

This is a Supplementary Prospectus dated 10 January 2017 and is intended to be read with the Replacement Prospectus dated 3 January 2017 relating to the Offer to apply for Shares in the Company.

## **Cobalt Blue Holdings Limited** **ACN 614 466 607** **Supplementary Prospectus**

### **Important Information**

This supplementary prospectus is dated 10 January 2017 (**Supplementary Prospectus**) and was lodged with the Australian Securities and Investments Commission (**ASIC**) on the same date. This Supplementary Prospectus supplements the Replacement Prospectus dated 3 January 2017 (**Replacement Prospectus**) issued by Cobalt Blue Holdings Limited ACN 614 466 607 (**Company**) in relation to the Offer of Shares by the Company.

Neither ASIC nor ASX takes any responsibility for the contents of this Supplementary Prospectus. This Supplementary Prospectus must be read together with the Replacement Prospectus.

Pursuant to section 719(4) of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Replacement Prospectus is taken to include the Supplementary Prospectus. If there is a conflict between the Replacement Prospectus and the Supplementary Prospectus, the Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined in the Replacement Prospectus have the same meaning in this Supplementary Prospectus.

This Supplementary Prospectus provides important information to assist investors in deciding whether to invest in the Company and should be read in its entirety. If, after reading this Supplementary Prospectus, you have any questions, you should consult your professional adviser.

This Supplementary Prospectus and the Replacement Prospectus can be accessed online at [www.cobaltblueholdings.com](http://www.cobaltblueholdings.com).

### **1. Amendments to the terms of the Bonus Options**

The Board of the Company has determined to make the terms of the Bonus Options consistent with the terms of the Loyalty Options to be issued to Applicants under the Replacement Prospectus.

In particular, the Board has determined to amend the expiry date of the Loyalty Options to be the date that is three years from the date of vesting of the Bonus Options. The Bonus Options will vest on the date that is three months following the commencement of trading of the Company's Shares on the ASX (**Vesting Date**), provided that on the Vesting Date, the holder of the Bonus Options holds the Shares it received in accordance with the terms of the In Specie Distribution. Up to the Vesting Date, the Bonus Options are non-transferable.

Accordingly, the following changes are made to the Replacement Prospectus:

- in section 2.2 of the Replacement Prospectus, the first two paragraphs under the heading "BONUS OPTIONS" are deleted and replaced with the following two paragraphs:

*"In addition to the In Specie Distribution, the Company proposes to issue 8,750,000 Options to BPL Shareholders on the basis of 1 Option for every 4 Shares received by the BPL Shareholders under the In Specie Distribution. The Options will be issued for nil consideration. Each Option has an exercise price of A\$0.25 and will expire three years from the date of vesting of the Bonus Options. The number of Bonus Options to vest will be calculated in the same manner as the number of Loyalty Options to vest will be calculated (refer to section 2.3). The Bonus Options will vest on the date that is three months following the commencement of trading of the Company's Shares on the ASX (**Vesting Date**),*

*provided that on the Vesting Date, the holder of the Bonus Options holds the Shares it received in accordance with the terms of the In Specie Distribution. Up to the Vesting Date, the Bonus Options are non-transferable. Thereafter, the Options are transferrable.*

*The Company will apply to the ASX to have the Options quoted on the ASX from the Vesting Date."; and*

- in section 9.3 of the Replacement Prospectus, Note 1 is amended by:
  - (i) deleting the following sentences "*The Options will be issued for nil consideration, have an exercise price of A\$0.25 and will expire three years from the date of issue of the Option. Each Option vests on issue.*"; and
  - (ii) inserting the following sentences in their place: "*The Options will be issued for nil consideration, have an exercise price of A\$0.25 and will expire three years from the date of vesting of the Option. Each Option vests on the date that is three months following the commencement of trading of the Company's Shares on the ASX (**Vesting Date**), provided that on the Vesting Date, the holder of the Bonus Options holds the Shares it received in accordance with the terms of the In Specie Distribution.*".

## 2. **Directors' belief**

The Directors believe that the information contained in this Supplementary Prospectus is not materially adverse from the point of view of an investor.

## 3. **Directors' authorisation**

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with ASIC.

Dated: 10 January 2017



Signed for and on behalf of  
Cobalt Blue Holdings Limited  
Robert Biancardi  
Chairman

**Note:** All other details in relation to the terms of the Offer and other matters under the Replacement Prospectus remain unchanged. This Supplementary Prospectus must be read in conjunction with the Replacement Prospectus.