

SUPPLEMENTARY PROSPECTUS

Stacpoole Investments Limited ACN 150 351 483

1. IMPORTANT NOTICE

This is a Supplementary Prospectus (**Supplementary Prospectus**) dated 4 May 2012 intended to be read with the Replacement Prospectus dated 17 February 2012 (**Replacement Prospectus**) relating to the issue of:

- 25,000,000 fully paid ordinary shares at an issue price of 20 cents each to raise a minimum of \$5,000,000; and
- oversubscriptions of up to a further 25,000,000 fully paid ordinary shares to raise an additional \$5,000,000.

This Supplementary Prospectus must be read in conjunction with the Replacement Prospectus. To the extent of any inconsistency between this Supplementary Prospectus and the Replacement Prospectus, the provisions of this Supplementary Prospectus shall prevail. Unless otherwise indicated, terms defined and used in the Replacement Prospectus have the same meaning in this Supplementary Prospectus.

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

This 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 and this Supplementary Prospectus by contacting the Company.

The distribution of the Replacement Prospectus or this Supplementary Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this 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 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 6 July 2012 (**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.

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 expires 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 section 724 of the Corporations Act, applicants under the Prospectus have an opportunity to withdraw their Application and receive a refund in certain circumstances, including in the event that the Offer Shares are not admitted to quotation on NSX within 3 months of the date of the Prospectus (**NSX Quotation Deadline**).

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

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

4. RIGHT TO WITHDRAW

A copy of this Supplementary Prospectus will be sent to all Applicants who have subscribed for shares under the Replacement Prospectus.

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

If you have lodged an Application Form prior to the date of this 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 AEST 4 June 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 AEST on 4 June 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 Supplementary Prospectus, the Company has received Applications for a total of \$403,000 or 2,015,000 shares.

6. REDUCTION OF MINIMUM SUBSCRIPTION AMOUNT

The Company has resolved to reduce the Minimum Subscription pursuant to the Offer to 10,000,000 Shares at an issue price of 20 cents each to raise \$2,000,000.

Changes to the Replacement Prospectus required to reflect this reduction in the Minimum Subscription are set out below.

The Directors note that while the business plan as described in the Replacement Prospectus is unchanged, due to the lower capital which the Company has to invest with, it may now take longer for the Company to achieve the same level of returns as for a higher Minimum Subscription amount.

As detailed at section 7.1, the audit opinion in relation to the financial statements for the period to 31 December 2011 contains an emphasis of matter on the Company's ability 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 \$196,830; 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.

The following changes are made to the section 3.10 of the Replacement Prospectus to reflect the reduction of the Minimum Subscription:

The table at section 3.10 is replaced with the following:

	Minimum Subscription	%	Maximum Subscription	%
Shares*				
Shares on issue as at the date of this Prospectus**	827,700	7.64	827,700	1.63
Shares to be issued under this Prospectus	10,000,000	92.36	50,000,000	98.37
Issued Shares on completion of the Offer	10,827,700	100	50,827,700	100
Maximum shares on exercise of Director Options	1,950,000	15.26	1,950,000	3.69
Issued Shares if all Director Options exercised	12,777,700	100	52,777,700	100
Director Options***				
Director Options on issue as at the date of this Prospectus	1,950,000	100	1,950,000	100
Total Options	1,950,000	100	1,950,000	100

*Please see section 10.4 of this Prospectus for details regarding these Shares

**The NSX may, as a condition of granting the Company's application for official quotation of its Shares, classify certain Shares of the Company as restricted securities. If so, prior to quotation of the Company's Shares, the holders of the Shares that are to be classified as restricted securities will be required to enter into appropriate restriction agreements with the Company and an escrow agent.

***Please see section 10.5 of this Prospectus for details regarding these Options.

The second paragraph of the Letter from the Chairman is replaced with the following:

This Prospectus invites investors to apply for a Minimum Subscription of 10,000,000 Shares at an issue price of \$0.20 per Share to raise \$2,000,000. The Company may also accept oversubscriptions of up to the Maximum Subscription of a further 40,000,000 Shares to raise an additional \$8,000,000. The maximum amount which may be raised under this Prospectus is therefore \$10,000,000.

This is a Supplementary Prospectus dated 4 May 2012 intended to be read with the Replacement Prospectus dated 17 February 2012 which replaced a prospectus lodged on 6 February 2012 relating to the Offer by Stacpoole Investments Limited

The words in the first row of the "Investment Highlights" table in section 2 of the Replacement Prospectus, "Investment Overview" are replaced with the following:

The Offer is for a minimum of 10,000,000 ordinary shares in the Company at \$0.20 per share to raise \$2,000,000 and a maximum of a further 40,000,000 Shares to raise an additional \$8,000,000. Details on how to apply are provided at section 3.5 of this Prospectus.

The first paragraph of section 3.2 of the Replacement Prospectus is replaced with the following:

The Company is the issuer of shares under this prospectus and will offer for subscription, a minimum of 10,000,000 Shares at an issue price of \$0.20 per Share to raise \$2,000,000. Oversubscriptions up to a Maximum Subscription of a further 40,000,000 Shares may be accepted to raise an additional \$8,000,000.

The table at section 3.11 of the Prospectus is replaced with the following:

Use of Funds	Minimum Subscription	Maximum Subscription
	\$	\$
Capital raising expenses	235,000	670,000
Working capital (including renovation expenses)	365,000	2,610,000
Equity for property purchases	1,400,000	6,720,000
Total	2,000,000	10,000,000

The third paragraph of section 6.7 is replaced with the following:

However, the Company intends to periodically reconsider seeking specialist advice in relation to, and obtaining hedging for exchange rate fluctuations and has set aside, in its budget, \$40,000 (in the event the minimum subscription amount is raised) and \$150,000 (in the event the maximum subscription amount is raised) for any expenses that may be incurred in relation to subsequently establishing hedging arrangements.

The Financial Information section at section 7 of the Prospectus is replaced with the following:

7.1 INTRODUCTION

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 7.37-3. 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 period ended 31 December 2011, which were subject to audit by PricewaterhouseCoopers which issued an unqualified audit opinion with an emphasis of matter in relation to the company's ability to continue as a going concern. PricewaterhouseCoopers Securities Ltd has prepared an Investigating Accountant's Report in respect of the historical and pro-forma financial information, and a copy of this report is set out in section 8.

This is a Supplementary Prospectus dated 4 May 2012 intended to be read with the Replacement Prospectus dated 17 February 2012 which replaced a prospectus lodged on 6 February 2012 relating to the Offer by Stacpoole Investments Limited

The financial information comprises the following:

- Historical balance sheet as at 31 December 2011.
- Pro-forma consolidated balance sheet, based on the assumption that the minimum subscription amount of \$2,000,000 is raised.
- Pro-forma consolidated 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 31 December 2011. In the period from incorporation (11 April 2011) to 31 December 2011 the Company incurred costs of \$266,908. A profit and loss account is included in the Company's financial statements which can be found on the Company's web site www.stacpoole.com.au.

The unaudited pro-forma consolidated balance sheets have been derived from the audited balance sheet as at 31 December 2011, adjusted for a number of pro-forma transactions as if they had occurred at 31 December 2011.

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 31 December 2011	Unaudited Pro- forma 31 December 2011 Minimum Subscription \$2,000,000	Unaudited Pro- forma 31 December 2011 Maximum Subscription \$10,000,000
ASSETS			
Current Assts			
Cash and Cash equivalents	\$7,500	\$1,772,500	\$9,337,500
Receivables	\$3,658	\$3,658	\$3,658
Prepayments	\$83,582	-	-
Total Current Assets	\$94,740	\$1,776,158	\$9,341,158
TOTAL ASSETS	\$94,740	\$1,776,158	\$9,341,158
LIABILITIES			
Current Liabilities			
Trade and other payables	\$242,023	\$77,171	\$77,171
Total Current Liabilities	\$242,023	\$77,171	\$77,171
TOTAL LIABILITIES	\$242,023	\$77,171	\$77,171
NET ASSETS	\$(147,283)	\$1,698,987	\$9,263,987
Contributed Equity	\$7,500	\$1,853,770	\$9,418,770
Option Reserve	\$112,125	\$112,125	\$112,125
Accumulated losses	\$(266,908)	\$(266,908)	\$(266,908)
TOTAL EQUITY	\$147,283	\$1,698,987	\$9,263,987

Pro-forma Transactions

The unaudited pro-forma balance sheets have been derived from the audited balance sheet at 31 December 2011 and adjusted for the following pro-forma transactions:

- on 15 January 2012 the Company converted \$81,270 owed to directors and their related entities in respect of costs incurred in originating the business into ordinary shares at \$0.10 per share.
- the issue of 10,000,000 Shares at \$0.20 per share to raise \$2,000,000 before expenses of the Offer ("Pro-forma 31 December 2011 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 31 December 2011 Maximum Subscription \$10,000,000").
- total costs expected to be incurred directly relating to the Offer and recognised against equity are \$235,000 for the \$2m raise and \$670,000 for the \$10m raise. Of this \$83,582 had been initially recognised as a prepayment and accrued as at 31 December 2011.

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.

This is a Supplementary Prospectus dated 4 May 2012 intended to be read with the Replacement Prospectus dated 17 February 2012 which replaced a prospectus lodged on 6 February 2012 relating to the Offer by Stacpoole Investments Limited

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 \$10,000,000
Handling Fees on Subscription(i)	-	\$390,000
ASIC Fees	\$2,063	\$2,063
NSX Listing Fees	\$7,150	\$15,950
Legal Fees	\$125,520	\$125,520
Investigating Accountant Fees	\$54,800	\$54,800
Authorised Intermediary	\$30,000	\$55,000
Other Costs(ii)	\$15,468	\$26,668
Total Estimated Costs	\$235,000	\$670,000

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 (ie there will not be any handling fees or commission for a \$2,000,000 raising and there will not be handling fees or commission for \$2,200,000 of a raising of up to \$10,000,000). 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.

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 \$196,830; 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.

As a result of these matters, there is a material uncertainty that may cast significant doubt on whether the Company will continue as a going concern and, therefore, whether it will realise its assets and settle its liabilities and commitments in the normal course of business and at the amounts stated in the financial report. However, the directors believe that the Company will be successful in the above matters and, accordingly, have prepared the financial report for the period to 31 December 2011 on a going concern basis.

(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

This is a Supplementary Prospectus dated 4 May 2012 intended to be read with the Replacement Prospectus dated 17 February 2012 which replaced a prospectus lodged on 6 February 2012 relating to the Offer by Stacpoole Investments Limited

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 the 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.

This is a Supplementary Prospectus dated 4 May 2012 intended to be read with the Replacement Prospectus dated 17 February 2012 which replaced a prospectus lodged on 6 February 2012 relating to the Offer by Stacpoole Investments Limited

(c) Contributed Equity

	Minimum Subscription \$2,000,000		Maximum subscription \$10,000,000	
	No. of shares	(£)	No. of shares	(£)
Ordinary shares at 31 December 2011	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		(235,000)		(670,000)
Pro-forma Shares on issue and contributed equity at 31 December 2011	10,827,700	1,853,770	50,827,700	9,418,770

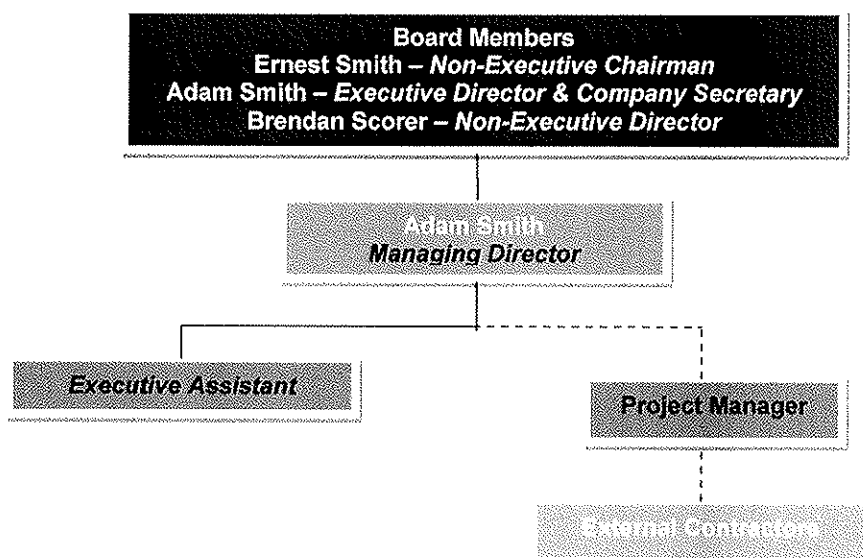
Unlisted options issued to Directors	1,950,000	\$112,125	1,950,000	\$112,125
Pro-forma unlisted options on issue	1,950,000	\$112,125	1,950,000	\$112,125

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.

As a result of the change to the Minimum Subscription, the Investigating Accountant's Report at section 8 of the Prospectus is deleted entirely and replaced with the Investigating Accountant's Report at Annexure B to this Supplementary Prospectus.

7. ORGANISATIONAL STRUCTURE

The organisational structure diagram at section 4.2 is replaced with the following:



This is a Supplementary Prospectus dated 4 May 2012 intended to be read with the Replacement Prospectus dated 17 February 2012 which replaced a prospectus lodged on 6 February 2012 relating to the Offer by Stacpoole Investments Limited

The words at page 13 of the Replacement Prospectus:

"The Company intends to engage an Australian Manager, a US Manager and US Office Administration assistant following lodgment of this Prospectus. The Project Manager will be engaged on an as needs basis for each specific project"

are replaced with the following:

"The Company intends to engage an Executive Assistant following lodgment of this Prospectus. The Project Manager will be engaged on an as needs basis for each project and will not be employed on a full-time basis. The Project Manager's role is to manage external contractors."

8. COSTS OF THE OFFER

The table setting out the costs of the offer at page 49 of the Replacement Prospectus is replaced with the following:

Item	Minimum Subscription (\$)	Maximum Subscription (\$)
Sponsoring Broker Fees*	8,000	8,000
Legal Fees	125,520	125,520
Investigating Accountant's Fees	54,800	54,800
NSX, ASIC and Registry Fees**	19,213	28,013
Handling Fees on Subscription	0	390,000
Corporate Advisory Consultancy Fee***	21,000	21,000
Authorised Intermediary Fee	30,000	30,000
Other	15,220	15,220
TOTAL	273,753	697,553

*The Sponsoring Broker fees relate to the role of the Sponsoring Broker which is required for listing on the NSX. Whilst this item is not strictly an expense of the issue, but rather an expense incidental to listing on the NSX, the Company has included it for completeness.

**Of this \$19,213 in costs, \$10,000 relates to costs arising in relation to the Company's proposed listing on the NSX. Whilst this item is not strictly an expense of the issue, but rather an expense incidental to listing on the NSX, the Company has included it for completeness.

***The Corporate Advisory Consultancy Fee relates to costs arising in relation to advice on the structuring and development of the Company and is not strictly an expense of the issue. The Company has included it for completeness.

9. DIRECTORS' REMUNERATION

Due to the passing of time, the amount of remuneration to which the directors are entitled has changed since amounts of the Directors' Remuneration were disclosed in the Replacement Prospectus.

The first table in the Directors' Remuneration section at 10.13 of the Replacement Prospectus is replaced with the following:

This is a Supplementary Prospectus dated 4 May 2012 intended to be read with the Replacement Prospectus dated 17 February 2012 which replaced a prospectus lodged on 6 February 2012 relating to the Offer by Stacpoole Investments Limited

Name	Cash and Superannuation	Shares	Options
Ernest Smith	\$10,438	0*	\$37,375
Adam Smith	\$62,630	0**	\$37,375
Brendan Scorer***	\$15,863	0	\$37,375
Total	\$88,931	0	\$112,125

* As described at section 7.1 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 7.1 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.

Due to the delay in obtaining the Minimum Subscription, 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. Accordingly, the fifth paragraph of section 9.1 of the Replacement Prospectus is replaced with the following:

On 23 April 2012, Mr 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.

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

On 23 April 2012, Mr 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.

The "Remuneration for first year of appointment" table at section 10.13 is replaced with the following:

Name	Position	Effective Date	Remuneration per annum (Inclusive of any Superannuation)
Ernest Smith	Chairman	11 April 2011	\$ 8,301*
Adam Smith	Managing Director	11 April 2011	\$49,808**
Brendan Scorer	Non-Executive Director	5 October 2011	\$ 30,000
Total			\$88,109

*As a result of a waiver of entitlement to fees agreed to by Ernest Smith (in the same form as the letter of waiver from Adam Smith for the period 11 April 2011 to 31 December 2011 as detailed at section 9.1) this amount is less than the remuneration per annum for subsequent years of his term of appointment.

** As a result of the waivers of entitlement to fees agreed to by Adam Smith as detailed at section 9.1 for the period 11 April 2011 to 31 December 2011, this amount is less than the remuneration per annum for subsequent years of his term of appointment pursuant to the Managing Director Contract and subsequent letter of agreement in relation to his directorship.

This is a Supplementary Prospectus dated 4 May 2012 intended to be read with the Replacement Prospectus dated 17 February 2012 which replaced a prospectus lodged on 6 February 2012 relating to the Offer by Stacpoole Investments Limited

10. INDICATIVE TIMETABLE

The Directors have resolved to extend the Closing Date for the Offers until 6 July 2012. Completed Application Forms must be forwarded to reach the Company's Share Registry by no later than 5.00pm AEST on 6 July 2012.

The indicative timetable for the Offer is now as follows:

Event	Date
Date of Replacement Prospectus	17 February 2012
Opening Date	21 February 2012
Proposed Date of Supplementary Prospectus	4 May 2012
Expected Closing Date	6 July 2012
Expected Allotment of Shares under this Prospectus	13 July 2012
Expected Date of Dispatch of Holding Statements	16 July 2012
Expected Date of Quotation of Shares on NSX	3 August 2012

* 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 this Supplementary Prospectus). If you wish to apply for shares in the Company pursuant to the Replacement Prospectus (as supplemented by this Supplementary Prospectus) 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 AEST on 6 July 2012) 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 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.

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 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 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 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 Supplementary Prospectus based on any statement by Boardroom Pty Limited.

This is a Supplementary Prospectus dated 4 May 2012 intended to be read with the Replacement Prospectus dated 17 February 2012 which replaced a prospectus lodged on 6 February 2012 relating to the Offer by Stacpoole Investments Limited

13. DIRECTORS' CONSENT

This 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 Supplementary Prospectus with ASIC.

Signed for and on behalf of Stacpoole Investments Limited:



Ernest Smith
Chairman

This is a Supplementary Prospectus dated 4 May 2012 intended to be read with 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

**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



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

This is a Supplementary Prospectus dated 4 May 2012 intended to be read with 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 B – Investigating Accountant's Report



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

4 May 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 Supplementary Prospectus dated on or about 4 May 2012 (the Supplementary Prospectus) relating to the issue of ordinary shares in the Company (the **Issue**).

Expressions defined in the 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 31 December 2011 and the pro forma balance sheets as at 31 December 2011 for both the Minimum Subscription and Maximum Subscription (the **Pro Forma Balance Sheets**) which assumes completion of the proposed transactions disclosed in Section 7.2 of the 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 7.2 of the Supplementary Prospectus has been extracted from the audited financial statements of the Company for the period ended 31 December 2011. 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

PricewaterhouseCoopers Securities Ltd, ACN 003 311 617 ABN 54 003 311 617
Holder of Australian Financial Services Licence No 244572
Darling Park Tower 2, 201 Sussex Street, GPO Box 2640, SYDNEY NSW 1171
T: +61 2 4925 1100, F: +61 2 4925 1199, www.pwc.com.au



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 7.3 of the 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 7.2 of the Supplementary Prospectus, does not present fairly the historical and pro forma balance sheets of the Company as at 31 December 2011, 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 7.3 of the Supplementary Prospectus.



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 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 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 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 handwritten signature in blue ink, appearing to read 'A. Cloke'.

Andrew Cloke
Authorised Representative of
PricewaterhouseCoopers Securities Ltd



Appendix A – Financial Services Guide

PRICEWATERHOUSECOOPERS SECURITIES LTD FINANCIAL SERVICES GUIDE

This Financial Services Guide is dated 4 May 2012

1. About us

PricewaterhouseCoopers Securities Ltd (ABN 54 003 311 617, Australian Financial Services Licence no 244572) ("**PwC Securities**") has been engaged by Stacpoole Investments Ltd ("Stacpoole") to provide a report in the form of an Investigating Accountant's Report in relation to the Financial Information (**the "Report"**) for inclusion in the Supplementary Prospectus dated on or about 4 May 2012

You have not engaged us directly but have been provided with a copy of the Report as a retail client because of your connection to the matters set out in the Report.

2. This Financial Services Guide

This Financial Services Guide ("**FSG**") is designed to assist retail clients in their use of any general financial product advice contained in the Report. This FSG contains information about PwC Securities generally, the financial services we are licensed to provide, the remuneration we may receive in connection with the preparation of the Report, and how complaints against us will be dealt with.

3. Financial services we are licensed to provide

Our Australian financial services licence allows us to provide a broad range of services, including providing financial product advice in relation to various financial products such as securities, interests in managed investment schemes, derivatives, superannuation products, foreign exchange contracts, insurance products, life products, managed investment schemes, government debentures, stocks or bonds, and deposit products.

4. General financial product advice

The Report contains only general financial product advice. It was prepared without taking into account your personal objectives, financial situation or needs.

You should consider your own objectives, financial situation and needs when assessing the suitability of the Report to your situation. You may wish to obtain personal financial product advice from the holder of an Australian Financial Services Licence to assist you in this assessment.

5. Fees, commissions and other benefits we may receive

PwC Securities charges fees to produce reports, including this Report. These fees are negotiated and agreed with the entity who engages PwC Securities to provide a report. Fees are charged on an hourly basis or as a fixed amount depending on the terms of the agreement with the person who engages us. In the preparation of this Report our fees are charged on a fixed basis and are \$54,800.



Directors or employees of PwC Securities, PricewaterhouseCoopers, or other associated entities, may receive partnership distributions, salary or wages from PricewaterhouseCoopers.

6. Associations with issuers of financial products

PwC Securities and its authorised representatives, employees and associates may from time to time have relationships with the issuers of financial products. For example, PricewaterhouseCoopers may be the auditor of, or provide financial services to; the issuer of a financial product and PwC Securities may provide financial services to the issuer of a financial product in the ordinary course of its business.

PricewaterhouseCoopers is the auditor and taxation advisor of Stacpoole Investments Ltd.

7. Complaints

If you have a complaint, please raise it with us first, using the contact details listed below. We will endeavour to satisfactorily resolve your complaint in a timely manner. In addition, a copy of our internal complaints handling procedure is available upon request.

If we are not able to resolve your complaint to your satisfaction within 45 days of your written notification, you are entitled to have your matter referred to the Financial Ombudsman Service ("FOS"), an external complaints resolution service. FOS can be contacted by calling 1300 780 808. You will not be charged for using the FOS service.

8. Contact Details

PwC Securities can be contacted by sending a letter to the following address:

Mr Richard Savage, Tower 2, Darling Park
201 Sussex Street, Sydney NSW 2000