

This is a Second Supplementary Prospectus dated 3 August 2012 intended to be read with 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

SECOND SUPPLEMENTARY PROSPECTUS

Stacpoole Investments Limited ACN 150 351 483

1. IMPORTANT NOTICE

This is a Second Supplementary Prospectus (**Second Supplementary Prospectus**) dated 3 August 2012 intended to be read with 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 Second Supplementary Prospectus must be read in conjunction with the Replacement Prospectus and the Supplementary Prospectus. To the extent of any inconsistency between this Second Supplementary Prospectus, the Supplementary Prospectus and the Replacement Prospectus, the provisions of this Second Supplementary Prospectus shall prevail. Unless otherwise indicated, terms defined and used in the Replacement Prospectus have the same meaning in this Second Supplementary Prospectus.

Pursuant to section 719(4) of the *Corporations Act 2001* (Cth) (*Corporations Act*), the Replacement Prospectus is taken to include this Second Supplementary Prospectus. Terms used in this Second 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 Second 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 and this Second Supplementary Prospectus by contacting the Company.

The distribution of the Replacement Prospectus, the Supplementary Prospectus or this Second Supplementary Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Second 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 Second 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 5 October 2012 (**Closing Date**) with the revised indicative timetable set out in section 8 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.

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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 and the first Supplementary Prospectus, the Company has until 4 August 2012 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 Second Supplementary Prospectus.

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

4. RIGHT TO WITHDRAW

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

If you have lodged an Application Form prior to the date of this Second 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 3 September 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 3 September 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 \$400,000 or 2,000,000 shares.

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6. 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	145,000	145,000
Investigating Accountant's Fees	57,800	57,800
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	296,233	695,033

*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.

7. 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(c) of the Replacement Prospectus is replaced with the following:

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

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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 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.

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.

8. INDICATIVE TIMETABLE

The Directors have resolved to extend the Closing Date for the Offers until 5 October 2012. Completed Application Forms must be forwarded to reach the Company's Share Registry by no later than 5.00pm AEST on 5 October 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
Date of Supplementary Prospectus	4 May 2012
Date of Second Supplementary Prospectus	3 August 2012
Expected Closing Date	5 October 2012
Expected Allotment of Shares under this Prospectus	12 October 2012
Expected Date of Dispatch of Holding Statements	15 October 2012
Expected Date of Quotation of Shares on NSX	2 November 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.

9. 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 and this Second 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 AEST on 5 October 2012) and must be completed in accordance with the instructions in the Replacement Prospectus and the Application Form.

This is a Second Supplementary Prospectus dated 3 August 2012 intended to be read with 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

10. CONSENTS

Centre Capital Securities has given and not withdrawn its written consent to be named in this Second 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 Second 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 Second 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 Second 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 Second Supplementary Prospectus based on any statement by Boardroom Pty Limited.

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11. DIRECTORS' CONSENT

This Second 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 Second Supplementary Prospectus with ASIC.

Signed for and on behalf of Stacpoole Investments Limited:



Ernest Smith
Chairman

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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

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Pursuant to section 719(4) of the *Corporations Act 2001* (Cth) (*Corporations Act*), the Replacement Prospectus is taken to include this Second Supplementary Prospectus. Terms used in this Second 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.

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The distribution of the Replacement Prospectus, the Supplementary Prospectus or this Second Supplementary Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Second 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 Second 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 5 October 2012 (**Closing Date**) with the revised indicative timetable set out in section 8 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.

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6. 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:

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Sponsoring Broker Fees*	8,000	8,000
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10. CONSENTS

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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 Second 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 Second 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 Second 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 Second Supplementary Prospectus based on any statement by Boardroom Pty Limited.

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11. DIRECTORS' CONSENT

This Second 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 Second Supplementary Prospectus with ASIC.

Signed for and on behalf of Stacpoole Investments Limited:



Ernest Smith
Chairman

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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

**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 Strykowski
as a delegate of the Australian Securities and Investments Commission