

**BURLESON ENERGY LTD
(TO BE RENAMED "SKY AND SPACE GLOBAL LTD")
ACN 117 770 475**

SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 22 March 2016 (**Prospectus**), issued by Burleson Energy Ltd (to be renamed "Sky and Space Global Ltd") (ACN 117 770 475) (**Company**).

This Supplementary Prospectus is dated 30 March 2016 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 www.burlesonenergyLtd.com. 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. RESIGNATION AND APPOINTMENT OF DIRECTOR

The Company announced on 24 March 2016 that:

- (a) Mr Andrew Bald has resigned as a Director, effective immediately; and
- (b) Mr Alexander Sundich has been appointed as a Director, effective immediately.

2. CHANGES TO THE PROSPECTUS

2.1 General

As Mr Bald has now resigned, all references in the Prospectus to Mr Bald as a Director are removed and all references to the Directors of the Company do not include Mr Bald.

As Mr Sundich has been appointed as a Director, all references to the Directors of the Company now include Mr Sundich as an Executive Director.

The Directors do not believe that the matters set out in this Supplementary Prospectus are materially adverse to investors. As such, persons that have already applied for Shares under the Prospectus do not need to take any action.

2.2 Section 10.1 Directors and key personnel of the Company

Section 10.1 is amended as follows:

"As at 24 March 2016, the Board comprises of:

- (a) Mr Michael Sandy (Executive Chairman);
- (b) Mr Peter Wall (Non-Executive Director); and

- (c) Mr Alexander Sundich (Executive Director).

It is intended that Mr Wall will remain on the Board of the Company following Settlement of the Acquisition (and will assume the role of Non-Executive Chairman) and Messrs Sandy and Sundich intend to resign upon Settlement of the Acquisition."

2.3 Section 10.2 Current Directors and Senior Management of the Company

Section 10.2 of the Prospectus is amended by:

- (a) the removal of the section entitled "Andrew Bald (Executive Director)";
- (b) the title "Alexander Sundich (Chief Financial Officer and Company Secretary" is deleted and replaced with:

"Alexander Sundich (Executive Director, Chief Financial Officer and Company Secretary"

- (c) the following is added to the end of Mr Sundich's profile in Section 10.2:

"As set out in Section 10.1, Mr Sundich will resign on Settlement of the Acquisition."

2.4 Section 10.5 Personal Interests of Directors

Section 10.5 of the Prospectus is replaced with:

"Directors are not required under BUR's Constitution to hold any Shares to be eligible to act as a director.

Details of the Directors' and Proposed Directors' remuneration and relevant interest in the Securities of the Company upon completion of the Offer and the Acquisition are set out in the table below (on a post Consolidation basis):

Director	Remuneration for year ended 30 June 2014	Remuneration for year ended 30 June 2015	Proposed remuneration for current financial year	Shares	Options	Performance Shares
Existing Directors						
Michael Sandy ¹	\$120,000	\$107,000	\$2,000 per month ²	2,954,075	Nil	Nil
Peter Wall	N/A	N/A	\$2,000 per month	4,000,000 ³	Nil	Nil
Alexander Sundich ⁴	\$120,000	\$107,000	\$2,000 per month ⁵	7,726,875 ⁶	Nil	Nil
Proposed Directors						
Brett Mitchell	Nil	Nil	\$3,000 per month	10,000,000 ⁷	Nil	Nil
Meir Moalem	Nil	Nil	\$3,000 per month ⁸	219,333,334	Nil	80,666,666 ⁹
Yonatan Shrama	Nil	Nil	\$3,000 per month ¹⁰	219,333,333	Nil	80,666,667 ¹¹
Maya Glickman-Pariente	Nil	Nil	\$3,000 per month ¹²	Nil	Nil	Nil

Notes:

This Supplementary Prospectus is intended to be read with the prospectus dated 22 March 2016 issued by Bursleson Energy Ltd (to be renamed "Sky and Space Global Ltd" (ACN 117 770 475).

1. Mr Sandy will resign as a Director upon settlement of the Acquisition. Mr Sandy's Shares are held by Cresta Vista Pty Ltd as trustee for the Sandyburns Super Fund.
2. In addition to his Directors' fees, Mr Sandy receives a \$1,000 consulting fee per day for executive and administrative work provided to the Company as required.
3. 4,000,000 Shares held by Pheakes Pty Ltd <Senate A/C> of which Mr Wall is sole director and company secretary.
4. Mr Sundich will resign as a Director upon settlement of the Acquisition.
5. In addition to his Directors' fees, Mr Sundich receives a \$1,000 consulting fee per day for executive and administrative work provided to the Company as required.
6. 5,200,000 Shares are held by Pine Street Pty Ltd as trustee for Pine Street Trust and 2,526,875 Shares are held by Pine Street Pty Ltd as trustee for Pine Street Superannuation Fund.
7. To be held by Mr Mitchell or his controlled nominee.
8. Mr Moalem will also receive US\$11,000 per month for consultancy services provided to SSG as summarised in Section 13.6(a) of the Prospectus.
9. Consisting of 25,333,333 A Class Performance Shares, 25,333,333 B Class Performance Shares and 30,000,000 C Class Performance Shares.
10. Mr Shrama will also receive US\$8,800 per month for consultancy services provided to SSG as summarised in Section 13.6(c) of the Prospectus.
11. Consisting of 25,333,333 A Class Performance Shares, 25,333,334 B Class Performance Shares and 30,000,000 C Class Performance Shares."
12. Ms Glickman-Pariente will also receive US\$11,000 per month for consultancy services provided to SSG as summarised in Section 13.6(b) of the Prospectus.

3. 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.



Peter Wall
Director and Proposed Chairman
For and on behalf of
BURLESON ENERGY LTD