

1414 DEGREES LIMITED

ACN 138 803 620

SUPPLEMENTARY PROSPECTUS

1. Important Information

This is a supplementary prospectus and is dated 14 June 2018 (**Supplementary Prospectus**).

This Supplementary Prospectus supplements the replacement prospectus dated 28 May 2018 (**Prospectus**) issued by 1414 Degrees Limited ACN 138 803 620 (**Company**). The Prospectus replaced the prospectus dated 30 April 2018.

A copy of this Supplementary Prospectus was lodged with ASIC and ASX on 14 June 2018. Neither ASIC nor ASX takes any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus.

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

This Supplementary Prospectus and the Prospectus are important documents that should be read in their entirety. If you do not fully understand the contents of this Supplementary Prospectus and the Prospectus, you should consult your professional adviser.

2. Extension of the Closing Date

The purpose of this Supplementary Prospectus is to extend the Closing Date of the Offer to 5.00pm (AEST) on 13 July 2018. Accordingly, the Key Dates as set out in the Key Offer Information section on page 6 of the Prospectus and references to each corresponding date in the Prospectus are replaced with the following:

Key Dates	
Lodgement date of the Prospectus	28 May 2018
Opening Date of the Offer (9.00am)	28 May 2018
Expected Closing Date of the Offer (5.00pm)	13 July 2018
Expected date of issue and allotment of Shares under the Offer	23 July 2018
Expected date of despatch of holding statements	26 July 2018
Expected date of quotation of Shares on the ASX	31 July 2018

This Supplementary Prospectus is intended to be read in conjunction with the Prospectus dated 28 May 2018 issued by 1414 Degrees Limited ACN 138 803 620

Doc ID 564718243/v1

Note: This timetable is indicative only and is subject to change. Unless otherwise indicated, all times are in AEST. The Company reserves the right to vary the dates and times of the Offer, including to open or close the Offer early, to extend the time or date of the Closing Date or to accept late Applications, in each case without prior notice. Applicants are encouraged to submit their Applications as soon as possible.

3. Applications

All new applications for Shares under the Offer after the date of this Supplementary Prospectus must be made using the new Application Form attached to or accompanying this Supplementary Prospectus (**Supplementary Application Form**) and otherwise on the terms set out in the Prospectus.

Applications made after the date of this Supplementary Prospectus must NOT be made on an application form attached to or accompanying the Prospectus.

The Supplementary Application Form contains detailed instructions on how it is to be completed.

4. Directors' Authorisation

This 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 of the Company has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement.

This Supplementary Prospectus is signed for and on behalf of the Company by Dr Kevin Moriarty.



Dr Kevin Moriarty
Chairman
Dated: 14 June 2018

HOW TO COMPLETE THIS FORM

A NUMBER OF SHARES APPLIED FOR

Enter the number of Shares you wish to apply for. The Application must be for a minimum of 6,000 Shares (\$2,100).

B APPLICATION MONIES

Enter the amount of Application Monies. To calculate the amount, multiply the number of Shares applied for in Step A by the issue price of \$A0.35 per Share.

C APPLICANT NAME(S)

Enter the full name you wish to appear on the statement of shareholding. This must be either your own name or the name of a company. Up to 3 joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHES) participants should complete their name identically to that presently registered in the CHES system.

D POSTAL ADDRESS

Enter your postal address for all correspondence. All communications to you from Computershare Investor Services Pty Limited (CIS) will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E CONTACT DETAILS

Enter your contact details. These are not compulsory but will assist us if we need to contact you regarding this application.

F CHES

1414 Degrees Limited participates in CHES. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold Shares allotted to you under this Application on the CHES Subregister, enter your CHES HIN. Otherwise, leave this section blank and on allotment, you will be sponsored by 1414 Degrees Limited and allocated a Securityholder Reference Number (SRN).

G PAYMENT

Make your cheque, money order or bank draft payable to '1414 Degrees Limited Application Account' in Australian currency and cross it 'Not Negotiable'. Your cheque, money order or bank draft must be drawn on an Australian Bank. Complete the cheque details in the boxes provided. The total amount must be the same as the amount shown in box B. **Please note that funds are unable to be directly debited from your bank account. Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the Application Form. Cash will not be accepted. Receipt for payment will not be forwarded.**

Before completing the Application Form the Applicant(s) should read the Prospectus to which this Application relates. By lodging the Application Form, the Applicant agrees that this Application for Shares in 1414 Degrees Limited is upon and subject to the terms of the Prospectus and the Constitution of 1414 Degrees Limited, agrees to take any number of Shares that may be allotted to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Application

Application Forms must be received by CIS by no later than 5.00pm AEST on Friday, 13 July 2018. You should allow sufficient time for this to occur. Return the Application Form with cheque, money order or bank draft attached to:

1414 Degrees Share Issue
Computershare Investor Services Pty Limited
GPO Box 1326
Adelaide SA 5001

Neither CIS nor 1414 Degrees Limited accepts any responsibility if you lodge the Application Form at any other address or by any other means. If you have any enquiries concerning your application, please contact the Offer Information Line on 1300 556 161 (within Australia) or +61 3 9415 4000 (outside Australia).

Privacy Statement

The personal information you provide on this form is collected by CIS, as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Correct forms of registrable title(s)

Note that ONLY legal entities are allowed to hold Shares. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to 1414 Degrees Limited. At least one full given name and the surname is required for each natural person. Application Forms cannot be completed by persons less than 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual: use given names in full, not initials	Mr John Alfred Smith	JA Smith
Company: use the company's full title, not abbreviations	ABC Pty Limited	ABC P/L or ABC Co
Joint Holdings: use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts: use the trustee(s) personal name(s)	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates: use the executor(s) personal name(s)	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18): use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships: use the partners personal names	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names: use office bearer(s) personal name(s)	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds: use the name of the trustee of the fund	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund