JOHN.BRIDGEMAN

Supplementary Prospectus

John Bridgeman Limited ACN 603 477 185

#12914

1 Important Notice

This Supplementary Prospectus is dated 11 June 2015, and is supplementary to the original Prospectus issued by John Bridgeman Limited (**John Bridgeman**) and lodged with the Australian Securities and Investments Commission (**ASIC**) on 31 March 2015 (**Prospectus**).

This Supplementary Prospectus was lodged with ASIC on 11 June 2015. Neither ASIC nor National Stock Exchange of Australia Limited ABN 11 000 902 063 (**NSX**) take any responsibility for the contents of this Supplementary Prospectus.

Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus. This Supplementary Prospectus must be read together with the Prospectus. If there is any inconsistency between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus and the Prospectus are important documents that should be read in their entirety. If you have any questions regarding the Shares and Options being offered under the Prospectus as modified by this Supplementary Prospectus, you should seek professional advice.

It is important to note that new applications for Shares and Options (after the date of this Supplementary Prospectus), may only be made on the Application Form accompanying this Supplementary Prospectus. Applicants who have already applied for Shares and Options under the Prospectus do **not** need to lodge a new Application Form. Existing Applicants do, however, have the right to withdraw their application in certain circumstances (see section 5 below).

2 Extension of the Closing Date until 14 July 2015

The Closing Date of the Offer has been extended until 14 July 2015.

All references to the Closing Date in the Prospectus are amended by deleting the date '11 May 2015', and replacing it with the date '14 July 2015'.

The Company reserves the right to change the above new Closing Date, and in particular to close the Offer earlier or to further extend the Closing Date, if permitted by law, or to decide to withdraw or otherwise not to proceed with the Offer.

3 Reason for and effect of extension

As at the date of this Supplementary Prospectus, the Company has received applications in excess of the Minimum Subscription of $3.2 million.

In accordance with the intention expressed in the Prospectus, application for the admission of the Company to the Official List of ASX was made on 31 March 2015. However, John Bridgeman Limited has now determined that it is in the best interests of Shareholders to withdraw its application for admission to the Official List of ASX, and to instead apply for admission to the Official List of the NSX within 7 days of lodgement of this Supplementary Prospectus.

4 Amendments to Prospectus

4.1 References to oversubscriptions

All references in the Prospectus to oversubscriptions for up to a further 2,000,000 Shares are deleted and replaced with oversubscriptions for up to a further 3,800,000 Shares.

4.2 Glossary

The definition of Maximum Subscription is deleted and replaced with:

Maximum Subscription	$7 million

4.3 Section 2.1 Offer Highlights

The table in section 2.1 is deleted and replaced with:

	Minimum Subscription **$3,200,000**	**Maximum Subscription** **$7,000,000**
Offer Price per Share	$1.00	$1.00
Exercise Price per Option	$1.10	$1.10
Number of Shares with attaching Options offered under this Prospectus	Shares 3,200,000 Options 3,200,000	Shares 7,000,000 Options 7,000,000
Total number of Shares and Options on issue following the Offer	Shares 10,600,000 Options 18,160,000	Shares 14,400,000 Options 21,960,000
Amount to be raised under the Offer	$3,200,000	$7,000,000
Value of Shares on issue at close of the Offer at the Offer Price	$10,600,000	$14,400,000

4.4 Section 2.4 Key terms of the Offer

The section of the table titled 'What is the Company's financial position' is deleted and replaced with:

What is the Company's financial position?	John Bridgeman Limited was incorporated on 8 January 2015. The Company's financial position is set out in detail in section 6 of this Prospectus. The Pro-forma Statements of Financial Position have been prepared for illustrative purposes only to show the financial position of the Company following completion of the Offer and may not actually reflect the position of the Company as at the date of the Prospectus or at the conclusion of the Offer.	section 6

		Unaudited Pro-Forma Statements of Financial Position as at 14 July 2015	
	Unaudited historical Statement of Financial Position as at 31 March 2015	**Minimum Subscription $3,200,000**	**Maximum Subscription $7,000,000**
Assets			
Cash	$7,400	$3,020,808	$6,816,531
Other assets	-	-	-
Liabilities	-	-	-
Net assets			
Equity	$7,400	$3,020,808	$6,816,531
NTA	$0.001	$0.28498	$0.47337

4.5 Section 2.6 Purpose of the Offer and utilisation of funds

Section 2.6 is deleted and replaced with:

The Company has entered into a Subscription Agreement to subscribe a minimum of 50% of the funds raised under this Prospectus for shares in Henry Morgan Limited. Balance funds raised under this Prospectus will be used for working capital and investment purposes of the Company.

The expenses of the Offer will be paid from the funds raised under this Prospectus. These expenses include legal, accounting and advisory fees and other costs associated with the marketing of the Offer and the production of Offer documentation.

The expenses to be paid by the Company have been estimated at $186,592 assuming the minimum subscription is achieved, and $190,869 assuming the maximum subscription is

achieved. A breakdown of these expenses for both the minimum subscription of $3,200,000 and the maximum subscription of $7,000,000 is provided below (excluding GST):

	Minimum Subscription $3,200,000	**Maximum Subscription $7,000,000**
Expenses of the Offer		
Legal fees	$25,000	$25,000
NSX Fees	$49,302	$53,579
ASIC Lodgement fees	$2,290	$2,290
Corporate Advisory fees	$85,000	$85,000
Estimated other expenses	$25,000	$25,000
Total estimated expenses of the Offer	**$186,592**	**$190,869**
Total Funds raised	$3,200,000	$7,000,000
Cash on hand	$7,400	$7,400
Less Expenses of the Offer	$3,020,808	$6,816,531
Minimum subscription in Henry Morgan Limited	$1,510,404	$3,408,266
Working capital available for investment purposes of the Company	$1,510,404	$3,408,265

The Company has sufficient working capital to carry out its objectives, detailed in this Prospectus. The Company does not currently intend to raise additional funds within the first two years following quotation of the Company's Shares on ASX.

4.6 Section 2.7 Shareholding structure

Section 2.7 is deleted and replaced with:

The following table shows the shareholding structure of John Bridgeman Limited at the date of this Prospectus and on completion of the Offer:

Shareholder	Current Shares	Post Offer Shares		Post Offer %	
Director Shareholders		**Minimum Subscription**	**Maximum Subscription**	**Minimum Subscription**	**Maximum Subscription**
Stuart McAuliffe	1,000	1,000	1,000	0.01%	0.01%
Henry Avery Partners Pty Ltd ACN 167 471 436 (associate of Stuart McAuliffe)	549,000	549,000	549,000	5.18%	3.81%
John Hawkins Pty Ltd ACN 604 689 910 (associate of Stuart McAuliffe)	5,000,000	5,000,000	5,000,000	47.17%	34.72%
Other Shareholders					
	1,850,000	1,850,000	1,850,000	17.45%	12.85%
Offer Shares					
		3,200,000	7,000,000	30.19%	36.11%
Total	**7,400,000**	**10,600,000**	**14,400,000**	**100%**	**100%**
Options	**7,560,000**	**18,160,000**	**21,960,000**		
Total Shares on a fully diluted basis**	**14,960,000**	**28,760,000**	**36,360,000**		

**The fully diluted number of Shares on issue following the Offer assumes that all Options have been exercised for the maximum number of Shares which can be issued under those Options.

All current Shareholders have entered into voluntary restriction agreements with the Company restricting them from dealing in the Shares and Options held by them at the date of this Prospectus, until the second anniversary of the date of admission of the Company to the Official List of the ASX. Details of these arrangements are set out in section 8.6.

In addition, the Company has agreed to enter into certain agreements for the issue of Options as part of its senior management remuneration packages. Details of these arrangements are set out in section 8.7.

4.7 Section 3.1 Description of the Offer

The second paragraph is deleted and replaced with:

Oversubscriptions of up to a further 3,800,000 Shares with attaching Options on a 1 for 1 basis, at an Offer Price of $1.00 each to raise up to a further $3,800,000 may be accepted.

4.8 Section 6.2 Pro-Forma Statements of Financial Position

Section 6.2 is deleted and replaced with:

The Pro-forma Statements of Financial Position have been prepared for illustrative purposes only to show the financial position of the Company following completion of the Offer and may not actually reflect the position of the Company as at the date of the Prospectus or at the conclusion of the Offer.

		Unaudited Pro-Forma Statements of Financial Position as at 14 July 2015	
	Unaudited historical Statement of Financial Position as at 31 March 2015	**Minimum Subscription $3,200,000**	**Maximum Subscription $7,000,000**
Assets			
Cash	$7,400	$3,020,808	$6,816,531
Other assets	-	-	-
Liabilities	-	-	-
Net assets			
Equity	$7,400	$3,020,808	$6,816,531
NTA	$0.001	$0.28498	$0.47337

A reconciliation of the Pro-forma Statements of Financial Position for cash is as follows:

Pro-forma Cash Position

	Minimum Subscription $3,200,000	Maximum Subscription $7,000,000
Initial issue subscribers	$7,400	$7,400
Proceeds of the Offer	$3,200,000	$7,000,000
Expenses of the Offer	$186,592	$190,869
Cash on hand	$7,400	$7,400
Estimated net cash position	$3,020,808	$6,816,531

These Pro-forma Statements of Financial Position have been prepared on the basis of the following assumptions:

(a) application of the proposed accounting policies and notes to the accounts set out in this Section;

(b) in the Pro-forma Statement of Financial Position entitled 'Minimum Subscription', reference is to subscription of 3,200,000 Securities by Applicants under this Prospectus;

(c) in the Pro-forma Statement of Financial Position entitled 'Maximum Subscription' reference is to subscription of 7,000,000 Securities by Applicants under this Prospectus;

(d) expenses of the Offer have been paid and recognised as a reduction to the proceeds of the Offer. Details of the costs of the Offer are set out in section 2.6;

(e) no oversubscriptions are accepted by the Company.

4.9 Section 6.3 Capital Structure

Section 6.3 is deleted and replaced with:

The anticipated capital structure of John Bridgeman Limited on completion of the Offer before the exercise of Options is set out below:

	As at 14 July 2015	Minimum Subscription $3,200,000	Maximum Subscription $5,200,000
Number of Shares	7,400,000	10,600,000	14,400,000
Number of Options	7,560,000	18,160,000	21,960,000

4.10 Section 9.4 Options

The paragraphs below the title 'Non-Recognition of Equitable Interests' is deleted and replaced with:

Non-Recognition of Equitable Interests

The Company is entitled to treat the registered holder of an Option as the absolute holder of that Option and is not bound to recognise any equitable or other claim to, or interest in, that Option on the part of any person other than the registered holder, except as ordered by a Court of competent jurisdiction or as required by statute.

As at the date of this Prospectus the Company has on issue 14,960,000 Options with 7,400,000 exercisable at $1.10 per Option and 7,560,000 Options, exercisable at $1.20, $1.50, $2.20 and $3.50 until 31 March 2020. The Options are expected to be listed and application will be made to NSX for quotation of these Options.

The Company believes that the maximum individual equity ownership likely to result from the exercise of any of the existing holdings of Options would be 39.12% based on the minimum subscription being raised under this Offer. The percentage would be 34.06% based on the maximum subscription level.

Holder	No. of Shares held	No. of Options held	% of fully diluted securities after completion of the Offer at Minimum Subscription	% of fully diluted securities after completion of the Offer at Maximum Subscription
Henry Avery Partners Pty Ltd (associate of Stuart McAuliffe)	550,000	550,000	4.30%	3.74%
Stuart McAuliffe	Nil	4,440,000	17.37%	15.12%
Simon Richardson atf Kamaruka Trust	Nil	1,040,000	4.07%	3.54%
John McAuliffe	Nil	1,040,000	4.07%	3.54%
Ross Patane	Nil	1,040,000	4.07%	3.54%
John Hawkins Pty Ltd (associate of Stuart McAuliffe)	5,000,000	5,000,000	39.12%	34.06%
Jan Holmes Pty Ltd atf Jan Holmes Superannuation Fund	1,350,000	1,350,000	10.56%	9.19%
Elders FMC Pty Ltd	200,000	200,000	1.57%	1.36%
Peter & Carolyn Aardoom atf Aardoom Superfund	150,000	150,000	1.17%	1.02%
Prime Investment Management Services Pty Ltd atf Aardoom Family Trust	150,000	150,000	1.17%	1.02%
TOTAL	**7,400,000**	**14,960,000**	**87.47%**	**76.13%**

This calculation assumes that holders of Options do not subscribe for and receive further Shares under the Offer.

4.11 References to 'ASX' or 'Australian Stock Exchange'

All references in the Prospectus to 'ASX' or the 'Australian Stock Exchange' are amended by deleting those references and replacing them with 'NSX' or the 'National Stock Exchange of Australia' as applicable.

5 Options for Applicants

As at the date of this Supplementary Prospectus the Application Forms received are for 5,057,200 Shares and Options representing $5,057,200.

Investors who have not previously lodged an Application Form

All new applications for Shares and Options will only be accepted using the Application Form attached to this Supplementary Prospectus. The Application Form attached to the Prospectus cannot be used.

Investors who have lodged an Application Form

Pursuant to the *Corporations Act 2001*, John Bridgeman Limited offers Applicants who have paid Application Moneys the option to withdraw their Application Form and be repaid their Application Moneys.

If Applicants do not wish to withdraw their Application Form, they do not need to take any action.

Any Applicant who has previously submitted an Application Form to the Company has a period of one month from the date of receipt of this Supplementary Prospectus to withdraw their Application Form by notice in writing to the Company. Any such notice must be in writing and receipted by John Bridgeman Limited by no later than 11 July 2015.

6 Consents

Each of the parties listed in section 9.6 of the Prospectus to the maximum extent permitted by law, expressly disclaim all liabilities in respect of, make no representations regarding, and take no responsibility for any statements in or omissions from, this Supplementary Prospectus, other than the reference to their name and the form and context in which they are named, and a statement or report included the Supplementary Prospectus with its consent as specified below.

Each of the parties listed below has given and has not, before lodgement of this Supplementary Prospectus with ASIC, withdrawn its written consent to the inclusion of the statements in this Supplementary Prospectus that are specified below and the form and context in which the statements appear:

- Mills Oakley has given, and has not withdrawn, its written consent to be named in this Supplementary Prospectus as lawyers to the Company in the form and context in which it is named;
- KPMG has given, and has not withdrawn, its consent to be named in this Supplementary Prospectus as Auditor in the form and context in which it is named;
- Link Market Services Limited has given, and has not withdrawn, its written consent to be named in this Supplementary Prospectus as share registrar in the form and context in which it is named;

- Wellington Capital Limited has given, and has not withdrawn, its written consent to be named in this Supplementary Prospectus as corporate advisor in the form and context in which it is named;

- Brett Heading has given, and has not withdrawn, his written consent to be named in this Supplementary Prospectus as special advisor in the form and context in which it is named.

7 Directors' Authorisation

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

The Directors believe that the Prospectus, when read together with this Supplementary Prospectus, contains all the information that would be required by sections 710 and 711 of the *Corporations Act*, and does not contain any material statement that is misleading or deceptive.

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

SIGNED for and on behalf of **JOHN BRIDGEMAN LIMITED by**:

Director

JOHN.BRIDGEMAN

JOHN BRIDGEMAN LIMITED ACN 603 477 185
APPLICATION FORM

This is an Application Form for Shares (and free attaching Options) in John Bridgeman Limited (**Company**) on the terms set out in the Prospectus dated 31 March 2015 and the Supplementary Prospectus dated 11 June 2015. Defined terms in the Prospectus and the Supplementary Prospectus have the same meaning in this Application Form. You may apply for a minimum of 2,000 Shares and multiples of 100 Shares thereafter. This Application Form and your cheque or bank draft must be received by **5.00pm (AEST) on 14 July 2015**.

This Application Form is important. If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. The Prospectus dated 31 March 2015 and the Supplementary Prospectus dated 11 June 2015 contain information relevant to a decision to invest in the Securities of the Company and you should read the entire Prospectus and Supplementary Prospectus carefully before applying for Securities.

The Company's Privacy Policy (**Privacy Policy**) also sets out important information relating to the collection, use and disclosure of all personal information that you provide to the Company. Please ensure that you and all relevant individuals have read the Privacy Policy carefully before submitting the Application Form. The Privacy Policy can be found on our website www.johnbridgeman.com.au.

To meet the requirements of the *Corporations Act 2001* (Cth), this Application Form must not be distributed to another person unless included in, or accompanied by the Prospectus dated 31 March 2015 and the Supplementary Prospectus dated 11 June 2015. A person who gives another person access to this Application Form must, at the same time and by the same means, give the other person access to the Prospectus and the Supplementary Prospectus. The Company will send you a free paper copy of the Prospectus and Supplementary Prospectus if you have received an electronic prospectus and you ask for a paper copy before the Prospectus expires 13 months from the date of the Prospectus.

PLEASE FOLLOW THE INSTRUCTIONS TO COMPLETE THIS APPLICATION FORM (SEE REVERSE) AND PRINT CLEARLY IN CAPITAL LETTERS USING BLACK OR BLUE PEN.

A	**Number Of Shares you are applying for**			**B**	**Total amount payable**
		X $1.00 per Share	=	$	
	Minimum of 2,000 Shares to be applied for and thereafter in multiples of 100 Shares				

C **Write the name(s) you wish to register the Securities in (see reverse for instructions)**

Applicant # 1

Applicant # 2 or <Account Designation>

Applicant # 3 or <Account Designation>

D **Write your postal address her**

Number/Street

Suburb/Town | State | Postcode

E **Enter your Tax File Number(s), ABN, or exemption category**

Applicant # 1 | Applicant # 2

Applicant # 3

F **Cheque payment details -** PIN CHEQUE(S) HERE ***Please ENTER details of the cheque(s) that accompany this application***

Name of drawer of cheque	Cheque no.	BSB no.	Account no.	Cheque Amount A$

G **Contact telephone number (daytime/work/mobile)**

H **Email address**

JOHN.BRIDGEMAN

Declaration

- ✓ Have read the Prospectus and Supplementary Prospectus in full;
- ✓ Have read the Privacy Policy (available at www.johnbridgeman.com.au in full;
- ✓ Have received a copy of the electronic Prospectus and a Supplementary Prospectus or a print out of it;
- ✓ Have this Application Form in accordance with the Prospectus and the Supplementary Prospectus and the instructions on the reverse of the Application Form and declare that all details and statements made by me/us are complete and accurate;

By submitting this Application Form with your Application Amount, I/we declare that I/we:

- ✓ Agree and consent to the Company collecting, holding, using and disclosing my/our personal information in accordance with the Privacy Policy (available at www.johnbridgeman.com.au;
- ✓ Where I/we have been provided information about another individual, warrant that I/we have obtained that individual's consent to the transfer of their information to the Company and have provided that individual with a copy of, or details as to where to obtain, the Privacy Policy;
- ✓ Acknowledge that once the Company accepts my/our Application Form, I/we may not withdraw it;
- ✓ Apply for the number of Shares that I/we apply for (or a lower number allocated in a manner allowed under the prospectus);
- ✓ Acknowledge that my/our application may be rejected by the Company in consultation with the Lead Manager in its absolute discretion;
- ✓ Authorise the Company and their respective officers and agents to do anything on my/our behalf necessary (including the completion and execution of document) to enable the Securities to be allocated to me/us;
- ✓ Am/are over 18 years of age;
- ✓ Agree to be bound by the constitution of the Company;
- ✓ Acknowledge that neither the Company nor any person or entity guarantees any particular rate of return on the Securities, nor do they guarantee the repayment of capital;
- ✓ Represent, warrant and agree that I/we am/are not in the United States or a US Person and am/.are not acting for the account or benefit of a US Person; and
- ✓ Represent, warrant and agree that I/we have not received this Prospectus and Supplementary Prospectus outside Australia and am/are not acting on behalf of a person resident outside Australia unless the Securities may be offered in my/our jurisdiction without contravention of the security laws of the jurisdiction or any need to register the Prospectus or the Supplementary Prospectus, the Securities or the Offer.

Guide to the Application Form

YOU SHOULD READ THE PROSPECTUS AND THE SUPPLEMENTARY PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

Please complete all relevant sections of the appropriate Application Form using BLOCK LETTERS. These instructions are cross-referenced to each section of the Application Form.

Instructions

A If applying for Shares insert the ***number*** of Share for which you wish to subscribe at Item **A** (not less than 2,000 Shares and then in multiples of 100 Shares). Multiply by A$1.00 to calculate the total Application Amount for Shares and enter the **A$amount** at **Item B.**

C Write your ***full name***. Initials are not acceptable for first names.

D Enter your ***postal address*** for all correspondence. All communications to you from the Company will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E Enter your Australian ***tax file number*** (TFN) or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN/ABN of each joint Applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form.

F Complete ***cheque details*** as requested. Make your cheque payable to John Bridgeman Limited – OFFER. Cross it and mark it 'Not negotiable'. Cheques must be in Australian currency, and cheques must be drawn on an Australian bank.

G Enter your ***contact details*** so we may contact you regarding your Application Form or Application Monies.

H Enter your ***email address*** so we may contact you regarding your Application Form or Application Amount or other correspondence.

Correct Form of Registrable Title

Note that ONLY legal entities can hold the Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and surname is required for each natural person. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Individual	Mr John David Smith	J D Smith
Company	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings	Mr John David Smith & Mrs Mary Jane Smith	John David & Mary Jane Smith
Trusts	Mr John David Smith <JD Smith Family A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Est Lte John Smith A/C)	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
Superannuation Funds	John Smith Pty Limited <J Smith Super Fund A/C>	John Smith Superannuation Fund

Lodgment

Mail your completed Application Form with your cheque(s) or bank draft attached to the following address:

Mailing and delivery address:

John Bridgeman Limited
144 Union Street
SPRING HILL QLD 4000

The Offer closes at 5.00pm (AEST) 11 May 2015

It is not necessary to sign or otherwise execute the Application Form.

If you have any questions as to how to complete the Application Form, please contact Stuart McAuliffe on 1300 155 396.

Privacy Statement

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

The Corporations Act requires some of this information to be included in the Company's Shareholder and Option holder register, which will be accessible by the public. The Company will collect, use, hold, and disclose your personal information in accordance with the Privacy Policy. For more detail on how the Company collects, stores, uses and discloses your information, please refer to our Privacy Policy. Alternatively contact the Company and the Company will send you a copy. It is recommended that you obtain a copy of the Privacy Policy and read it carefully.