Beroni Group Limited

ACN 613 077 526

THIRD SUPPLEMENTARY PROSPECTUS

1 Important Information

This is a supplementary prospectus (**Third Supplementary Prospectus**) intended to be read with the replacement prospectus dated 8 December 2016 (**Replacement Prospectus**) as modified by the first supplementary prospectus dated 9 January 2017 (**First Supplementary Prospectus**) and the second supplementary prospectus dated 6 February 2017 (**Second Supplementary Prospectus**) (all together the **Prospectus**), issued by Beroni Group Limited (**Company**).

This Third Supplementary Prospectus is dated 14 February 2017 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that day. ASIC, the National Stock Exchange of Australia Limited (**NSX**) and their respective officers do not take any responsibility as to the contents of this Third Supplementary Prospectus.

This Third Supplementary Prospectus is a *refresh document* as defined in Section 724(3H) of the *Corporations Act 2001* (Cth) (**Corporations Act**) and has been lodged with ASIC in accordance with Section 724(3G) of the Corporations Act.

Other than as set out below, all details in relation to the Prospectus remain unchanged. To the extent of any inconsistency between this Third Supplementary Prospectus and the Prospectus, this Third Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Third Supplementary Prospectus.

This Third Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed on the Company's website at http://www.beronigroup.com. The Company will send a copy of this Third Supplementary Prospectus to all Applicants who have applied for Shares under the Prospectus, as at the date of this Third Supplementary Prospectus.

This is an important document and should be read in its entirety. If you do not understand it you should consult your professional advisors without delay.

2 Supplementary Information

2.1 Purpose of the Third Supplementary Prospectus

This Third Supplementary Prospectus has been prepared for the purpose of:

(a) extending the Closing Date of the Offers under the Prospectus. The Closing Date of the Offers as provided in section 8.3 and section 13 of the Prospectus and section 2 of the First Supplementary Prospectus, and Second Supplementary Prospectus is amended to 21 April 2017;

(b) advising that at the date of this Third Supplementary Prospectus, the Company's Shares have not been admitted to quotation on NSX;

(c) advising that at the date of this Third Supplementary Prospectus, the company has not issued any Shares pursuant to the Prospectus;

(d) refreshing the period for admission to quotation of Shares offered under the Prospectus from three months from the date of the Prospectus to three months from the date of this Third Supplementary Prospectus in accordance with section 724(3G)(d) of the Corporations Act; and

(e) refreshing the period to raise the Minimum Subscription under the Offers from four months from the date of the Prospectus to four months from the date of this Third Supplementary Prospectus in accordance with Section 724(3G)(c) of the Corporations Act.

2.2 Background

In accordance with the Corporations Act, if a person offers securities under a disclosure document such as a prospectus and the disclosure document states or implies that the securities are to be quoted on a financial market such as the NSX, and the securities are not then admitted to quotation within three months after the date of the disclosure document, then the issue of securities would be void and the subscription amounts would have to be returned to the applicants.

Additionally, also in accordance with the Corporations Act, if a person offers securities under a disclosure document such as a Prospectus and the disclosure document states a minimum subscription amount must be raised before any securities will be issued, then the minimum subscription must be received within four months after the date of the disclosure document, otherwise the subscription amounts must be returned to the applicants or otherwise the applicants must be given a supplementary disclosure document and the opportunity to withdraw their application (see section 3.1 below for details).

By the issue of the legislative instrument *ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70* (**LI 2016/70**), ASIC has varied the Corporations Act to allow companies to refresh the timing of the minimum subscription and quotation conditions, to commence from the date of a refresh document, such that the respective three and four periods are taken to commence from the date that the refresh document is lodged with ASIC. LI 2016/70 implements a variety of conditions that must apply to a refresh document and the actions of the company which seeks to rely upon it. This Third Supplementary Prospectus addresses those requirements.

A refresh document may also contain other information that would ordinarily be included in a supplementary disclosure document, as is the case in this Third Supplementary Prospectus, which updates any other material matters which may have changed since the lodgement of the Prospectus.

3 Specific Disclosures Required by LI 2016/70

3.1 Withdrawal Rights

Any Applicant who, prior to the date of this Third Supplementary Prospectus, has lodged an Application for Shares will receive a copy of this Third Supplementary Prospectus. All Applicants who have previously submitted an Application Form have one month to withdraw their Application and be repaid all application monies.

Any repayment of application monies made by the Company pursuant to an Applicant exercising their right to withdraw their Application will be made in full without interest. An Applicant who wishes to withdraw their Application and obtain a refund of application monies must submit a written request to the Company at the address set out below so that it is received within one month of the date of this Third Supplementary Prospectus (i.e. by close of business on 14 March 2017) (**Withdrawal Period**).

Mailed or delivered to: Beroni Group Limited
Level 36, Gateway Tower
1 Macquarie Place
Sydney NSW 2000

The details for the payment of the refund cheque and address to which it should be sent as set out in the written request must correspond to the details contained in the Application Form lodged by the Applicant.

The Offers will remain open at least until the end of the Withdrawal Period.

3.2 Applications Received

As at the date of this Third Supplementary Prospectus, the Company has received Applications for a total of 2,634,755 Shares.

No Applications have been processed and no Shares have been issued.

3.3 Minimum Subscription Condition

At the date of this Third Supplementary Prospectus, the Minimum Subscription has not been achieved under the Public Offer detailed in the Prospectus. The Minimum Subscription specified in the Prospectus of A$6.78 million remains unchanged at the date of this Third Supplementary Prospectus.

No Shares under the Offers will be issued unless the Minimum Subscription is achieved.

Upon the lodgement of this Prospectus and subject only to the lodgement of any future refresh document, the minimum subscription condition must be satisfied no later than by 14 June 2017, being four months after the date of this Third Supplementary Prospectus.

3.4 Quotation Condition

An application for admission to quotation of the Shares was made within 7 days after the date of the original prospectus.

As at the date of this Third Supplementary Prospectus, quotation of the Shares of the Company remains subject to successful completion of the Public Offer and satisfaction of all other relevant NSX compliance matters, as specified in the Prospectus. NSX has not issued any official statement about, or conditions for, quotation of the Company's Shares.

Upon lodgement of this Third Supplementary Prospectus, and subject only to the lodgement of any future refresh document, the quotation condition must be satisfied no later than by 12 May 2017, being three months after the date of this Third Supplementary Prospectus.

4 Amendments to the Prospectus

4.1 Minimum Subscription

The second paragraph of section 8.5 of the Prospectus is replaced with the following:

"If the Minimum Subscription has not been raised within 4 months after the date of the Third Supplementary Prospectus, the Company will either repay the Application moneys to Applicants or issue a supplementary or replacement prospectus to allow Applicants one month to withdraw their Application and be repaid their Application money. No interest will be paid on this money."

5 Key Dates

The indicative timetable set out immediately before section 1 of the Prospectus is deleted and replaced with the following:

Prospectus lodged with ASIC	8 December 2016
Opening date of the Offers	8 December 2016
First Supplementary Prospectus lodged with ASIC	9 January 2017
Second Supplementary Prospectus lodged with ASIC	6 February 2017
Third Supplementary Prospectus lodged with ASIC	14 February 2017
Closing Date of the Offers	21 April 2017
Issue of Shares under the Prospectus	28 April 2017
Expected quotation of Shares on NSX	10 May 2017

Please note that the timetable is indicative only, and may change. The Company reserves the right to extend the Closing Date or close the Offers early without notice, in its absolute discretion. Quotation of shares on NSX is at the discretion of NSX and is subject to the Company satisfying the listing requirements of NSX.

6 New Applications

Applications for Shares under the Offer must be made using the application form attached to or accompanying this Third Supplementary Prospectus (Supplementary Application Form). Applications **must not** be made on the application form accompanying or attached to the Prospectus. The Supplementary Application Form contains detailed instructions on how it is to be completed.

7 Directors' Authorisation

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

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Third Supplementary Prospectus with ASIC.

Dated: 14 February 2017



Chen Chik (Nicholas) Ong

Company Secretary

On behalf of Beroni Group Limited