

THIRD SUPPLEMENTARY PROSPECTUS

TRAC GROUP HOLDINGS LIMITED (A.C.N. 115 007 540)

IMPORTANT NOTICE

This Supplementary Prospectus is dated 9 March 2016 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date (*Third Supplementary Prospectus*). This Third Supplementary Prospectus supplements:

- a) the Replacement Prospectus dated 23 December 2015 issued by Trac Group Holdings Limited and lodged with ASIC on that date;
- b) the Supplementary Prospectus dated 19 February 2016 and lodged with ASIC on that date (*First Supplementary Prospectus*); and
- c) the Supplementary Prospectus dated 2 March 2016 and lodged with ASIC on that date (*Second Supplementary Prospectus*).

This Third Supplementary prospectus must be read in conjunction with the Replacement Prospectus, the First Supplementary Prospectus and the Second Supplementary Prospectus.

ASIC and ASX Limited take no responsibility for the contents of this Third Supplementary Prospectus, the Second Supplementary Prospectus, the First Supplementary Prospectus or the Replacement Prospectus.

REASONS FOR THIS THIRD SUPPLEMENTARY PROSPECTUS

The purpose of this Third Supplementary Prospectus is to:

- a) extend the Closing Date of the Offer from 10 March 2016 to 27 May 2016 as permitted by the terms of the Offer under the Second Supplementary Prospectus; and
- b) notify investors that ASIC has exercised its relief powers pursuant to section 741(1) of the *Corporations Act 2001* (Cth) (the **Act**).

IMPORTANT DATES

Offer Closes	5pm (AEST) 27 May 2016
Completion	31 May 2016
Expected date for dispatch of holding statements	1 June 2016
Trading of shares commences on ASX (on a normal settlement basis)	7 June 2016

The closing date for the Offer has been extended to 5pm (AEST) on 27 May 2016. The dates in the important dates timetable set out by the Second Supplementary Prospectus, the First Supplementary Prospectus and page 7 of the Replacement Prospectus are amended as indicated above.

All references to any of the key dates listed above in the Replacement Prospectus, the First Supplementary Prospectus and the Second Supplementary Prospectus shall be replaced with the key dates set out above. The above timetable is indicative only. The Company reserves the right to vary the dates and times set out above subject to the Act and other applicable law. In particular, the Company reserves the right to close the Offer early, extend the Closing Date, accept late Applications or accept and process Applications once the Minimum Subscription is achieved while keeping the Offer open or extending the Closing Date for receipt of further Applications without notifying any recipients of this Supplementary Prospectus or any Applicants.

OVERVIEW OF RELIEF GRANTED BY ASIC

Section 723(3)(b) of the Act requires a person offering securities under a disclosure document which states or implies that securities are to be quoted on a financial market to refund any subscription money if those securities are not quoted within three (3) months of the date of the disclosure document (ie from the date of the Original Prospectus dated 10 December 2015).

The Closing Date of the Offer has been extended to 27 May 2016 under this Third Supplementary Prospectus. Accordingly, without relief from section 723(3)(b) being granted by ASIC, Trac Group Limited would be required to refund all Applicants' monies prior to the extended Closing Date.

On 8 March 2016, by ASIC Instrument 16-0175, ASIC granted relief (the **ASIC Relief**) by modifying section 723(3)(b) of the Act to the effect that the three (3) month period will commence from the date of the latest supplementary disclosure document lodged with ASIC which discloses that:

- a) the securities are not quoted; and
- b) Applicants are given one (1) month to withdraw their application and be repaid

This Third Supplementary Prospectus is the latest disclosure document lodged with ASIC.

The ASIC Relief also amends section 724(1)(a), which would ordinarily require the Company to refund all Applicants' monies in the event that the minimum subscription is not reached within four (4) months of the date of the disclosure document (ie from the date of the Original Prospectus dated 10 December 2015). Under the ASIC Relief, the four (4) month period will now commence from the date the latest supplementary disclosure document for the offer is lodged with ASIC that discloses that the securities are not admitted to quotation, and gives applicants 1 month to withdraw their application and be repaid (ie. the date of this Third Supplementary Prospectus).

APPLICATION WITHDRAWAL RIGHTS

A copy of this Third Supplementary Prospectus will be sent to all Applicants who have subscribed for Shares under the Prospectus prior to the date of this Third Supplementary Prospectus. In accordance with sections 723 and 724 of the Act (as amended by the ASIC Relief), the Company will allow investors who have lodged Applications under the Prospectus prior to the date of this Third Supplementary Prospectus one (1) month from the date of this Third Supplementary Prospectus to obtain a refund of their Application monies if they do not wish to proceed with their Application.

Any investor who wishes to obtain a refund should write to the Company at the following address:

Jason Perkins
Trac Group Holdings Ltd
Level 49, Governor Phillip Tower
1 Farrer Place
Sydney, NSW 2000

If you do not wish to withdraw your Application, you do not need to take any action.

DIRECTORS' CONSENT

Each of the Directors of Trac Group Holdings Limited has consented to the lodgement of this Third Supplementary Prospectus with the Australian Securities and Investments Commission.

Signed for and on behalf of Trac Group Holdings Limited:



Jason Perkins
Chief Executive Officer

Dated: 9 March 2016