
SUPPLEMENTARY PROSPECTUS

Fitzroy Resources Ltd (to be renamed 4DS Memory Limited) ACN 145 590 110

1. Important Information

This Supplementary Prospectus is dated 30 October 2015 and is supplementary to the prospectus dated 16 October 2015 (**Prospectus**) issued by Fitzroy Resources Ltd (to be renamed 4DS Memory Limited) ACN 145 590 110 (**Company**).

This Supplementary Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) on 30 October 2015. ASIC does not take any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus must be read together with the Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail. Terms defined in the Prospectus have the same meaning where used in this Supplementary Prospectus. For the avoidance of doubt, references to 'Section' in this Supplementary Prospectus mean references to that section of the Prospectus, unless otherwise stated.

This document is important and should be read in its entirety. Please consult your legal, financial or other professional adviser if you do not fully understand the contents.

Other than the changes set out below, all other details in relation to the Prospectus remain unchanged.

2. Reasons for Supplementary Prospectus

2.1 Purpose of this document

The purpose of this Supplementary Prospectus is to:

- (a) provide clarifying disclosure on the Pro-forma financial information provided in the Investigating Accountant's Report;
- (b) provide a summary of the effect of the Acquisition and the Offers, and the conversion and exercise of the Class 1 Performance Shares and Options (including the Adviser Options and the Transaction Options) on control of the Company and dilution;
- (c) provide clarifying disclosure in relation to the Use of Funds information provided in the Prospectus;
- (d) provide further disclosure regarding the fees payable to the Lead Manager, including the Adviser Options to be granted to the Lead Manager (and its nominees) as part of those fees; and
- (e) correct a typographical error in Section 6.12 of the Prospectus.

This is a supplementary prospectus intended to be read with the prospectus dated 16 October 2015 issued by Fitzroy Resources Ltd (to be renamed 4DS Memory Limited) (ACN 145 590 110).

2.2 Application Forms

As the content of this Supplementary Prospectus is not considered to be materially adverse to investors:

- (a) applications for Securities under the Offers must be made using the Application Form attached to or accompanying the Prospectus (see the Application Form and Section 6.15 of the Prospectus for detailed instructions on how to complete the Application Form and return it by the Closing Date); and
- (b) applicants who have already subscribed for Securities under the Prospectus to the date of this Supplementary Prospectus do not need to take any action.

3. Amendments to the Prospectus

3.1 Investigating Accountant's Report

The Company provides the following disclosure by way of clarification in relation to the pro forma statement of financial position included at page 6 of the Investigating Accountant's Report in Section 11:

- (a) the first column, titled "Consolidated Historical 30 June 2015", is the consolidated historical statement of financial position as at 30 June 2015 for the Company only prior to completion of the acquisition of 4DS and the Offers;
- (b) the second column, titled "(Minimum) Reviewed Pro forma Consolidated 30 June 2015", incorporates both the Minimum Subscription under the Public Offer and the pro forma adjustments set out in Note 2 to the Investigating Accountant's Report (including the acquisition of 4DS); and
- (c) the third column, titled "(Maximum) Reviewed Pro forma Consolidated 30 June 2015", incorporates both the Maximum Subscription under the Public Offer and the pro forma adjustments set out in Note 2 to the Investigating Accountant's Report (including the acquisition of 4DS).

In considering the Pro forma statement of financial position, investors should carefully consider the basis for its preparation as set out in Section 9.3, and in the body of the Investigating Account's Report in Section 11 (including the Notes to the Investigating Accountant's Report, and in particular Note 2 which details the pro forma adjustments).

3.2 Effect on control and dilution

Section 6.11 of the Prospectus is amended by adding the following paragraph at the end of that Section:

It should be noted that the Company's Shares have traded at prices above the exercise prices for the Options on issue at the date of the Prospectus, and the exercise prices for the Transaction Options and the Adviser Options, in the 3 months prior to the date of this Prospectus. Accordingly, it is possible that

some or all of these Options may be exercised at any time following completion of the Offers. If this were to occur:

- Shareholders would be diluted as a result of the issue of Shares on exercise of the Options: if all of the Option are exercised, the Company would be required to issue Shares amounting to approximately 13% of its issued capital (assuming only the Minimum Subscription is raised under the Public Offer and 100% acceptances of the Takeover Offers and the Private Treaty Offers); and
- if all Options in the above table were to be exercised, the Company would receive approximately \$2,995,166 in cash (this cash has not been taken into account in the Use of Funds table in Section 6.10).

Section 14.5 of the Prospectus is amended by deleting that whole Section and replacing it with the following:

14.5 Substantial Shareholders

At the date of this Prospectus, the following Shareholders have a voting power of 5% or more of the Shares on issue.

Shareholder	Number of Shares Held	% interest as at date of Prospectus
Hoperidge Enterprises Pty Ltd <The Jones Family Trust>	16,666,667	10.2%
JK Nominees Pty Ltd <The JK Fund A/C>	16,666,666	10.2%
Tisia Nominees Pty Ltd <Henderson Family A/C>	16,380,326	10.0%
Oaktone Nominees Pty Ltd <Grist Investment A/C>	16,666,666	10.2%

The following table shows the voting power of significant shareholders of 4DS and the substantial Shareholders in the Company:

- following completion of the Acquisition;
- following conversion of all Class 1 Performance Shares; and
- following conversion of all Class 1 Performance Shares and exercise of all Options (including the Transaction Options and the Adviser Options),

in each case assuming 100% acceptances of the Takeover Offers and the Private Treaty Offers, but excluding Shares to be issued under the Public Offer:

	Number of Shares held post completion of Acquisition ⁵	Voting power %	Shares held post conversion of Class 1 Performance Shares ⁵	Voting power %	Shares held post conversion of Class 1 Performance Shares and all Options ⁵	Voting power %
James Dorrian	35,045,807	6.38%	41,579,769	6.74%	41,579,769	5.83%
Guido Arnout	1,617,394	0.29%	1,918,942	0.31%	38,377,275	5.38%
Brian Beresford ¹	30,569,837	5.57%	36,269,297	5.88%	36,269,297	5.09%

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	Number of Shares held post completion of Acquisition ⁵	Voting power %	Shares held post conversion of Class 1 Performance Shares ⁵	Voting power %	Shares held post conversion of Class 1 Performance Shares and all Options ⁵	Voting power %
Tatsuo International Pte Ltd	29,491,944	5.37%	34,990,440	5.67%	34,990,440	4.91%
Poly Plant Project Inc	26,169,215	4.77%	31,048,221	5.03%	31,048,221	4.36%
Kurt Pfluger	25,133,349	4.58%	29,819,227	4.83%	29,819,227	4.18%
Simon Panton ²	24,166,129	4.40%	28,671,675	4.65%	28,671,675	4.02%
Million Sea Enterprise Limited	23,534,800	4.29%	27,922,643	4.53%	27,922,643	3.92%
Gilbert Springer	17,403,466	3.17%	20,648,181	3.35%	20,648,181	2.90%
Hoperidge Enterprises Pty Ltd <The Jones Family Trust>	16,666,667	3.03%	16,666,667	2.70%	23,333,334	3.27%
JK Nominees Pty Ltd <The JK Fund A/C>	16,666,666	3.03%	16,666,666	2.70%	23,333,333	3.27%
Oaktone Nominees Pty Ltd <Grist Investment A/C>	16,666,666	3.03%	16,666,666	2.70%	23,333,333	3.27%
Tisia Nominees Pty Ltd <Henderson Family A/C> ³	16,380,326	2.98%	16,380,326	2.66%	33,046,993	4.64%
Sub Total	279,512,266	50.9%	319,248,720	51.8%	392,373,721	55.0%
Total Shares on issue⁴	549,156,514		616,760,533		712,885,534	
Notes: <ol style="list-style-type: none"> 1. Held in entities he controls, namely BNM Holdings Pty Ltd and B&M Beresford Pty Ltd. 2. Held in Simon Panton's own name, or by entities he controls, namely Southam Investments 2003 Pty Ltd and Mondo Electronics Pty Ltd. 3. Includes the maximum amount of 10,000,000 Adviser Options that may be allocated to Mr Henderson (or his nominee). The balance of 20,000,000 Adviser Options have yet to issued or allocated, and this table assumes that the Shareholders listed above do not receive any of the balance of 20,000,000 Adviser Options. 4. This total does not take into account Shares to be issued under the Public Offer. This table assumes that the Shareholders listed above do not receive any Shares issued under the Public Offer. 5. Assumes 100% acceptances of the Takeover Offers and the Private Treaty Offers. 						

On completion of the Offers (assuming no new investors become substantial holders) and assuming only the Minimum Subscription is raised and no Class 1 Performance Shares or Options have been converted or exercised, the only substantial Shareholders will be as set out below:

Shareholder	Number of Shares Held	% interest as at Completion of Offers ¹
James Dorrian	35,045,807	5.48%
Notes: <ol style="list-style-type: none"> 1. Assumes that only the Minimum Subscription is raised, and no Class 1 Performance Shares or Options have been converted or exercised. 		

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The Company will announce to ASX details of its top-20 Shareholders (following completion of the Offers) prior to the Shares commencing trading on ASX.

3.3 Use of Funds

Section 6.10 of the Prospectus is amended by adding the following paragraph at the end of that Section:

It should be noted that the Company is unlikely to be self-funding through its own operational cash flow at the end of the 12 month period referred to above. Accordingly, the Company may require additional capital beyond this point, which will likely involve the use of additional debt or equity funding.

3.4 Lead Manager Disclosure

Section 4.4 of the Prospectus is amended by deleting the row of the table in that Section which has the question "Who is the lead manager to the Public Offer" in the column headed "Topic" (being the eighth row of the table) and replacing it with the following:

Who is the lead manager to the Public Offer?	<p>The Company has appointed Forrest Capital (AFSL: 298311) to act as lead manager to the Public Offer.</p> <p>The Lead Manager will receive a fee of 6% of the total amount raised under the Public Offer payable on completion of the Public Offer. These fees will amount to between \$135,000 (if only the Minimum Subscription) and \$165,000 if the Maximum Subscription is raised.</p> <p>The Company has also agreed to grant 30,000,000 Adviser Options to Forrest Capital (or its nominees) for corporate advisory and capital raising services provided on completion of the Public Offer. The Adviser Options are unlisted options exercisable at \$0.05 each on or before 30 June 2020. These Adviser Options have been independently valued for accounting purposes only (under the applicable accounting standards) at a value of \$769,800 using the Black and Scholes methodology and the Adviser Options are included on this basis in the pro forma adjustments in the Investigating Accountant's Report.</p>	Sections 6.19 and 13.3
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Section 6.19 of the Prospectus is amended by deleting that whole Section and replacing it with the following:

6.19 Lead Manager

The Company has engaged Forrest Capital (AFSL: 298311) to act as lead manager to the Public Offer.

The Company will pay Forrest Capital a fee of 6% of the total amount raised under the Public Offer on completion of the Public Offer (comprising a 4% capital raising fee and a 2% management fee). These fees will amount to between \$135,000 (if only the Minimum Subscription) and \$165,000 if the Maximum Subscription is raised.

The Company has also agreed to grant 30,000,000 Adviser Options to Forrest Capital (or its nominees) for corporate advisory and capital raising services provided on completion of the Public Offer. The Adviser Options are unlisted options exercisable at \$0.05 each on or before 30 June 2020. These Adviser

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Options have been independently valued for accounting purposes only (under the applicable accounting standards) at a value of \$769,800 using the Black and Scholes methodology and the Adviser Options are included on this basis in the pro forma adjustments in the Investigating Accountant's Report.

Refer to Section 13.3 for a summary of the terms of the Lead Manager Agreement.

3.5 No Underwriting

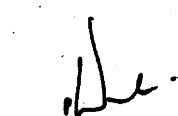
The heading of Section 6.12 of the Prospectus is amended by deleting the word "Underwritten" and replacing it with "No Underwriting".

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

This Supplementary Prospectus is signed for and on behalf of Company by:



Peter Webse, Director and Company Secretary
30 October 2015