

SOUTH BURNETT COMMUNITY ENTERPRISES LIMITED

ACN 113 889 768

SUPPLEMENTARY PROSPECTUS (Prospectus dated 10 September 2012)

This Supplementary Prospectus supplements the replacement Prospectus dated 10 September 2012 issued by South Burnett Community Enterprises Limited (the **Prospectus**). This Supplementary Prospectus must be read together with the Prospectus. Capitalised terms not defined in this Supplementary Prospectus have the meaning given to them in the Prospectus, unless the context requires otherwise.

This Supplementary Prospectus is dated 10 December 2012. A copy of this Supplementary Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) on 10 December 2012.

Neither ASIC nor the National Stock Exchange take any responsibility for the content of this Supplementary Prospectus.

No Shares will be issued on the basis of this Supplementary Prospectus and the Prospectus after the expiry date of the Prospectus.

EXTENSION OF OFFER

(a) Listing on the National Stock Exchange

It was stated in the Prospectus that application would be made by the Company within seven days of the date of the Prospectus for listing of the Company, and quotation of the Shares, on the National Stock Exchange. Such an application has been made within that period.

It was also stated in the Prospectus that if the National Stock Exchange did not grant permission for quotation of the Shares within three months after the date of the Prospectus (ie by 10 December 2012), none of the Shares would be issued unless ASIC granted the Company an exemption. Listing of the Company and quotation of the Shares have not yet occurred. The Company has been informed that this will not occur until the minimum subscription condition in the Prospectus (discussed in paragraph (b) below) is satisfied, and it has not yet been satisfied.

As the Shares have not been granted quotation on the National Stock Exchange by the date which is three months after the date of the Prospectus (ie by 10 December 2012), the Company is required by section 724 of the Corporations Act to take one of a number of actions. Of those actions, the Company has decided to issue this Supplementary Prospectus and grant the withdrawal rights described below. The Company has also

sought and obtained the necessary ASIC exemption to permit the Company to "refresh" this three month period from the date of this Supplementary Prospectus.

Accordingly, if the Shares are not granted quotation on the National Stock Exchange by the date which is three months after the date of this Supplementary Prospectus (ie by 10 March 2013), the Company will again be required to take one of a number of actions specified in the Corporations Act. Thus, if investors are to become entitled to another right to withdraw their applications because the Shares have not been granted quotation on the National Stock Exchange, this will not occur again until 10 March 2013. However, the Directors hope that the Shares will be granted quotation by that date.

(b) Minimum Subscription Condition

As noted in the Prospectus, it was a condition to the Offer that the Company receive applications (and payment) for at least 526,000 Shares by the date (the **Four Month Date**) which is four months from the date of the Prospectus. The Four Month Date is 10 January 2013.

To date, the minimum subscription condition has not been satisfied. As at the time of the preparation of this Supplementary Prospectus, applications have been received for 238,100 Shares at \$1.00 each. However, pursuant to subsection 741(1) of the Corporations Act, ASIC has granted the Company relief to permit the Company to "refresh" this four month period from the date of this Supplementary Prospectus. Thus, unless the Offer is further extended or amended, Shares will not be issued unless the Company receives applications (and payment) for at least 526,000 Shares by the date which is four months from the date of this Supplementary Prospectus (namely, by 10 April 2013). However, the Directors hope that this condition will be able to be satisfied earlier than that date.

Note that, in the absence of this ASIC relief, the Company would have been required to take one of the actions under section 724(2) of the Corporations Act if the minimum subscription condition was not satisfied by 10 January 2013. In particular, the Company would have had the option to (amongst other things) close the offer (and return all application money to the applicants) or give the applicants an additional supplementary prospectus and one month to withdraw their application. The effect of the ASIC relief is that if investors are to become entitled to another opportunity to withdraw their applications because the minimum subscription condition is not satisfied, this will not occur again until 10 April 2013 (though, given the discussion in paragraph (a) above regarding quotation of the Shares on the National Stock Exchange, investors may become entitled to withdraw their applications if the Shares are not granted quotation on the National Stock Exchange by 10 March 2013).

REVISED INDICATIVE TIMETABLE FOR THE OFFER

In light of the above, the new indicative timetable is as follows.

Event	Date
Offer closes	10 March 2013
Shares expected to be allotted	24 March 2013
Certificates expected to be dispatched	14 April 2013
Listing on Bendigo Stock Exchange*	22 April 2013

* Listing and quotation by the National Stock Exchange is subject to approval by the National Stock Exchange.

These dates are indicative only and are subject to change. The Company has the right, in its absolute discretion, to close the Offer early or to extend the closing date, without notice. If the closing date for the Offer is extended, the subsequent dates may also be extended accordingly.

WITHDRAWAL RIGHTS

An applicant who, as at 5pm on 10 December 2012, has lodged an application for Shares offered under the Prospectus, has the right to withdraw their application and be repaid their application money (without interest), provided that the request for such a withdrawal is received by the Company within one month of this Supplementary Prospectus. Any such applicant who wishes to withdraw their application can do so by sending their request to the following address:

**The Company Secretary
South Burnett Community Enterprises Limited
23 Toomey Street
YARRAMAN QLD 4614**

Requests for any such withdrawal must be received by the Company prior to 5pm on 10 January 2013.



Signed by **David Francis Robison**, on behalf of the Directors of **South Burnett Community Enterprises Limited, (ACN 113 889 768)** all of whom have consented to the issue of this Supplementary Prospectus.