

**KILLARA RESOURCES LIMITED  
(TO BE RENAMED "BUYMYPLACE.COM.AU LTD")  
ACN 132 204 561**

**SECOND SUPPLEMENTARY PROSPECTUS**

**IMPORTANT INFORMATION**

This is a second supplementary prospectus (**Second Supplementary Prospectus**) intended to be read with the first supplementary prospectus dated 20 January 2016 (**First Supplementary Prospectus**) and the prospectus dated 21 December 2015 (**Prospectus**), issued by Killara Resources Limited (to be renamed "Buymyplace.com.au Ltd") (ACN 132 204 561) (**Company**).

This Second Supplementary Prospectus is dated 19 February 2016 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. The ASIC and its officers take no responsibility for the contents of this Second Supplementary Prospectus.

This Second Supplementary Prospectus should be read together with the Prospectus and the First Supplementary Prospectus. Other than as set out below, all details in relation to the Prospectus and the First Supplementary Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus and First Supplementary Prospectus have the same meaning in this Second Supplementary Prospectus. If there is a conflict between the Prospectus, First Supplementary Prospectus and this Second Supplementary Prospectus, this Second Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Prospectus and the First Supplementary Prospectus as an electronic prospectus and may be accessed on the Company's website at [www.killararesources.com](http://www.killararesources.com). The Company will send a copy of this Second Supplementary Prospectus to all Applicants who have subscribed for Shares pursuant to the Prospectus prior to 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 advisers without delay.

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**1. BACKGROUND**

By this Second Supplementary Prospectus, the Company makes the amendments to the Prospectus as set out in Section 2 below for the purpose of decreasing the minimum subscription under the Public Offer from \$5,000,000 to \$3,750,000.

The amendments to the Prospectus outlined in Section 2 below should be read in conjunction with the Prospectus and the First Supplementary Prospectus.

The Company does not consider the reduction in the minimum subscription to be materially adverse to investors as the Board believes that the funds raised from the Public Offer (as amended by this Second Supplementary Prospectus), combined with existing funds will provide the Company with sufficient working capital at anticipated expenditure levels to achieve its objectives set out in the Prospectus.

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**2. AMENDMENTS TO THE PROSPECTUS**

The Directors have resolved to reduce the minimum subscription to be raised pursuant to the Public Offer to \$3,750,000. As a result of the reduction in the minimum subscription, the following amendments are made to the Prospectus.

**2.1 General**

All references to:

- (a) the Public Offer being for an offer of 25,000,000 Shares at an issue price of \$0.20 per Share to raise \$5,000,000 are replaced with the Public Offer being for an offer of up to 25,000,000 Shares at \$0.20 per Share to raise up to \$5,000,000; and
- (b) \$5,000,000 being the minimum subscription in respect of the Public Offer is replaced with the minimum subscription being \$3,750,000.

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**This Second Supplementary Prospectus is intended to be read with the Prospectus dated 21 December 2015 and First Supplementary Prospectus dated 20 January 2016 issued by Killara Resources Limited (to be renamed "Buymyplace.com.au Ltd") (ACN 132 204 561).**

## 2.2 Use of funds

Section 7.6 of the Prospectus is replaced with the table, notes and statements below:

Killara intends to apply funds raised from the Public Offer, together with existing cash reserves, in the next two years following re-admission to the Official List of the ASX (for the purpose of satisfying the ASX's requirements for re-listing following a significant change to the nature and scale of the Company's activities) as follows:

Item	Minimum subscription of \$3,750,000 under Public Offer (\$)	Maximum subscription of \$5,000,000 under Public Offer (\$)
Existing cash reserves <sup>1</sup>	84,000	84,000
Funds raised under Public Offer	3,750,000	5,000,000
<b>TOTAL</b>	<b>3,834,000</b>	<b>5,084,000</b>
Marketing <sup>2</sup>	1,555,000	1,633,000
Sales & Business Development <sup>3</sup>	286,000	324,000
IT and infrastructure	77,000	233,000
Employment costs	973,000	1,592,000
Expenses of Offers <sup>4</sup>	391,000	590,000
Extinguishment of debt <sup>5</sup>	250,000	250,000
Working capital	302,000	462,000
<b>TOTAL</b>	<b>3,834,000</b>	<b>5,084,000</b>

### Notes:

1. Balances as at 16 February 2016, comprising \$6,000 of Killara funds and \$78,000 of buyMyplace funds.
2. The above marketing spend assumes that buyMyplace generates no revenue in the foreseeable future. Consistent with past experience, buyMyplace's internal budgets assume that the planned marketing campaign results in the generation of customer leads and that a proportion of these leads are converted into property listings, from which buyMyplace will generate revenue. As per buyMyplace's audited account for FY 2015, buyMyplace generated revenue of \$980,000 on search engine marketing spend of \$98,350. A proportion of revenues generated by the business in the future may also be applied to marketing. Refer to Section 9 for further details regarding the Company's planned marketing campaign.
3. Sales and business development costs include the anticipated costs of contact centre staff (casual and full-time employees) that will be recruited to handle anticipated customer leads and property listings generated by the planned marketing campaign.
4. Refer to Section 2.5 of this Second Supplementary Prospectus for further details in relation to expenses of the Offers.
5. Comprising \$250,000 payable in respect of Director's loan balance as at 30 June 2015. Refer to the Investigating Accountant's Report set out in Section 13 of this Prospectus for further details.

The above table is a statement of current intentions as of the date of lodgement of this Second Supplementary Prospectus with the ASIC. As with any budget, intervening events and new circumstances have the potential to affect the ultimate way funds will be applied. The Board reserves the right to alter the way funds are applied on this basis.

Actual expenditure may differ significantly from the above estimates due to a change in market conditions, the development of new opportunities and other factors (including the risk factors outlined in Section 10).

The Board believes that the funds raised from the Public Offer, combined with existing funds will provide Killara with sufficient working capital at anticipated expenditure levels to achieve its objectives set out in this Prospectus.

## 2.3 Capital Structure

The tables showing the capital structure of the Company following completion of the Offers and all related matters and details of the Options on issue following completion of the Offers and all related matters in Section 7.7 of the Prospectus, together with the corresponding notes to the tables are replaced with the following:

	Minimum subscription of \$3,750,000 under Public Offer			Maximum subscription of \$5,000,000 under Public Offer (\$)		
Securities	Shares	Options <sup>1</sup>	Performance Rights	Shares	Options <sup>1</sup>	Performance Rights
Existing issued Securities	7,662,111	38,461	-	7,662,111	38,461	-
Consideration Shares <sup>2</sup>	25,000,000	-	-	25,000,000	-	-
Public Offer Shares	18,750,000	-	-	25,000,000	-	-
Employee Options <sup>3</sup>	-	13,650,000	-	-	13,650,000	-
Performance Rights <sup>4</sup>	-	-	13,650,000	-	-	13,650,000
Shares to be issued to promoters <sup>5</sup>	625,000	-	-	625,000	-	-
Shares to be issued on conversion of debt to equity	1,800,000	-	-	1,800,000	-	-
<b>Total Securities on issue upon re-listing on ASX</b>	<b>53,837,111</b>	<b>13,688,461</b>	<b>13,650,000</b>	<b>60,087,111</b>	<b>13,688,461</b>	<b>13,650,000</b>
Market capitalisation on re-listing (\$)	10,767,422	-	-	12,017,422	-	-
Deferred Consideration Shares <sup>7</sup>	15,000,000	-	-	15,000,000	-	-

### Notes

1. Refer below for the exercise price and expiry dates of these Options.
2. It is proposed to issue 25,000,000 Consideration Shares to the Vendors of buyMyplace as part consideration for the acquisition of 100% of the shares in buyMyplace. These Shares will be offered pursuant to the BMP Offer.
3. It is proposed to issue up to 13,650,000 Employee Options pursuant to the Employee Offer. Refer to Section 17.5 for details on the terms and conditions of these Options.
4. It is proposed to issue up to 13,650,000 Employee Performance Rights pursuant to the Employee Offer. Refer to Section 17.4 for details on the terms and conditions of these Performance Rights.
5. For a capital raising of \$3.75 million it is proposed to issue up to 625,000 Shares between Robert Kipp (208,334 Shares), Matthew Driscoll (208,333 Shares) and Infinity Corporate Pty Ltd (a

This Second Supplementary Prospectus is intended to be read with the Prospectus dated 21 December 2015 and First Supplementary Prospectus dated 20 January 2016 issued by Killara Resources Limited (to be renamed "Buymyplace.com.au Ltd" (ACN 132 204 561).

nominee of Peter Hartshorne) (208,333 Shares) pursuant to the Advisory Services Agreement summarised in Section 16.3.

For a capital raising of \$5 million it is proposed to issue up to 625,000 Shares between Robert Kipp (312,500 Shares), Matthew Driscoll (156,250 Shares) and Infinity Corporate Pty Ltd (a nominee of Peter Hartshorne) (156,250 Shares) with additional amounts paid in cash, pursuant to the Advisory Services Agreement summarised in Section **Error! Reference source not found..**

6. It is proposed to issue 1,800,000 Shares between Robert Kipp (600,000 Shares) and Matthew Driscoll (1,200,000 Shares) in lieu of directors fees and in part repayment of a loan furnished to the Company by Matthew Driscoll's company M&M Driscoll Nominees Pty Ltd.
7. It is proposed to issue up to 15,000,000 Deferred Consideration Shares to the Vendors of buyMyplace as part consideration for the acquisition of 100% of the shares in buyMyplace. These Shares will only be issued upon the achievement of certain milestones between the Settlement Date and 30 June 2019. Refer to Section 17.4 for further details.

Following completion the Offers and Settlement of the Acquisition the Company will have 13,688,462 Options on issue as outlined below.

Options	Exercise Price	Expiry Date / Term	Number
On issue as at date of this Second Supplementary Prospectus:			
Unlisted Options <sup>1</sup>	\$2.34	7 November 2017	19,230
Unlisted Options <sup>1</sup>	\$3.12	7 November 2017	19,231
Total existing unlisted Options			38,461
Issued pursuant to the Employee Offer <sup>2</sup> :			
Tranche 1	\$0.25	5 years from date of issue	4,550,000
Tranche 2	\$0.30	5 years from date of issue	4,550,000
Tranche 3	\$0.35	5 years from date of issue	4,550,000
<b>Total Options following completion of the Offers</b>			<b>13,688,461</b>

#### Notes

1. These Options are currently held by Mrs Leah Watson (Company Secretary of Killara). Mrs Watson will be issued with 450,000 new Options pursuant to the Employee Offer.
2. Options to be issued to Directors, Proposed Directors and key employees pursuant to the Employee Offer. The terms and conditions of these options, including vesting conditions, are set out in Section 17.5.

## 2.4 Statement of Financial Position

The pro forma statement of financial position contemplated by the table in Section 12.5 of the Prospectus is amended by addition of the following after the table:

The pro-forma consolidated statement of financial position is based on funds raised of \$5 million. If the minimum subscription amount is raised, capital raising costs will be \$515,962, total equity would be \$3,447,756, and the cash balance would be \$3,559,209. Capital raising costs for both the minimum and maximum subscription includes \$125,000 of non-cash expenses that will be satisfied by the issue of Shares to promoters and advisors as part of the success fee.

## 2.5 Cash expenses of the Offers

Section 17.11 of the Prospectus, showing the approximate cash expenses of the Offers, is replaced with the following:

**This Second Supplementary Prospectus is intended to be read with the Prospectus dated 21 December 2015 and First Supplementary Prospectus dated 20 January 2016 issued by Killara Resources Limited (to be renamed "Buymyplace.com.au Ltd" (ACN 132 204 561).**

The total cash expenses of the Offers (excluding GST) are estimated to be approximately \$390,962 for the minimum subscription and \$589,087 for the maximum subscription under the Public Offer and are expected to be applied towards the items set out in the table below.

Item of Expenditure	Minimum subscription of \$3,750,000 under Public Offer (\$)	Maximum subscription of \$5,000,000 raised under Public Offer (\$)
ASIC fees	2,320	2,320
ASX fees	65,767	67,017
Lead Manager fees <sup>1</sup>	215,625	287,500
Legal fees	75,000	75,000
Investigating Accountant's Fees	11,000	11,000
Intellectual Property Lawyer's Fees	1,880	1,880
Printing, Distribution and Roadshow expenses	19,370	19,370
Promoters Advisory Fee <sup>2</sup>	-	125,000
<b>TOTAL</b>	<b>390,962</b>	<b>589,087</b>

#### Notes

1. Lead Manager fees may vary depending on fees paid to external brokers in accordance with the Lead Manager Mandate. Refer to Section 16.4 for further details.
2. Success fee payable to promoters and advisers. Further details relating to the promoters and advisers fees (including those amounts to be satisfied by the issue of Shares) are included in Section 16.3.

### 3. INDICATIVE TIMETABLE

Section 3 of the Prospectus is replaced by the following:

Lodgement of Prospectus with the ASIC	21 December 2015
Opening Date of the Offers	21 December 2015
Last date for Existing Applicants to notify the Company of their election to withdraw their application	19 February 2016
Public Offer Closing Date	26 February 2016
BMP Offer Closing Date	26 February 2016
Employee Offer Closing Date	26 February 2016
Issue of Securities under the Offers	29 February 2016
Settlement of the Acquisition	29 February 2016
Despatch of holding statements	2 March 2016
Re-compliance with Chapters 1 and 2 of the ASX Listing Rules	8 March 2016
Re-quotation of Securities (including Shares issued under the Offers) on ASX	15 March 2016

*\*The above dates are indicative only and may change without notice. The Company, in consultation with the Lead Manager, reserves the right to extend the Public Offer Closing Date, the BMP Offer*

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*Closing Date, and the Employee Offer Closing Date or close the Offers early without prior notice. The Company also reserves the right not to proceed with any of the Offers at any time before the issue of Securities to Applicants.*

*^ The above stated date for Settlement of the Acquisition is only a good faith estimate by the Directors and may have to be extended.*

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#### **4. NEW APPLICATIONS**

New applications for Shares on and from the date of this Second Supplementary Prospectus **must** be made using the Supplementary Application Form accompanying this Second Supplementary Prospectus. The Supplementary Application Form contains detailed instructions on how it is to be completed.

Applications made on the Application Form attached to or accompanying the Prospectus or First Supplementary Prospectus on or after the date of this Second Supplementary Prospectus will not be valid.

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#### **5. 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 and Proposed Director has consented to the lodgement of this Second Supplementary Prospectus with the ASIC.

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**Matthew Driscoll**  
**Chairman**  
**For and on behalf of**  
**KILLARA RESOURCES LIMITED**

# Killara Resources Limited – To Be Renamed BUYMYPLACE.COM.AU Ltd ACN 132 204 561

## Public Offer Application Form – Supplementary Prospectus

This is an Application Form for Shares in Killara Resources Limited (**Company**) on the terms set out in the Prospectus dated 21 December 2015, the First Supplementary Prospectus dated 20 January 2016 and the Second Supplementary Prospectus dated 19 February 2016. Defined terms in the Prospectus have the same meaning in this Application Form. You may apply for a minimum of 10,000 Shares and multiples of 2,500 Shares thereafter. This Application Form and your cheque or bank draft must be received by **5.00pm (AEST) on 26 February 2016**.

**This Application Form is important. If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. The Second Supplementary Prospectus dated 19 February 2016 contains information relevant to a decision to invest in the Shares of the Company and you should read the entire Second Supplementary together with the original Prospectus and First Supplementary Prospectus carefully before applying for Shares.**

The Share Registry's Privacy Policy (**Privacy Policy**) also sets out important information relating to the collection, use and disclosure of all personal information that you provide to the Company. Please ensure that you and all relevant individuals have read the Privacy Policy carefully before submitting this Application Form. The Privacy Policy can be found on the website <http://www.boardroomlimited.com.au/Privacy.html>

To meet the requirements of the *Corporations Act 2001* (Cth), this Application Form must not be distributed to another person unless included in, or accompanied by the Prospectus dated 21 December 2015, the First Supplementary Prospectus dated 20 January 2016 and the Second Supplementary Prospectus dated 19 February 2016. 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, the First Supplementary Prospectus and the Second Supplementary Prospectus. The Company will send you a free paper copy of the Prospectus and the First Supplementary Prospectus if you have received an electronic prospectus and you ask for a paper copy.

PLEASE FOLLOW THE INSTRUCTIONS TO COMPLETE THIS APPLICATION FORM (SEE REVERSE) AND PRINT CLEARLY IN CAPITAL LETTERS USING BLACK OR BLUE PEN.

<b>A</b>	<b>Number of Shares you are applying for</b>	<b>x \$0.20 per Share =</b>	<b>B</b>	<b>Total amount payable</b>
	<input type="text"/>		\$	<input type="text"/>
	Minimum of 10,000 Shares to be applied for and thereafter in multiples of 2,500 Shares			

<b>C</b>	<b>Write the name(s) you wish to register the Securities in (<i>see reverse for instructions</i>)</b>
	Applicant #1 <input type="text"/>
	Name of Applicant #2 or <Account Designation> <input type="text"/>
	Name of Applicant #3 or <Account Designation> <input type="text"/>

<b>D</b>	<b>Write your postal address here</b>
	Number/Street <input type="text"/>
	<input type="text"/>
	Suburb/Town <input type="text"/>
	State <input type="text"/>
	Postcode <input type="text"/>

<b>E</b>	<b>CHESS participant – Holder Identification Number (HIN)</b>	<i>Important please note if the name and address details above in sections C and D do not match exactly with your registration details held at CHESS, any Securities issued as a result of your Application will be held on the Issuer Sponsored subregister.</i>
	<input checked="" type="checkbox"/> <input type="text"/>	

<b>F</b>	<b>Enter your Tax File Number(s), ABN, or exemption category</b>
	Applicant #1 <input type="text"/>
	Applicant #2 <input type="text"/>
	Applicant #3 <input type="text"/>

<b>G</b>	<b>Cheque payment details – ✎ PIN CHEQUE(S) HERE. Cheque to be made payable to "Killara Resources Limited – Subscription Account" and crossed Not Negotiable. Enter cheque details below.</b>
	Name of drawer of cheque <input type="text"/>
	BSB no. <input type="text"/>
	Account no. <input type="text"/>
	Cheque no. <input type="text"/>
	Cheque Amount A\$ <input type="text"/>

<b>H</b>	<b>Contact telephone number (daytime/work/mobile)</b>	<b>I</b>	<b>Email address</b>
	<input type="text"/>		<input type="text"/>

## Declaration

By submitting this Application Form with your Application Monies, I/we declare that I/we:

- ✓ have received a copy of, and read, the Prospectus and Supplementary Prospectus in full;
- ✓ have received this Application Form in accordance with the Prospectus and Supplementary Prospectus; and
- ✓ have completed the Application Form in accordance with the instructions on the form and in the Prospectus;
- ✓ declare that all details and statements made by me/us are complete and accurate;
- ✓ agree and consent to the Company collecting, holding, using and disclosing my/our personal information in accordance with the Prospectus;
- ✓ where I/we have been provided information about another individual, warrant that I/we have obtained that individual's consent to the transfer of their information to the Company;
- ✓ acknowledge my/our Application Form may not be withdrawn;
- ✓ apply for the number of Shares set out in this Application (or a lower number allocated in a manner allowed under the Prospectus);
- ✓ acknowledge that my/our Application may be rejected by the Company in its absolute discretion;
- ✓ authorise the Company and their respective officers and agents to do anything on my/our behalf necessary (including the completion and execution of documents) to enable the Shares to be allocated to me/us;
- ✓ am/are over 18 years of age;
- ✓ agree to be bound by the constitution of the Company;
- ✓ acknowledge that neither the Company nor any person or entity guarantees any particular rate of return on the Shares, nor do they guarantee the repayment of capital;
- ✓ represent, warrant and agree that I/we am/are not in the United States or a US Person and am/are not acting for the account or benefit of a US Person; and
- ✓ represent, warrant and agree that I/we have not received this Prospectus outside Australia or New Zealand and am/are not acting on behalf of a person resident outside Australia or New Zealand.

## Guide to the Application Form

### YOU SHOULD READ THE PROSPECTUS AND SUPPLEMENTARY PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

Please complete all relevant sections of the appropriate Application Form using BLOCK LETTERS. These instructions are cross-referenced to each section of the Application Form.

### Instructions

- A** If applying for Shares insert the **number** of Shares for which you wish to subscribe at Item **A** (not less than 10,000 Shares). Multiply by A\$0.20 to calculate the total Application Monies for Shares and enter the **A\$amount** at Item **B**.
- C** Write your **full name**. Initials are not acceptable for first names.
- D** Enter your **postal address** for all correspondence. All communications to you from the Company will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- E** If you are sponsored in CHESS by a stockbroker or other CHESS participant you may enter your CHESS HIN if you would like the allocation to be directed to your HIN. **NB: your registration details provided must match your CHESS account exactly.**
- F** Enter your Australian **tax file number** (TFN) or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN/ABN of each joint Applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form.
- G** Complete **cheque details** as requested. Make your cheque payable to "Killara Resources Limited – Subscription Account". Cross it and mark it 'Not negotiable'. Cheques must be in Australian currency, and must be drawn on a bank or financial institution in Australia.
- H** Enter your **contact details, including name, phone number and e-mail address**, so we may contact you regarding your Application Form or Application Monies. By providing an e-mail address you are electing to receive notices of meetings, annual reports and other communications from the Company electronically to the provided e-mail address.

### Correct Form of Registrable Title

Note that ONLY legal entities can hold the Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and surname is required for each natural person. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Individual	Mr John David Smith	J D Smith
Company	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings	Mr John David Smith & Mrs Mary Jane Smith	John David & Mary Jane Smith
Trusts	Mr John David Smith <J D Smith Family A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Est Lte John Smith A/C>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
Superannuation Funds	John Smith Pty Limited <J Smith Super Fund A/C>	John Smith Superannuation Fund

### Lodgment

Mail or deliver your completed Application Form with your cheque(s) or bank draft attached to one of the following addresses:

#### Mailing address:

Killara Resources Limited  
C/-Boardroom Pty Limited  
GPO Box 3993  
SYDNEY NSW 2001

#### Delivery address:

Killara Resources Limited  
C/-Boardroom Pty Limited  
Level 12, 225 George Street  
SYDNEY NSW 2000

**The Offer closes at 5:00 p.m. (Sydney Time) on 26 February 2016, unless varied in accordance with the Corporations Act and ASX Listing Rules.**

It is not necessary to sign or otherwise execute the Application Form.

**If you have any questions as to how to complete the Application Form, please contact Boardroom Pty Limited on 1300 737 760 within Australia and +61 2 9290 9631 outside Australia.**

### Privacy Statement

Killara Resources Limited advises that Chapter 2C of the Corporations Act requires information about its shareholders (including names, addresses and details of shares held) to be included in the Company's share register. Information is collected to administer your securityholding and if some or all of the information is not collected then it might not be possible to administer your securityholding. Your personal information may be disclosed to the Company. To obtain access to your personal information or more information on how the Company collects, stores, uses and disclosures your information please contact the Company at the address or telephone number shown in the Prospectus.