

**xTV NETWORKS LIMITED
(FORMERLY "INTERCEPT MINERALS LIMITED")
ACN 124 251 396**

SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 24 November 2014 (**Prospectus**), issued by xTV Networks Limited (formerly Intercept Minerals Limited) (ACN 124 251 396) (**Company**).

This Supplementary Prospectus is dated 15 December 2014 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. The ASIC and its 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. 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 <http://www.intercept.com.au>. The Company will send a copy of this Supplementary Prospectus to all Applicants who have subscribed for Shares pursuant to the Prospectus prior to the date of this Supplementary Prospectus.

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. BACKGROUND

By this Supplementary Prospectus, the Company makes the amendments to the Prospectus as set out in Section 2 below for the purpose of supplying additional information to Shareholders in relation to:

- (a) the business model of xTV;
- (b) certain risks related to the business of xTV; and
- (c) the historical financial information of xTV.

The amendments to the Prospectus outlined in Section 2 below should be read in conjunction with the Prospectus (as amended by Section 2).

2. AMENDMENTS TO THE PROSPECTUS

2.1 xTV – Key Investment Highlights

Section 4.2 of the Prospectus is amended by the addition of the following paragraphs at the beginning of the section as follows:

"xTV has been developing its cloud based TV application platform to enable the Products to be commercialised. This platform is now at the stage where the Products can be sold and it plans to rollout the Products through a sales and

distribution strategy. The direct sales strategy has targeted key industry sectors being Enterprise & Technology, Hospitality, Retail and Media and this will be expanded through Telecommunications Companies as a Channel to increase the market penetration. At this stage a number of leads, trial networks and negotiations are underway.

Although the Business has commenced the rollout and sales and distribution strategy, with all early-stage businesses with limited trading history there are risks. Investors should consider the xTV business and prospects in light of the risks, uncertainties, expenses and challenges that the business may face as an early-stage business. Going forward, the Company may not be successful in addressing the risks and uncertainties that may arise and which may materially and adversely affect xTV's business prospects.

The information surrounding the business model of xTV as set out in Section 6 represents xTV's current plans and strategies for the rollout of the Products and the xTV platform. xTV's ability to achieve its objectives depends on the ability of its Proposed Directors and officers to implement the proposed business plans and to respond in a timely and appropriate manner to any unforeseen circumstances."

Section 4.2 of the Prospectus is amended by the addition of the following paragraph directly after the original 2nd paragraph:

"There has been no material sales revenue generated by the business at this stage and the rollout of the xTV platform is intended to be significantly increased over the coming months as marketing, development and sales initiatives are undertaken throughout the United States. The Board believes that the funds raised through the Offer will be sufficient to undertake an initial rollout of the xTV platform, following the business plan and strategies outlined in section 6 of the Prospectus."

Section 4.2 of the Prospectus is further amended by the inclusion of a final sentence at the end of the original 3rd paragraph:

"Refer to section 6.2 of the Prospectus for further details on the board of advisers."

Section 4.2 of the Prospectus is further amended by deleting the original 4th and 5th paragraphs in that section, and replacing these paragraphs with the following paragraphs:

"Microsoft provided funding for xTV in 2012 through a services, development and co-marketing investment in the amount of US\$460,000. This initial funding was spent on the Business and Product. There are no repayment obligations on this initial funding, although xTV will continue to pay for Azure development and delivery platforms used in the xTV products. Microsoft continues to be supportive of the xTV rollout and only recently promoted xTV through the Microsoft Azure ISV Partnership in an ongoing marketing campaign to its enterprise customers.

xTV has executed services contracts with Microsoft and Intel which represent the business plans of xTV in relation to the roll-out of the Products and the xTV platform. There are no sales under these current agreements. The service contract with Microsoft contemplates Microsoft including the xTV Products in the current product suite which it offers to its customers. As such, the agreement reflects the current business plans of xTV, and a potential sales channel, however these arrangements are at an early stage with no sales actually being made

under this contract. Further, the agreement is subject to re-negotiation as discussions with Microsoft continue. The arrangements with Intel contemplate partnerships with as yet unlaunched Intel products.

Further, xTV has entered into license and service agreements with UST Global, as detailed at section 11.6 of the Prospectus. xTV currently has over 100 networks in various stages of development."

Section 4.2 of the Prospectus is further amended by the inclusion of the sentences below at the end of the original last paragraph:

"As announced on 19 November 2014, xTV is in early discussions and negotiations with Inno Valley in relation to the proposal for a joint venture in China. No formal agreement with respect to the joint venture has been entered. Rather, the announcement made in relation to the proposed joint venture was to disclose to shareholders the mutual intent of Inno Valley and xTV to work together in the future. The parties are currently in discussions to work towards understanding the role each will play in the Business and Products going forward, however there is no certainty that any agreement will be executed in relation to a joint venture in China."

2.2 Key Risks

Section 4.7 of the Prospectus is amended by the addition of a new section 4.7((i) as follows:

"Limited operating history

The xTV business launched in 2011 and therefore has a limited history. However, this limited operating history may not provide a meaningful basis for investors to evaluate the business, financial performance and prospects. Accordingly, investors should not rely on financial performance information for any prior periods as an indication of future performance. Investors should consider the xTV business and prospects in light of the risks, uncertainties, expenses and challenges that the business may face as an early-stage business. Going forward, the Company may not be successful in addressing the risks and uncertainties that may arise and which may materially and adversely affect xTV's business prospects.

The information surrounding the business model of xTV as set out in section 6 represents xTV's current plans and strategies for the roll-out of the Products and the xTV platform given its limited sales history to date. xTV's ability to achieve its objectives depends on the ability of its Proposed Directors and officers to implement the proposed business plans and to respond in a timely and appropriate manner to any unforeseen circumstances."

2.3 Background of xTV and the Business Model

Section 6.1 of the Prospectus is amended by the addition of a 3rd paragraph as follows:

"There has been no material sales revenue generated by the business at this stage and the rollout of the xTV platform is intended to be significantly increased over the coming months as marketing, development and sales initiatives are undertaken throughout the United States. The Board believes that the funds raised through the Offer will be sufficient to undertake an initial rollout of the xTV

platform, following the business plan and strategies outlined in section 6 of the Prospectus."

Section 6.1 of the Prospectus is further amended by deleting the 4th and 5th paragraphs of this section and replacing these paragraphs with the following paragraphs:

"Microsoft provided funding for xTV in 2012 through a services, development and co-marketing investment in the amount of US\$460,000. This initial funding was spent on the Business and Product. There are no repayment obligations on this initial funding, although xTV will continue to pay for Azure development and delivery platforms used in the xTV products. Microsoft continues to be supportive of the xTV rollout and only recently promoted xTV through the Microsoft Azure ISV Partnership in an ongoing marketing campaign to its enterprise customers.

xTV has executed services contracts with Microsoft and Intel which are part of the business plan of xTV in relation to the roll-out of the Products and the xTV platform. There are no sales under these current agreements. The service contract with Microsoft contemplates Microsoft including the xTV Products in the current product suite which it offers to its customers. As such, the agreement reflects the current business plans of xTV, and a potential sales channel, however these arrangements are at an early stage with no sales actually being made under this contract. Further, the agreement is subject to re-negotiation as discussions with Microsoft continue. The arrangements with Intel contemplate partnerships with as yet unlaunched Intel products. Further, xTV has entered into license and service agreements with UST Global, as detailed at section 11.6 of the Prospectus. xTV currently has over 100 networks in various stages of development."

2.4 Summary of Intellectual Property Rights

Section 6.1 of the Prospectus is further amended by the addition of the following paragraphs at the end of the section as follows:

"xTV does not consider the patents it holds to be material for the operation and success of the Business and the Products at this time. A successful business model for xTV will be dependent on building a base of customers, establishing significant market share and staying ahead of the competition. Regardless of this, xTV has filed a number of provisional patent applications in the US which relate to interactive .TV for all devices with a .TV based screen saver, and the real-time electronic program guide with push services and real-time data aggregation.

Some of the key intellectual property rights of xTV, which do not relate to patents, include trade-secrets, know-how and the proprietary and highly differentiated underlying technology that enables the delivery of new xTV Products.

xTV is in the process of preparing additional patent filings, which is likely to relate to new user experiences and product offerings, and product and network performance enhancements. However, as previously stated, xTV does not consider the patents to be critical to the success of the Business."

2.5 Board of Advisors

Section 6.2 of the Prospectus is amended by the addition of the following paragraphs at the end of the section as follows:

"Board of Advisors

The Board of Advisors act as mentors and persons to whom the executive can discuss the Business and Products. There are no material agreements with the Board of Advisors. The Board of Advisors are not currently receiving cash remuneration in this role.

Mr Michael Montgomery

From 1999 through 2013, Michael has been the President of Montgomery & Co., responsible for the investment banking practice at Montgomery & Co. He directly advised companies such as Intermix (My Space), Club Penguin, Daily Candy and Bigpoint on their sale processes.

Previous to Montgomery & Co., he was the CEO of Sega Gameworks, and previously, a partner at DreamWorks SKG. In 1993 to 1994, Michael was the CFO of Euro Disney and prior to that, the Treasurer of the Walt Disney Company.

Michael currently chairs the Audit Committee for both DreamWorks Animation (DWA) and Synacor (SYNC). Both companies are listed on NASDAQ.

Mr Brian Clark

Brian is a highly qualified senior information technology executive with broad experience including enterprise architecture, business and IT transformation, large-scale program and project management, software engineering, infrastructure & vendor management.

Recent initiatives have emphasized the use of leading edge technologies to provide businesses with new opportunities and efficiencies, especially in big data, information optimization, low latency transaction processing, software defined data centers, and the evaluation of advanced technology companies for potential acquisition.

Brian currently works at JP Morgan Chase and Co and holds an Advisory Board Position for Cognolytics. Brian was also CIO of Nikko Securities, Vice President of Citigroup and CTO at Moody's.

Mr Michael Jones

Mike is an Internet executive, investor and strategic advisor. A long-time entrepreneur, Mike founded his first successful Internet company in college and since then, has founded, built and sold numerous online and mobile businesses.

His experience and expertise in both large and small companies focuses on strategy, growth, and operational efficiency resulting in over \$500M in successful investor outcomes.

Mike's most recent role was as the CEO of Myspace which saw him oversee global business strategy and operations for Myspace, Myspace Music, and Myspace Mobile.

** None of the parties set out above have been involved in the preparation of this Prospectus."

2.6 Industry solutions

Section 6.9 of the Prospectus is amended by deleting the 1st paragraph of the Prospectus, and replacing this paragraph with the following paragraph:

"xTV's Online Interactive TV Networks roll-out is targeting the following sectors:

- (a) Hospitality;
- (b) Retail;
- (c) Healthcare;
- (d) Enterprise; and
- (e) Media.

Specifically, xTV has approached and there are on-going discussions with major companies including but not limited to BMW, Sears Vacations, GAP, American Express, Advanced Bionics, The Larkin Group, Venture Med, Wellpoint, Microsoft, Intel, UST Global, Alcatel Lucent, TechCrunch, NY Times, MLB and The Weather Channel about the Products.

xTV has begun trial networks with the following parties: BMW, GAP, Advanced Bionics, The Larkin Group, Venture Med, Wellpoint, Microsoft, Intel, UST Global, Alcatel Lucent, TechCrunch, NY Times, MLB and The Weather Channel.

No material commitments or sales revenue has been generated in these sectors from these parties as at the date of the Prospectus."

2.7 Distribution Strategy

Section 6.11 of the Prospectus is amended by the addition of a paragraph directly underneath the subheading "Package Offering (Direct or via Channel Partner)", as follows:

"The package offerings displayed in the tables below at sections 6.11 (a) and (b) show indicative prices for the Products only. These package offerings provide information on the current intentions of xTV in relation to the prices to be marketed in the planned rollout of the Products. However, these prices will vary and any pricing will be dictated by market factors such as competitor's pricing models, market reception, contract negotiation and demand for the Products. As such, the prices listed below are indicative only and will be subject to change."

2.8 Risk Factors

Section 7.2 of the Prospectus is amended by the addition of a new section 7.2((r) as follows:

"Limited operating history

The xTV business launched in 2011 and therefore has a limited history. However, this limited operating history may not provide a meaningful basis for investors to evaluate the business, financial performance and prospects. Accordingly, investors should not rely on financial performance information for any prior periods as an indication of future performance. Investors should consider the

xTV business and prospects in light of the risks, uncertainties, expenses and challenges that the business may face as an early-stage business. Going forward, the Company may not be successful in addressing the risks and uncertainties that may arise and which may materially and adversely affect xTV's business prospects.

The information surrounding the business model of xTV as set out in section 6 represents xTV's current plans and strategies for the rollout of the Products and the xTV platform. xTV's ability to achieve its objectives depends on the ability of its Proposed Directors and officers to implement the proposed business plans and to respond in a timely and appropriate manner to any unforeseen circumstances."

2.9 Financial Information

Section 9 of the Prospectus is amended by the addition of a new section directly above the subheading "New accounting policies of the merged group" as follows:

"Information on business of xTV

The xTV business has operated since 2011 but has been considered to be in start-up and development phase and not an operating business with a trading history. The initial operations involved engineering and development works to establish the Business.

A summary of its historical financial performance is detailed below:

xTV – Historical Statement of financial performance

		Audited 6 months ended 30 June 2014 US\$	Unaudited Year ended 31 December 2013 US\$	Unaudited Year ended 31 December 2012 US\$	Unaudited Year ended 31 December 2011 US\$
	Note				
Continuing operations					
Revenue		73,850	78,349	507,074	8,000
Cost of goods sold		-	(29,826)	(200,670)	-
Finance costs		(11,622)	(6,048)	(920)	-
Employee benefit expense		(190,189)	(531,849)	(356,553)	(215,564)
Administration and other expenses		(312,478)	(149,032)	(212,994)	(166,468)
Change in fair value of financial liabilities	A	(3,415,501)	-	-	-
Net loss		(3,855,940)	(638,406)	(264,063)	(374,032)

Note A

The accounting adjustment was made to record the fair value of the financial liabilities as part of the audit of xTV at 30 June 2014 to comply with IFRS. The financial liabilities are all converted to equity as part of the Acquisition."

3. DIRECTORS' AUTHORISATION

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors and separately consented to by each of the Proposed 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.

A handwritten signature in black ink, appearing to read 'G Steinepreis', with a stylized flourish at the end.

Gary Steinepreis
Director
For and on behalf of
xTV NETWORKS LIMITED
(FORMERLY "INTERCEPT MINERALS LIMITED")