

SUPPLEMENTARY PROSPECTUS

INDOOR SKYDIVE AUSTRALIA GROUP LIMITED ACN 154 103 607

This supplementary prospectus (“**Supplementary Prospectus**”) is dated 5 December 2012 and is supplementary to the prospectus dated 1 November 2012 (“**Prospectus**”) issued by Indoor Skydive Australia Group Limited ACN 154 103 607 (“**Company**”) relating to the initial public offering of up to 60,000,000 Ordinary Shares in the Company at an offer price of \$0.20 cents each to raise up to \$12 million.

This Supplementary Prospectus was lodged with the Australian Securities and Investments Commission (“ASIC”) on 5 December 2012. Neither ASIC nor Australian Securities Exchange Limited (“ASX”), nor their respective officers, take any responsibility for the contents of this Supplementary Prospectus or the merits of the investment to which this Supplementary Prospectus relates.

This Supplementary Prospectus was issued by the Company to supplement the Prospectus and must be read together with the Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail to the extent of the inconsistency. Unless the context otherwise requires, terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus.

The Company has issued both a printed and electronic version of this Supplementary Prospectus and the Prospectus. Electronic versions of both may be accessed at www.indoorskydiveaustralia.com.au.

The Prospectus and this Supplementary Prospectus are important documents and should both be read in their entirety. Please consult your accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest or if you do not fully understand the contents of these documents.

This Supplementary Prospectus contains particulars of changes to the Prospectus. Other than the changes set out below, all other details in relation to the Prospectus remain unchanged.

1. CHANGES TO THE OFFER PERIOD AND KEY DATES

The Closing Date of the Offer has been extended to 5.00pm (AEDT) on **Friday, 14 December 2012**. As a consequence of the extension of the Closing Date, the key dates for the Offer set out in the indicative timetable on page 3 of the Prospectus from the Closing Date onwards have changed. The key date changes below will now apply to the indicative timetable for the Offer:

| Key Date | Previous Date (Prospectus) | Current Date (Supplementary Prospectus) |
|--|----------------------------------|--|
| Closing Date | 5 December 2012 (5.00pm AEDT) | 14 December 2012 (5.00pm AEDT) |
| Expected date for despatch of holding statements | 11 December 2012 | 19 December 2012 |
| Expected date for ASX Listing | 14 December 2012 | 28 December 2012 |
| Expiry Date | 1 December 2013 | 1 December 2013 |

The Company reserves the right to vary the dates and times of the Offer, including to close the Offer early, withdraw the Offer, further extend the Closing Date or to accept late Applications, without notice.

This is a Supplementary Prospectus intended to be read with the Prospectus dated 1 November 2012 relating to the initial public offer of Ordinary Shares in Indoor Skydive Australia Group Limited

2. REASON FOR CHANGE OF KEY DATES

Subsequent to the issue of the Prospectus, the Company is giving a short extension of the Closing Date to Friday, 14 December 2012 because it has come to the attention of the Board that some potential investors may have been disenfranchised by the timing of the current closing date.

3. HOW TO APPLY FOR SHARES

The Offer of Shares is made in the Prospectus (as supplemented by this Supplementary Prospectus).

If you wish to apply for Shares, please complete and return an Application Form which is attached to or accompanies the Prospectus, following the instructions set out at page 12 of the Prospectus and on the Application Form, or submit your Application Form electronically following the instructions set out at page 12 of the Prospectus and on the Application Form via www.boardroomlimited.com.au/ISAGroupOffer.

The Application Form (whether paper Application Form or electronic Application Form) must be received by 5.00pm (AEDT) on the Closing Date (as specified in the indicative timetable set out in section 1 above).

4. APPROVAL OF SUPPLEMENTARY PROSPECTUS

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors of the Company.

In accordance with section 720 of the Corporations Act 2001, each of the Directors of the Company has given, and has not withdrawn, their consent to the lodgement of this Supplementary Prospectus with ASIC.

Signed for and on behalf of Indoor Skydive Australia Group Limited:



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WAYNE JONES
Director