



Buddy

BUDDY TECHNOLOGIES LTD

ACN 121 184 316

SUPPLEMENTARY PROSPECTUS

THIS IS A SUPPLEMENTARY PROSPECTUS TO THE PROSPECTUS LODGED WITH ASIC ON 1 APRIL 2019 AND MUST BE READ TOGETHER WITH THAT PROSPECTUS.

THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY.

IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD

CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.

THE SECURITIES OFFERED BY THIS PROSPECTUS ARE OF A SPECULATIVE NATURE.

IF YOU HAVE ALREADY LODGED AN APPLICATION FOR NEW SECURITIES UNDER THE PROSPECTUS THEN NO ACTION IS REQUIRED IN RELATION TO THIS SUPPLEMENTARY PROSPECTUS

1. Important Information

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 1 April 2019 (**Prospectus**), issued by Buddy Technologies Ltd (formerly known as Buddy Platform Ltd) (ACN 121 184 316) (**Company**). The Prospectus was prepared in order to:

- (a) make the Offers; and
- (b) ensure that the on-sale of the underlying Shares to be issued upon the conversion of the Executive Performance Shares and Finance Options is in accordance with ASIC Corporations Instrument 2016/80; and
- (c) ensure that the on-sale of the Minority Vendor Shares, Eastfield Shares, Executive Shares and Placement Shares does not breach section 707(3) of the Corporations Act by relying on the exemption to the secondary trading provisions in section 708A(11) of the Corporations Act.

This Supplementary Prospectus dated 3 April 2019 was lodged with the ASIC on that date. ASIC and its officers take no responsibility for the contents of this Supplementary 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. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed on the Company's website at <https://buddy.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.

2. Supplementary Information

The purpose of this Supplementary Prospectus is to make the following revisions to the Prospectus.

2.1 Background

Section 1.1 of the Prospectus is amended as follows:

- (a) in the fourth paragraph subparagraph (b), delete "92,764,379 Shares" and replace with "89,853,551 Shares";
- (b) in the seventh paragraph:
 - (i) delete "On 1 April 2019, shortly"; and
 - (ii) subparagraph (a), delete "337,794,623 Shares" and replace with "378,139,028 Shares";
- (c) in the eighth paragraph, delete "116,750,832 Shares" and replace with "89,373,216 Shares"; and
- (d) delete paragraph 8 (last paragraph) and insert new paragraph as follows:

On 1 April, 2019 the Company issued the 337,794,623 Shares, being part of the Minority Vendor Shares, the Executive Shares, the Executive Performance Rights, the Executive Performance Shares and the Finance Options (refer to the ASX announcement dated 1 April 2019). On 3 April 2019 the Company issued the Eastfield Shares and 40,344,405

Shares, being the remainder of the Minority Vendor Shares. The remainder of the Total Minority Vendor Shares, being 49,028,811 Shares, will be issued upon receipt of required documentation in connection with the Merger Agreement.

2.2 Capital Structure of the Offers

Section 2.1 is deleted and replaced with the following:

The effect of the Offers on the capital structure on the Company is as follows:

	Shares	Options	Performance Rights	Performance Shares
Securities	1,328,235,336	2,806,647	20,584,857	31,833,333
Minority Vendor Shares	378,139,028	-	-	-
Eastfield Shares	89,835,551	-	-	-
Executive Shares	4,444,444	-	-	-
Executive Performance Rights	-	-	24,000,000	-
Key Executive Performance Shares	-	-	-	24,000,000 ⁽¹⁾
Finance Options	-	100,000,000 ⁽²⁾	-	-
New Shares	1,000	-	-	-
Total	1,800,655,359	102,806,647	44,584,857	55,833,333

Notes:

- (1) Refer to Section 4.2 for the terms and conditions of the Executive Performance Shares.
- (2) Refer to Section 4.3 for the terms and conditions of the Finance Options.

2.3 Closing Date

As detailed in the ASX Announcement dated 1 April 2019, the Closing Date for the Cleansing Offer has been extended to 5.00pm (ACDT) on 3 April 2019.

2.4 Change of Name

The Company received a certificate of registration on change of name from ASIC on 1 April 2019 certifying that Buddy Platform Ltd has changed its name to Buddy Technologies Ltd effective 1 April 2019.

Accordingly, having regard to the above, the Prospectus is amended by replacing all references in the Prospectus to Buddy Platform Ltd to Buddy Technologies Ltd.

3. Application for New Securities

The Directors believe that the changes in this Supplementary Prospectus are not materially adverse from the point of view of an investor. Accordingly, no action needs to be taken if you have already applied for New Securities under the Offers.

4. Consent

Each of the Directors has given written consent to being named in this Supplementary Prospectus in the context in which they are named and have not withdrawn their consent prior to lodgement of this Supplementary Prospectus.

5. Authorisation

This Supplementary Prospectus is authorised by each of the Directors. This Supplementary Prospectus is signed for and on behalf of the Company by:



David McLauchlan
Executive Director and CEO

3 April 2019

