

TV2U INTERNATIONAL LIMITED
ACN 110 184 355
SECOND SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a second supplementary prospectus (**Second Supplementary Prospectus**) intended to be read with the replacement prospectus dated 23 December 2016 (**Prospectus**) and the first supplementary prospectus dated 19 January 2017 (**First Supplementary Prospectus**), issued by TV2U International Limited (ACN 110 184 355) (**Company**). This Second Supplementary Prospectus is dated 8 March 2017 and was lodged with the ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Second Supplementary Prospectus. This Second Supplementary Prospectus should be read together with the Prospectus and the First Supplementary Prospectus. Other than as set out below and in the First Supplementary Prospectus, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Second Supplementary Prospectus.

This Second Supplementary Prospectus will be issued with the Prospectus and the First Supplementary Prospectus as an electronic prospectus, copies of which can be downloaded from the website of the Company at www.tv2u.com.

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

1. GENERAL

In accordance with the Corporations Act 2001, the Company has an obligation to update a disclosure document if it becomes aware of new information that is material to investors.

The purpose of this Second Supplementary Prospectus is to:

- (a) provide additional information to and update investors on items that the Company considers to be material;
- (b) advise investors that the Company has appointed a new director to the Board of the Company and has appointed a new company secretary, as announced to the ASX on 1 March 2017; and
- (c) amend the Prospectus as set out in Section 3.

2. SOL TELECOM AGREEMENT

On 28 February 2017, the Company announced to the ASX that it had entered into a service agreement with SOL Telecom (LTDA) (**SOL**) with an initial term of five years (**Partner Agreement**).

Under the Partner Agreement, the Company will provide access to content and intellectual property to SOL in consideration for management and service fees. SOL will also provide the Company with access to its personnel, equipment and facilities.

The Company will receive a fixed monthly management fee on an active subscriber basis, as well as a yearly maintenance fee for software upgrades.

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The Partner Agreement may be terminated without cause by either party on six months' written notice.

Installation of the Company's technology in Brazil will commence immediately, and the Company anticipates that the launch of its services under the Partner Agreement will commence in approximately three months.

3. RESIGNATIONS AND APPOINTMENTS

The Company announced on 1 March 2017 that:

- (a) Graham Durtanovich has resigned as a Director, effective immediately;
- (b) Mark English has been appointed as a Director, effective immediately;
- (c) Sarah Smith has resigned as Company Secretary, effective immediately; and
- (d) John Lewis has been appointed as Company Secretary, effective immediately.

4. AMENDMENTS TO THE PROSPECTUS

The Prospectus is amended as follows:

- (a) **Corporate Directory**
 - (i) The Corporate Directory is amended by replacing all of the names under the heading 'Directors', with the following names:
 - (A) Nicholas Fitzgerald (Chairman);
 - (B) Peter Cunningham (Director);
 - (C) David Adams (Director);
 - (D) Alan Boyd (Director); and
 - (E) Mark English (Director).
 - (ii) The Corporate Directory is amended by replacing the name under the heading 'Company Secretary' with the name John Lewis.
- (b) **Enquiries**

Section 4.18 of the Prospectus is amended by replacing the name 'Sarah Smith' with the name John Lewis.
- (c) **Interests of Directors**

The tables and their respective notes that appear under the headings 'Security holdings' and 'Remuneration' in Section 8.4 of the Prospectus are deleted and replaced with the following:

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Security holdings

Director	Shares	Performance Shares	Options	Entitlement	\$
Nick Fitzgerald	303,571,428 ¹	440,178,572 ²	Nil	30,357,142	394,643
Peter Cunningham	Nil	Nil	Nil	Nil	Nil
David Adams	1,975,000	Nil	493,750	197,500	2,568
Alan Boyd	Nil	Nil	Nil	Nil	Nil
Mark English	Nil	Nil	Nil	Nil	Nil

Notes:

1. Shares subject to 24 months escrow commencing 9 February 2016.
2. Performance shares subject to 24 months escrow commencing 9 February 2016.

Remuneration

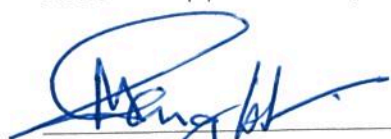
Director	Year ended 30 June 2015	Year ended 30 June 2016	Year ended 30 June 2017 (Proposed)
Nick Fitzgerald	Nil	\$329,167 ¹	\$350,000
Peter Cunningham ²	Nil	Nil	\$36,000
David Adams ³	Nil	Nil	\$36,000
Alan Boyd ⁴	Nil	Nil	\$36,000
Mark English ⁵	Nil	Nil	\$36,000

Notes:

1. Includes a sign-on cash bonus of \$150,000 paid on 10 February 2016.
2. Peter Cunningham was appointed as a Director on 21 October 2016.
3. David Adams was appointed as a Director on 19 January 2017.
4. Alan Boyd was appointed as a Director on 19 January 2017.
5. Mark English was appointed as a Director on 1 March 2017.

5. DIRECTORS' AUTHORISATION

This Second 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 Second Supplementary Prospectus with the ASIC.


 Mark English
 Director
 For and on behalf of
 TV2U International Limited


 John Lewis
 Company Secretary
 For and on behalf of
 TV2U International Limited

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