,000,000 fully paid ordinary shares to raise an additional $8,000,000.

This Third Supplementary Prospectus must be read in conjunction with the Second Supplementary Prospectus, the Supplementary Prospectus and the Replacement Prospectus. To the extent of any inconsistency between this Third Supplementary Prospectus, the Second Supplementary Prospectus, the Supplementary Prospectus and the Replacement Prospectus, the provisions of this Third Supplementary Prospectus shall prevail.

Pursuant to section 719(4) of the Corporations Act 2001 (Cth) (Corporations Act), the Replacement Prospectus is taken to include this Third Supplementary Prospectus. Terms used in this Third Supplementary Prospectus have the same meaning as in the Replacement Prospectus unless otherwise defined or the contrary intention appears. References to sections are to sections in the Replacement Prospectus unless otherwise stated.

This Third Supplementary Prospectus will be issued in paper and electronic form, which may be viewed online at the Company's website www.stacpoole.com.au. During the Offer period, any person may obtain a hard copy of the Replacement Prospectus, the Supplementary Prospectus the Second Supplementary Prospectus and this Third Supplementary Prospectus by contacting the Company.

The distribution of the Replacement Prospectus, the Supplementary Prospectus, the Second Supplementary Prospectus or this Third Supplementary Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Third Supplementary Prospectus should seek advice and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify the Shares or the Offer or otherwise permit a public offering of the Shares in any jurisdiction outside Australia.

The Replacement Prospectus and the Third Supplementary Prospectus do not constitute an Offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

2. EXTENSION OF THE OFFER

The Company has resolved to extend the closing date of the Offer to 11 January 2013 (**Closing Date**) with the revised indicative timetable set out in section 10 below.

The Offer under the Replacement Prospectus is conditional upon a number of events occurring, including:

(a) the Minimum Subscription amount being raised under the Replacement Prospectus; and

(b) approval being given by the NSX for the Official Listing of the Company on the NSX.

If all of the conditions are not satisfied within 3 months from the date of this Supplementary Prospectus, no securities will be issued pursuant to the Replacement Prospectus and all Application Monies will be refunded as soon as is practicable in full without interest.

This is a Third Supplementary Prospectus dated 2 November 2012 intended to be read with the Second Supplementary Prospectus dated 3 August 2012, the Supplementary Prospectus dated 4 May 2012 and the Replacement Prospectus dated 17 February 2012 which replaced a prospectus lodged on 6 February 2012 relating to the Offer by Stacpoole Investments Limited

3. ASIC RELIEF AND EFFECT ON AN APPLICANT'S RIGHT TO WITHDRAW

Pursuant to section 723(3) and 724(1)(b) of the Corporations Act, the Offer Shares offered under the Prospectus must be admitted to quotation on NSX within 3 months of the date of the Prospectus. The original prospectus is dated 6 February 2012 and the period for admission to quotation of the Offer Shares on the NSX expired on 6 May 2012.

The ASIC has granted the Company relief under section 741(1) of the Corporations Act. A copy of the declaration made by the ASIC under section 741(1) is attached to this Supplementary Prospectus as Annexure A (**ASIC Declaration**). Pursuant to the ASIC Declaration, the Second Supplementary Prospectus, the Company has until 2 November 2013 to obtain quotation of its securities on NSX.

The Company anticipates that it is likely to require additional time in order to raise the Minimum Subscription.

The ASIC Declaration operates to extend the NSX Quotation Deadline so that it must be satisfied within 3 months of the date of this Third Supplementary Prospectus.

By virtue of the ASIC Declaration, the Company may issue shares offered under the Replacement Prospectus, the first Supplementary Prospectus, the Second Supplementary Prospectus and this Third Supplementary Prospectus within 3 months of the date of this Third Supplementary Prospectus provided that the shares are admitted for quotation within 3 months of the date of this Third Supplementary Prospectus.

4. RIGHT TO WITHDRAW

A copy of this Third Supplementary Prospectus will be sent to all Applicants who have subscribed for shares under the Replacement Prospectus, the first Supplementary Prospectus, and/or the Second Supplementary Prospectus.

In accordance with section 724(1B) of the Corporations Act, the Company hereby gives applicants that have already applied for shares the opportunity to withdraw their Application within one month of the date of this Third Supplementary Prospectus.

If you have lodged an Application Form prior to the date of this Third Supplementary Prospectus and do not wish to proceed with your application, the Company will refund your Application Moneys. Any applicant wishing to withdraw their application and be repaid their Application Moneys (at 20 cents per share applied for) has until 5pm AEDT 2 December 2012 to withdraw their application and request a refund. To withdraw an Application, applicants must send written notice to the Company's Share Registry by no later than 5pm AEDT on 2 December 2012. A refund cheque will be sent to the address set out in the Application Form previously lodged by that applicant.

If you do not wish to withdraw your Application, you do not need to take any action.

5. STATUS OF THE OFFER

As at the date of this Third Supplementary Prospectus, the Company has received Applications for a total of $400,000 or 2,000,000 shares.

6. FINANCIAL INFORMATION

Since the date of the Replacement Prospectus, the Company's financial accounts for the year to 30 June 2012 have been audited. To provide investors with the updated information, Section 7 of the Replacement Prospectus is replaced in its entirety by the following:

This section sets out the historical financial information for the company and the pro-forma financial information for the Consolidated Entity, comprising Stacpoole Investments Limited and its subsidiary Stacpoole Holdings Inc. The basis for preparation and presentation is set out in section 7.3. The Board is responsible for the inclusion of all financial information in this prospectus. The Company was incorporated on 11 April 2011 and prepared historical financial statements for the periods ended 30 June 2011, 31 December 2011 and 30 June 2012, which were subject to audit by PricewaterhouseCoopers which issued an unqualified audit opinion with an emphasis of matter paragraph drawing attention to the significant uncertainty in relation to the ability of the Company to continue as a going concern. The continuing viability of the Company and its ability to continue as a going concern and meet its debts and commitments as they fall due are dependent upon the Company being successful in:

- receiving continuing support of its existing directors and shareholders, including the ongoing subordination of the amounts owing to directors and shareholders of $249,410;
- negotiating additional funding by way of admission of the company to the National Stock Exchange and successful initial public offering to raise between $2 million and $10 million; and
- achieving sufficient future cash flows to enable its obligations to be met.

PricewaterhouseCoopers Securities Ltd has prepared an Investigating Accountants Report in respect of the historical and pro-forma financial information, and a copy of this report is set out in section 7 of the Third Supplementary Prospectus. The financial information comprises the following:

- Historical balance sheet as at 30 June 2012.
- Pro-forma balance sheet, based on the assumption that the minimum subscription amount of $2,000,000 is raised.
- Pro-forma balance sheet, based on the assumption that the maximum subscription amount of $10,000,000 is raised.

The historical financial information has been extracted from the audited accounts of the company for the year ended 30 June 2012. In the period from incorporation (11 April 2011) to 30 June 2012 the company incurred costs of $414,279. A profit and loss account is included in the Company's financial statements which can be found on the Company's website www.stacpoole.com.au.

The unaudited pro-forma balance sheets have been derived from the audited balance sheet as at 30 June 2012, adjusted for a number of pro-forma transactions as if they had occurred at 30 June 2012.

7.2 HISTORICAL AND PRO-FORMA BALANCE SHEETS

The pro forma balance sheets set out below have been prepared to illustrate the balance sheet of the Company following completion of the share issue. The pro-forma balance sheets are intended to be illustrative only and may not reflect the actual position and balances as at the date of this Prospectus or at the conclusion of the issue.

	Audited Historical 30 June 2012	Pro-forma 30 June 2012 Minimum Subscription $2,000,000	Pro-forma 30 June 2012 Maximum Subscription $10,000,000
ASSETS			
Current Assts			
Cash and Cash equivalents	7,535	1,730,632	9,297,832
Prepayments	196,225	-	-
GST receivable	5,719	5,719	5,719
Total Current Assets	209,479	1,736,351	9,303,551
TOTAL ASSETS	**209,479**	**1,736,351**	**9,303,551**
LIABILITIES			
Current Liabilities			
Trade and other payables	173,453	42,656	42,656
Borrowings	249,410	183,982	183,982
Total Current Liabilities	422,863	226,638	226,638
TOTAL LIABILITIES	**422,863**	**226,638**	**226,638**
NET ASSETS	**(213,384)**	**1,509,713**	**9,076,913**
Contributed Equity	88,770	1,811,867	9,379,067
Option Reserve	112,125	112,125	112,125
Accumulated losses	(414,279)	(414,279)	(414,279)
TOTAL EQUITY	**(213,384)**	**1,509,713**	**9,076,913**

Pro-forma Transactions

The unaudited pro-forma Balance Sheets have been derived from the audited balance sheet at 30 June 2012 and adjusted for the following pro-forma transactions:

1. the issue of 10,000,000 Shares at $0.20 per share to raise $2,000,000 before expenses of the Offer ("Pro-forma 30 June 2012 Minimum Subscription $2,000,000"), or the issue of 50,000,000 Shares at $0.20 per share to raise $10,000,000 before expenses of the Offer ("Pro-forma 30 June 2012 Maximum Subscription $10,000,000").

2. total costs expected to be incurred directly relating to the Offer and recognised against equity are $276,903 for the $2m raise and $709,703 for the $10m raise. Of this $196,225 had been initially recognised as a prepayment and accrued as at 30 June 2012.

In addition, Stacpoole Holdings Inc was incorporated in the USA on 17 January 2012 as a wholly owned subsidiary of Stacpoole Investments Limited. As a result the pro-forma balance sheets have been prepared on a consolidated basis and comprise Stacpoole Investments Limited and its subsidiary.

Expenses of the Offer

The expected costs of the Offer which will be allocated against contributed equity as directly relating to the capital raising are outlined below, according to the minimum and maximum amount of funds on offer:

	Minimum Subscription $2,000,000	**Maximum Subscription $8,000,000**
Handling Fees on Subscription(i)	-	$390,000
ASIC Fees	$2,063	$2,063
NSX Listing Fees	$7,150	$13,750
Legal Fees	$152,000	$152,000
Investigating Accountant Fees	$69,200	$69,200
Authorised Intermediary	$16,490	$27,690
Other Costs(ii)	$30,000	$55,000
Total Estimated Costs	**$276,903**	**$709,703**

Note (i) The cost includes a handling fee and commission of up to 5% of the funds raised that may be payable to an Applicant's Dealer or Advisor should the application be made via this channel. It is expected that handling fees and commissions of 5% will be paid on all Applications in respect of Shares issued, except $2,200,000 which will be raised without commission payable in both $2,000,000 and $10,000,000 raisings. The company has not entered any agreements in relation to payment of such a handling fee or commission, however payment of such a fee is general practice and the company intends to pay such commissions where considered appropriate.

Note (ii) The other costs include Goods and Services Tax (GST) which is not recoverable from the Australian Taxation Office.

7.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis for Preparation

The historical and pro-forma financial information has been prepared in accordance with the measurement and recognition criteria of Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board, Urgent Issues Group Interpretations.

The following is a summary of the material accounting policies adopted by the Company in the preparation of the financial information. The accounting policies have been consistently applied, unless otherwise stated.

The financial information has been prepared on an accrual basis and is based on historical costs.

(b) Accounting Policies

(i) Income Tax

Deferred tax is accounted for using the balance sheet liability method in respect to temporary differences arising between tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences and losses can be utilised.

(ii) Trade and other payables

Trade and other payables represent the liability outstanding at balance date for goods and services received by the Company during the period which remain unpaid.

(iii) Provisions

Provisions are recognised when Stacpoole has a legal or constructive obligation, as a result of past events, for which it is probable that the outflow of economic benefit will result and that the outflow can be measured reliably.

(iv) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and financial institutions, other short term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within short term borrowings in current liabilities on the balance sheet.

(v) Share Based Payments – Options

The fair value of options granted to directors as part of their compensation benefits is recognized as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted, which includes any market performance conditions and the impact of any non-vesting conditions but excludes the impact of any service and non-market performance vesting conditions.

The expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. Where all vesting conditions are met on grant date the expense is recognized in the current period.

(vi) Revenue

Revenue from the sale of goods is recognised upon settlement of the property sale contract.
Interest revenue is recognised on a time proportionate/effective interest method basis taking into account the interest rates applicable to the financials assets.

Dividend revenue is recognised when then right to receive the dividend has been established. Dividends received from associated and joint venture entities are accounted for in accordance with the equity method of accounting.
Revenue for the rendering of service is recognised upon the delivery of the service to the customers.

All revenue is stated net of the amount of goods and service tax (GST).

(vii) Inventory

Inventories are measured at the lower of cost and net realizable value. The cost includes direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenses.

(viii) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances, the GST is recognised as part of the cost of the acquisition of the asset or as part of an item of the expense. Receivables and payables in the Balance Sheet are shown inclusive of GST.

(c) Contributed Equity

	Minimum Subscription $2,000,000		**Maximum subscription $10,000,000**	
	No. of shares	($)	No. of shares	($)
Ordinary shares at 30 June 2012	15,000	7,500	15,000	7,500
Founders costs converted to equity	812,700	81,270	812,700	81,270
	827,700		827,700	
Shares issued under offer	10,000,000	2,000,000	50,000,000	10,000,000
Less: Offer expenses		(276,903)		(709,703)
Pro-forma Shares on issue and contributed equity at 30 June 2012	**10,827,700**	**1,811,867**	**50,827,700**	**9,379,067**

Unlisted options issued to Directors	1,950,000	$112,125	1,950,000	$112,125
Pro-forma unlisted options on issue	**1,950,000**	**$112,125**	**1,950,000**	**$112,125**

Further details of the rights and liabilities of the Shares and the terms and conditions of the Options are provided in sections 10.4 and 10.5 respectively

7. INVESTIGATING ACCOUNTANTS' REPORT

The Directors
Stacpoole Investments Ltd
Level 8 350 Collins Street
Melbourne VIC 3000

2 November 2012

Dear Directors

Subject: Investigating Accountant's Report on Historical Financial Information and Financial Services Guide

We have prepared this report on certain historical financial information of Stacpoole Investments Ltd (the Company) for inclusion in a Third Supplementary Prospectus dated on or about 2 November 2012 (the Third Supplementary Prospectus) relating to the issue of ordinary shares in the Company (the **Issue**).

Expressions defined in the Third Supplementary Prospectus have the same meaning in this report.

The nature of this report is such that it should be given by an entity which holds an Australian financial services licence under the Corporations Act 2001. PricewaterhouseCoopers Securities Ltd, which is wholly owned by PricewaterhouseCoopers, holds the appropriate Australian financial services licence. This report is both an Investigating Accountant's Report, the scope of which is set out below, and a Financial Services Guide, as attached at Appendix A.

Scope

Stacpoole Investments Ltd has requested PricewaterhouseCoopers Securities Ltd to prepare this Investigating Accountant's Report (the **Report**) covering the following information:

Historical financial information

The historical balance sheet as at 30 June 2012 and the pro forma balance sheets as at 30 June 2012 for both the Minimum Subscription and Maximum Subscription (the **Pro Forma Balance Sheets**) which assumes completion of the proposed transactions disclosed in Section 6 of the Third Supplementary Prospectus (the **Pro Forma Transactions**),

(collectively, the **Historical Financial Information**).

Scope of review of Historical Financial Information

The Historical Financial Information set out in Section 6 of the Third Supplementary Prospectus has been extracted from the audited financial statements of the Company for the period ended 30 June 2012. The financial statements were audited by PricewaterhouseCoopers that issued an unqualified audit opinion with an emphasis of matter paragraph drawing attention to the significant uncertainty in

relation to the ability of the Company to continue as a going concern. The Historical Financial Information incorporates such pro forma transactions and adjustments as the Directors considered necessary to present the financial position of the company going forward. The Directors are responsible for the preparation of the Historical Financial Information, including the determination of the Pro Forma Transactions and adjustments.

We have conducted our review of the Historical Financial Information in accordance with Australian Auditing Standards applicable to review engagements. We made such inquiries and performed such procedures as we, in our professional judgement, considered reasonable in the circumstances including:

- an analytical review of the audited financial performance of the Company for the relevant historical period
- a review of work papers, accounting records and other documents
- a review of the assumptions (which include the Pro Forma Transactions) used to compile the Pro Forma Balance Sheet
- a comparison of consistency in application of the recognition and measurement principles under Australian Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by the Company disclosed in Section 6 of the Third Supplementary Prospectus, and
- enquiry of Directors, management and others.

These procedures do not provide all the evidence that would be required in an audit, thus the level of assurance provided is less than given in an audit. We have not performed an audit and, accordingly, we do not express an audit opinion on the Historical Financial Information.

Review statement on Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention which causes us to believe that:

- the Pro Forma Balance Sheets have not been properly prepared on the basis of the Pro Forma Transactions
- the Pro Forma Transactions do not form a reasonable basis for the Pro Forma Balance Sheets
- the Historical Financial Information, as set out in Section 6 of the Third Supplementary Prospectus, does not present fairly the historical and pro forma balance sheets of the Company as at 30 June 2012, assuming completion of the Pro Forma Transactions in accordance with the recognition and measurement principles prescribed under Australian Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by the Company disclosed in Section 6 of the Third Supplementary Prospectus.

pwc

Subsequent events

Apart from the matters dealt with in this Report, and having regard to the scope of our Report, to the best of our knowledge and belief no material transactions or events outside of the ordinary course of business of the Company have come to our attention that would require comment on, or adjustment to, the information referred to in our Report or that would cause such information to be misleading or deceptive.

Independence or disclosure of interest

PricewaterhouseCoopers Securities Ltd does not have any interest in the outcome of the Issue other than the preparation of this Report and participation in due diligence procedures for which normal professional fees will be received.

Liability

PricewaterhouseCoopers Securities Ltd has consented to the inclusion of this Report in the Third Supplementary Prospectus in the form and context in which it is included. The liability of PricewaterhouseCoopers Securities Ltd is limited to the inclusion of this Report in the Third Supplementary Prospectus. PricewaterhouseCoopers Securities Ltd makes no representation regarding, and has no liability for, any other statements or other material in, or any omissions from, the Third Supplementary Prospectus.

Financial Services Guide

We have included our Financial Services Guide as Appendix A to our Report. The Financial Services Guide is designed to assist retail clients in their use of any general financial product advice in our Report.

Yours faithfully

A. Cloke

Andrew Cloke
Authorised Representative of
PricewaterhouseCoopers Securities Ltd

8. COSTS OF THE OFFER

As an update of the costs of the offer have been provided in the updated financial information section detailed at section 6 above, section 10.7 of the Replacement Prospectus is deleted in its entirety.

Further section 10.14 of the Replacement Prospectus is replaced in its entirety by the following:

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company with which any of those persons is or was associated, has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company; or
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer under this Prospectus; or
- the Offer under this Prospectus.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or given or agreed to be paid or given to any expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Offer under this Prospectus.

(a) In accordance with the terms of their engagement, as the Investigating Accountant, PricewaterhouseCoopers Securities Ltd will be paid an amount of approximately $69,200 (plus applicable GST) in relation to provision of the Independent Accountants' Report and for services associated with due diligence.

(b) In accordance with the terms of their engagement, as a tax structuring adviser, PricewaterhouseCoopers will be paid an amount of $12,000 (plus applicable GST) in relation to provision of tax structuring advice to the Company.

(c) In accordance with the terms of their engagement, the Company has agreed to pay TressCox Lawyers approximately $152,000 (plus GST) for services relating to the preparation of this Prospectus, associate due diligence and in relation to the various material agreements and contracts set out herein and in relation to its role in assisting with the listing. Further amounts may be paid to TressCox Lawyers in accordance with its normal time based charge-out rates.

(d) In accordance with the terms of the Sponsoring Broker Letter Agreement, and Nominated Adviser Letter Agreement, Centre Capital Securities will be paid an amount of $8,000 (plus applicable GST) by the Company for its services as Sponsoring Broker and Nominated Adviser to the Company.

(e) In accordance with the Corporate Advisory Consultancy Agreement, Mr Brendan Scorer has been paid an amount of $21,000 (plus applicable GST) by the Company for his corporate advisory services relating to the process of listing the Company's Shares on the NSX.

(f) In accordance with the Intermediary Authorisation Letter Agreement, Centre Capital Securities will be paid an amount of $30,000 plus a commission of 0.5% of funds raised above the minimum subscription amount of $5,000,000 and up to the maximum subscription amount of $10,000,000 by the Company for its services as authorized intermediary for the Offer.

This is a Third Supplementary Prospectus dated 2 November 2012 intended to be read with the Second Supplementary Prospectus dated 3 August 2012, the Supplementary Prospectus dated 4 May 2012 and the Replacement Prospectus dated 17 February 2012 which replaced a prospectus lodged on 6 February 2012 relating to the Offer by Stacpoole Investments Limited

9. DIRECTORS' REMUNERATION

Due to the delay in obtaining the Minimum Subscription, each of directors Adam Smith and Ernest Smith have provided the Company with letters waiving their entitlement to remuneration under the Managing Director's contract and their director appointment agreements for the period 11 April 2011 to 31 December 2011 and from 3 August 2012 to 2 November 2012. In addition, Brendan Scorer has provided the Company with a letter waiving his entitlement to remuneration under his director appointment agreement for the period from 3 August 2012 to 2 November 2011 such that the total remuneration paid to each of the directors in the 2 year period ending on the date of this Third Supplementary Prospectus has not changed from the total remuneration set out at section 7 of the Second Supplementary Prospectus.

To reflect the additional waivers covering the period 3 August 2012 to 2 November 2011, the fifth paragraph of section 9.1 of the Replacement Prospectus is replaced with the following:

> On 23 April 2012, Mr Adam Smith provided the Company with a letter waiving his entitlement to remuneration pursuant to this employment agreement for the period 11 April 2011 to 31 December 2011. In addition, on 23 October 2012, Mr Smith provided the Company with a letter waiving his entitlement to remuneration pursuant to this employment agreement for the period from 3 August 2012 to 2 November 2012.

And the seventh paragraph of section 9.1 of the Replacement Prospectus is replaced with the following:

> On 23 April 2012, Mr Adam Smith provided the Company with a letter waiving his entitlement to remuneration pursuant to this letter agreement for the period 11 April 2011 to 31 December 2011. In addition, Mr Smith provided the Company with a letter waiving his entitlement to remuneration pursuant to this letter agreement for the period from 3 August 2012 to 2 November 2012.

Section at 10.13(c) of the Replacement Prospectus in relation to Directors' Remuneration is replaced in its entirety with the following:

The Constitution of the Company provides that non-executive Directors, other than a Managing Director or an Executive Director, are entitled to remuneration as determined by the Directors but not exceeding in aggregate for any financial year the maximum sum that is from time to time approved by the Company in General Meeting. At the date of this Prospectus, this maximum amount is $200,000.

In the 2 year period ending on the date of this Prospectus, the Company has agreed to pay the Directors of the Company the following fees:

Name	Cash and Superannuation	Shares	Options
Ernest Smith	$17,753	0*	$37,375
Adam Smith	$106,521	0**	$37,375
Brendan Scorer	$24,986***	0	$37,375
Total	$149,260	**0**	**$112,125**

* As described at section 7.2 above, on 15 January 2012, Shareholders approved the issue of 64,100 Shares to Ernest Smith as reimbursement for expenses of $6,410 incurred by him in developing the Company, researching the Californian residential property market and with the IPO offering more generally. Shares were issued at $0.10 each.

**As described at section 7.2 above, on 15 January 2012, Shareholders approved the issue of 748,600 Shares to Adam Smith as reimbursement for expenses of $74,860 incurred by him in developing the Company, researching the Californian residential property market and with the IPO offering more generally. Shares were issued at $0.10 each.

***In addition to fees payable to Mr Scorer as a Director, Mr Scorer also provided corporate advisory services before he became a Director and was paid an amount of $21,000 as detailed at section 10.12 of this Prospectus. Mr Scorer was also paid $6,700 by way of reimbursement of expenses relating to his role as director.

In addition to any remuneration, the Company must pay a Director all reasonable expenses (including traveling and accommodation expenses) incurred by the Director in attending meetings of the Company, the Board, or a committee of the Board on the business of the Company or in carrying out duties as a Director.

Subject to any contract with the Company and to the Listing Rules, the Board may fix the remuneration of each Executive Director. That remuneration may consist of salary, bonuses or any other elements but must not be a commission on or percentage of profits or operating revenue.

10. INDICATIVE TIMETABLE

The Directors have resolved to extend the Closing Date for the Offers until 11 January 2013. Completed Application Forms must be forwarded to reach the Company's Share Registry by no later than 5.00pm AEDT on 11 January 2013.

The indicative timetable for the Offer is now as follows:

Event	Date
Date of Replacement Prospectus	2 November 2012
Opening Date	21 February 2012
Date of Supplementary Prospectus	4 May 2012
Date of Second Supplementary Prospectus	3 August 2012
Date of Third Supplementary Prospectus	2 November 2012
Expected Closing Date	11 January 2013
Expected Allotment of Shares under this Prospectus	18 January 2013
Expected Date of Dispatch of Holding Statements	21 January 2013
Expected Date of Quotation of Shares on NSX	31 January 2013

* These dates are subject to change and are indicative only. The Company reserves the right to amend this indicative timetable. In particular, the Company reserves the right, subject to the Corporations Act and the NSX Listing Rules, to extend the Closing Date of the Offer or to withdraw the Offer without prior notice.

11. APPLICATION FOR SHARES UNDER THE OFFER

The Offer for the issue of shares is made in the Replacement Prospectus (as supplemented by the first Supplementary Prospectus, the Second Supplementary Prospectus and this Third Supplementary Prospectus). If you wish to apply for shares in the Company and you have not yet completed an Application Form, please complete and return an Application Form which is attached to the Replacement Prospectus. The Application Form must be received by no later than the Closing Date of the Offer (currently 5.00pm AEDT on 11 January 2013) and must be completed in accordance with the instructions in the Replacement Prospectus and the Application Form.

12. CONSENTS

Centre Capital Securities has given and not withdrawn its written consent to be named in this Third Supplementary Prospectus as Sponsoring Broker, Nominated Adviser and authorised intermediary in the form and context in which it is so named, nor is any statement in this Prospectus based on any statement by Centre Capital Securities.

This is a Third Supplementary Prospectus dated 2 November 2012 intended to be read with the Second Supplementary Prospectus dated 3 August 2012, the Supplementary Prospectus dated 4 May 2012 and the Replacement Prospectus dated 17 February 2012 which replaced a prospectus lodged on 6 February 2012 relating to the Offer by Stacpoole Investments Limited

PricewaterhouseCoopers Securities Ltd has given and not withdrawn its written consent to be named herein as Investigating Accountant in the form and context in which it is so named, nor is any statement in this Third Supplementary Prospectus based on any statement by PricewaterhouseCoopers Securities Ltd.

TressCox Lawyers have given and not withdrawn their written consent to be named herein as the Solicitor to the Company in the form and context in which they are so named, nor is any statement in this Third Supplementary Prospectus based on any statement by TressCox Lawyers.

PricewaterhouseCoopers has given and not withdrawn their written consent to be named herein as the Auditor and tax structuring adviser to the Company in the form and context in which it is so named, nor is any statement in this Third Supplementary Prospectus based on any statement by PricewaterhouseCoopers.

Boardroom Pty Limited has given and not withdrawn their written consent to be named herein as the Share Registry to the Company in the form and context in which it is so named, nor is any statement in this Third Supplementary Prospectus based on any statement by Boardroom Pty Limited.

This is a Third Supplementary Prospectus dated 2 November 2012 intended to be read with the Second Supplementary Prospectus dated 3 August 2012, the Supplementary Prospectus dated 4 May 2012 and the Replacement Prospectus dated 17 February 2012 which replaced a prospectus lodged on 6 February 2012 relating to the Offer by Stacpoole Investments Limited

DIRECTORS' CONSENT

This Third Supplementary Prospectus has been approved by unanimous resolution of the Directors of Stacpoole Investments Limited. Each of the Directors of Stacpoole Investments Limited has given, and has not withdrawn, their consent to the lodgment of this Third Supplementary Prospectus with ASIC.

Signed for and on behalf of Stacpoole Investments Limited:

Ernest Smith
Chairman

This is a Third Supplementary Prospectus dated 2 November 2012 intended to be read with the Second Supplementary Prospectus dated 3 August 2012, the Supplementary Prospectus dated 4 May 2012 and the Replacement Prospectus dated 17 February 2012 which replaced a prospectus lodged on 6 February 2012 relating to the Offer by Stacpoole Investments Limited

ANNEXURE A – ASIC Declaration

12-0565

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 12-0565.

Commencement

3. This instrument commences on 3 May 2012.

Declaration

4. Chapter 6D of the Act applies to Stacpoole Investments Limited ACN 150 351 483 (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) in paragraph 724(1)(a), omit the words "and that condition is not satisfied within 4 months after the date of the disclosure document", substitute:

"and that condition is not satisfied within 4 months after the later of:

(iii) the date of the disclosure document; and

(iv) the date of the latest supplementary disclosure document for the offer lodged with ASIC which:

(A) discloses that the condition has not been satisfied; and

(B) gives applicants 1 month to withdraw their application and be repaid";

(c) 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 that discloses that the securities are not admitted to quotation and gives applicants 1 month to withdraw their application and be repaid"; and

(d) 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 a disclosure document lodged with ASIC on 6 February 2012 (replaced by a Replacement Prospectus lodged with ASIC on 17 February 2012) 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 3rd day of May 2012

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Signed by Sebastian Stryjkowski
as a delegate of the Australian Securities and Investments Commission