

This is a Supplementary Prospectus intended to be read with the Original Prospectus dated 28 May 2014, relating to the Offers of securities of Montech Holdings Limited.

MONTECH HOLDINGS LIMITED

(ACN 050 240 330)

SUPPLEMENTARY PROSPECTUS

For the offer of 150,000,000 Shares (**the First Placement Shares**) at an issue price of \$0.0025 per First Placement Share to raise \$375,000 and 75,000,000 Options (**the First Placement Options**) at an issue price of \$0.000025 per First Placement Option with each First Placement Option exercisable at \$0.01 on or before 30 June 2017 to raise \$1,875 (issue of the First Placement Shares and First Placement Options referred to as **the First Placement**)

For the offer of 150,000,000 Shares (**the Second Placement Shares**) at an issue price of \$0.01 per Second Placement Share to raise up to \$1,500,000 (**the Second Placement**)

(First Placement and Second Placement collectively referred to as **the Offers**)

IMPORTANT NOTICE

This document (**Supplementary Prospectus**) is dated 1 July 2014 and was lodged with ASIC on 1 July 2014. Neither ASIC nor ASX take any responsibility as to the contents of this Supplementary Prospectus.

This Supplementary Prospectus is supplemental to and must be read in conjunction with the prospectus dated 28 May 2014 (**Original Prospectus**).

Terms defined in the Original Prospectus have the same meaning in the Supplementary Prospectus except where otherwise defined in the Supplementary Prospectus.

This Supplementary Prospectus is an important document that should be read in its entirety, together with the Original Prospectus. If you have questions about the Securities being offered under the Original Prospectus, the Supplementary Prospectus or any other matter, you should consult your stockbroker, solicitor, accountant or other professional adviser.

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1. SUPPLEMENTARY PROSPECTUS

1.1 Reason for the issue of this Supplementary Prospectus

On 28 May 2014, the Company lodged a prospectus (**Original Prospectus**) with ASIC and the ASX.

On 16 June 2014, the Company announced that the Australia Securities Investment Commission (**ASIC**) had made an interim stop order (**Interim Stop Order**) in respect of the Original Prospectus.

Under the terms of the Interim Stop Order, the Company was ordered to not make any offers, issues, sales or transfers of securities in the Company under the Original Prospectus whilst the Interim Stop Order remained in force. As at the date of this Supplementary Prospectus, the Interim Stop Order continues to remain in force.

The Company was provided with a statement of concerns from ASIC that set out the issues ASIC identified with the Original Prospectus.

ASIC's concerns – Outstanding Accounts

As identified in the Original Prospectus, as of the date of the Original Prospectus, the Company had not lodged its audited annual financial report for the financial year ended 30 June 2013 and half-year report for the period ended 31 December 2013 (**Outstanding Accounts**). These Outstanding Accounts relate to periods prior to the appointment of the current Directors of the Company and remained outstanding primarily due to the Company entering administration and being subject to a Deed of Company Arrangement.

ASIC considered that the Outstanding Accounts are material information that is important for investors to understand the true financial position of the Company, despite the fact that the Company had recently come out of administration.

On 25 June 2014, the Company lodged the Outstanding Accounts, namely:

- Full Year Statutory Accounts for the period ended 30 June 2013 dated 24 June 2014; and
- Half Yearly Report and Accounts for the period ended 31 December 2013 dated 24 June 2014.

Consequently, the Company wishes to supplement the Original Prospectus by incorporating the lodged Outstanding Accounts, by reference under 712(1) of the Corporations Act.

The impact of the changes to the Original Prospectus is to amend the word “unaudited” to “audited” with respect to the half yearly accounts for the period ended 31 December 2013.

It is noted that the Directors' Declarations and Independent Auditor's opinions in the lodged Outstanding Accounts were qualified. Further details of qualifications noted in the lodged Outstanding Accounts are set out in Section 1.2 below.

1.2 Qualifications

Incomplete records

To prepare the financial report, the Directors have reconstructed the financial records of the Company and its controlled entities using data extracted from the Company's accounting system the record of receipts and payments made available by the Administrators of the Company and its subsidiaries for the period from their appointment.

However, it has not been possible for the Directors to obtain all the books and records of the Company and its controlled entities for the period prior to the appointment of the Administrators.

Consequently, although the Directors have prepared the Outstanding Accounts to the best of their knowledge based on the information available to them, they were of the opinion that it was not possible to state that they had been prepared with in accordance with Australian Accounting Standards, nor was it possible to state that the lodged Outstanding Accounts gave a true a fair view of the Company's financial position.

Qualified Independent Auditor's Report

In the Independent Auditor's opinion, because of the existence of the limitation on the scope of their work, the Independent Auditor was unable to, and did not express, an opinion as to whether the lodged Outstanding Accounts of the Company were in accordance with the Corporations Act.

1.3 Incorporation of the lodged Outstanding Accounts into the Original Prospectus

Information that is already in the public domain has not been reported in this Supplementary Prospectus other than that which is considered necessary to make the Original Prospectus complete.

The Company, as a disclosing entity under the Corporations Act, states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Supplementary Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with ASIC;
 - (ii) any half year financial report lodged with ASIC by the Company after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Supplementary Prospectus with ASIC; and
 - (iii) any documents used to notify ASX of information relating to the Company during that period in accordance with the ASX Listing Rules as referred to in Section 674(1) of the Corporations Act.

Copies of all documents lodged with ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

For details of documents lodged with ASX since the date of lodgement of the Company's latest annual financial report refer to the table set out below.

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Date	Description of Announcement
25/06/2014	Change of Share Registry address
25/06/2014	Half Yearly Report and Accounts 2013

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Date	Description of Announcement
25/06/2014	Full Year Statutory Accounts 2013
16/06/2014	ASIC Interim Stop Order
04/06/2014	Appendix 3B
28/05/2014	Prospectus
27/05/2014	Pinnacle Software Licence Agreement
22/05/2014	Capital Reconstruction
19/05/2014	Termination of DOCA
01/05/2014	ASX Waiver Confirmation
17/04/2014	Adoption of New Constitution
17/04/2014	Change of Company Name
09/04/2014	Response to ASX Appendix 3X Query
07/04/2014	Results of Meeting
18/03/2014	Revised Indicative Timetable
07/03/2014	Notice of Extraordinary General Meeting/Proxy Form
04/03/2014	Initial Director's Interest Notice
04/03/2014	Initial Director's Interest Notice
04/03/2014	Initial Director's Interest Notice
04/03/2014	Initial Director's Interest Notice
04/03/2014	Initial Director's Interest Notice
04/03/2014	Change of Address and Officers
18/11/2013	Execution of a Deed of Company Arrangement
28/10/2013	Administration Update
30/08/2013	Voluntary Administration
30/08/2013	Suspension to Official Quotation
27/02/2013	Appendix 4D and Half Yearly Financial Statements 31 Dec 2012
11/01/2013	Sirius Subsidiaries R&D Grants
23/11/2012	New Constitution Adopted
21/11/2012	2012 AGM Results
21/11/2012	2012 AGM – MD Presentation and Withdrawal of Res No. 5
06/11/2012	Clarification to Annual General Meeting Documentation
23/10/2012	Sirius Corporation Product Announcements
22/10/2012	Annual Report to Shareholders
22/10/2012	Notice of Annual General Meeting/Proxy Form

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ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal business hours.

1.4 Updated Summary of important dates* (page 2 of the Original Prospectus)

	Date
Lodgement of Prospectus with ASIC and release to ASX	28 May 2014
Opening Date for the First Placement and the Second Placement	29 May 2014
Lodgement of Supplementary Prospectus with ASIC and release to ASX	1 July 2014
Closing Date for the First Placement	4 August 2014
Closing Date for the Second Placement	19 August 2014
Dispatch of holding statements	24 August 2014
Expected date for Official Quotation of the Securities offered under the Prospectus and reinstatement of the Company to ASX**	1 September 2014

*The Directors reserve the right to bring forward the Closing Date at any time after the lodgement of the Supplementary Prospectus, subject to obtaining all waivers as set out in Section 1.6 of the Supplementary Prospectus. The Directors reserve the right to extend the Closing Date at any time after the lodgement of the Supplementary Prospectus without notice. As such, the date the Securities are expected to commence trading on ASX may vary with any change in the Closing Date.

**Please refer to the 'Important Information' Section of this Prospectus for details of ASX's reinstatement conditions.

1.5 Effect of this Supplementary Prospectus

The Company must give Applicants under the Original Prospectus who have lodged Applications prior to the date of this Supplementary Prospectus:

- (a) a copy of this Supplementary Prospectus; and
- (b) the right for a period of one (1) month from the date of this Supplementary Prospectus to withdraw their Applications.

1.6 Action required by existing applicants

The following applies to Applicants who have previously submitted an Application Form under the Offer. A copy of this Supplementary Prospectus will be sent to all Applicants who have subscribed for Securities under the Original Prospectus prior to the date of this Supplementary Prospectus.

In accordance with section 724 of the Corporations Act, the Company will allow Applicants who have lodged Applications under the Original Prospectus prior to the date of this Supplementary Prospectus one (1) month from the date of this Supplementary Prospectus to obtain a refund of their Application Monies if they do not wish to proceed with their Application, or alternatively, Applicants will have the right to provide a waiver to the Company, thereby waiving their withdrawal rights to obtain a refund of their Application Monies. Any investor who wishes to obtain a refund should write to the Company Secretary at the following address: Level 5, 137-139 Bathurst Street Sydney NSW 2000, or by email to awhitten@whittens.com.au.

1.7 Action required by Potential Applicants

All new Applications must be made on the Application Form attached to the Original Prospectus.

2. CONSENTS

The following persons have given their written consent to be named in this Supplementary Prospectus and for the inclusion of statements made by those persons (as described below), and have not withdrawn such consent before lodgement of this Supplementary Prospectus with ASIC:

- a) Each current Director and Company Secretary of the Company.
- b) Whittens, who have consented to being named in this Supplementary Prospectus as solicitors to the Company.

3. STATEMENT OF DIRECTORS

This Supplementary Prospectus is authorised by each of the Directors, who consents to its lodgement with ASIC and its issue.

This Supplementary Prospectus is signed in accordance with section 351 and section 720 of the Corporations Act.

A handwritten signature in dark ink, appearing to read 'D Shein', with a large, sweeping flourish extending from the bottom.

Mr David Shein
Non-Executive Chairman