



RBR GROUP LIMITED
ACN 115 857 988

SUPPLEMENTARY PROSPECTUS

1. Important information

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 15 June 2016 (**Prospectus**), issued by RBR Group Limited (ACN 115 857 988) (**Company**).

This Supplementary Prospectus dated 29 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 www.rbrgroup.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

Following discussions with the ASIC, the Company has agreed to provide additional clarifying disclosures in this Supplementary Prospectus in relation to a number of matters, in particular revenue targets and its proposed use of funds. These disclosures should be read in light of the general disclosures, including risk factors, contained in the Prospectus.

2.2 No investor action required

As the content of this Supplementary Prospectus is not considered to be materially adverse to investors:

- (a) applications for Shares under the Entitlements Offer and/or Shortfall Offer must be made using the Application Form attached to or accompanying the Prospectus (see the Application Form and Section 2 of the Prospectus for

detailed instructions on how to complete the Application Form and return by the Closing Date); and

- (b) applicants who have already subscribed for Shares under the Prospectus to the date of this Supplementary Prospectus do not need to take any action.

3. Additional disclosures

3.1 Chairman's letter

Paragraphs 3 to 6 (inclusive) of the Chairman's letter are deleted and replaced with the following:

"The Company has recently completed the acquisition of an Australian Registered Training Organisation, which the Company plans on renaming "Futuro Skills Pty Ltd" (**Futuro Skills**). It is intended that the registration as a training organisation will open up further accredited training opportunities both in Australia and globally.

Futuro Skills in Mozambique (**Futuro Skills Mozambique**), with its strategy of training local Mozambicans according to internationally recognised standards, is both building an attractive business unit in its own right, and fundamentally supporting PacMoz's business strategy.

Since acquisition, PacMoz has provided access to a cash-flow generating project services and logistics business coupled with the opportunity to assess and, potentially, acquire quality resource assets in East Africa.

Futuro Skills Mozambique's "Construction and Engineering Skills Program" (**CES Program**) proposal has been accepted as an "Invited Fast Track" concept by the administrators of an initiative called the "JOBA Employment Fund", which is a part of the wider "Mozambican Skills for Employment Programme" (**S4E Programme**) funded by the United Kingdom's Department for International Development (**DFID**).

The CES Program is intended to provide training in a range of high-demand skills for up to 1,000 Mozambican nationals, targeting women, youth and disadvantaged groups, and include additional "employment services" leading to sustainable employment outcomes.

Individual awards under the S4E Program are for a maximum of GBP1.5 million (approximately A\$3 million), and Futuro Skills Mozambique has applied for the full amount for the CES Program. The Directors understand from correspondence with JOBA/DFID that acceptance of the CES Program as an "Invited Fast Track" concept is likely to lead to the commencement of funding once the S4E Programme officially starts, which is currently scheduled for Q3 2016. Continued disbursement of funds by JOBA/DFID is subject to Futuro Skills Mozambique complying with the terms and conditions of the grant documents over the term of the CES Program.

It is expected that additional revenue may be generated from industry funding of trainees involved in the CES Program, as well as through related support services provided by PacMoz.

In addition to the CES Program, Futuro Skills Mozambique has made further submissions to DFID/JOBA for additional funded training programmes, as well as continuing discussions with private enterprise groups in relation to their

workplace training requirements. Several of these leads are in the advanced stages of negotiation.

The Company will continue to maintain its core focus on the mining, energy and construction industries for promotion of its services. Assuming the future success of Futuro Skills Mozambique in securing additional training programmes funded by DFID/JOBA or private enterprise groups, it intends on using the cash flow generated by such programmes (by Futuro Skills Mozambique and PacMoz related services) to rebuild the Company's capital base."

3.2 Use of funds

A further breakdown of the "use of funds" table provided in Section 1.2 of the Prospectus is below:

Description of Cash Outflows	\$	%
Expenses of the Entitlements Offer ⁽¹⁾	22,101	2.32
Fund development of training business in Australia & other markets	100,000	10.48
Support and expansion of the Mozambique training facilities	75,000	7.86
Evaluation of mining opportunities in Mozambique	100,000	10.48
Repayment of Loans ⁽²⁾	150,000	15.72
General compliance costs and corporate costs ⁽³⁾	253,000	26.52
General working capital outflows ⁽⁴⁾	253,899	26.61
Approximate total funds raised under the Entitlements Offer	954,000	100.00

Notes:

- (1) See Section 5.12 of the Prospectus
- (2) See Section 5.6 of the Prospectus
- (3) Currently approximately \$20,000 per month.
- (4) General working capital funds to be allocated towards Australian corporate overheads (including payroll, consultants and advisors costs, insurance, telephone and administrative costs, and travel expenses). Currently approximately \$20,000 per month.

3.3 Substantial shareholders

Based on available information as at the date of this Supplementary Prospectus, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Substantial Shareholder	Number of Shares	Voting power
Athol Emerton	35,513,888	11.17%
Ian Macpherson	23,327,987	7.33%
Colin Ikin	21,000,000	6.60%
Ian Buchhorn	18,574,721	5.84%

3.4 Acquisition of Australian Registered Training Organisation

On 12 January 2016, the Company announced that it had entered into an agreement to acquire an Australian Registered Training Organisation (**Training Organisation**). The Company announced on 26 April 2016 that the acquisition had been completed.

By way of further detail, the Training Organisation was an Australian incorporated company named "Freelance Support Pty Ltd", which was trading as "PFI Consulting". The Company intends to change the name of the Training Organisation shortly to Futuro Skills Pty Ltd.

The Company acquired the Training Organisation free of any assets or liabilities. The only "asset" of the Training Organisation is its registration pursuant to the Vocational Education and Training Act 1996 (WA) as a training provider. The Company attributed a value of \$50,000 for this registration, which has been recorded as goodwill in the Company's accounts.

3.5 Copies of documents

Section 5.3 of the Prospectus includes a list of continuous disclosure notices given by the Company to notify ASX of information relating to the Company since the most recent half-year report and before the date of issue of the Prospectus.

The Company has given the following continuous disclosure notices to notify ASX of information relating to the Company since the most recent annual report and before the date of issue of this Supplementary Prospectus.

Date lodged	Subject of Announcement
17/06/2016	Letter to Shareholders regarding Entitlements Issue
16/06/2016	Notice to Option holders
16/06/2016	Appendix 3B
16/06/2016	Prospectus for Non Renounceable Pro Rata Issue
16/06/2016	Non-Renounceable Issue
08/06/2016	Futuro Skills - Award of UK Government Funding
29/04/2016	Quarterly Activities and Cashflow Report
26/04/2016	Futuro Skills Market Update
14/03/2016	Half Year Accounts

Date lodged	Subject of Announcement
14/03/2016	Becoming a substantial holder
09/02/2016	Investor Presentation and Strategy Update
29/01/2016	Quarterly Activities and Cashflow Report
12/01/2016	Acquisition of a Registered Training Organisation
07/01/2016	Change of Director's Interest Notice
22/12/2015	PacMoz Secures Labour Broking Licence
17/12/2015	Initial Director's Interest Notice
17/12/2015	Appointment of New Independent Director
27/11/2015	Change of Director's Interest Notice
27/11/2015	Appendix 3B
26/11/2015	Change of Company Name
26/11/2015	Results of Meeting
26/11/2015	AGM Presentation and Strategy Update
11/11/2015	Change of Director's Interest Notice
30/10/2015	Quarterly Activities and Cashflow Report
26/10/2015	Notice of Annual General Meeting/Proxy Form
26/10/2015	Annual Report to shareholders

4. 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.



Ian Macpherson
Executive Chairman