PACIFIC ORE LIMITED
(TO BE RENAMED "SYNTONIC LIMITED")
ACN 123 867 765

SUPPLEMENTARY PROSPECTUS

1. IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 13 May 2016 (**Prospectus**), issued by Pacific Ore Limited (to be renamed "Syntonic Limited") (ACN 123 867 765) (**Company**). The Prospectus was prepared in order to:

(a) complete the Public Offer to support the Company's proposed business activities following its Acquisition of Syntonic; and

(b) satisfy the requirements for the Company to be re-instated to the Official List of the ASX, including the requirement to issue a disclosure document under section 710 of the Corporations Act.

This Supplementary Prospectus dated 16 June 2016 was lodged with the ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Supplementary Prospectus.

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

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed on the Company's website at http://www.pacificore.com.au/.

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.

2. REASONS FOR SUPPLEMENTARY PROSPECTUS

2.1 Purpose of this document

The purpose of this Supplementary Prospectus is to:

(a) simplify the disclosure surrounding the industry in which Syntonic operates;

(b) provide further explanation in regards to the:

(i) the business model of Syntonic;

(ii) changes to Syntonic's historical financial operations during the period commencing on 1 April 2013 (date of incorporation) and ending on 31 December 2015;

(iii) contractual arrangements between the Company and various parties with an interest in Syntonic to give effect to Settlement;

(iv) contractual arrangements between the Majority Shareholders and the Trustee;

(v) control effect of the issue of Consideration Securities to the Majority Shareholders and the Trustee; and

(vi) dilutionary effect that the Options and Performance Shares to be issued in connection with the Acquisition will have on Shareholders of the Company.

2.2 Extension of Closing Dates

As announced on 31 May 2016, an interim stop order was issued by ASIC in relation to the Prospectus. As a result, the Company extended the Closing Date of the Public Offer to 13 June 2016 in order to work with ASIC to address their concerns. The Cleansing Offer is scheduled to close on 16 June 2016.

Following discussions with ASIC, the Company has prepared this Supplementary Prospectus and has resolved to extend the Closing Dates for the Public Offer and the Cleansing Offer to **4 July 2016**.

2.3 Refund of Application Monies

Given the scope of change in disclosure that is set out in this Supplementary Prospectus, the Company has resolved, in accordance with section 724(2)(a) of the Corporations Act, to refund all moneys received by Applicants under the Prospectus.

2.4 Application Forms

Notwithstanding the above, the Company proposes to continue with the Public Offer and the Acquisition and will accept Applications for Shares using the Application Form attached to or accompanying this Supplementary Prospectus (**Supplementary Application Form**).

Applications for Shares under the Public Offer after the date of this Supplementary Prospectus **must** be made using the Supplementary Application Form. The Supplementary Application Form contains detailed instructions on how it is to be completed. Applications after the date of this Supplementary Prospectus **must not** be made on the Application Form attached to or accompanying the Prospectus.

2.5 Issue of Shares under Public Offer

Subject to satisfaction of the Condition set out in Section 2.4 of the Prospectus, the issue of Shares offered by the Prospectus (together with this Supplementary Prospectus) will take place as soon as practicable after the Closing Date.

Pending the issue of the Shares or payment of refunds pursuant to the Prospectus and Supplementary Prospectus, all application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

3. AMENDMENTS TO THE PROSPECTUS

3.1 Industry in which Syntonic operates

Section 7.3(a) of the Prospectus is deleted and replaced with the following:

"(a) **Industry Overview and Background**

Syntonic was founded in Seattle, Washington in April 2013 by Messrs Gary Greenbaum, Ph.D. and Rahul Agarwal who recognised that the mobile data plan model was restricting business innovation and significantly limiting the business potential of the mobile Internet. The co-founders' vision was to transform the access currency from megabytes of data to what end-users actually value – access to applications and content for work and play.

The Syntonic executive team assembled an experienced development team to create a platform service to enable new models for monetizing mobile access. The result is the cloud-managed Syntonic Connected Services Platform (**CSP**) that provides mobile content access policy and enforcement, billing services, and app usage analytics. Syntonic's flagship mobile services supported by the Syntonic CSP are Freeway by Syntonic® and Syntonic DataFlex®:

(i) Freeway by Syntonic has been designed to give consumers the ability to connect to the mobile Internet free of charge on their mobile phone by having advertisers pay for the data. The Incoming Directors' believe that Freeway by Syntonic is the only multi-carrier solution in the market today that supports sponsored data and data rewards supported with a cross-geography campaign management and available on iOS and Android smartphones.

(ii) Syntonic DataFlex allows businesses a cost effective mobile split billing solution to separate personal from business use on employee smartphones. The Incoming Directors' believe that Syntonic DataFlex is the only world-wide mobile split billing solution currently available on iOS and Android smartphones which addresses the immediate needs of both the enterprise and small and midsized business (**SMB**) with application level controls and analytics.

Syntonic's executive team is comprised of experienced leaders with a proven track record of developing and commercialising transformational industry products.

Syntonic's Chief Executive Officer (**CEO**) and co-founder, Mr Greenbaum, has been in the fore-front of technology revolution for the past 20 years spanning digital media and mobile computing. His experience ranges from co-founding a highly successful Silicon Valley start-up to leading large international teams as an executive at Hutchison Whampoa Limited and at Microsoft Corporation. Mr Greenbaum co-founded AMS (Automated Management Systems), an IP-based video conferencing start-up, which was sold to RealNetworks in 1995. This acquisition led to the creation of the RealVideo streaming technology. At Hutchison, Mr Greenbaum was a Vice President of Technology, responsible for the development of a carrier grade streaming media delivery platform that was deployed across all Hutchison's operating companies.

Syntonic's Chief Technology Officer (**CTO**) and co-founder, Mr Agarwal, has been a technology entrepreneur for the past 20 years with expertise in architecting large scale multi-platform client-server solutions, instituting development and quality processes and managing technical teams. For the past decade, Mr Agarwal was founder of a technology solutions provider, Adroit Business Solutions, that developed mobile and security solutions for Fortune 100 companies (including Microsoft, Qualcomm, Amazon and Samsung). At RealNetworks, Mr Agarwal was the chief architect for RealNetworks' second-generation Helix media consumption platform.

Syntonic's Chief Marketing Officer (**CMO**), Ben Rotholtz, brings a wealth of expertise in consumer and enterprise marketing. Most recently, Mr Rotholtz was the head of corporate marketing at PopCap (acquired by EA Games for over US$750 million) responsible for the brand marketing for many of the world's leading mobile games including Bejewelled and Plants vs. Zombies.

Messrs Greenbaum, Agarwal, and Rotholtz met at RealNetworks where they were key members of the technical and marketing teams responsible for the development and deployment of the world's first internet streaming media solution.

Complementing Syntonic's diverse executive team is Syntonic's Board of Advisors:

(i) Steve Elfman: Former President, Sprint, Network Operations and Wholesale. Mr Elfman brings an extensive background of infrastructure and mobile applications expertise.

(ii) John Landau: Former Senior VP of Technology and Services Evolution for Tata Communications, a member of the US$100 billion Tata Group.

(iii) Rudy Gadre: Former VP and General Counsel at Facebook during its formative years. Prior to his time at Facebook, Mr Gadre served as VP and Associate General Counsel for business development, intellectual property, and new technologies at Amazon.

(iv) Bill Richter: Former President of EMC, Isilon Storage Division. Prior to his time at EMC, Mr Richter served as Isilon's CFO when it was an independent publicly traded company on the NASDAQ.

Upon completion of the Acquisition, the Company will have acquired both services, Freeway by Syntonic and Syntonic DataFlex, including all underlying technology components."

3.2 Syntonic business

Syntonic's CSP supports two technology products. Freeway by Syntonic allows free-of-charge, mobile internet access on smartphones by having advertisers sponsoring the data. Syntonic DataFlex allows businesses to manage split billing expenses for employees when using their personal mobile phones for work.

Freeway by Syntonic is available for free download on the App Store and on Google Play in the US on the AT&T mobile network, however additional regions and operators will be added progressively as the product deployment expands. As a result, the Freeway by Syntonic app is not yet available for download in Australia. Syntonic DataFlex is available for free download on the App Store and on Google Play for employees of Syntonic's business customers.

Freeway by Syntonic's multi-sided revenue model is expected to generate revenues from:

(a) mobile operators (e.g. AT&T and Tata Communications) through an annual platform license, a sponsored data traffic tariff, service hosting fees, and a content-based revenue share; and

(b) content providers (e.g. Expedia) through standard advertising based modes: Cost-per-Action (**CPA**) and Cost-per-Install (**CPI**). CPA and CPI are constantly changing metrics and vary greatly between jurisdictions, type of app and period during which they are calculated. For a CPA example, a consumer could be given the opportunity to sign up for an online music service in exchange for sponsored access to the music service. As an example, in the case of the Rhapsody music service, an affiliate fee of up to US$8.00 is paid by Rhapsody as a bounty for facilitating the action of a music subscription sign-up. CPI, by contrast, is the price a sponsor pays when the consumer installs the sponsored application. As at 14 June 2016, the average CPI for Android in the US is US$1.80 and for iOS is US$3.15.

Further details of Syntonic's revenue model in relation to Freeway by Syntonic is described in Section 7.3(b) of the Prospectus.

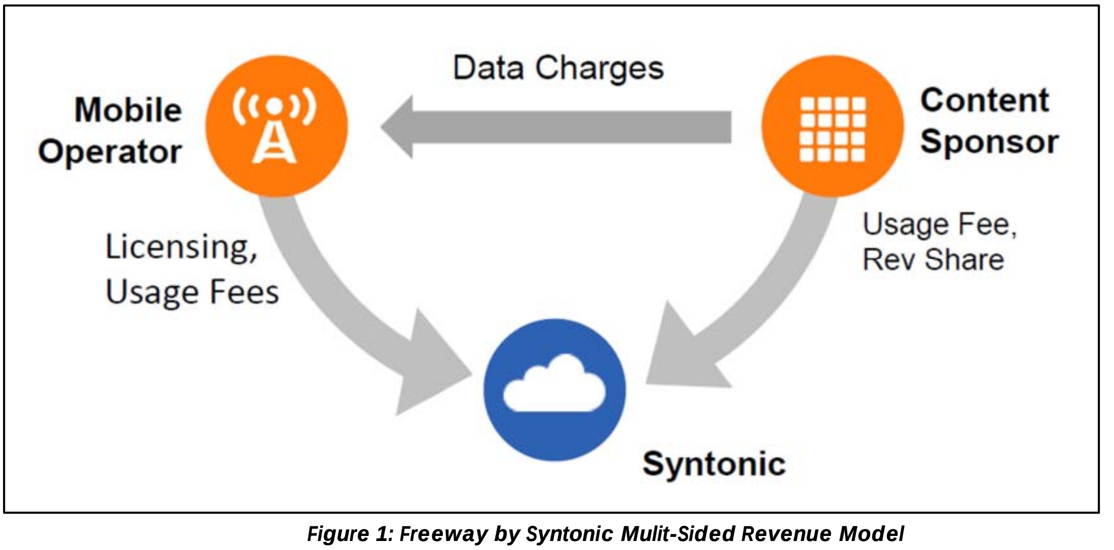

Figure 1: Freeway by Syntonic Mulit-Sided Revenue Model

Syntonic DataFlex aims to generate revenues for Syntonic from business customers through a per-employee annual license. Syntonic DataFlex comes in two versions, standard and premium. The premium edition includes additional data analytics and security features, targeting the needs of larger enterprises.

Syntonic currently plans to charge business customers between US$5.00 and US$10.00 per employee per month for use of the service, depending on the size and geography of the business customer. Figure 2 below provides two examples of sample revenues generated from a small company (assuming 500 employees, use of Syntonic DataFlex standard version, revenues of US$5.00 per employee per month, and maintenance and support costs of 20% of the annual licence fee) compared to a large enterprise (assuming 5,000 employees, use of Syntonic DataFlex premium version, revenues of US$8.00 per employee per month, and maintenance and support costs of 20% of the annual licence fee).

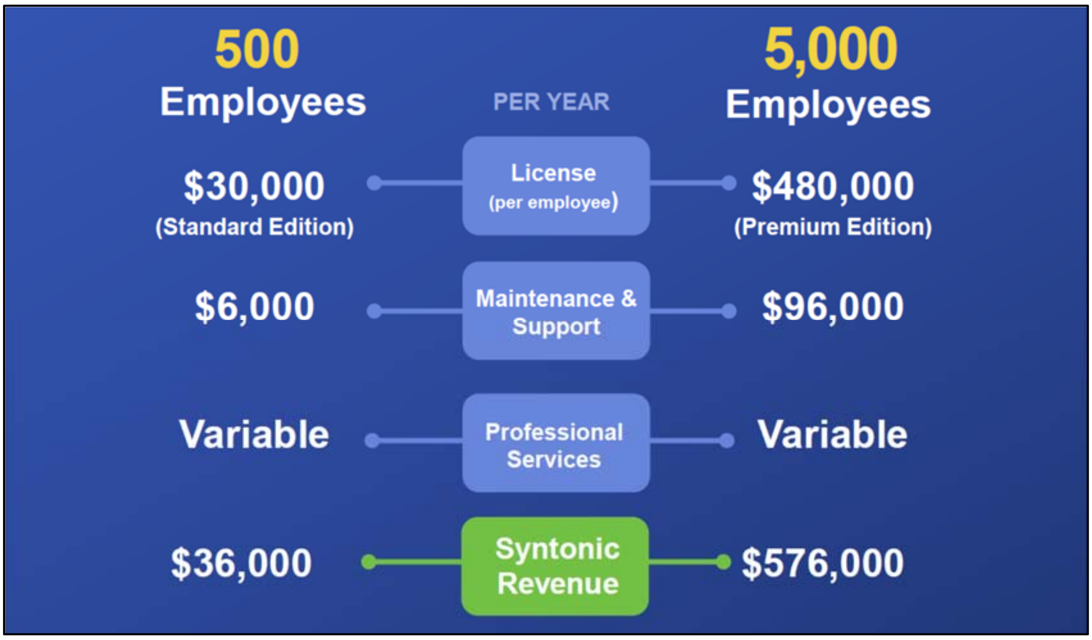

Figure 2: Syntonic DataFlex Revenue Model

Further details of Syntonic's revenue model in relation to Syntonic DataFlex is described in Section 7.3(c) of the Prospectus.

Syntonic launched trial deployments of Freeway by Syntonic in October 2014 and Syntonic DataFlex in August 2015. Given these brief operating histories, only limited revenues have been generated.

Expedia, an online travel site, was the first content brand to participate in the Freeway by Syntonic launch. Expedia web content was sponsored to attract new customers and increase customer retention.

Expedia and BBA Studios, a small independent film studio, signed Initial Content Sponsor Agreements with Syntonic for sponsored data services on the AT&T network in the United States. Syntonic's primary target market for sponsored data services is not North America, but rather geographies where data charges are relatively expensive such as Southeast Asia and Latin America. As a consequence, Syntonic waives all fees associated with content delivery under these Initial Content Sponsor Agreements. Instead the value accrued from these deployments is the marketplace validation for Syntonic's carrier-grade platform that can be exported to other regions, e.g. Southeast Asia and Latin America.

Syntonic DataFlex has been deployed in several pilot settings. Syntonic DataFlex business opportunities have been generated as a result of a recent California Court of Appeals ruling (Cochran v Schwan) upholding the requirement that companies reimburse employees who are required to use their personal mobile phone for work related activities. The Syntonic DataFlex opportunities have also extended to the public sector, such as the City of Chula Vista. The city government wants to increase the effectiveness of their 185 member police force by letting officers use their personal smartphones for accessing criminal information. This non-revenue generating trial deployment of Syntonic DataFlex is assisting Syntonic to validate the cost saving model of Syntonic DataFlex.

Tata Communications, a large telecom service provider, has entered into a distribution and licence agreement for Syntonic's CSP, the Freeway SDK and content management portals that provide a Tata-branded sponsored data service to its customers. During the year ended 31 December 2015, Syntonic received revenues of US$435,000 from Tata Communications, which comprised Syntonic's only revenues for the year ended 31 December 2015.

3.3 Competition

(a) Freeway by Syntonic

Sponsored data and data rewards are receiving significant worldwide interest, creating opportunities for Syntonic and competitors. Potential competition for Freeway by Syntonic include several early-stage companies such as Aquto and Datami; and a few mobile operators such as T-Mobile (U.S.) trying to develop their own in-house solution.

Certain early-stage competitors, such as Jana, are pursuing solutions around data rewards, which require little or no carrier integration. These solutions are typically monetised through very basic CPA and CPI models and provide minimal offer management support. These competitors' approaches, in the belief of the Incoming Directors, expose technical and business value gaps when compared to Syntonic's Freeway by Syntonic solution.

Several mobile operators are trying to develop their own in-house platform solutions for sponsored content. However, mobile operators are frequently recognizing that a single operator solution is a major barrier that impedes premium global content providers who can't rationalize the time, energy, and resources for supporting a single operator solution.

Freeway by Syntonic's unique and differentiated advantages include: multi-carrier platform and multi-device support; proven carrier-grade reliability, availability and scalability; comprehensive tools for managing sponsorship campaigns across geographies with real-time analytics for assessing campaign success; support for both sponsored data and action driven rewards; and a zero-engineering overhead solution for rapidly on-boarding application developers. Given the extensive technical challenges and the substantial operator requirements, the Incoming Directors are confident that Freeway by Syntonic has a substantial lead over other competitors.

(b) Syntonic DataFlex

Previous generations of mobile split billing solutions were focused on split billing for voice and text messaging using a Voice-over-IP (**VOIP**) application or using mobile devices that supported two phone numbers. Separating voice and text messaging only partially solves BYOD cost inefficiencies and doesn't address the largest growing segment of mobile phone usage, mobile data. The separation of business and personal data use for reimbursement has been inaccurately accomplished through employee expense reports, fixed stipends, or a telecom expense management (**TEM**) solution that provides a fixed reimbursement to the employee's telecom provider. Reimbursements or fixed stipends are often based on the maximum employee usage and don't provide an accurate costing of employee usage or any application data analytics about how mobile content and applications are being used in the enterprise.

Mobile carriers that are participating in sponsored data programs, such as AT&T, are recognising that the same sponsored data technology can be used in an enterprise setting to support split mobile billing. Mobile operators are excited about split billing because it allows them to effectively double their ARPU with two data plans assigned to a single device. EMM and telecom expense management vendors are also enthused since they recognize the immediate revenue uplift of bundling split billing with their existing telecom services.

It is both a challenge and an opportunity that enterprise environments are highly heterogeneous—businesses of every size and sector deploy widely divergent workflow solutions, expense management systems, varied Original Equipment Manufacturer (**OEM**) hardware, and different mobile carrier networks. Heterogeneity makes it unlikely that serious competition in mobile split billing can occur unless the vendor can work across a highly diverse enterprise environment. For example, no single carrier can offer an effective mobile split billing solution for BYOD since the employee workforce uses a mix of regional mobile operators. Similarly, EMM and TEM vendors can only service their specific customer segments.

Syntonic's cross-carrier, cloud-based solution can integrate into any corporate management system and workflow. As a consequence, Syntonic sees partnership opportunities rather than competition with mobile carriers, EMMs (e.g. VMware AirWatch, MobileIron, and Blackberry) and TEM's (e.g. Cass Information Systems) that can realize additional value for mobile split billing and analytics by bundling the Syntonic DataFlex service into their existing telecom offerings.

3.4 Syntonic's historical financial performance

Syntonic's historical financial information for the years ended 31 December 2015, 31 December 2014 and the period from 1 April 2013 (date of incorporation) to 31 December 2013 are set out in Appendix 3 of the Investigating Accountant's Report contained in Section 10 of the Prospectus.

The Company provides the following additional commentary in respect to the historical financial performance of Syntonic:

(a) Syntonic received revenues of US$435,000 for the year ended 31 December 2015, consisting of licence fees paid to Syntonic under the Tata Distribution and Licence Agreement;

(b) Syntonic's research and development expenses increased from US$63,500 for the period from 1 April 2013 (date of incorporation) to 31 December 2013 to US$518,389 for the year ended 31 December 2014 and US$599,694 for the year ended 31 December 2015. This increase is primarily attributed to an increase in product development following Syntonic's incorporation on 1 April 2013 as it progressed the development of the Syntonic Technology. The majority of research and development expenses relate to product development services provided by Adroit Business Solutions, Inc. (**Adroit**), a company controlled by Mr Rahul Agarwal. Details of amounts paid and payable by Syntonic to Adroit for the year ended 31 December 2015 are set out in Section 9.6 of the Prospectus; and

(c) Syntonic had negative net operating cash flows of US$1,037,432 for the year ended 31 December 2014 and negative net operating cash flows of US$402,700 for the year ended 31 December 2015. These negative net operating cash flows are primarily attributed to Syntonic's focus on product development during these years prior to commercialization of the Syntonic Technology, which only commenced during the year ended 31 December 2015.

3.5 HOA

Section 12.1 of the Prospectus contains a summary of the material terms of the HOA.

Under the terms of the HOA, the Company will issue:

(a) 385,861,395 Consideration Shares and 250,000,000 Performance Shares to Gary Greenbaum (or his nominee);

(b) 385,861,395 Consideration Shares and 250,000,000 Performance Shares to Rahul Agarwal (or his nominee); and

(c) an aggregate 428,277,210 Consideration Shares to the Syntonic Shareholders, Syntonic Optionholders, Syntonic Noteholders and lenders of funds to Syntonic under the Armada Advance (**Armada Lenders**) (together, the **Minority Consideration Recipients**).

The number of Minority Consideration Recipients and number of Consideration Shares to be issued to each of the Minority Consideration Recipients is set out in the table below:

Class of Minority Consideration Recipient	Number of Minority Consideration Recipients	Number of Consideration Shares to be issued
Syntonic Shareholders	1	9,646,536
Syntonic Optionholders	5	34,245,197
Syntonic Noteholders	16	256,197,119
Armada Lenders	25	128,188,358
Total	**47**	**428,277,210**

The number of Consideration Shares issued to the Majority Shareholders and each class of Minority Consideration Recipient was determined on the basis that:

(a) all amounts outstanding from Syntonic under the Syntonic Convertible Notes and Armada Advance will be converted into Consideration Shares at Settlement (other than interest accrued on the Armada Advance, which will be repaid in cash); and

(b) the remaining Consideration Shares will be issued to each of the existing Syntonic Shareholders (including the Majority Shareholders) and the Syntonic Optionholders on a pro rata basis based on the number of Syntonic Shares held, or entitled to be held, by each relevant individual.

No Minority Consideration Recipient will acquire a voting power in the Company in excess of 5%.

Each class of Minority Consideration Recipient has, or will prior to Settlement, execute formal documentation to give effect to the above arrangements. In this regard:

(a) the Syntonic Shareholders will execute transfer forms in favour of the Company in relation to their Syntonic Shares;

(b) the Syntonic Noteholders have entered into deeds of variation under which they have agreed to the conversion of their Syntonic Notes into Consideration Shares at Settlement;

(c) the Armada Lenders have entered into agreements under which they have agreed to the conversion of the Armada Advance into Consideration Shares; and

(d) the Syntonic Optionholders will enter into option cancellation deeds under which they have agreed to the cancellation of their Syntonic Options in consideration for the issue of Consideration Shares (which Consideration Shares will be subject to voluntary escrow for 12 months from the date of issue).

3.6 Delaware Law Merger

As set out in Section 12.2 of the Prospectus, the Acquisition of Syntonic by the Company is being implemented by way of a reverse triangular merger on the basis that implementing the Acquisition in this way can provide a potentially more tax effective means for the Syntonic Shareholders than a sale by private treaty.

3.7 Trust Agreement

Section 12.3 of the Prospectus contains a summary of the material terms of the Trust Agreement.

Based on US tax advice received by the Majority Shareholders, they have each separately elected for a majority of their Consideration Shares and their Performance Shares to be held by the Trustee, Lindfield Nominee Services Pty Ltd with the remainder of their Consideration Shares and Performance Shares to be issued to another trustee (not associated with Lindfield Nominee Services Pty Ltd) (**Alternative Trustee**).

The Company received Shareholder approval at the General Meeting for the Trustee to acquire a relevant interest in 747,481,776 Consideration Shares and 500,000,000 Performance Shares (**Trustee Securities**) to be issued to the Majority Shareholders. The remaining 24,241,014 Consideration Shares are intended to be issued to the Alternative Trustee on substantially the same terms as the Trust Agreement (**Alternative Trust Agreement**).

The proposed terms of the Trust Agreement are set out in Section 12.3 of the Prospectus, with further details set out below:

(a) (**Term**): the term of the Trust Agreement shall continue throughout the period during which the Trustee Securities cease to be subject to ASX imposed escrow (or such other period as is agreed between the Majority Shareholders and the Trustee), which the Company expects will be 24 months from the date the Company is re-instated to the Official List of the ASX (**Term**);

(b) (**Winding up of trust**): at the end of the Term, the Trustee will distribute the Trustee Securities to the Majority Shareholders, following which the trust will be wound-up and the Trustee will not otherwise be entitled to deal with the Trustee Securities;

(c) (**Trustee powers**): during the Term, the Trustee will have the following powers, which may be exercised by the Trustee in its sole discretion:

(i) receiving any documents or notices issued by the Company to Shareholders;

(ii) exercising any voting rights in respect of the Restricted Securities;

(iii) receiving dividends; and

(iv) exercising any other rights in respect of the Restricted Securities;

(d) (**Resignation of Trustee**): The Trustee must resign if:

(i) it is removed as required by any relevant law; or

(ii) it becomes an externally administered body corporate as defined in the Corporations Act,

and the Trustee cannot otherwise be removed by the Majority Shareholders or any other party; and

(e) (**Replacement of Trustee**): Upon resignation of the Trustee, the Majority Shareholder will convene a meeting to appoint a replacement trustee, which appointment will be subject to any necessary Shareholder approvals of the Company.

3.8 Related Party Contracts

(a) **Apollo Group Pty Ltd**

Apollo Group Pty Ltd (**Apollo**), a company controlled by Mr Mark Pearce, currently provides corporate administration and company secretarial services and serviced office facilities to the Company under a services agreement dated 16 April 2010 (**Apollo Services Agreement**). Either party can terminate the Apollo Services Agreement at any time for any reason by giving one (1) months' written notice.

Apollo currently receives a monthly retainer of A$15,000 (exclusive of GST) for the provision of corporate administration and company secretarial services and serviced office facilities to the Company. The monthly retainer is reviewed every six (6) months and is based on Apollo's budgeted cost of providing the services to the Company (and other companies utilising same or similar services from Apollo) for the next six (6) month period, with minimal or no mark-up. From time to time, Apollo may also receive additional fees (as agreed with the Company) in respect of services provided by Apollo to the Company that are not included in the agreed administration and company secretarial services covered by the monthly retainer. The Company considers that the services provided by Apollo are provided at less than market rates and Mr Pearce receives minimal or no financial benefit from the Apollo Services Agreement.

Apollo was paid A$208,000 in respect of the year ended 30 June 2015 (2014: A$158,400). In addition, Apollo, will be paid up to A$40,000 for services provided in relation to the Acquisition and this Prospectus. It is intended that the Company will continue to utilise Apollo's services following Settlement of the Acquisition on an interim basis until such time as the Company opens its new Australian office, which the Incoming

Directors intend to do as soon as possible, but in any event within 12 months following Settlement of the Acquisition.

(b) **Adroit Business Solutions, Inc.**

Adroit Business Solutions, Inc. (**Adroit**), a company controlled by Mr Rahul Agarwal, currently provides software engineering services to Syntonic under a services agreement dated 20 January 2014 (**Adroit Services Agreement**). Adroit is a software consulting firm providing services in areas like Mobile Application Development, Software Development, Software Porting to Embedded Platforms, Web 2.0 Solutions and Application Development to customers including Microsoft, Samsung, Nokia, VTech, RealNetworks, Texas Instruments and startups and mid-size companies including HelpHive, GaneShane, Pelago (makers of Whrrl) and INRIX.

Syntonic can terminate the Adroit Services Agreement at any time for any reason on thirty (30) days' written notice and Adroit can terminate the Adroit Services Agreement at any time for any reason on sixty (60) days' written notice. Syntonic retains ownership of any deliverables or results delivered by Adroit to Syntonic under the Adroit Services Agreement and any associated intellectual property rights.

Adroit currently receives monthly fees of approximately US$50,500 for provision of software engineering services to Syntonic. The monthly fees are based on Adroit's cost of providing resources (based on an hourly rate, with minimal or no mark-up) and materials (at cost) to Syntonic for that month. The fees are renegotiated annually by mutual agreement of the parties. Syntonic considers that the services provided by Adroit are provided at less than market rates and Mr Agarwal receives minimal or no financial benefit from the Adroit Services Agreement.

Adroit was paid or is payable US$594,250 in respect of the year ended 31 December 2015 (2014: US$479,000). It is intended that Syntonic will continue to utilise Adroit's services following Settlement of the Acquisition on an interim basis until such time as the Company transitions from using Adroit's external services to recruiting its own in-house resources, which the Incoming Directors intend to do as soon as possible, but in any event within 12 months to enhance the Company's engineering efficiency.

3.9 Associations

(a) **Majority Shareholders**

Other than under the HOA, no relevant agreement exists to which the Majority Shareholders are a party under which they propose to control or influence the composition of the Board or the conduct of the Company's affairs. The Majority Shareholders will act independently in determining how they will vote on Board and, upon the term of the Trust Agreement coming to an end, Shareholder resolutions. As such, the Majority Shareholders are not considered associates of one another.

(b) **Trustee and Alternative Trustee**

Other than under the Trust Agreement and the Alternative Trust Agreement (together, the **Trust Agreements**), there is no relationship between either of the Majority Shareholders, the Trustee and the Alternative Trustee (together, the **Trustees**).

Under the Trust Agreements, all voting rights attaching to Consideration Shares and Shares issued upon conversion of the Performance Shares the subject of the Trust Agreement and Alternative Trust Agreement (together, the **Trustee Securities**) will be held by the Trustees who may exercise those rights in their sole discretion without regard to the wishes of the Majority Shareholders. As such, the Trustees will have a relevant interest in the Trustee Securities for so long as they are held by the Trustees in accordance with the Trust Agreements. As such the Majority Shareholders are not considered associates of the Trustees.

During the term of the Trust Agreements, the Majority Shareholders:

(i) are not the holders of the Trustee Securities;

(ii) will not have power to exercise, or control the exercise of, a right to vote attached to the Trustee Securities; and

(iii) will not have power to dispose of, or control the exercise of a power to dispose of, the Trustee Securities.

However, by virtue of the Trust Agreements, the Majority Shareholders will each separately have a relevant interest in the Trustee Securities to which they are entitled (as set out in Section 3.10(b) below) by virtue of section 608(8) of the Corporations Act. Upon expiration of the term of the Trust Agreements, the Trustees will transfer the Trustee Securities to the Majority Shareholders.

The Trustees will cease to have a relevant interest in the Trustee Securities upon the Trustee Securities being transferred to the Majority Shareholders.

3.10 Control

(a) Trustee and Alternative Trustee

Section 7.12 of the Prospectus sets out the relevant interests in the Company's Shares and voting power of the Trustee on completion of the Offers (assuming the Maximum Subscription is raised under the Public Offer, no Options are exercised, and exclusive of any Performance Shares converting).

The relevant interests and voting power of the Trustee in the Company's Shares and voting power subsequent to completion of the Offers and during the term of the Trust Agreement are set out in the table below, based on the following assumptions:

(i) the Company has 656,776,880 Shares on issue as at the date of this Supplementary Prospectus;

(ii) the Maximum Subscription of $2,200,000 is raised under the Public Offer through the issue of 100,000,000 Shares at an issue price of $0.022 per Share;

(iii) the Company does not issue any additional Shares other than as set out in the capital structure table in Section 7.11 of the Prospectus;

(iv) the Performance Share milestones are met; and

(v) prior to Settlement, the Trustee and its associates do not acquire any additional Shares.

The Trustee Event	Shares held by or issued to the Trustee	Cumulative Relevant interest of the Trustee	Total Shares issued	Cumulative Total Shares on issue	Cumulative voting power of the Trustee
Current holdings	-	-	-	656,776,880	0%
Issue of Capital Raising Shares	-	-	100,000,000	756,776,880	0%
Issue of Advisor Shares	-	-	60,000,000	816,776,880	0%
Issue of Consideration Shares	747,481,776	747,481,776	1,200,000,000	2,016,776,880	37.06%
First Performance Share milestone met	166,666,666	914,148,442	166,666,666	2,183,443,546	41.87%
Second Performance Share milestone met	166,666,666	1,080,815,108	166,666,666	2,350,110,212	45.99%
Third Performance Share milestone met	166,666,668	1,247,481,776	166,666,668	2,516,776,880	49.57%

The Company received Shareholder approval for the voting power of the Trustee to increase to a maximum of 50.57% for so long as the Trustee holds Trustee Securities on behalf of the Majority Shareholders.

The Alternative Trustee will hold 24,241,014 Consideration Shares on behalf of the Majority Shareholders (being a voting power in the Company of 1.23% following issue of 1,200,000,000 Consideration Shares, 50,000,000 Shares under the Public Offer and 60,000,000 Advisor Shares).

Upon expiration of the Trust Agreements, the Trustees will transfer the Trustee Securities to the Majority Shareholders (as set out in Section (b) below). Following this transfer, the Trustees will cease to have a relevant interest in the Trustee Securities.

(b) **Majority Shareholders**

The Majority Shareholders will each separately acquire a relevant interest in the Trustee Securities to which they are entitled (as set out below) by virtue of:

(i) during the term of the Trust Agreements – the Majority Shareholders having enforceable rights to be transferred the Trustee Securities following expiration of the Trust Agreements; and

(ii) upon expiration of the Trust Agreements – the Majority Shareholders being the holders of the Trustee Securities.

Section 7.12 of the Prospectus sets out the relevant interests in the Company's Shares and voting power of Mr Gary Greenbaum and Mr Rahul Agarwal on completion of the Offers (assuming the Maximum Subscription is raised under the Public Offer, no Options are exercised, and exclusive of any Performance Shares converting), based on the following assumptions:

(i) the Company has 656,776,880 Shares on issue as at the date of this Supplementary Prospectus;

(ii) the Maximum Subscription of $2,200,000 is raised under the Public Offer through the issue of 100,000,000 Shares at an issue price of $0.022 per Share;

(iii) the Company does not issue any additional Shares other than as set out in the capital structure table in Section 7.11 of the Prospectus;

(iv) the Performance Share milestones are met; and

(v) prior to Settlement, the Majority Shareholders and their associates do not acquire any additional Shares.

Mr Gary Greenbaum Event	Shares held by or issued to Mr Greenbaum	Cumulative Relevant interest of Mr Greenbaum	Total Shares issued	Cumulative Total Shares on issue	Cumulative voting power of Mr Greenbaum
Current holdings	-	-	-	656,776,880	0%
Issue of Capital Raising Shares	-	-	100,000,000	756,776,880	0%
Issue of Advisor Shares	-	-	60,000,000	816,776,880	0%
Issue of Consideration Shares	385,861,395	385,861,395	1,200,000,000	2,016,776,880	19.13%
First Performance Share milestone met	83,333,333	469,194,728	166,666,666	2,183,443,546	21.49%
Second Performance Share milestone met	83,333,333	552,528,061	166,666,666	2,350,110,212	23.51%
Third Performance Share milestone met	83,333,334	635,861,395	166,666,668	2,516,776,880	25.26%

Mr Rahul Agarwal Event	Shares held by or issued to Mr Agarwal	Cumulative Relevant interest of Mr Agarwal	Total Shares issued	Cumulative Total Shares on issue	Cumulative voting power of Mr Agarwal
Current holdings	-	-	-	656,776,880	0%
Issue of Capital Raising Shares	-	-	100,000,000	756,776,880	0%
Issue of Advisor Shares	-	-	60,000,000	816,776,880	0%
Issue of Consideration Shares	385,861,395	385,861,395	1,200,000,000	2,016,776,880	19.13%
First Performance Share milestone met	83,333,333	469,194,728	166,666,666	2,183,443,546	21.49%
Second Performance Share milestone met	83,333,333	552,528,061	166,666,666	2,350,110,212	23.51%
Third Performance Share milestone met	83,333,334	635,861,395	166,666,668	2,516,776,880	25.26%

The Company received Shareholder approval for the voting power of each of Messrs Greenbaum and Agarwal to increase to a maximum of 25.29%.

3.11 Dilutionary Effect of Options and Performance Shares on Shareholders

The capital structure of the Company completion of the Offers and Settlement of the Acquisition is set out in Section 7.11 of the Prospectus. Following Settlement, the Company will have 25,000,000 Options and 500,000,000 Performance Shares on issue.

Set out below is a table showing the dilutive effect of the exercise of Options and conversion of the Performance Shares (assuming the Maximum Subscription of $2,200,000 is raised under the Public Offer through the issue of 100,000,000 Shares).

Event	Total Shares issued	Total Shares on issue	Shares held by Majority Shareholders / Trustees[2]	Proportion of Shares held by Majority Shareholders / Trustees[2]	Shares held by Shareholders other than the Majority Shareholders / Trustees	Proportion of Shares held by Shareholders other than the Majority Shareholders / Trustees
Shares on issue on Completion of Offers and Acquisition	N/A	2,016,276,880	771,722,790	38.27%	1,244,554,090	61.73%
Exercise of Options	25,000,000	2,041,276,880	771,722,790	37.81%	1,269,554,090	62.19%
Satisfaction of one Performance Share milestone[1]	166,666,666	2,182,943,546	938,389,456	42.99%	1,244,554,090	57.01%
Satisfaction of two Performance Share milestones[1]	166,666,666	2,349,610,212	1,105,056,122	47.03%	1,244,554,090	52.97%
Satisfaction of three Performance Share milestones[1]	166,666,668	2,516,276,880	1,271,722,790	50.54%	1,244,554,090	49.46%
Satisfaction of all Performance Share milestones and exercise of all Options	525,000,000	2,541,276,880	1,271,722,790	50.04%	1,269,554,090	49.96%

Notes:

1 Each conversion of Performance Shares into Shares is mutually exclusive and will occur upon satisfaction of the milestones set out in Section 13.6(l) of the Prospectus.

2 This sets out:

(a) during the term of the Trust Agreements – the combined relevant interests of the Trustees and the Majority Shareholders; and

(b) following expiration of the term of the Trust Agreements – the combined relevant interests of the Majority Shareholders.

However, as set out in Section 3.9 above, none of Gary Greenbaum, Rahul Agarwal, the Trustee or the Alternative Trustee are considered associates of one another.

4. PROVISION OF SUPPLEMENTARY PROSPECTUS TO INVESTORS

A copy of this Supplementary Prospectus will be available on the Company's website at http://www.pacificore.com.au/.

5. DIRECTORS' AUTHORISATION

This 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 lodgement of this Supplementary Prospectus with the ASIC.

Mark Pearce
Non-executive Director
For and on behalf of
Pacific Ore Limited