

PHYLOGICA LIMITED
ACN 098 391 961
SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 2 July 2015 (**Prospectus**), issued by Phylogica Limited (ACN 098 391 961) (**Company**). This Supplementary Prospectus is dated 4 August 2015 and was lodged with the ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Supplementary Prospectus. This Supplementary Prospectus should be read together with the 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.

1. GENERAL

In accordance with the Corporations Act 2001, the Company has an obligation to update a disclosure document if it becomes aware of new information that is material to investors.

This Supplementary Prospectus has been prepared to provide additional information to and update investors on items that the Company considers to be material.

2. UPDATE TO TIMETABLE

The Board has resolved to extend the Closing Date of the Offer to 7 August 2015. The revised indicative timetable is set out in the announcement to ASX dated 28 July 2015.

3. AMENDMENT TO THE PROSPECTUS

The Prospectus is amended as follows:

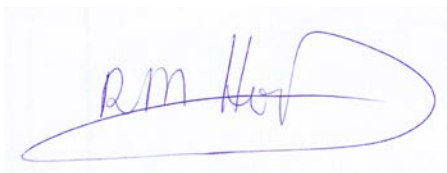
- (a) Section 5.11 of the Prospectus details the intention of the Underwriter as to the order of priorities in the allocation of the Shortfall. The Underwriter has advised the Company that it wishes to change the order of priorities to now be as follows:
- (i) 32,500,000 Shares to third parties (not associated with Hockings) from whom the Underwriter has obtained written commitments to subscribe for Additional Shares;
 - (ii) applications for Additional Shares by Eligible Shareholders who hold an unmarketable parcel of Shares in the amount necessary to increase the holding of such persons to a marketable parcel;
 - (iii) pro-rata to Eligible Shareholders who apply for Additional Shares in excess of their Entitlement;
 - (iv) 17,500,000 Shares to other third parties from whom the Underwriter has obtained written commitments to subscribe for Additional Shares; and

- (v) the balance of the Shortfall to be allocated by the Underwriter among the sub-underwriters as referred to in Section 5.10 of the Prospectus.
- (b) The revised Shortfall allocation order set out above will impact the voting power of Hockings as set out in the table in Section 5.10 of the Prospectus. The potential voting power of Hockings, based on the assumptions and scenarios as described in Section 5.10 of the Prospectus, is as follows:

Event	Number of Shares held by Hockings	Voting power of Hockings
As at the date of this Supplementary Prospectus	130,468,182	13.02%
25% take up from other Eligible Shareholders	811,352,208	40.48%
50% take up from other Eligible Shareholders	648,046,926	32.34%
75% take up from other Eligible Shareholders	484,741,645	24.19%

4. 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.



Richard Hopkins
Director
For and on behalf of
Phylogica Limited