



## PINCHme.com Inc. (ARBN 627 641 221)

### Supplementary Prospectus

#### 1. Important Information

This is a supplementary prospectus ("**Supplementary Prospectus**") issued by PINCHme.com Inc. This Supplementary Prospectus supplements, and should be read together with, the prospectus ("**Prospectus**") dated 13 September 2018 for the issue of CHESS Depository Interests ("**CDIs**") over fully paid shares of common stock in PINCHme. Other than the changes set out in this Supplementary Prospectus, all other details in relation to the Prospectus remain unchanged. If there is any inconsistency between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail. Except where defined in this Supplementary Prospectus, words and expressions used in this Supplementary Prospectus have the meanings given to them in the Prospectus.

This Supplementary Prospectus is dated 5 October 2018 and was lodged with ASIC on that date. Neither ASIC, ASX nor any of their respective officers takes any responsibility for the contents of this Supplementary Prospectus or the merits of the investment to which this Supplementary Prospectus relates.

This Supplementary Prospectus and the Prospectus are important documents that should be read in their entirety. If you do not fully understand the contents of this Supplementary Prospectus and the Prospectus, you should consult your accountant, financial adviser, broker, lawyer or other professional adviser. Electronic versions of the Prospectus and this Supplementary Prospectus may be accessed at [www.PINCHmeIPOoffer.com](http://www.PINCHmeIPOoffer.com).

#### 2. Purpose

The purpose of this Supplementary Prospectus is:

- to extend the Closing Date for the Offer by one week, to Friday 12 October, in order to provide potential investors with additional time to consider and lodge their Application;
- to provide updated information regarding the Company's capital structure that will result from the extension of the Offer timetable; and
- following a request from ASX, to supplement the disclosure provided by PINCHme in section 6.3.1 of the Prospectus. That disclosure relates to the enforceable undertaking entered into by Jeremy Reid, the Founder and Chief Executive Officer of PINCHme, with ASIC on 27 June 2013 ("**Enforceable Undertaking**").



### 3. Timetable

The Key Dates for the Offer as set out on page 3 of the Prospectus and all references to each corresponding date throughout the Prospectus are replaced with the following:

Key Dates	
Prospectus Date	Thursday 13 September 2018
Offer opens	Friday 21 September 2018
Lodgement date of the Supplementary Prospectus	Friday 5 October 2018
Offer closes	Friday 12 October 2018
Settlement of the Offer	Wednesday 17 October 2018
Issue of CDIs under the Offer (Completion of the Offer)	Thursday 18 October 2018
Expected despatch of holding statements	Friday 19 October 2018
CDIs expected to begin trading on ASX on a normal settlement basis	Wednesday 24 October 2018

### 4. Updated capital structure resulting from change in Offer timetable

The extension of the Offer timetable as set out in section 3 above will result in small increase in the number of Shares to be issued on conversion of the Convertible Notes, as a result of additional accrued interest to the date of conversion (being 117 additional Shares ("**Additional Shares**"), which is equivalent to 41,535 CDIs and represents approximately 0.035% of total issued capital on Completion of the Offer). The issue of these Additional Shares will impact the total number of securities on issue on Completion of the Offer, along with the shareholdings of the Existing Holders and the escrow position of those Existing Holders, as the Additional Shares will be subject to the ASX mandatory escrow arrangements. As a result a number of tables in the Prospectus are updated as follows:

The following Offer statistics as set out on page 3 of the Prospectus are replaced with the following (noting that the other Offer statistics remain unchanged):

Offer statistic	CDIs	Shares
Total number of securities on issue on Completion of the Offer <sup>1</sup>	117.13 million <sup>2</sup>	329,953
Indicative market capitalisation on Completion of the Offer <sup>3</sup>	A\$58.6 million	A\$58.6 million
Indicative market capitalisation on Completion of the Offer on a fully diluted basis <sup>3,4</sup>	A\$63.3 million	A\$63.3 million
Enterprise Value at the Offer Price <sup>3,6</sup>		A\$50.7 million
Enterprise Value/pro forma forecast FY2018 Revenue <sup>6,7</sup>		3.51x

Notes:

1. The Company will also have Options on issue at Completion of the Offer. Refer to Section 9.3.3 of the Prospectus for further detail.

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2. Assumes all Shares are held in the form of CDIs.
3. The indicative market capitalisation on Completion of the Offer is determined by multiplying the total number of CDIs on issue at Completion of the Offer (assuming all of the Shares are held in the form of CDIs) by the Offer Price. The CDIs may not trade at the Offer Price after listing on the ASX (**Listing**). If the CDIs trade below the Offer Price after Listing, the market capitalisation may be lower.
4. Indicative market capitalisation on a fully diluted basis has been calculated as if all Options on issue had been exercised in accordance with their terms. Refer to Section 9.3.3 of the Prospectus for further detail regarding the Options.
6. Enterprise Value is calculated as the indicative market capitalisation of the Company at Completion, less the expected pro forma cash as at 31 December 2017.
7. The Forecast Financial Information is based on assumptions and accounting policies set out in Section 4 and Appendix A and is subject to the key risks set out in Section 5 of the Prospectus. There is no guarantee that forecasts will be achieved. Certain Financial Information included in the Prospectus is described as pro forma for the reasons described in Section 4 of the Prospectus. Refer to Section 4 of the Prospectus for more detail.

The table in Section 1.2 on page 10 of the Prospectus ("What will the capital structure of PINCHme be on Completion of the Offer?") is replaced with the following:

	Immediately prior to Offer	Immediately following Offer			
	Number of Shares	Number of Shares	CDI equivalent	Percentage (%)	Fully diluted Percentage (%)
Shares held by Existing Holders <sup>1</sup>	89,273	89,273	31,691,915	27.1%	25.1%
Number of Shares to be issued on conversion of existing:					
<ul style="list-style-type: none"> <li>• Convertible Notes and accrued interest</li> </ul>	176,136	176,136	62,528,280	53.4%	49.4%
<ul style="list-style-type: none"> <li>• Shareholder Loans</li> </ul>	19,474	19,474	6,913,270	5.9%	5.5%
Shares to be issued under the Offer	-	45,070	15,999,850	13.7%	12.6%
<b>Total</b>	<b>284,883</b>	<b>329,953</b>	<b>117,133,315</b>	<b>100.0%</b>	<b>92.6%</b>
Options	-	<b>26,387</b>	<b>9,370,000</b>	<b>n/a</b>	<b>7.4%</b>

Notes:

1. Does not include Shares which the Existing Holders may subscribe for under the Offer, nor does it include Shares which will be issued to certain Existing Holders on conversion of the Shareholder Loans and Convertible Notes, which is separately dealt with in this table.
2. Percentage holding on a fully diluted basis has been calculated as if all of the Options on issue had been exercised in accordance with their terms. Options have been issued at varying exercise prices. Further detail regarding the Options is set out in Section 9.3.3 of the Prospectus.



The table in Section 1.5 on page 15 of the Prospectus ("Who are the Existing Holders and what will their interests in PINCHme be at Completion of the Offer?") is replaced with the following:

Holder <sup>1</sup>	Immediately prior to Offer <sup>1</sup>		Immediately following Offer				
	Shares	% of Shares	Shares	Equivalent in CDIs	% of Shares	Options (CDI equivalent)	% of Fully Diluted Shares <sup>7</sup>
Jeremy Reid <sup>2</sup>	32,129	11.3%	32,129	11,405,795	9.7%	5,000,000	13.0%
Adam Caplan	10,446	3.7%	10,446	3,708,330	3.2%	1,000,000	3.7%
Wal Pisciotta <sup>3</sup>	38,390	13.5%	38,390	13,628,450	11.6%	150,000	10.9%
Michael Seder <sup>4</sup>	3,031	1.1%	3,031	1,076,005	0.9%	75,000	0.9%
LJCB Holdings Pty Ltd	41,188	14.5%	41,188	14,621,740	12.5%	720,000	12.1%
Yaselleraph Finance Pty Ltd <sup>5</sup>	7,392	2.6%	7,392	2,624,160	2.2%	-	2.1%
Other Existing Holders	152,307	53.5%	152,307	54,068,985	46.2%	2,425,000	44.7%
<b>Total Existing Holders<sup>6</sup></b>	<b>284,883</b>	<b>100.0%</b>	<b>284,883</b>	<b>101,133,465</b>	<b>86.3%</b>	<b>9,370,000</b>	<b>87.4%</b>
<b>New Shareholders</b>	<b>-</b>	<b>0.0%</b>	<b>45,070</b>	<b>15,999,850</b>	<b>13.7%</b>	<b>-</b>	<b>12.6%</b>
<b>TOTAL</b>	<b>284,883</b>	<b>100.0%</b>	<b>329,953</b>	<b>117,133,315</b>	<b>100.0%</b>	<b>9,370,000</b>	<b>100.0%</b>

Notes:

1. Assumes that the conversion of the Shareholder Loans and Convertible Notes has occurred.
2. Jeremy Reid's holdings are held through Bedford International Pty Ltd and Indigo International Pty Ltd.
3. Wal Pisciotta's holdings are held through Rainbow End Investments Pty Ltd, Rainbow TJP Superannuation Fund, Rainbow LCP Superannuation Fund and Rainbow LOZ Superannuation Fund.
4. Michael Seder's holdings are held through Kimik Nominees Pty Ltd.
5. Yaselleraph Finance Pty Ltd is the trustee for the Yaselleraph Finance Trust.
6. Does not include Shares which Existing Holders may subscribe for under the Offer.
7. Percentage holding on a fully diluted basis has been calculated as if all of the Options on issue had been exercised in accordance with their terms. Options have been issued at varying exercise prices. Refer to Section 9.3.3 of the Prospectus for further detail regarding the Options.

The pro forma capital structure table in Section 4.13.2 of the Prospectus is replaced with the following (noting that the only changes from the Prospectus are the number of Shares and CDIs issued on conversion of the Convertible Notes):



	Pro forma adjustment	No. of shares	Equivalent No. of CDIs (355:1)	Common Stock and Additional Paid In Capital US \$'000	Accumulated deficit \$'000	Accumulated other comprehensive loss US \$'000	Net assets US \$'000
<b>Audited at 31 December 2017</b>		<b>89,273</b>	<b>31,691,915</b>	<b>4,877</b>	<b>(28,243)</b>	<b>193</b>	<b>(23,173)</b>
<b>Subsequent events</b>							
Accrual of interest on Convertible Notes	2	-	-	1,194	(1,629)	-	(434)
Conversion of accrued interest and Convertible Notes	4	195,610	69,441,550	24,475	257	-	24,731
<b>Pre Offer capital structure</b>		<b>284,883</b>	<b>101,133,465</b>	<b>30,546</b>	<b>(29,615)</b>	<b>193</b>	<b>1,124</b>
<b>Pro forma transactions:</b>							
Offer	5	45,070	15,999,850	5,760	-	-	5,760
Offer costs	6	-	-	(1,316)	-	-	(1,316)
<b>Total</b>		<b>329,953</b>	<b>117,133,315</b>	<b>34,990</b>	<b>(29,615)</b>	<b>193</b>	<b>5,568</b>

In addition, note 4 in Section 4.13 of the Prospectus is replaced with the following:

"4. the conversion of principal and accrued interest outstanding on the Convertible Notes into 69,441,550 CDI's (representing 195,610 Shares);".



The capital structure table in Section 9.3.1 of the Prospectus is replaced with the following:

	Immediately prior to Offer	Immediately following Offer			
	Number of Shares	Number of Shares	CDI equivalent	Percentage (%)	Fully diluted Percentage (%)
Shares held by Existing Holders <sup>1</sup>	89,273	89,273	31,691,915	27.1%	25.1%
Number of Shares to be issued on conversion of existing:					
• Convertible Notes and accrued interest	176,136	176,136	62,528,280	53.4%	49.4%
• Shareholder Loans	19,474	19,474	6,913,270	5.9%	5.5%
Shares to be issued under the Offer	-	45,070	15,999,850	13.7%	12.6%
<b>Total</b>	<b>284,883</b>	<b>329,953</b>	<b>117,133,315</b>	<b>100.0%</b>	<b>92.6%</b>
Options	-	<b>26,387</b>	<b>9,370,000</b>	n/a	<b>7.4%</b>

Notes:

- Does not include Shares which the Existing Holders may subscribe for under the Offer, nor does it include Shares which will be issued to certain Existing Holders on conversion of the Shareholder Loans and Convertible Notes, which is separately dealt with in this table.
- Percentage holding on a fully diluted basis has been calculated as if all of the Options on issue had been exercised in accordance with their terms. Options have been issued at varying exercise prices. Refer to Section 9.3.3 of the Prospectus for further detail regarding the Options.

The ownership structure table in Section 9.3.2 of the Prospectus is replaced with the following:

Holder <sup>1</sup>	Immediately prior to Offer <sup>1</sup>		Immediately following Offer				
	Shares	% of Shares	Shares	Equivalent in CDIs	% of Shares	Options (CDI equivalent)	% of Fully Diluted Shares <sup>7</sup>
Jeremy Reid <sup>2</sup>	32,129	11.3%	32,129	11,405,795	9.7%	5,000,000	13.0%
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Other Existing Holders	152,307	53.5%	152,307	54,068,985	46.2%	2,425,000	44.7%
<b>Total Existing Holders<sup>6</sup></b>	<b>284,883</b>	<b>100.0%</b>	<b>284,883</b>	<b>101,133,465</b>	<b>86.3%</b>	<b>9,370,000</b>	<b>87.4%</b>
<b>New Shareholders</b>	<b>-</b>	<b>0.0%</b>	<b>45,070</b>	<b>15,999,850</b>	<b>13.7%</b>	<b>-</b>	<b>12.6%</b>
<b>TOTAL</b>	<b>284,883</b>	<b>100.0%</b>	<b>329,953</b>	<b>117,133,315</b>	<b>100.0%</b>	<b>9,370,000</b>	<b>100.0%</b>

Notes:

- Assumes that the conversion of the Shareholder Loans and Convertible Notes has occurred.
- Jeremy Reid's holdings are held through Bedford International Pty Ltd and Indigo International Pty Ltd.

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3. Wal Pisciotta's holdings are held through Rainbow End Investments Pty Ltd, Rainbow TJP Superannuation Fund, Rainbow LCP Superannuation Fund and Rainbow LOZ Superannuation Fund.
4. Michael Seder's holdings are held through Kimik Nominees Pty Ltd.
5. Yaselleraph Finance Pty Ltd is the trustee for the Yaselleraph Finance Trust.
6. Does not include Shares which Existing Holders may subscribe for under the Offer.
7. Percentage holding on a fully diluted basis has been calculated as if all of the Options on issue had been exercised in accordance with their terms. Options have been issued at varying exercise prices. Refer to Section 9.3.3 of the Prospectus for further detail regarding the Options.

With regard to the escrow arrangements set out in Section 9.7 of the Prospectus, all of the Additional Shares will be subject ASX mandatory escrow, for a period of between 12 and 24 months from Listing.

## 5. Enforceable Undertaking with ASIC

Jeremy Reid was previously the founder and chief executive officer of Everest Capital Limited (later known as Redleaf Capital Limited) ACN 092 753 252 ("**Everest**"), the responsible entity of the Everest Babcock & Brown Income Fund ARSN 128 309 295 ("**EBBIF**"). EBBIF was a registered managed investment scheme and, as at 1 January 2008, had 70 members holding approximately \$182 million in EBBIF units. Under the terms of the EBBIF, members were entitled to apply to redeem their units as at 31 December each year, subject to a yearly redemption limit. Members could also request an early redemption of their units, which could be accepted by EBBIF in its absolute discretion.

In January 2008, certain discretionary redemption requests were made by members associated with Jeremy Reid, and these were accepted by EBBIF's investment committee (excluding Jeremy Reid) and paid in full ("**Approved Requests**"). Around the same time, informal redemption enquiries were received by Jeremy Reid from other members who were not associated with him. These redemption enquiries were not disclosed to the investment committee of EBBIF. Formal redemption requests were not received from those members and one outstanding redemption request from a member was withdrawn prior to the investment committee's consideration of the Approved Requests, following the provision of a performance guarantee to that member by a company of which Jeremy Reid was the sole director. When aggregated with the Approved Requests, these redemptions (had they been pursued by members and accepted by EBBIF) would have exceeded the yearly redemption limit and required the Approved Requests to be accepted on a pro rata basis only. Between March and June 2008, further redemption requests were received from members, only some of which were accepted. In October 2008, EBBIF suspended all redemptions. EBBIF was ultimately wound up.

ASIC conducted an investigation into the conduct of the directors and officers of Everest, including Jeremy Reid, in relation to potential breaches of their duties under the Corporations Act, including the duties of officers of a responsible entity of a registered scheme:

(a) to act in the best interests of the members of the scheme, and if there is conflict between the members' interests and those of the responsible entity, to give priority to the members' interests; and

(b) to not make improper use of their position as an officer to gain an advantage for themselves or for any other person or to cause detriment to the members of the scheme.



Acknowledging ASIC's concerns regarding potential breaches, but without any admission, Jeremy Reid entered into the Enforceable Undertaking with ASIC, under which, for a period of two years, he undertook not to (i) provide financial services, (ii) hold an Australian financial services licence or (iii) be employed by a financial services company. Jeremy Reid also resigned as a director of Everest and another un-associated entity. A copy of the Enforceable Undertaking is available at [www.asic.gov.au](http://www.asic.gov.au) with ASIC's media release 13-157MR.

There was no admission by Jeremy Reid, and no monetary fines were imposed by ASIC. Jeremy Reid complied with the terms of the Enforceable Undertaking and no further action was taken by ASIC.

As stated in the Prospectus, the other Directors and the Proposed Director of PINCHme do not believe that this matter is material to the future performance of Jeremy Reid's duties as a director of PINCHme or the future performance or prospects of PINCHme.

## **6. Applications**

Applicants wishing to apply for CDIs under the Offer should still use the Application Form included in or accompanying the Prospectus (including the electronic version of the Prospectus). Applications received from potential investors prior to the date of this Supplementary Prospectus are unaffected by this Supplementary Prospectus.

## **7. Consent of Directors and Proposed Director**

In accordance with section 720 of the Corporations Act, each Director and Proposed Director has given, and has not, before lodgement of this Supplementary Prospectus with ASIC, withdrawn their consent to the lodgement of this Supplementary Prospectus with ASIC.

This Supplementary Prospectus has been signed by Jeremy Reid, for and on behalf of PINCHme.

A handwritten signature in black ink, appearing to read "J Reid", is written over a light blue horizontal line.

Jeremy Reid

**Director**

Dated: 5 October 2018