

# Aurora Labs Limited

ACN 601 164 505

## Supplementary Prospectus

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### 1. Important notices

This supplementary prospectus is dated 27 July 2016 (**Supplementary Prospectus**) and was lodged with ASIC on that date. Neither ASIC nor ASX take any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus supplements the prospectus dated 9 June 2016 (**Prospectus**) issued by Aurora Labs Limited ACN 601 164 505 (**Aurora**).

This Supplementary Prospectus must be read together with the Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, the Supplementary Prospectus will prevail.

Unless otherwise defined, a term with a defined meaning in the Prospectus has the same meaning in this Supplementary Prospectus.

### 2. Reasons for this Supplementary Prospectus

On 14 June 2016, Aurora applied to ASX for admission to the official list of ASX.

Aurora received a letter from ASX on 25 July 2016 granting Aurora conditional approval for admission to the official list of ASX. One of the conditions that must be satisfied is that Aurora must apply escrow restrictions under the ASX Listing Rules to all of the Options that are issued under the Option Offer (**escrow condition**).

The purpose of this Supplementary Prospectus is to disclose the escrow condition to the Option Offer and to amend the terms of the Option Offer to require Applicants under the Option Offer to execute an escrow restriction agreement as required by the ASX Listing Rules.

### 3. Existing Option Offer Applications

The Company has decided, in accordance with section 724(2)(a) of the Corporations Act, to refund all moneys received from Applicants who have lodged Applications under the Option Offer.

All Applicants who wish to re-apply for Options must do so using the Supplementary Option Application Form attached to or accompanying this Supplementary Prospectus. Applications lodged under the Prospectus are no longer valid and will not be accepted by Aurora.

Aurora will send a copy of this Supplementary Prospectus to all Applicants who have applied for Options under the Option Offer before the date of this Supplementary Prospectus.

**The Supplementary Prospectus must be read together with the Prospectus dated 9 June 2016.**

## **4. Amendments to Option Offer in the Prospectus – escrow condition**

### **4.1 Investment Overview**

The topic “Will any Offer Securities be subject to escrow restrictions?” in section 1 of the Prospectus is replaced with the following:

#### **“Will any Offer Securities be subject to escrow restrictions?”**

“Shares issued under the Share Offer will not be subject to any escrow restrictions.

All Options issued under the Option Offer will be subject to ASX imposed escrow restrictions as a condition of Aurora being admitted to the Official List of ASX.

Some of the Existing Securities will also be subject to escrow restrictions - Aurora anticipates that approximately 33,010,696 Shares, 21,000,000 Performance Shares and 5,330,000 Options issued prior to this Prospectus will be subject to ASX imposed escrow restrictions as a condition of Aurora being admitted to the Official List of ASX.”

### **4.2 The Option Offer**

A new paragraph (f) is added to section 2.2 of the Prospectus as follows:

#### **“(f) Escrow restrictions**

All Options issued under the Option Offer will be subject to ASX imposed escrow restrictions. This is a condition of Aurora being admitted to the Official List of ASX.

Applicants for Options under the Option Offer will be required to execute a restriction agreement with Aurora that meets the requirements of the ASX Listing Rules. Under this restriction agreement, the Options will not be able to be sold, mortgaged, assigned or transferred during the escrow period without the consent of ASX.

The escrow period will be either 12 months from the date of issue of the Options or 24 months from the date that Aurora Shares are granted official quotation on ASX, depending on the Applicant’s relationship with Aurora.

Please refer to Section 2.9 for further details about the escrow restrictions.

### **4.3 Escrow restrictions**

Section 2.9 of the Prospectus is deleted and replaced with the following:

“Shares issued under the Share Offer will not be subject to escrow restrictions and will be transferable from the date of their issue.

Options issued under the Option Offer will be subject to escrow restrictions as required by ASX and will not be transferable from the date of their issue.

The Options issued under the Option Offer and Existing Securities classified by ASX as “restricted securities” will be required to be held in escrow for a period determined by ASX and will not be able to be sold, mortgaged, assigned or transferred for the escrow period without the consent of ASX.

Aurora expects that, if it is admitted to the Official List of ASX, the following Securities will be held in escrow for the period of time set out below as determined by ASX:

Period of Restriction	Shares	Performance Shares	Options
<b>Existing Securities</b>			
24 months from admission to the Official List	32,260,696	19,421,967	5,330,000
12 months from issue of security	750,000	1,578,033	Nil
<b>Offer Securities</b>			
Minimum subscription	Nil <sup>1</sup>	n/a	Nil <sup>2</sup>
Maximum subscription	Nil <sup>1</sup>	n/a	5,500,000 <sup>3</sup>
<b>Total restricted securities – minimum subscription<sup>1</sup></b>	<b>33,010,696 (60.02%)</b>	<b>21,000,000 (100%)</b>	<b>5,330,000 (92.7%)</b>
<b>Total restricted securities – maximum subscription</b>	<b>33,010,696 (56.43%)</b>	<b>21,000,000 (100%)</b>	<b>11,250,000 (96.27%)</b>

**Notes:**

1. The percentages in the table above represent the approximate percentages of Securities in each relevant class that are restricted securities, after close of the Offers.
2. No Shares issued under the Share Offer will be subject to escrow restrictions.
3. At minimum subscription, the table assumes that no Options are issued under the Option Offer.
4. At maximum subscription, the table assumes that all of the Options are issued under the Option Offer. All Options issued under the Option Offer will be subject to ASX imposed escrow restrictions as a condition of Aurora being admitted to the Official List of ASX.

The Securities in the table above include some or all of the Existing Securities issued to Directors, other related parties, promoters, seed capital investors and others prior to the Offers.

At the date of this Supplementary Prospectus Aurora does not know how many Options issued under the Option Offer will be restricted for 12 months from issue or 24 months from admission to the Official List. This will depend on the relationship of the Applicant and Aurora.

Aurora expects to announce to ASX the details of the Options issued under the Option Offer and the Existing Securities which are classified by ASX as “restricted securities” and the escrow restrictions applicable to those Securities, prior to the Shares commencing trading on ASX.

#### 4.4 No quotation of Options

Section 2.16(b) of the Prospectus is deleted and replaced with the following:

“Aurora will not apply for quotation of the Options on ASX and the Options will remain a class of unquoted Security.

As ASX has determined that the Options issued under the Option Offer will be classified as restricted securities and will be subject to escrow restrictions, the Options will not be eligible for quotation on ASX.”

The Supplementary Prospectus must be read together with the Prospectus dated 9 June 2016.

## 5. Additional information to update the Prospectus

### 5.1 Close of the Share Offer

On 26 July 2016, Aurora closed the Share Offer. Aurora will no longer accept Applications under the Share Offer.

### 5.2 General meeting of Shareholders held on 13 June 2016

Since the date of the Prospectus (9 June 2016), Aurora held a general meeting at which Shareholders approved to amend the terms of each class of Performance Shares, to amend the terms of the Existing Options and to approve a limit on the maximum aggregated Directors' fees on the terms set out in sections 11.1, 11.4 and 11.6 of the Prospectus.

### 5.3 Updated timetable

The indicative timetable is updated as follows. The dates are subject to possible change.

Event	Date
Lodgement of Prospectus with ASIC	9 June 2016
Opening Date of the Offers	16 June 2016
Closing Date of the Share Offer	26 July 2016
Lodgement of Supplementary Prospectus with ASIC	27 July 2016
Estimated date for issue of Shares under the Share Offer	27 July 2016
Estimated date for despatch of Holding Statements for Shares	28 July 2016
Revised Closing Date of the Option Offer	3 August 2016
Estimated date for issue of Options under the Option Offer	4 August 2016
Estimated date for despatch of Holding Statements for Options	4 August 2016
Estimated date for Shares to commence trading on ASX	9 August 2016

## 6. Option Offer Applications

The Closing Date for the Option Offer is 3 August 2016.

Aurora will only accept Applications for Options using the Application Form attached to or accompanying this Supplementary Prospectus (**Supplementary Option Application Form**). This form must be received by 5.00pm (WST) before the Closing Date of the Option Offer and must be completed in accordance with the instructions in the Prospectus and the Supplementary Option Application Form.

Applications for Options must not be made on the Application Form attached to or accompanying the Prospectus.

**The Supplementary Prospectus must be read together with the Prospectus dated 9 June 2016.**

**7. Authorisation**

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.

This Supplementary Prospectus is signed for and on behalf of Aurora pursuant to a resolution of the Board by:

A handwritten signature in black ink, appearing to read "David Budge". The signature is written in a cursive style with a large initial 'D' and a long, sweeping underline.

David Budge  
Managing Director

Date: 27 July 2016

# OPTION OFFER APPLICATION FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

## All Correspondence to:

Alto Capital  
PO BOX 248, WEST PERTH WA 6872  
Ground Floor, 16 Ord St, WEST PERTH WA 6005  
T: +61 8 9223 9888 F: +61 8 9221 0488  
E: info@altocapital.com.au  
W: www.altocapital.com.au

# AURORA LABS LTD

ACN: 601 164 505

BROKER STAMP

Broker Code

Advisor

## PLEASE READ CAREFULLY ALL INSTRUCTIONS ON THE REVERSE OF THIS FORM

This application relates to the offer by Aurora Labs Limited ACN 601 164 505 (**Company**) of options to subscribe for options in the Company with an exercise price of \$0.20 and an expiry date of 31 December 2018 (**Options**), at an issue price of \$0.01 per Option pursuant to the Prospectus issued by the company dated 9 June 2016 (**Prospectus**) and the Supplementary Prospectus issued by the Company dated 27 June 2016 (**Supplementary Prospectus**). All Option Applicants must sign and return a Restriction Agreement in the form of ASX Appendix 9a as required by the Company to the satisfaction of the ASX, as detailed in the Supplementary Prospectus.

I / We apply for:

,  ,  options at AUD \$0.01 per option      A \$  ,  ,  .

## Full Name of Applicant / Company

Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

## Joint Applicant #2

Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

## Joint Applicant #3

Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

Account Designation (for example: THE SMITH SUPERFUND A/C)

<  >

## Postal Address

Unit      Street Number      Street Name or PO BOX

          

Suburb / Town / City

State

Postcode

          

Country Name (if not Australia)

CHESS HIN (where applicable)

X

If an incorrect CHESS HIN has been provided (for example, an incorrect number as registration details do not match those registered) any securities issued will be held on the Issuer Sponsored subregister.

Tax File Number / Australian Business Number

Tax File Number of Security Holder #2 (Joint Holdings Only)

Contact Name

Contact Number

(  )

Email Address

@

## Declaration and Statements:

- (1) I/We declare that all details and statements made by me/us are complete and accurate.
- (2) I/We agree to be bound by the Terms & Conditions set out in the Prospectus and Supplementary Prospectus and by the Constitution of the Company.
- (3) I/We authorise the Company to complete and execute any documentation necessary to effect the issue of Options to me/us.
- (4) I/We have received personally a copy of the Prospectus and the Supplementary Prospectus accompanied by or attached to this Application form, or a copy of the Application Form or a direct derivative of the Application Form before applying for the Options.
- (5) I/We acknowledge that the Company will send me/us a paper copy of the Prospectus and the Supplementary Prospectus (if applicable) free of charge if I/we request so during the currency of the Prospectus and the Supplementary Prospectus.
- (6) I/We acknowledge that returning the Application Form with the application monies will constitute my/our offer to subscribe for Options in the Company and that no notice of acceptance of the application will be provided.

TO MEET THE REQUIREMENTS OF THE CORPORATIONS ACT, THIS FORM MUST NOT BE HANDED TO ANY PERSON UNLESS IT IS ATTACHED TO OR ACCOMPANIED BY THE PROSPECTUS DATED 9 JUNE 2016 AND THE SUPPLEMENTARY PROSPECTUS DATED 27 JULY 2016.

This application relates to the offer by Aurora Labs Limited ACN 601 164 505 (Company) of options to subscribe for fully paid ordinary shares in the Company with an exercise price of \$0.20 and an expiry date of 31 December 2018 (Options), at an issue price of \$0.01 per Option pursuant to Prospectus issued by the company dated 9 June 2016 ("Prospectus") and the Supplementary Prospectus issued by the Company dated 27 July 2016 (Supplementary Prospectus).

#### APPLICATION FORMS

Please complete all parts of the Application Form using BLOCK LETTERS. Use correct forms of registrable name (see below). Applications using the wrong form of name may be rejected. Current CHES participants should complete their name and address in the same format as they are presently registered in the CHES system.

Insert the number of Options you wish to apply for. The application must be for a minimum of 2,500 Options and thereafter in multiples of 2,500 Options. The applicant(s) agree(s) upon and subject to the terms of the Prospectus and the Supplementary Prospectus to take any number of Options equal to or less than the number of Options indicated on the Application Form that may be allotted to the applicants pursuant to the Prospectus and the Supplementary Prospectus and declare(s) that all details of statements made are complete and accurate.

No notice of acceptance of the application will be provided by the Company prior to the allotment of Options. Applicants agree to be bound upon acceptance by the Company of the application.

Please provide us with a telephone contact number (including the person responsible in the case of an application by a company) so that we can contact you promptly if there is a query in your Application Form. If your Application Form is not completed correctly, it may still be treated as valid. There is no requirement to sign the Application Form. The Company's decision as to whether to treat your application as valid, and how to construe, amend or complete it shall be final.

All Option Applicants must sign and return a Restriction Agreement in the form of ASX Appendix 9a as required by the Company to the satisfaction of the ASX as detailed in the Supplementary Prospectus.

#### PAYMENT

All cheques should be made payable to **AURORA LABS LTD – APPLICATION ACCOUNT** and drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable". Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured. Do not forward cash as receipts will not be issued.

#### LODGING OF APPLICATIONS

Completed Application Forms and cheques must be:

**Posted to:**

AURORA LABS LTD  
C/- Alto Capital  
PO Box 248  
WEST PERTH WA 6872

**OR**

**Delivered to:**

AURORA LABS LTD  
C/- Alto Capital  
Ground Floor, 16 Ord Street  
WEST PERTH WA 6005

Applications must be received by no later than 5:00PM WST on the Closing Date, 3 August 2016, which may be changed immediately after the Opening Date at any time and at the discretion of the Company.

#### CHES HIN/BROKER SPONSORED APPLICANTS

The Company intends to become an Issuer Sponsored participant in the ASX CHES System. This enables a holder to receive a statement of holding rather than a certificate. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold Options allotted to you under this Application on the CHES subregister, enter your CHES HIN. Otherwise, leave this box blank and your Options will automatically be Issuer Sponsored on allotment.

#### CORRECT FORM OF REGISTRABLE TITLE

Note that only legal entities are allowed to hold securities. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to AURORA LABS LTD. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the example of the correct forms of registrable names below:

#### TYPE OF INVESTOR

##### Individual

Use given names in full, not initials.

##### Company

Use the company's full title, not abbreviations.

##### Joint Holdings

Use full and complete names.

##### Trusts

Use trustee(s) personal name(s). Do not use the name of the trust.

##### Deceased Estates

Use the executor(s) personal name(s).

##### Minor (a person under the age of 18)

Use the name of a responsible adult with an appropriate designation.

##### Partnerships

Use the partners' personal names. Do not use the name of the partnership.

##### Superannuation Funds

Use the name of the trustee(s) of the super fund.

#### CORRECT

Mr John Alfred Smith

ABC Pty Ltd

Mr Peter Robert Williams &  
Ms Louise Susan Williams

Mrs Susan Jane Smith  
<Sue Smith Family A/C>

Ms Jane Mary Smith &  
Mr Frank William Smith  
<Estate John Smith A/C>

Mr John Alfred Smith  
<Peter Smith A/C>

Mr John Robert Smith &  
Mr Michael John Smith  
<John Smith and Son A/C>

Jane Smith Pty Ltd  
<JSuper Fund A/C>

#### INCORRECT

J A Smith

ABC P/L or ABC Co

Peter Robert &  
Louise S Williams

Sue Smith Family Trust

Estate of Late John Smith  
or  
John Smith Deceased

Master Peter Smith

John Smith and Son

Jane Smith Pty Ltd Superannuation Fund

#### PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

