

Spring FG Limited

(ACN 169 037 058)

Supplementary Prospectus

This is a Supplementary Prospectus issued by Spring FG Limited (ACN 169 037 058) (**Company**). It supplements, and is intended to be read together with, the Prospectus issued by the Company dated 12 December 2014 (**Prospectus**) relating to the offer of up to 13,333,333 fully paid ordinary shares (**Shares**) in the Company.

This Supplementary Prospectus is dated 18 February 2015 and was lodged with the Australian Securities and Investments Commission (**ASIC**) pursuant to section 719 of the Corporations Act 2001 (**Corporations Act**) on that date. ASIC and its officers take no responsibility for the contents of this Supplementary Prospectus.

Pursuant to section 719(4) of the Corporations Act, the information set out below is taken to be included in the Prospectus. Terms defined in the Prospectus have the same meaning in this Supplementary Prospectus except if otherwise defined in the Supplementary Prospectus.

This Supplementary Prospectus prevails to the extent of any inconsistency with the Prospectus.

A copy of this Supplementary Prospectus will be available on the Company's website (www.springfg.com).

1. Purpose of this Document

The purpose of this Supplementary Prospectus is to:

- confirm that the Offer has been oversubscribed;
- allow the Company to accept oversubscriptions and provide additional disclosure as a consequence of this;
- extend the Offer Period; and
- update investors in relation to timing of listing the Company on ASX.

2. Oversubscriptions

As at the date of this Supplementary Prospectus, the Company has received applications in excess of the Shares available under the Prospectus. In view of this excess demand, the Board has determined that it will accept oversubscriptions for a further 1,500,000 Shares to raise an additional \$450,000.

If fully subscribed, the Offer would result in the number of Shares on issue increasing from 100,621,752 to 113,955,085. If the full capacity for oversubscriptions was also accepted, the number of Shares would increase to 115,455,085. The additional Shares would represent approximately 1.3% of the post-issue capital of the Company.

3. Extension of the Offer Period

The Directors have resolved to extend the Closing Date to 20 February 2015 and the Company has received conditional approval to list on ASX. Based on this, the revised Key Offer Dates as amended by this Supplementary Prospectus are set out below:

Lodgement of Supplementary Prospectus with ASIC	18 February 2015
Expected close of Offer (5.00pm)	20 February 2015
wSettlement	27 February 2015
Issue and allotment of Shares	27 February 2015
Expected despatch of holding statements	3 March 2015
Trading of Shares expected to commence on ASX	9 March 2015

Note: This timetable is indicative only. Unless otherwise indicated, all times are references to AEDT. The Company reserves the right to amend this indicative timetable subject to the Corporations Act and the ASX Listing Rules.

4. Changes to Offer Termsw

As set out above, the Directors have resolved to accept oversubscriptions for a further 1,500,000 Shares to raise an additional \$450,000 and to extend the Closing Date to 20 February 2015.

4.1 Key Offer Statistics

The changes referred to in this Section 4 affect the Key Offer Statistics outlined in the Key Offer Information Section of the Prospectus. The revised Key Offer Statistics are as follows:

	Based on Offer as set out in the Prospectus	Based on acceptance of oversubscriptions pursuant to this Supplementary Prospectus
Offer Price per Share	\$0.30	\$0.30
Total number of Shares available under the Offer	13,333,333	14,833,333
Total number of Shares on issue following the Offer	113,955,085	115,455,085
Amount to be raised under the Offer	\$4,000,000	\$4,450,000
Indicative market capitalisation of the Offer Price of \$0.30 per Share	\$34,185,526	\$34,636,526
Price-to-earnings ratio based on FY2015 Pro-Forma Forecast	6.52 times	6.60 times
Indicative dividend yield based on Offer Price and forecast FY2015 dividend	8.8% fully-franked	8.8% fully-franked

Note: The indicative dividend yield based on Offer Price and forecast FY2015 dividend remains unchanged as the forecast dividend remains at \$0.026 per Share

The Key Offer Statistics Section of the Prospectus is amended accordingly.

4.3 Capital Structure

The changes referred to in this Section 4 affect the capital structure set out in Section 1.4 of the Prospectus and the voting power of the Directors that will hold more than 10% of the voting power in the Company after completion of the Offer.

The revised capital structure table is as follows:

	Based on Offer as set out in the Prospectus	Based on acceptance of oversubscriptions pursuant to this Supplementary Prospectus
Amount Raised	\$4,000,000	\$4,450,000
Number of Shares on issue before the Offer	100,621,752	100,621,752
Number of Shares available under the Offer	13,333,333	14,833,333
Total Number of Shares on issue following the Offer	113,955,085	115,455,085
Percentage of Shares held by Directors after the Offer	46.09%	45.59%
Indicative market capitalisation (based on Offer Price of \$0.30 per Share) (1)	\$34,186,526	\$34,636,526

(1) This is likely to change from time-to-time once the Company is listed

The revised voting power of directors that will hold voting power of more than 10% in the Company after completion of the Offer:

Holder	% Held based on Offer as set out in the Prospectus	% Held based on acceptance of oversubscriptions pursuant to this Supplementary Prospectus
Keith Cullen	28.86%	28.49%
Chris Kelesis	16.80%	16.58%

Section 1.4 of the Prospectus is amended accordingly.

4.5 Escrow Arrangements

The changes referred to in this Section 4 affect the relevant percentages related to the escrow arrangements and free-float of Shares set out in Section 1.5 of the Prospectus. The below table sets out the revised percentages relevant to the escrow arrangements and free-float of Shares based on acceptance of oversubscriptions pursuant to this Supplementary Prospectus:

Shareholder/s	Escrowed for 12 months	Percentage	Escrowed for 24 months	Percentage	Total Escrowed	Percentage
Keith Cullen and related entities	-	-	32,890,488	28.49%	32,890,488	28.49%
Chris Kelesis and related entities	-	-	19,140,831	16.58%	19,140,831	16.58%
Other holders	10,954,109	9.49%	8,999,645	7.79%	19,953,754	17.28%
Total	10,954,109	9.49%	61,030,964	52.86%	71,985,073	62.35%

Free float of Shares	At completion of Offer	Percentage	After 12 months	Percentage	After 2 years	Percentage
	43,470,012	37.65%	54,424,121	47.14%	115,455,085	100.0%

4.6 Directors' Interests in Shares

The changes referred to in this Section 4 affect the directors' interests in Shares table set out in Section 4.12 of the Prospectus. The revised directors' interests in Shares table is as follows:

Name	Shares currently held	Shares Held after the Offer	Percentage held after the Offer based on the Offer as set out in the Prospectus	Percentage held after the Offer based on acceptance of oversubscriptions pursuant to this Supplementary Prospectus
Executive Directors				
Keith Cullen	32,890,488	32,890,488	28.86%	28.49%
Chris Kelesis	19,140,831	19,140,831	16.80%	16.58%
Non-Executive Directors				
Guy Hedley	51,370	369,370	0.32%	0.32%
Jeff Zulman	119,863	119,863	0.11%	0.10%

Section 4.12 of the Prospectus is amended accordingly.

4.7 Key Financial Information

The changes referred to in this Section 4 will result in changes to the summarised Pro Forma Historical Consolidated Statement of Financial Position of the Company as at 30 June 2014 as set out in Tables 3 and 4 in Section 5.11 of the Prospectus.

The following tables set out the revised Table 3 of the Pro Forma Historical Consolidated Statement of Financial Position of the Company as at 30 June 2014 and the revised Table 4 detailing the pro forma adjustments summarised in Table 3 based on acceptance of oversubscriptions pursuant to this Supplementary Prospectus:

Revised Table 3: Pro Forma Historical Consolidated Statement of Financial Position as at 30 June 2014

TABLE 3 A\$'000 (thousand)	Actual 30/06/2014 ¹	Pro Forma Adjustments ²	Pro Forma 30/06/2014 ³
Current Assets:			
Cash and cash equivalents	\$759	\$2,505	\$3,264
Trade and other receivables	\$3,413	(\$277)	\$3,136
Other current assets	\$274		\$274
Total current assets	\$4,446	\$2,228	\$6,674
Non-current assets:			
Trade and other receivables	\$1,405	\$1,050	\$2,455
Plant and equipment	\$528	\$10	\$538
Intangibles	\$3,899	\$2,727	\$6,626
Deferred tax assets	\$51	\$179	\$230
Other non-current assets	\$2		\$2
Total non-current assets	\$5,885	\$3,966	\$9,851
Total assets	\$10,331	\$6,194	\$16,525
Current liabilities:			
Trade and other payables	\$1,500	\$219	\$1,719
Provisions	\$113	\$84	\$197
Current tax liabilities	\$873		\$873
Total current liabilities	\$2,486	\$303	\$2,789
Non-current liabilities:			
Provisions			
Total non-current liabilities			
Total liabilities	\$2,486	\$303	\$2,789
Net assets	\$7,845	\$5,891	\$13,736
Equity:			
Issued capital	\$6,132	\$7,344	\$13,476
Reserves			
Retained earnings	\$1,713	(\$1,453)	\$260
Total equity	\$7,845		\$13,736

Revised Table 4: Detail of pro forma adjustments summarised in Table 3

TABLE 4 A\$'000 (thousand)	PDFG Acquisition	Issue of shares	Pre-IPO dividend	Issue of shares	IPO costs	Net Adjustment
Current Assets:						
Cash and cash equivalents	\$345		(\$132)	\$2,888	(\$596)	\$2,505
Trade and other receivables	\$283		(\$560)			-\$277
Other current assets						
Total current assets						
Non-current assets:						\$2,228
Trade and other receivables		\$1,050				\$1,050
Plant and equipment	\$10					\$10
Intangibles	\$2,727					\$2,727
Deferred tax assets					\$179	\$179
Other non-current assets						
Total non-current assets						\$3,966
Total assets						\$6,194
Current liabilities:						
Trade and other payables	(\$1,781)			\$1,562		\$219
Provisions	(\$84)					\$84
Current tax liabilities						
Total current liabilities						\$303
Non-current liabilities:						
Provisions						
Total non-current liabilities						
Total liabilities						\$303
Net assets						\$5,891
Equity:						
Issued capital	(\$1,500)	(\$1,050)	(\$543)	(\$4,450)	\$198	\$7,344
Reserves						
Retained earnings			\$1,235		\$219	\$1,454
Total equity						\$5,891

5. Directors' Authorisation

Each Director has given and has not withdrawn their consent to the lodgement of this Supplementary Prospectus with ASIC.