

PLUKKA LIMITED
TO BE RENAMED 'TESORO RESOURCES LIMITED'
ACN 106 854 175
SUPPLEMENTARY PROSPECTUS

1. IMPORTANT INFORMATION

This supplementary prospectus (**Second Supplementary Prospectus**) is dated 29 January 2020 and is supplementary to the prospectus dated 29 October 2019 (**Prospectus**) issued by Plukka Limited (to be renamed 'Tesoro Resources Limited') (ACN 106 854 175) (**Company**), as supplemented by a supplementary prospectus dated 9 December 2019 (**First Supplementary Prospectus**).

This Second Supplementary Prospectus was lodged with the ASIC on 29 January 2020. ASIC, the ASX and their respective officers take no responsibility for the contents of this Second Supplementary Prospectus.

This Second Supplementary Prospectus must be read together with the Prospectus and the First Supplementary Prospectus. Other than as set out below, all details in relation to the Prospectus (as supplemented by the First Supplementary Prospectus) remain unchanged. Terms and abbreviations defined in the Prospectus (as supplemented by the First Supplementary Prospectus) have the same meaning in this Second Supplementary Prospectus.

All references to 'the Prospectus' in this Second Supplementary Prospectus are references to the Prospectus as supplemented by the First Supplementary Prospectus.

To the extent of a conflict between the Prospectus and this Second Supplementary Prospectus, this Second Supplementary Prospectus will prevail.

This Second Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus, copies of which can be downloaded from the website of the Company at www.plukka.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 THE SUPPLEMENTARY PROSPECTUS

2.1 Purpose of this document

The Second Supplementary Prospectus has been prepared to provide investors with updated information in relation to the status of the Company's re-listing and to extend the timetable to quotation for the Company's shares.

2.2 No investor action required

As the content of this Second Supplementary Prospectus is not considered by the Company to be materially adverse to investors, no action needs to be taken by investors who have already subscribed under the Prospectus to the date of this Second Supplementary Prospectus.

3. **CONDITIONAL MODIFICATION OF SECTIONS 723(3)(b) AND 724(1)(b)(ii) OF THE CORPORATIONS ACT**

As set out in Sections 2.4 and 7.9 of the Prospectus, the Company must receive Conditional Approval, and the Company must be satisfied that it can meet those conditions within three (3) months after the date of the Prospectus.

The Company received Conditional Approval on 20 January 2020 and is working with the ASX and ASIC to ensure that all conditions can be met.

In accordance with section 723(3) of the Corporations Act 2001 (Cth) (**Act**), the Company's securities to be issued pursuant to the Prospectus must be admitted to quotation within three (3) months of the date of the Prospectus (**Quotation Condition**).

Section 724(1)(b)(ii) of the Act provides that, as the Offer is made under a disclosure document, if Shares offered pursuant to the Offer are not admitted to quotation within three (3) months of the date of the disclosure document, the Company must either repay all moneys received from applicants, or it must lodge a supplementary prospectus and give each applicant one (1) month to withdraw their application and be repaid their application moneys.

As the Company is not currently satisfied it can meet the Quotation Condition within three (3) months of the date of the Prospectus, the Company has sought, and has been granted pursuant to section 741(1)(b) of the Act, a modification (**Modification**) to sections 723(3)(b) and 724(1)(b)(ii) of the Act to:

- (a) extend the three (3) month period within which the Quotation Condition must be met; and
- (b) permit the Company to complete the Offer outside of three (3) months without the need to either repay all application moneys or give each applicant one (1) month to withdraw their application.

Currently, the Company must meet the Quotation Condition on or before today, 29 January 2020. Accordingly, the Company sought and has now received the Modification, such that the Quotation Condition is extended by nine (9) days to 7 February 2020. The effect of the Modifications is simply to extend the period for the Company to achieve the Quotation Condition, following which the Company is satisfied that it can meet all conditions contained in its Conditional Approval.

The Modification is conditional upon the Company agreeing not to use investor funds until Official Quotation is granted, other than any cash payments that may be required to satisfy the Conditional Approval.

The Modification does not amend or modify any other Condition of the Offer.

4. **TIMETABLE**

As announced on 15 January 2020, the Closing Date for the Offer is 5:00pm (WST) today, **29 January 2020**.

The grant of the Modification does not affect or extend the Closing Date. Accordingly, the Company shall close the Offer in accordance with the previously announced timetable, and is seeking a re-admission to quotation on Friday 7 February 2020.

The updated indicative timetable has been revised as follows:

Event	Date
Closing Date of the Offer	5:00pm (WST) 29 January 2020
Issue Consideration Shares	29 January 2020
Issue of Shares under the Offer	29 January 2020
Satisfaction of all conditions in Conditional Approval	3 February 2020
Re-quotations of Securities (including Shares issued under the Offer) on the ASX	7 February 2020
Cleansing Offer Closing Date	7 February 2020

5. AMENDMENT TO THE PROSPECTUS

The following Sections of the Prospectus are amended to permit an extension to the Quotation Condition pursuant to the Modification, as set out below:

- (a) **Section 2.4:** the words "*or such other period as varied by ASIC*" shall be inserted after the words "after the date of this Prospectus" in sub paragraph (c); and
- (b) **Section 6.3:** the words "*In the event that the Company does not receive Conditional Approval within three months after the date of this Prospectus*" shall be deleted from the commencement of the sixth (6th) paragraph of that Section and shall be replaced with the words:
- "In the event that the Company does not receive Conditional Approval within three months after the date of this Prospectus or such other period as varied by ASIC".*

6. CONSEQUENCES FOR INVESTORS IF QUOTATION IS NOT ACHIEVED

The Company confirms that, if the Company's Shares are not admitted to Official Quotation before the expiration of the extension granted to the Company pursuant to the Modification (ie prior to 5:00pm (WST) on 7 February 2020):

- (a) the Offer will not proceed;
- (b) the issue of any Shares pursuant to the Prospectus shall be null and void; and
- (c) the Company will repay all application monies received by it in connection with the Prospectus, within the time prescribed under the Act, without interest.

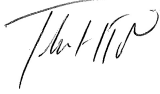
7. CONSENTS

The Company confirms that as at the date of this Second Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Prospectus have not withdrawn that consent.

8. 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 has consented to the lodgement of this Second Supplementary Prospectus with ASIC.



John Toll
Chairman
For and on behalf of
PLUKKA LIMITED (TO BE RENAMED TESORO RESOURCES LIMITED)