



Supplementary Prospectus

This is a supplementary prospectus (**Supplementary Prospectus**) to the replacement prospectus dated 14 November 2014 (**Prospectus**) issued by Aeeris Limited (ACN 166 705 595) (the **Company**). The Prospectus replaced the original prospectus which was dated 15 October 2014.

This Supplementary Prospectus is dated 19 December 2014 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. ASIC, ASX Limited (**ASX**) and their respective officers do not take any responsibility for the contents of this Supplementary Prospectus. Pursuant to section 719(4) of the Corporations Act, the Prospectus is taken to include this Supplementary Prospectus and the Supplementary Prospectus should be read in conjunction with the Prospectus.

Unless otherwise indicated in this Supplementary Prospectus, references to Sections are references to sections in the Prospectus, and terms which are defined and used in the Prospectus have the same meaning in this Supplementary Prospectus.

1. Extension of the Offer

The Company advises that the Bookbuild Closing Date and the Closing Date of the Offer have been extended and the revised Offer timetable is as follows:

Key Dates

Bookbuild Closing Date	Friday 6 March 2015
Closing Date of the Offer	Thursday 12 March 2015
Expected despatch of holding statements	Monday 16 March 2015
Expected date of quotation of Shares on ASX	Thursday 19 March 2015

All references to any key dates in the Prospectus, including under Important Dates on page 5 and in sections 1.9 and 1.16, shall be replaced with the key dates set out above. The above dates are indicative only. The Directors of the Company, in agreement with the Lead Manager, reserve the right to vary these dates, including to extend the Offer Period or to close the Offer early. The new dates nominated will become the Bookbuild Closing Date and the Closing Date of the Offer.

2. ASIC Relief

Pursuant to sections 723(3) and 724(1)(b) of the Corporations Act, the Shares offered under the Prospectus must be admitted to quotation within 3 months of the date of the Prospectus. As the original date of the Prospectus was 15 October 2014, the period for admission to quotation of the Shares on the ASX will expire on 15 January 2015 (**ASX Quotation Deadline**).

In addition, as the Company has stated in the Prospectus that Shares will not be issued unless it has received subscriptions for at least 14 million Shares (equating to a raising of \$3.5 million), pursuant to section 724(1)(a) of the Corporations Act, the Company must raise that minimum amount within 4 months of the date of the Prospectus. As such, the period for raising the minimum subscription amount of \$3.5 million will expire on 15 February 2015 (**Minimum Subscription Deadline**).

As at the date of this Supplementary Prospectus, the Company has not been admitted to quotation on the ASX and has not raised the received subscriptions for the minimum amount of Shares set out in the Prospectus.

The Company sought relief from ASIC from the provisions of sections 723(1) and 724(1) so that these conditions may be satisfied after the times provided for in those sections. By a declaration under section 741(1)(b) of the

Corporations Act dated 17 December 2014 (**ASIC Declaration**), ASIC has granted the Company an extension to the time periods set out in sections 723(1), 724(1)(a) and 724(1)(b) of the Corporations Act.

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 Shares are not admitted to quotation by the ASX Quotation Deadline.

The ASIC Declaration operated to extend the ASX Quotation Deadline so that it must be satisfied within 3 months of the date of this Supplementary Prospectus, and the Minimum Subscription Deadline so that it must be satisfied within 4 months of the date of this Supplementary Prospectus.

The effect of the ASIC Declaration is that applicants will not have an opportunity to withdraw their applications on the basis of the ASX Quotation Deadline until 19 March 2015.

3. Right to Withdraw

In accordance with section 724(2) of the Corporations Act, the Company hereby gives applicants who, prior to the date of this Supplementary Prospectus, lodged an application for Shares under the 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 so 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 \$0.25 per Share applied for has until 5.00pm Sydney time on 19 January 2015 to withdraw their application and request a refund. To withdraw an application, please send a written request signed by the original applicant to the Company's Share Registry at:

Boardroom Pty Ltd
Level 7, 207 Kent Street
Sydney NSW 2001

A refund cheque will be sent to the address set out in the application form previously lodged by the applicant.

If you do not wish to withdraw your application, you do not need to take any action.

4. Status of the Offer

As at the date of this Supplementary Prospectus, the Company has received applications for 431,000 Shares for an total subscription price of \$107,750. The Company has received indicative interest in a further \$2.5 million worth of Shares.

5. Application Form

From the date of this Supplementary Prospectus, persons who wish to apply for Shares should use the Application Form which is attached to this Supplementary Prospectus. Applicants should NOT use the Application Form which is attached to the original Prospectus or the Replacement Prospectus.

Other than as set out above, all details in relation to the Prospectus remain unchanged.

Each Director has given and has not withdrawn his written consent to the lodgement and issue of this Supplementary Prospectus in the form and context in which it is issued.

Dated: 19 December 2014



Kerry Plowright

Chairman on behalf of Aeeris Limited

Aeeris Limited
ACN 166 705 595
General Offer Application Form

This is an Application Form for Shares in Aeeris Limited (**Company**) on the terms set out in the replacement Prospectus dated 14 November 2014 and Supplementary Prospectus dated 19 December 2014. Defined terms in the Prospectus have the same meaning in this Application Form. You may apply for a minimum of 8,000 Shares and multiples of 1,000 Shares thereafter. This Application Form and your cheque or bank draft must be received by **5.00pm (AEST) on 12 March 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 replacement Prospectus dated 14 November 2014 and Supplementary Prospectus dated 19 December 2014 contains information relevant to a decision to invest in the Securities of the Company and you should read the entire Prospectus carefully before applying for Securities.

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 and the Supplementary Prospectus. 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 replacement Prospectus and Supplementary Prospectus. The Company will send you a free paper copy of the Prospectus if you have received an electronic prospectus and you ask for a paper copy before the Prospectus expires on 12 March 2015.

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 <div style="border: 1px solid black; height: 20px; width: 350px; margin: 5px 0;"></div> <div style="border: 1px solid black; height: 20px; width: 350px; margin: 5px 0;"></div> <p style="text-align: center; margin-top: 5px;">Minimum of 8,000 Shares to be applied for and thereafter in multiples of 1,000 Shares</p>	B Total amount payable \$ <div style="border: 1px solid black; height: 20px; width: 150px; margin: 5px 0;"></div> <div style="border: 1px solid black; height: 20px; width: 150px; margin: 5px 0;"></div>
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C	Write the name(s) you wish to register the Securities in (<i>see reverse for instructions</i>) Applicant #1 <div style="border: 1px solid black; height: 20px; width: 950px; margin: 5px 0;"></div> Name of Applicant #2 or <Account Designation> <div style="border: 1px solid black; height: 20px; width: 950px; margin: 5px 0;"></div> Name of Applicant #3 or <Account Designation> <div style="border: 1px solid black; height: 20px; width: 950px; margin: 5px 0;"></div>
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D	Write your postal address here Number/Street <div style="border: 1px solid black; height: 20px; width: 950px; margin: 5px 0;"></div> <div style="border: 1px solid black; height: 20px; width: 950px; margin: 5px 0;"></div> Suburb/Town <div style="border: 1px solid black; height: 20px; width: 600px; margin: 5px 0;"></div> State <div style="border: 1px solid black; height: 20px; width: 80px; margin: 5px 0;"></div> Postcode <div style="border: 1px solid black; height: 20px; width: 120px; margin: 5px 0;"></div>
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E	CHESS participant – Holder Identification Number (HIN) <div style="border: 1px solid black; height: 20px; width: 300px; margin: 5px 0;"></div>	Important please note <i>if the name and address details above in sections C and D do not match exactly with your registration details held at CHESS, any Securities issued as a result of your Application will be held on the Issuer Sponsored subregister.</i>
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F	Enter your Tax File Number(s), ABN, or exemption category Applicant #1 <div style="border: 1px solid black; height: 20px; width: 300px; margin: 5px 0;"></div> Applicant #2 <div style="border: 1px solid black; height: 20px; width: 200px; margin: 5px 0;"></div> Applicant #3 <div style="border: 1px solid black; height: 20px; width: 300px; margin: 5px 0;"></div>
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G	Cheque payment details – PIN CHEQUE(S) HERE	<i>Please enter details of the cheque(s) that accompany this application.</i>		
Name of drawer of cheque	Cheque no.	BSB no.	Account no.	Cheque Amount A\$
<div style="border: 1px solid black; height: 20px; width: 300px; margin: 5px 0;"></div>	<div style="border: 1px solid black; height: 20px; width: 100px; margin: 5px 0;"></div>	<div style="border: 1px solid black; height: 20px; width: 100px; margin: 5px 0;"></div>	<div style="border: 1px solid black; height: 20px; width: 100px; margin: 5px 0;"></div>	<div style="border: 1px solid black; height: 20px; width: 150px; margin: 5px 0;"></div>

H Contact telephone number (daytime/work/mobile) <div style="border: 1px solid black; height: 20px; width: 150px; margin: 5px 0;"></div> <div style="border: 1px solid black; height: 20px; width: 300px; margin: 5px 0;"></div>	I Email address <div style="border: 1px solid black; height: 20px; width: 400px; margin: 5px 0;"></div>
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Declaration

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

- ✓ have read the prospectus in full;
- ✓ have received a copy of the electronic Prospectus or a print out of it;
- ✓ have this Application Form in accordance with the 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;
- ✓ 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 Lead Manager and the Company and their respective officers and agents to do anything on my/our behalf necessary (including the completion and execution of documents) 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 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, the Securities or the Offer.

Guide to the General Offer Application Form

YOU SHOULD READ THE 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 8,000 Shares and then in multiples of 1,000 Shares). Multiply by A\$0.25 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** If you are sponsored in CHESS by a stockbroker or other CHESS participant you may enter your CHESS HIN if you would like the allocation to be directed to your HIN. **NB: your registration details provided must match your CHESS account exactly.**
- F** 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.
- G** Complete **cheque details** as requested. Make your cheque payable to Aeeris Limited – Share Offer. Cross it and mark it 'Not negotiable'. Cheques must be in Australian currency, and cheques must be drawn on an Australian bank.
- H** Enter your **contact details** so we may contact you regarding your Application Form or Application Monies.
- I** 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 <J D 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 one of the following addresses:

Mailing address:

Aeeris Limited
C/-Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

Delivery address:

Aeeris Limited
C/-Boardroom Pty Limited
Level 7, 207 Kent Street
SYDNEY NSW 2000

The Offer closes at 5.00pm (AEST) 12 March 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 Boardroom Pty Limited on 1300 737 760 within Australia and + 61 2 9290 9600 outside Australia.

Privacy Statement

Boardroom Pty Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) 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 share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. 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.boardroomlimited.com.au/Privacy.html>).