



Second Supplementary Prospectus

WAG Limited

ABN: 63 008 666 233

Important Information

This is a supplementary prospectus (**Second Supplementary Prospectus**) intended to be read with the prospectus dated 2 October 2013 and the Supplementary Prospectus dated 11 October 2013 (together the **Original Prospectus**) issued by WAG Limited (ABN: 63 008 666 233) (**Company**).

This Second Supplementary Prospectus is dated 16 December 2013 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that day. ASIC, ASX Limited (**ASX**) and their respective officers do not take any responsibility as to the contents of this Second Supplementary Prospectus.

Other than as set out below, all details in relation to the Original Prospectus remain unchanged. To the extent of any inconsistency between this Second Supplementary Prospectus and the Original Prospectus, the provisions of this Second Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Original Prospectus have the same meaning in this Second Supplementary Prospectus.

This Second Supplementary Prospectus will be issued with the Original Prospectus as an electronic prospectus and may be accessed from the ASX website at www.asx.com.au. The Company has no current Applications as at the date of this Second 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 advisors without delay.

1 EXTENSION OF TIME TO OBTAIN QUOTATION AND RAISE MINIMUM SUBSCRIPTION

In accordance with the Corporations Act, if a person offers securities under a disclosure document (e.g. a prospectus) and the disclosure document states or implies that the securities are to be quoted on a financial market (e.g. ASX) and the securities are not admitted to quotation within 3 months after the date of the disclosure document (**Quotation Condition**) then an issue or transfer of securities in response to an application made under the disclosure document is void and the person offering the securities must return the money received by the person from the applicants as soon as practicable.

In addition, the Corporations Act provides that where a disclosure document states that the securities will not be issued or transferred unless a minimum amount is raised and that condition is not satisfied within 4 months after the date of the disclosure document the person must repay the monies received from the applicants or give the applicants a supplementary disclosure document and 1 month to withdraw their application and be repaid.

Accordingly, the Company has until 2 January 2014 to have the Shares offered pursuant to the Original Prospectus admitted to quotation on the ASX and until 2 February 2014 to raise the minimum subscription of \$3,000,000.

2 STATUS OF THE OFFER

As at the date of this Second Supplementary Prospectus the Company has no current Applications.

The Company has not raised the minimum subscription provided for in the Original Prospectus of \$3,000,000, and no Applications have been processed and no Shares have been issued pursuant to the Original Prospectus.

Accordingly, the Company is not offering Applicants the right to withdraw Application Forms as a result of the issue of this Second Supplementary Prospectus or the ASIC Modification (as defined below).

3 ASIC MODIFICATION

On 10 December 2013 the Company was granted a modification of the Corporations Act by ASIC (**ASIC Modification**). The effect of the ASIC Modification is to give the Company:

- (a) a further 3 months after the date of this Second Supplementary Prospectus to obtain quotation of the Shares on ASX (i.e. by 16 March 2014); and
- (b) a further 4 months after the date of this Second Supplementary Prospectus to raise the minimum subscription (i.e. by 16 April 2014).

4 CLOSING DATE

Given the ASIC Modification, the Company has extended the Closing Date.

Accordingly, references to the Closing Date in the Original Prospectus are amended and the Timetable to the Offer set out in section 1 of the Original Prospectus is deleted and replaced with the following timetable:

Timetable to the Offer

Opening Date of the Offer	2 October 2013
Closing Date of the Offer ¹	10 January 2014
Allotment of Shares under this Prospectus ²	23 January 2014
Quotation of Shares on the ASX	24 January 2014

¹ Prospective investors are encouraged to apply as soon as possible, as the Company reserve the right to close the Offer early or later as indicated above without prior notice.

² Subject to ASX granting the Company a waiver of Listing Rule 14.7.

This timetable is indicative only, and may change, subject to the Corporations Act and Listing Rules.

5 APPLICATIONS

Applications for Shares under the Public Offer must be made using the Application Form attached to or accompanying this Second Supplementary Prospectus (**Supplementary Application Form**). Applications must NOT be made on the Application Form attached to or accompanying the Original Prospectus.

The Supplementary Application Form contains detailed instructions on how it is to be completed.

Applications must be for a minimum of 10,000 Shares (on a post Consolidation basis) (being minimum application moneys of \$2,000), and thereafter in multiples of 1,000 Shares (on a post Consolidation basis) (\$200).

The Supplementary Application Form must be accompanied by a cheque in Australian dollars, for the full amount of your application moneys. Cheques must be made payable to 'WAG Limited - Share Offer Account' and should be crossed 'Not Negotiable'.

Completed Supplementary Application Forms and accompanying cheques must be received by no later than 5.00pm (WST) on the Closing Date by the Share Registry:

By post to:	By delivery to:
WAG Limited	Computershare Investor Services Pty Ltd
c/- Computershare Investor Services Pty Ltd	Level 2, 45 St Georges Terrace
GPO Box 2975	PERTH WA 6000
MELBOURNE VIC 3001	

The Company reserves the right to extend the Public Offer or close the Public Offer early without notice. Applicants are therefore urged to lodge their Supplementary Application Form as soon as possible.

6 ASX LISTING

The second paragraph of section 10.11 of the Original Prospectus is replaced by the following:

“The Company applied to the ASX within 7 days after the date of the Original Prospectus for official quotation of the Shares offered by this Prospectus on ASX.

Following the ASIC Modification, if the Shares are not admitted to quotation within 3 months after the date of the latest supplementary disclosure document for the Offer lodged with ASIC which discloses that the securities are not admitted to quotation and gives applicants 1 month to withdraw their application and be repaid, none of the Shares offered by this Prospectus will be allotted or issued. In these circumstances, all Applications will be dealt with in accordance with the Corporations Act including the return of all application moneys without interest.”

7 CONSENT TO BE NAMED

Computershare Investor Services Pty Limited has given and, as at the date of this Second Supplementary Prospectus, has not withdrawn, its written consent to be named as Share Registrar in the form and context in which it is named.

Computershare Investor Services Pty Limited has had no involvement in the preparation of any part of this Second Supplementary Prospectus other than being named as Share Registrar to the Company. Computershare Investor Services Pty Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of this Second Supplementary Prospectus.

8 DIRECTORS' AUTHORISATION

This Second 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 lodgment of this Second Supplementary Prospectus with the ASIC.

Dated: 16 December 2013



Steven Pynt
for and on behalf of
WAG Limited

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WAG Limited

ABN 63 008 666 233

APPLICATION FORM

Before completing this application form, you should read the prospectus dated 2 October 2013, the supplementary prospectus dated 11 October 2013 and the second supplementary prospectus dated 16 December 2013 (together the **Prospectus**) and all instructions on the reverse of this form. No Shares will be issued pursuant to the Prospectus later than 13 months after the date of the Prospectus.

Share Registrars use only

Broker/Dealer stamp only

A Number of Shares applied for

B Total amount payable
cheque(s) to equal this amount

at \$ 0.20 each = A\$

You must apply for a minimum of 10,000 Shares (\$2,000) and thereafter in multiples of 1,000 Shares (\$200)

You may be allocated all of the Shares above or a lesser number by the directors.

C Full name details title, given name(s) (no initials) and surname or company name

Name of applicant 1

Name of joint applicant 2 or <account name>

Name of joint applicant 3 or <account name>

D Tax file number(s)

Or exemption category

Applicant 1/company

Joint applicant 2/ trust

Joint applicant 3/exemption

E Full postal address

Number/street

Suburb/town

State/postcode

F CHESS HIN (if applicable)

G Contact Details

Contact email address

Contact Name

Contact daytime telephone number

H Cheque payment details

Drawer

Cheque number

BSB number

Account number

Total amount of cheque

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Cheques should not be marked "Not Negotiable" and made payable "WAG Limited - Share Offer Account".

DECLARATION AND STATEMENTS:

By lodging this application form:

- I/We declare that all details and statements made by me/us are complete and accurate;
- I/We agree to be bound by the terms and conditions set out in the Prospectus and by the Constitution of company;
- I/We acknowledge that the company will send me/us a paper copy of the Prospectus free of charge if I/We request so during the currency of the Prospectus;
- I/We authorise the company to complete and execute any documentation necessary to effect the issue of Shares to me/us; and
- I/We acknowledge that returning the application form with the application monies will constitute my/our offer to subscribe for Shares in WAG Limited and that no notice of acceptance of the application will be provided.

TO MEET THE REQUIREMENTS OF THE CORPORATIONS ACT 2001, THIS FORM MUST NOT BE HANDED TO ANY PERSON UNLESS IT IS ATTACHED TO OR ACCOMPANIED BY THE PROSPECTUS DATED 2 OCTOBER 2013, THE SUPPLEMENTARY PROSPECTUS DATED 11 OCTOBER 2013 AND THE SECOND SUPPLEMENTARY PROSPECTUS DATED 16 December 2013.

Guide to WAG Limited Application Form

This Application Form relates to the offer of 15,000,000 fully paid ordinary shares ("Shares") in WAG Limited at \$0.20 per Share pursuant to the Prospectus. The expiry date of the Prospectus is the date which is 13 months after the date of the Prospectus. The Prospectus contains information about investing in the Shares of the Company and it is advisable to read these documents before applying for Shares. A person who gives another person access to this Application Form must at the same time and by the same means give the other person access to the Prospectus. While the Prospectus is current, the Company will send paper copies of the Prospectus and an Application Form, on request and without charge.

Please complete all relevant sections of the Application Form using BLOCK LETTERS. These instructions are cross-referenced to each section of the Application Form. Further particulars and the correct forms of registrable titles to use on the Application Form are contained below.

- A Insert the number of Shares you wish to apply for.
- B Insert the relevant amount of Application monies. To calculate your Application monies, multiply the number of Shares applied for by the sum of \$0.20.
- C Write the full name you wish to appear on the statement of holdings. This must be either your own name or the name of the company. Up to three joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected. Clearing House Electronic Sub-Register System (CHES) participants should complete their name and address in the same format as that is presently registered in the CHES system.
- D Enter your Tax File Number (TFN) or exemption category. Where applicable, please enter the TFN for each joint Applicant. Collection of TFN(s) is authorised by taxation laws. Official Quotation of your TFN is not compulsory and will not affect your Application.
- E Please enter your postal address for all correspondence. All communications to you from the share registry will be mailed to the person(s) and address as shown. For Joint Applicants, only one address can be entered.
- F The Company will apply to ASX to participate in CHES, operated by ASX Settlement and Transfer Corporation Pty Ltd, a wholly owned subsidiary of Australian Stock Exchange Limited.
If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold securities allotted to you under this Application in uncertificated form on the CHES sub-register, complete Section G or forward your Offer Application Form to your sponsoring participant for completion of this section prior to lodgement. Otherwise, leave Section G blank and on allotment you will be sponsored by the Company and an SRN will be allocated to you. For further information refer to section 8.11 of the Prospectus.
- G Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your Application.
- H Please complete cheque details as requested:
Make your cheque payable to "WAG Limited - Share Offer Account" in Australian currency and cross it "Not Negotiable". Your cheque must be drawn on an Australian Bank. The amount should agree with the amount shown in Section B. Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected.
- I Before completing the Offer Application Form the Applicant(s) should read the Prospectus to which the Application relates. By lodging the Application Form, the Applicant(s) agrees that this Application is for Shares in the Company upon and subject to the terms of this Prospectus agrees to take any number of Shares equal to or less than the number of Shares indicated in Section A that may be allotted to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Offer Application Form.

Privacy - Please refer to Section 11.5 of the Prospectus for details about the collection, holding and use of your personal information. If you do not provide the information required on this Offer Application Form, the Company may not be able to accept or process your Application.

Correct form of Registrable Title

Note that only legal entities are allowed to hold Shares. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual Use names in full, no initials	<i>Mr John Alfred Smith</i>	<i>JA Smith</i>
Minor (a person under the age of 18) Use the name of a responsible adult; do not use the name of a minor.	<i>John Alfred Smith</i> <i><Peter Smith></i>	<i>Peter Smith</i>
Company Use company title, not abbreviations	<i>ABC Pty Ltd</i>	<i>ABC P/L</i> <i>ABC Co</i>
Trusts Use trustee(s) personal name(s), do not use the name of the trust	<i>Mrs Sue Smith</i> <i><Sue Smith Family A/C></i>	<i>Sue Smith Family Trust</i>
Deceased Estates Use executor(s) personal name(s), do not use the name of the deceased	<i>Ms Jane Smith</i> <i><Est John Smith A/C></i>	<i>Estate of late John Smith</i>
Partnerships Use partners personal names, do not use the name of the partnership	<i>Mr John Smith and Mr Michael Smith</i> <i><John Smith and Son A/C></i>	<i>John Smith and Son</i>

Return your completed Application Form to:

By Post to

WAG Limited
c/- Computershare Investor Services Pty Ltd
GPO Box 2975
MELBOURNE VIC 3001

Or Delivered to

Computershare Investor Services Pty Ltd
Level 2, 45 St Georges Terrace
PERTH WA 6000

Application Forms must be received no later than 5.00 pm WST time on 10 January 2014