

**ANTILLES OIL AND GAS LIMITED
(TO BE RENAMED 'HOMESTAY CARE LIMITED')
ACN 111 823 762**

SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 21 August 2018) (**Prospectus**) issued by Antilles Oil and Gas Limited (to be renamed 'HomeStay Care Limited') (ACN 111 823 762) (**Company**).

This Supplementary Prospectus is dated 4 September 2018 and was lodged with the ASIC on that date. The ASIC, the ASX and their respective officers take no 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. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus.

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

This Supplementary Prospectus should be read together with the Prospectus. You should read both documents in their entirety and, if in any doubt, consult your professional advisers before deciding whether to apply for Shares. There are risks associated with an investment in the Company.

1. PURPOSE OF THIS DOCUMENT

This Supplementary Prospectus has been prepared to:

- (a) advise investors that the closing date of the Offer has been extended until 7 September 2018; and
- (b) amend certain sections of the Prospectus as set out in section 2 for the purposes of supplying additional information to investors in relation to the business of HomeStay.

2. AMENDMENTS TO PROSPECTUS

2.1 Chairman's Letter

The Chairman's Letter (which appears at Section 2 of the Prospectus) is amended by inserting the following paragraph following the fourth paragraph of the Chairman's Letter.

"As at the date of this Prospectus, Homestay has delivered a total of 60 Intelligent Homes (30 in Australia and 30 in Singapore) under the commercial pilots and intends to continue this rollout as aggressively as possible."

2.2 Indicative Timetable¹

The timetable in Section 3.1 is replaced with:

Lodgement of Prospectus with the ASIC	21 August 2018
Opening Date of the Offers	21 August 2018
General Meeting of Shareholders	23 August 2018
Lodgement of Supplementary Prospectus	4 September 2018
Closing Date of the Offers	7 September 2018
Settlement of the Acquisition ²	14 September 2018
Issue of Securities under the Offers	14 September 2018
Despatch of holding statements	14 September 2018
Expected date for reinstatement to Official Quotation	21 September 2018

1. The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Dates or close the Offers early without prior notice. The Company also reserves the right not to proceed with the Offers at any time before the issue of Securities to applicants.
2. The above stated date for settlement of the Acquisition is only a good faith estimate by the Directors and may be extended.

2.3 Use of Funds

The use of funds table which appears at Section 5.8 of the Prospectus is removed and replaced with the following.

Use of Funds	Minimum Subscription	%	Maximum Subscription	%
Existing cash reserves of the Company plus funds raised under the Convertible Loan Agreements ¹	\$2,000,000	40.00%	\$2,000,000	33.33%
Funds raised under the Public Offer	\$3,000,000	60.00%	\$4,000,000	66.67%
TOTAL	\$5,000,000	100%	\$6,000,000	100%
Enhancement of platform, including security updates and IoT devices integration ²	\$700,000	14.00%	\$800,000	13.33%
Business development ³	\$250,000	5.00%	\$370,000	6.17%

Sales and marketing ⁴	\$250,000	5.00%	\$370,000	6.17%
Intelligent Home installation, hardware, on-going monitoring services, data management and analytics ⁵	\$1,450,000	29.00%	\$1,700,000	28.33%
Operations ⁶	\$300,000	6.00%	\$300,000	5.00%
Identification of new opportunities and markets ⁷	\$100,000	2.00%	\$100,000	1.67%
Working capital ⁸	\$1,510,000	30.20%	\$1,860,000	31.00%
Expenses associated with the Public Offer ⁹	\$440,000	8.80%	\$500,000	8.33%
TOTAL	\$5,000,000	100%	\$6,000,000	100%

Notes:

1. Cash reserves of the Company and HomeStay at completion of the Acquisition assuming completion by 31 August 2018 and assuming expenditure by the entities of approximately \$2,230,000 in addition to the payment of an exclusivity fee and a loan of \$400,000 was made by the Company to HomeStay prior to 31 May 2018.
2. This includes costs associated with the purchasing and testing of new hardware, coding, analytics, continuous updates to the relevant platforms, updates of operational software, the development of any future products or services and part of the salary payable to A Sweeney (\$111,000 including superannuation).
3. Business development includes networking and exposition costs, event / expo costs, costs associated with new business opportunities (such as legal and accounting costs in relation to any due diligence or verification) and part of the salary payable to A Manhao (\$170,000).
4. Sales and marketing includes the maintenance and upkeep of HomeStay's online presence (website upkeep, social media presence, chat bots and customer service), as well as the creation of marketing material, marketing campaigns (targeted and general) and part of the salary payable to S Swanson (\$120,000 including superannuation).
5. This includes monies payable to contractors for the installation of Intelligent Home, the cost of all wearables and monitoring devices, monitoring services, Intelligent Home hub unit hardware, AI analytics services, server upkeep, data storage, and modelling tools and part of the salaries payable to A Manhao (\$120,000), A Sweeney (\$111,000 including superannuation) and S Swanson (\$100,000 including superannuation).
6. Operational costs include costs of insurances, leases, office equipment and part of the salary payable to A Sweeney (\$110,000 including superannuation).
7. This includes potential acquisition costs in relation to new components or technology that may or may not prove to be complimentary to the HomeStay Business, costs associated with international opportunity exploration (travel, networking, event attendance) and part of the salary payable to A Manhao (\$50,000).
8. Working capital includes administration cost of running the business, including cost of paying salaries to staff (A Manhao (\$190,000), A Sweeney (\$110,000 including superannuation), S Swanson (\$222,000 including superannuation) and Director fees (\$338,000 including superannuation)) as well as general corporate costs including administration expenses and the provision of service to the Company.
9. Refer to the table in Section 11.10 for the itemised costs of the expenses associated with the offers.

10. Anticipated revenues have not been included in the table above on the basis that HomeStay does not consider that it has a reasonable basis on which to include financial forecasts.

2.4 Growth Strategy

The final paragraph of Section 6.7 is removed and replaced with the following.

“HomeStay anticipates that it will generate small amounts of revenue pursuant to the Collaboration Orders with each of BICG, LVELY, and HCH in the next 12 – 24 months (based on each party's contractual obligations relating to fees), and HomeStay ODS.

As at 4 September 2018, HomeStay has generated 2,405 registered users through various digital marketing campaigns. Furthermore, as at 4 September 2018, HomeStay has over 100 active users including over 40 active service providers available on HomeStay ODS that have delivered 199 jobs to 31 December 2017 and a further 130 jobs from 1 January 2018 to 31 August 2018.

HomeStay will keep the market updated with respect to its ongoing revenue generating activities and will consider release of forecast financial information once it considers that it has a reasonable basis on which to make such forecasts.”

3. CONSENTS

The Company confirms that as at the date of this Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Prospectus have not withdrawn that consent.

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 and Proposed Director has consented to the lodgement of this Supplementary Prospectus with the ASIC.

Damian Black
Non-Executive Director
For and on behalf of
Antilles Oil and Gas Limited