

This is the first supplementary bidder's statement (**First Supplementary Bidder's Statement**) under section 643 of the *Corporations Act 2001* (Cth) issued by Fitzroy Resources Ltd (to be renamed 4DS Memory Limited) ACN 145 590 110 (**Fitzroy**), in connection with Fitzroy's off-market takeover offers dated 8 October 2015 (**Offers**) to acquire your all of your Ordinary Shares and all of your Preference Shares in 4D-S Limited ACN 124 234 395 (**4DS**) contained in Fitzroy's bidder's statement dated 7 October 2015 and dispatched to 4DS Shareholders on 9 October 2015 (**Bidder's Statement**).

This First Supplementary Bidder's Statement supplements, and should be read together with the Bidder's Statement. This First Supplementary Bidder's Statement prevails to the extent of any inconsistency with the Bidder's Statement.

Unless the context requires otherwise, terms defined in the Bidder's Statement have the same meaning in this First Supplementary Bidder's Statement.

A copy of this First Supplementary Bidder's Statement was lodged with ASIC on 11 November 2015. Neither ASIC nor any of its officers take any responsibility for the content of this First Supplementary Bidder's Statement.

## First Supplementary Bidder's Statement

---

### 1. Extension of Offer Period

The Bidder's Statement was lodged with ASIC on 7 October 2015.

The Bidder's Statement noted that the Offers and any contract resulting from acceptance of the Offers are subject to the Conditions.

The Offers were to remain open for the period commencing on the date of the Offers (8 October 2015) and ending at 5pm (WST) on the later of:

- (a) 19 November 2015; or
- (b) any date to which the period of the Offer is extended in accordance with the Corporations Act.

Fitzroy gives notice in accordance with section 650D(1) of the Corporations Act that it varies the Offers by extending the closing date of the Offers until 5pm (WST) on 14 December 2015. All references in the Bidder's Statement to the closing date of the Offers are varied accordingly. A copy of a notice under section 650D of the Corporations Act is attached as Annexure A.

In accordance with section 630(2) of the Corporations Act, the date for giving a notice on the status of the Conditions as required by section 630(1) of the Corporations Act is extended from 12 November 2015 to 7 December 2015, subject to variation in accordance with section 630(2) of the Corporations Act in the event that the Offer Period is extended again. All references in the Bidder's Statement to the date for the delivery of that notice are varied accordingly.

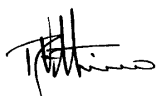
---

### 2. Approval of First Supplementary Bidder's Statement

This First Supplementary Bidder's Statement has been approved by a unanimous resolution of the directors of Fitzroy.

Dated: 11 November 2015.

Signed for and on behalf of  
**Fitzroy Resources Ltd**



---

**Ric Vittino**  
**Director**  
**Fitzroy Resources Ltd**

# Annexure A

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

### Notice under section 650D(1) Corporations Act 2001 (Cth)

#### Variation of offer – extension of offer period

To: Australian Securities and Investments Commission (ASIC);

4D-S Limited ACN 124 234 395 (4DS); and

each person to whom an offer was made pursuant to the bidder's statement dated 7 October 2015 issued by Fitzroy Resources Ltd ACN 145 590 110 (**Bidder's Statement** and **Fitzroy**) in relation Fitzroy's takeover offers dated 8 October 2015 (**Offers**) for all of the ordinary shares and all of the preference shares in 4DS

#### Extension of offer period

Fitzroy gives notice under section 650D(1) of the *Corporations Act 2001* (Cth) that:

- (a) it varies the Offers by extending the closing date of the Offers until 5pm (WST) on 14 December 2015;
- (b) accordingly, the Offer is varied by replacing the date "19 November 2015" with the date "14 December 2015" in each place in the Bidder's Statement which it appears including the Acceptance Form;
- (c) in accordance with section 630(2) of the Corporations Act, the date for giving a notice on the status of the Offer conditions as required by section 630(1) of the Corporations Act is extended from 12 November 2015 to 7 December 2015 (subject to further variation in accordance with section 630(2) of the Corporations Act in the event that the Offer Period is extended again); and
- (d) accordingly, the Offer is varied by replacing the date "12 November 2015" with the date "7 December 2015" in each place in the Bidder's Statement which it appears.

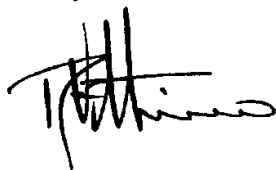
#### Approval of First Supplementary Bidder's Statement

This notice has been approved by a unanimous resolution of the directors of Fitzroy.

#### Lodgement with ASIC

A copy of this notice was lodged with ASIC on 11 November 2015. ASIC takes no responsibility for the contents of this notice.

Signed for and on behalf of  
Fitzroy Resources Ltd



---

**Ric Vittino**  
**Director**  
**Fitzroy Resources Ltd**

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

**Notice under section 630(2)(b) Corporations Act 2001 (Cth)**

**New date for giving notice of status of conditions**

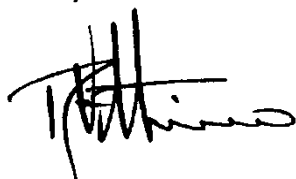
To: Australian Securities and Investments Commission (**ASIC**); and

4D-S Limited ACN 124 234 395 (**4DS**).

For the purposes of section 630(2)(b) of the *Corporations Act 2001* (Cth) (**Corporations Act**), Fitzroy Resources Ltd ACN 145 590 110 (**Fitzroy**) gives notice that:

- (a) the offer period under the takeover offers by Fitzroy for all of the ordinary shares and preference shares in 4DS (**Offers**), which Offers, contained in the bidder's statement issued by Fitzroy dated 7 October 2015 (**Bidder's Statement**), have been extended so that the Offers will remain open for acceptance until 5.00pm Perth time on 14 December 2015;
- (b) the new date for giving notice of the status of the conditions to which the Offers are subject, as required by section 630(3) of the Corporations Act, is 7 December 2015; and
- (c) as at the date of this notice:
  - (i) as set out in a notice to 4DS and ASIC dated 27 October 2015 under section 630(4) of the Corporations Act, the Condition in Section 8(a)(i) (Approval of Essential Resolutions) of Annexures A and B of the Bidder's Statement has been fulfilled;
  - (ii) Fitzroy has not freed the Offers from any of the other Conditions;
  - (iii) so far as Fitzroy is aware, none of the other Conditions have been fulfilled or waived except that Fitzroy is not aware of any approvals or consents which are required under the Condition in Section 8(a)(vii) (Regulatory approvals) of Annexures A and B of the Bidder's Statement; and
  - (iv) so far as Fitzroy is aware, none of the events stipulated in Sections 8(a)(viii) (No regulatory actions and consents); 8(a)(ix) (Material Adverse Change); 8(a)(x) (Capital Expenditures); 8(a)(xi) (No litigation on foot or pending); 8(a)(xii) (Equal Access); 8(a)(xiii) (No prescribed occurrences); 8(a)(xiv) (No distribution); 8(a)(xv) (No redemption of Preference Shares); or 8(a)(xvii) (Joint Development Agreement) of Annexures A and B of the Bidder's Statement have occurred.

Signed for and on behalf of  
**Fitzroy Resources Ltd**



---

**Ric Vittino**  
**Director**  
**Fitzroy Resources Ltd**  
11 November 2015