



**MARTIN AIRCRAFT
COMPANY LIMITED**
ARBN 601 582 638

SECOND SUPPLEMENTARY PROSPECTUS

IMPORTANT NOTICE

This Second Supplementary Prospectus is dated 19 December 2014 (**Second Supplementary Prospectus**) and is intended to be read with the Prospectus dated 27 October 2014 (**Prospectus**) as supplemented by the supplementary prospectus dated 12 December 2014 (**Supplementary Prospectus**) issued by Martin Aircraft Company Limited ARBN 601 582 638, a company incorporated in New Zealand company number 901393 (**Company**), relating to the initial public offering of fully paid ordinary shares (**Shares**) in the Company and listing of the Shares on ASX (**Offer**).

This Second Supplementary Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) on 19 December 2014. Neither ASIC nor ASX Limited (**ASX**), nor their respective officers, take any responsibility for the contents of this Second Supplementary Prospectus or for the merits of the investment to which this Second Supplementary Prospectus relates.

This Second Supplementary Prospectus is being issued by the Company to supplement the Prospectus and the Supplementary Prospectus and must be read together with the Prospectus and the Supplementary Prospectus.

If there is a conflict between the Prospectus, the Supplementary Prospectus and this Second Supplementary Prospectus, this Second Supplementary Prospectus will prevail to the extent of the inconsistency. Terms and abbreviations defined in the Prospectus, as supplemented by the Supplementary Prospectus, have the same meaning in this Second Supplementary Prospectus, unless otherwise defined.

The Company has issued both a printed and electronic version of this Second Supplementary Prospectus, the Prospectus and the Supplementary Prospectus. Electronic versions of each may be accessed at **www.martinjetpack.com/offer**. The Company will send a copy of this Second Supplementary Prospectus to all applicants who have subscribed prior to the date of this Second Supplementary Prospectus for ordinary shares under the Prospectus and Supplementary Prospectus.

The Prospectus, the Supplementary Prospectus and this Second Supplementary Prospectus are important documents and should each be read in their entirety. Please consult your accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest or if you do not fully understand the contents of these documents. It is recommended that potential investors read the Key Risks that relate to an investment in the Company that are contained in section 10 of the Prospectus. Given that the Company is currently in its development phase investors should consider an investment in the Company as speculative at this stage.

This Second Supplementary Prospectus contains particulars of changes to the Prospectus and the Supplementary Prospectus. Other than the changes set out below, all other details in the Prospectus and Supplementary Prospectus remain unchanged.

This Second Supplementary Prospectus is intended to be read with the Prospectus dated 27 October 2014 and the Supplementary Prospectus dated 12 December 2014 relating to the initial public offer of ordinary shares in Martin Aircraft Company Limited.

LETTER FROM THE CHAIR

Dear Investor,

I am writing with an update regarding the initial public offer of shares in Martin Aircraft Company Limited (**MACL**).

The Company has been working over the past few weeks with a potential strategic investor. I am pleased to be able to inform you, that subject to shareholder approval which we will be seeking in the coming weeks, the Board will proceed with a signed investment agreement with KuangChi Science Ltd.

KuangChi Science is a technology company listed on the Hong Kong Stock Exchange, based in Shenzhen, China and is focussed on ground breaking novel space services and other innovative technologies and capabilities. KuangChi has a nickname as "Alien Tech" and is dedicated to creating innovative and disruptive technologies that are changing the world. The agreement is for a long term strategic partnership which over time will see KuangChi holding a major shareholding. KuangChi has agreed to invest a total of A\$21 million into the Offer. The Company has also agreed to issue a A\$23 million convertible note to KuangChi that will allow KuangChi to subscribe for more shares in due course. The Company will also establish a joint venture company with KuangChi to be based in Shenzhen, China which will concentrate on serving the China market as well as undertaking joint research and development in connection with the Martin Jetpack. Over time, the total minimum investment by KuangChi is expected to be between A\$44 million and A\$50 million and subject to the full subscription by KuangChi will result in KuangChi potentially holding up to 55% of the Company's issued capital in 30 months' time.

Due to these material new developments the Company is required by law to issue this Second Supplementary Prospectus given the initial public offer of its shares that is ongoing.

The transaction with KuangChi remains subject to the approval of existing shareholders of the Company, certain regulatory approvals and the satisfaction of certain conditions. Full details of the terms of the transaction are set out in this Second Supplementary Prospectus.

As a consequence of the KCS transaction, certain terms of the original Offer have been varied such as:

- a reduction in the issue price of Shares in the Offer to A\$0.40 (NZ\$0.43) per Share – all applicants to date will participate in this decrease in issue price;
- an increase in the maximum subscription under the Offer to A\$27 million to accommodate some of the funds already raised by the Company under the Offer; and
- an extension of the Offer period to 19 January 2015 to allow further investors to participate in the Offer should they wish to do so.

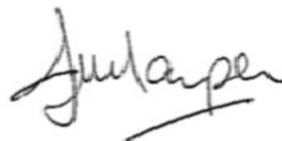
Full details of each of these matters, together with the opportunity for existing investors to withdraw their investment should they wish to do so, are contained in this Second Supplementary Prospectus.

I thank you for your support as the Company seeks to finalise the KuangChi transaction and to finalise its proposed listing on ASX.

I remind all investors that there are a number of risks involved in an investment in the Company, particularly those key risks identified by the Company in Section 10 of the Prospectus. Given that the Company is in its development phase you should consider any investment as speculative at this stage. I encourage you to read the Prospectus, the Supplementary Prospectus and this Second Supplementary Prospectus carefully in their entirety before making any investment decision.

If you have any queries regarding the Offer please call the Share Registry's offer information line on 1800 095 654 (within Australia), 0800 767 556 (within New Zealand) or +61 1800 095 654 (international) between 8.30am and 5.30pm (Sydney time).

Kind regards



Jon Mayson CNZM
Chairman

1. CORNERSTONE INVESTOR

As noted previously, the Company has been in discussions with an investor who is willing to make a major investment in the Company as part of the initial public offer (**IPO**).

1.1 Agreement with cornerstone investor

On 19 December 2014, the Company entered into an investment agreement under which KuangChi Science Limited (**KCS**) has agreed to subscribe for Shares in the Company and become a cornerstone investor in MACL. Subject to certain conditions and shareholder and required regulatory approvals, KCS will invest in the Company as follows:

- KCS will subscribe for 52.5 million Shares under the IPO at A\$0.40 per Share (**IPO Shares**), representing an investment of A\$21 million; and
- at a time in the future, KCS will subscribe for convertible notes with a total face value of between A\$23 million to A\$29 million (**Convertible Notes**).

1.2 Who is KuangChi Science Limited?

KuangChi Science Limited is a technology company based in Shenzhen focussed on ground breaking novel space services and other innovative technologies and capabilities, having a base competency in metamaterials. KCS has a nickname as “Alien Tech” and is dedicated to making innovations that change the world. KCS is listed on the Stock Exchange of Hong Kong with a current market capitalisation of approximately A\$3 billion.

1.3 IPO Shares

KCS will subscribe for 52.5 million Shares under the Offer at A\$0.40 per Share for a total subscription price of A\$21 million. KCS has agreed to place its application and the full subscription proceeds for the IPO Shares in escrow while the various shareholder and regulatory approvals are sought by KCS and the Company.

1.4 Subscription for Convertible Notes

KCS will subscribe for Convertible Notes with a principal amount of between A\$23 million and A\$29 million (i) at such time as the Company and KCS agree that the subscription proceeds for the Convertible Notes are needed for the Company’s working capital requirements, or (ii) at such time when the volume weighted average market price (**VWAP**) of the Shares reaches and remains at or above A\$1.20 for a period of 30 days or more, or (iii) seven days prior to the date that is 30 months from the date on which the Company lists on ASX, which must be no later than 30 April 2015 (**Listing Date**).

The minimum \$23 million subscription amount for the Convertible Notes will be supplemented by such amount not paid by KCS for existing Shares (see section 1.7 below), up to a maximum subscription amount of A\$29 million for the Convertible Notes.

The Convertible Notes will be convertible on or before the date that is 30 months from the Listing Date into such number of Shares equal to the principal amount at a conversion price of \$0.40 per Share. KCS has the right to accelerate the conversion of the Convertible Notes if at any time within 30 months from the subscription date the VWAP of the Shares is at or above A\$1.20 for a period of 30 days or more.

A summary of the material terms of the Convertible Notes is set out in **Annexure A**.

1.5 Formation of joint venture company

KCS and the Company have agreed to establish a company in Hong Kong in which KCS and the Company will own a 51% and 49% interest respectively (**JVCo**). JVCo will establish a wholly foreign owned enterprise in China which it is intended will undertake the following principal activities in connection with the commercialisation of the Martin Jetpack:

- apply for appropriate early-stage and research and development (**R&D**) grants from appropriate Chinese authorities;
- access R&D capabilities developed by KCS, and share technological developments;
- access new materials developed by KCS that may benefit the development of the Martin Jetpack;
- access appropriate and state of the art test facilities to assist with the development of the Martin Jetpack; and
- following production of the Martin Jetpack, access the substantial potential Chinese customer base and become the sole distributor of the Martin Jetpack in China and Hong Kong.

KCS and the Company have agreed to pay A\$2 million each to JVCo as paid up share capital as soon as reasonably practicable upon incorporation of JVCo.

In consideration for the above, the Company has granted to KCS the option to sell to the Company at any time over the 30 month period from the Listing Date KCS' 51% interest in JVCo in consideration for the issue by the Company of 89,250,000 Shares at A\$0.40 per Share (**JVCo Shares**) (equivalent to a total consideration of \$35.7 million).

1.6 Approvals and conditions

As noted above, the issue of the IPO Shares, the issue of the Convertible Notes (and the issue of Shares on conversion of those Convertible Notes) and the issue of the JVCo Shares will be subject to various approvals and conditions including:

- there not having occurred any event that has caused or could reasonably be expected to cause a material adverse effect on the condition, properties, business or results of operations of the Company's group, taken as a whole;
- the approval of the Company's existing shareholders at a special meeting of the Company currently scheduled to be held by 13 February 2015 (**Special Meeting**);
- the New Zealand Takeovers Panel approving the form and content of the Notice of Special meeting to be prepared by the Company including the independence of the independent expert appointed by the Company in connection with the preparation of that Notice;
- the ASX approving the Company's listing on ASX; and
- compliance by the Company with all laws, regulations or requirements in connection with the issue of the Shares.

The Company expects to send a copy of the Notice of Special Meeting to the Company's existing shareholders before the end of January 2015. Enclosed with the Notice of Special Meeting will be a report from an independent expert prepared in accordance with the New Zealand Takeovers Code.

The issue of the Convertible Notes (and the issue of Shares on conversion of those Convertible Notes) and the issue of the JVCo Shares will also be subject to New Zealand overseas investment office approval.

1.7 Purchase of existing Shares

KCS has agreed to purchase up to 15 million Shares from existing shareholders in the Company prior to the Listing Date for a total consideration of \$6 million. At this stage KCS has not entered into binding commitments with any shareholders in connection with any purchase. If KCS is not able to purchase 15 million Shares, any amount paid that is less than A\$6 million will be added to the total amount to be subscribed under the Convertible Notes.

1.8 Director appointments

As part of the investment by KCS the Board has agreed to appoint two representatives of KCS to the Board to fill existing casual vacancies on the Board effective from the Listing Date. In accordance with the terms of the Company's constitution, that appointment will continue until the next annual general meeting of the Company at which point it is the current intention of the Company to put forward the KCS representatives for re-election to the Board. Following the appointment of two representatives of KCS the Board will consist of 8 directors. For the purposes of the ASX Corporate Governance Principles and Recommendations the KCS' representative directors will not be considered independent.

If any of the existing directors of the Company resign in due course, the Company has agreed that it will appoint a further KCS representative to fill the casual vacancy that will arise at that time.

The appointments to the Board are subject to the terms of the Company's constitution and the ASX Listing Rules. Subject to compliance with ASX requirements, the Company has agreed to take steps to amend its constitution to document the director appointment rights noted above.

1.9 Funding

As part of the terms of the deal agreed with KCS, KCS will provide an immediate interest free unsecured loan of A\$1 million to the Company to, amongst other things, assist with the increased costs of the IPO as a result of the KCS investment and the delay in the Company obtaining its listing on ASX. The loan is repayable by way of set off against the amount to be paid by KCS on drawdown of the Convertible Notes. If the conditions and approvals to the investment by KCS have not been fulfilled or waived by KCS by 31 March 2015, the loan will become immediately due and payable.

1.10 Benefits of the investment by KCS

The Company and KCS believe that the investment by KCS will have mutual benefits to both organisations. KCS will be able to share with the Company the advance technologies of KCS including the advanced materials technology and computational simulation technology to support the development of the Martin Jetpack. On the other hand, KCS will benefit from the aviation and flying technology from the Martin Jetpack for the development of its civil near space flying apparatus, namely the Traveller, and the Wi-Fi broadcasting technology, namely "the Cloud". The Cloud is a large balloon that is tethered 2-3 km above the earth to transmit Wi-Fi signals over a wide area. KCS recently signed an agreement with Airways New Zealand to trial one of these in New Zealand.

1.11 Risks and control issues arising as a consequence of the KCS transaction

The following control issues arise in relation to the Company based on the different components of the KCS' transaction:

- following KCS subscription for the IPO Shares it is expected that KCS will hold a 21.62% interest in the Shares (although it is noted that the Company has been advised that KCS may distribute a small proportion of its holding to an adviser to KCS);
- following KCS subscription for the IPO Shares and assuming KCS acquires a total of 15 million shares from existing shareholders, it is expected that KCS will hold an interest in up to 27.8% of the Shares;
- assuming the Convertible Notes are converted in accordance with their terms it is expected that KCS will hold an interest in up to 41.63% of the Shares; and
- assuming KCS exercises its option to sell its 51% interest in JVCo, and the Company issues the Shares in consideration, it is expected that KCS will hold an interest in up to 55% of the Shares.

The above is based on the issued capital of the Company following the Company raising the maximum A\$27 million under the IPO, and no further issues of share capital prior to the issue of Shares to KCS. It does not take into account the exercise of existing warrants and options by the holders of those securities.

If KCS attains a holding of 55% of the Shares, KCS will on its own, be able to pass ordinary resolutions of the Company, including resolutions to remove and appoint directors of the Company. KCS has agreed that it will not use its shareholding to materially alter the composition of the Board for a minimum period of 30 months from the Listing Date.

It is noted that subject to accelerated conversion of the Convertible Note and the accelerated sale of its JVCo interest, KCS may not acquire its final shareholding until the time that is 30 months from the Listing Date.

1.12 Pre-completion covenants and termination of Investment Agreement

The Company has agreed that prior to the Listing Date it will operate the business in the ordinary course, not dispose of any assets and not materially alter any existing commitments or agreements, other than in connection with progressing the IPO.

The Investment Agreement may be terminated by KCS at any time before the ASX Listing Date if:

- the Company suffers and insolvency event;
- the Company threatens or ceases to carry on business or suspends all or substantially all of its activities;
- the Company breaches any of its obligations to issue Shares to KCS;
- any of the conditions or approvals are not satisfied or waived in writing by KCS, by 6pm on 31 March 2015.

1.13 Consequences of KCS transaction not proceeding

If any of the approvals that are required to proceed with the KCS transaction are not obtained then the KCS transaction will not proceed, the Offer will not proceed and the Company will not

list on ASX. In this event, all Application Monies will be returned to Applicants (without interest).

2. VARIATION TO IPO TERMS

Taking into account the key objectives of listing the Company and the cornerstone investment by KCS in the Company, the Board has concluded it is in the best interests of the Company to:

- (1) extend the Offer to now close at 5.00pm on Monday, 19 January 2015;
- (2) reduce the issue price of the Shares under the Offer to A\$0.40 (NZ\$0.43); and
- (3) increase the Maximum Subscription under the Offer to A\$27 million.

The increase of the maximum subscription under the Offer remain subject to the approval of the Company's existing shareholders at the special meeting expected to be held by 13 February 2015.

3. CHANGES TO OFFER PERIOD AND KEY DATES OF THE OFFER

The extension of the Offer period changes the key dates from the Closing Date onwards. Subject to the Company obtaining ASIC modification the key date changes are as follows:

3.1 Indicative Timetable

EVENT	DATE
Offer Closing Date / ASX Bookbuild closes and share allocations advised	5.00pm (Sydney time) on 19 January 2015
End of withdrawal rights	19 January 2015
Despatch of Notice of Special Meeting	28 January 2015
Special Meeting to approve, amongst other things, the KCS transaction	By 13 February 2015
Allotment of Shares (Completion of Offer)	13 February 2015
Dispatch of holding statements	16 February 2015
Normal trading of Shares on ASX expected to commence	20 February 2015

Notes:

1. *All references in the Prospectus and the Supplementary Prospectus to the events described above are replaced with the dates set out above. All of the above dates remain indicative only and are subject to further change.*
2. *The Company reserves the right to vary the dates and times of the Offer including to close the Offer early, extend the Offer, accept late Applications, change the date of the Special Meeting, amend the trading date of Shares on ASX or without notifying any recipient of the Prospectus, the Supplementary Prospectus, or this Second Supplementary Prospectus or any Applicants.*

This Second Supplementary Prospectus is intended to be read with the Prospectus dated 27 October 2014 and the Supplementary Prospectus dated 12 December 2014 relating to the initial public offer of ordinary shares in Martin Aircraft Company Limited.

3.2 ASIC modification – 3 month quotation condition

In accordance with the Corporations Act if a person offers securities under a disclosure document (e.g. a prospectus) and the disclosure document states or implies that the securities are to be quoted on a financial market (e.g. ASX) and the securities are not admitted to quotation within 3 months after the date of the disclosure document (**Quotation Condition**), then an issue or transfer of securities in response to an application made under the disclosure document is void and the person offering the securities must return the money received by the person from the applicant as soon as practicable.

In order for the Company to comply with the Quotation Condition for the purposes of the Offer the Shares being offered under the Offer have to be admitted to official quotation on ASX on or before 27 January 2015.

As a result of the timetable required to complete the KCS transaction (including the period required to issue the Notice of Special Meeting of existing shareholders and the holding of that meeting) the Company will no longer be able to comply with the Quotation Condition.

As soon as practicable after the date of this Second Supplementary Prospectus the Company will apply to ASIC to seek a modification of the Corporations Act to allow the Company a further 3 month period to obtain quotation of the Shares on ASX. Due to the inability of the Company to now satisfy the Quotation Condition, as required by the Corporations Act the Company is offering existing applicants under the Offer the right to withdraw (see section 4 below).

While ASIC has granted a similar modification to companies in the past, there is no guarantee that ASIC will grant a modification in the current circumstances. If ASIC does not grant the required modification then the KCS transaction will not proceed and the Company will re-assess its options with regard to proceeding with an IPO and listing on the ASX.

4. EXISTING INVESTORS UNDER THE OFFER

As a consequence of the issue of this Second Supplementary Prospectus, in accordance with section 724 of the Corporations Act, the Company is required to offer Applicants who have lodged an Application under the Prospectus or the Supplementary Prospectus one month to withdraw their Application, and to be repaid their Application Monies in full (without interest) if they do not wish to proceed.

The Company notes that subject to the completion of the initial subscription of IPO Shares by KCS and other Applications received by the Company prior to the date of this Second Supplementary Prospectus the minimum subscription for the Offer of A\$10 million will be satisfied and the Company intends to proceed to list on ASX, subject to ASX final listing committee approval.

If you have lodged an Application under the Prospectus or the Supplementary Prospectus before the date of this Second Supplementary Prospectus and you wish to proceed with your Application for Shares under the Offer after carefully reading this Second Supplementary Prospectus, **YOU ARE NOT REQUIRED TO TAKE ANY ACTION**. Your Application will be accepted by the Company to be a subscription for Shares under the Offer at the new issue price (A\$0.40 (NZ\$0.43 per Share)). Any fractional entitlements to Shares arising from the change in issue price of Shares will be rounded down to the nearest whole number of Shares. By continuing with your Application you authorise the Company to make any necessary changes to your Application to give effect to your subscription at the new issue price for Shares.

If you have lodged an Application under the Prospectus or the Supplementary Prospectus before the date of this Second Supplementary Prospectus and **do not** wish to proceed with your Application, please follow the instructions below.

This Second Supplementary Prospectus is intended to be read with the Prospectus dated 27 October 2014 and the Supplementary Prospectus dated 12 December 2014 relating to the initial public offer of ordinary shares in Martin Aircraft Company Limited.

An existing Applicant who wishes to withdraw their Application and obtain a refund must submit a written request to the Company at either of the addresses set out below so that it is received within one month of the date of this Second Supplementary Prospectus.

Mailed to:

Martin Aircraft Company Limited
C/- Link Market Services Limited
Locked Bag A14
South Sydney NSW 1235

Hand Delivery:

Martin Aircraft Company Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

(do not use for mailing purposes)

The details of the refund cheque (including the address to which it should be sent) must correspond to the details contained in the Application Form previously lodged by the Applicant. Refunds will be paid as soon as practicable on receipt of a written request for a refund. Any withdrawal received after 1 month from the date of this Second Supplementary Prospectus will be disregarded.

5. NEW INVESTORS

Application for Shares

The Offer is made under the Prospectus and the Supplementary Prospectus as supplemented by this Second Supplementary Prospectus.

If you wish to apply for Shares, please complete and return the application form which is attached to this Second Supplementary Prospectus (**Second Supplementary Prospectus Application Form**). Applications must **NOT** be made on the application form attached to or accompanying either the Prospectus or the Supplementary Prospectus.

The Second Supplementary Prospectus Application Form contains detailed instructions on how it is to be completed and must be returned by the new Closing Date.

You may also submit your Second Supplementary Prospectus Application Form electronically following the instructions set out at www.martinjetpack.com/offer.

Key risks

It is recommended that new investors read the Key Risks that relate to an investment in the Company that are contained in section 10 of the Prospectus. Given that the Company is currently in its development phase investors should consider an investment in the Company as speculative at this stage.

Closing Date

The Second Supplementary Prospectus Application Form (whether paper or electronic) must be received by 5.00pm (Sydney time) on the Closing Date (being Monday, 19 January 2015).

6. ASX BOOKBUILD FACILITY

Following the mutually agreed termination of Ord Minnett Limited as lead manager to the IPO, the ASX Bookbuild Facility will be cancelled as from 5.00pm on 19 December 2014. The Company intends to contact all brokers who had placed bids into the ASX Bookbuild Facility prior to its cancellation to confirm if they still wish to participate in the Offer and to facilitate that participation outside the use of the ASX Bookbuild Facility.

7. EFFECT OF VARIATIONS TO THE OFFER TO SECTIONS OF THE PROSPECTUS

As a result of the variations to the Offer referred to in paragraph 2 above, certain details contained in the Prospectus and the Supplementary Prospectus are amended as follows:

7.1 Key Offer Details

Issue price per Share	A\$0.40 / NZ\$0.43	
	MINIMUM SUBSCRIPTION	MAXIMUM SUBSCRIPTION
Total Number of New Shares to be issued under the Offer	25,000,000	67,500,000
Total number of Shares on issue following the Offer if fully subscribed	200,279,108	242,779,108
Indicative Market Capitalisation (\$A)	\$80.11 million	\$97.11 million
Gross proceeds from the Offer (\$A)	\$10 million	\$27 million
Minimum subscription of Shares under each Application	5000 Shares	5000 Shares

All further references in the Prospectus and the Supplementary Prospectus to:

- the issue price per Share;
- the total number of New Shares to be issued under the Offer;
- the total number of Shares on issue after the Offer;
- the minimum subscription of Shares under each Application;
- the indicative market capitalisation of the Company; and
- the gross proceeds from the Offer,

are amended to refer to the new numbers set out in the table above.

Fractional entitlements to Shares will be rounded down to the nearest whole number of Shares.

7.2 Capital structure following the Offer

The revised capital structure following the Offer is as follows:

This Second Supplementary Prospectus is intended to be read with the Prospectus dated 27 October 2014 and the Supplementary Prospectus dated 12 December 2014 relating to the initial public offer of ordinary shares in Martin Aircraft Company Limited.

CLASS OF SECURITY	NUMBER OF SHARES BASED ON MINIMUM SUBSCRIPTION	NUMBER OF SHARES BASED ON MAXIMUM SUBSCRIPTION	NUMBER OF SHARES FOLLOWING CONVERSION OF CONVERTIBLE NOTES	NUMBER OF SHARES FOLLOWING ISSUE OF JVCo SHARES
Shares	200,279,108	242,779,108	300,279,108	389,529,108
Warrants	500,000	500,000	500,000	500,000
Options	9,566,670	9,566,670	9,566,670	9,566,670

Notes:

1. The share numbers above are on an undiluted basis.
2. The Shares following the conversion of the Convertible Notes assumes a subscription amount of the minimum of \$23 million.

7.3 Interests of advisers and expenses of the Offer

In addition to the costs of the Offer outlined in section 11 of the Prospectus, there are additional costs that will be paid to advisers and others in relation to the KCS transaction, the preparation of the Supplementary Prospectus, this Second Supplementary Prospectus and related matters.

Total expenses of the Offer under the maximum subscription scenario are expected to decrease by \$568k to a total of \$2,898k primarily to the fees saved as a result of the termination of the services of the lead manager.

7.4 Executive management options

As a consequence of the change in the issue price of Shares under the IPO, the Board has resolved to amend the exercise price of some of the director and executive management options to reflect the new issue price under the Offer as follows:

Director Shares and other Securities

DIRECTOR	SHARES	OPTIONS	FINAL EXERCISE DATE	OPTIONS HELD ON EXERCISE PRICE (\$NZ)
Jon Mayson, Chairman and non-executive director	Nil	360,000	2019	\$0.43
Steve Bayliss, Non-executive director	183,330	676,670	316,670 in 2016 360,000 in 2019	\$0.24 \$0.43
John Diddams, Non-executive director*	600,000	360,000	2019	\$0.43
Jenny Morel, Non-Executive director	500,000	760,000	400,000 in 2015 360,000 in 2019	\$0.24 \$0.43

This Second Supplementary Prospectus is intended to be read with the Prospectus dated 27 October 2014 and the Supplementary Prospectus dated 12 December 2014 relating to the initial public offer of ordinary shares in Martin Aircraft Company Limited.

DIRECTOR	SHARES	OPTIONS	FINAL EXERCISE DATE	OPTIONS HELD ON EXERCISE PRICE (\$NZ)
Glenn Martin, Non-executive director	42,410,953	360,000	2019	\$0.43
Peter Coker, Managing Director	Nil	3,000,000	2018	\$0.24

* John Diddams is entitled to additional shares on success of the IPO under the Axstra Capital agreement as set out in the Prospectus.

Executive Management Options

EXECUTIVE	NO. OF OPTIONS	FINAL EXERCISE DATE	EXERCISE PRICE (\$NZ)
James West	800,000	2019	\$0.43
Ulrich Bergler	800,000	2019	\$0.43
Mike Tournier	800,000	2019	\$0.43

7.5 Update to Financial Information

The financial information for Martin Aircraft Company Limited (MACL) contained in this section includes:

- (1) Statutory Historical Financial Information for MACL being the statutory historical balance sheet as at 30 June 2014 (**Statutory Historical Balance Sheet**); and
- (2) Pro forma Historical Financial Information for MACL being the:
 - pro forma historical balance sheet as at 30 June 2014 assuming minimum proceeds of \$A10 million are raised from the Offer;
 - pro forma historical balance sheet as at 30 June 2014 assuming maximum proceeds of \$A27 million are raised from the Offer (**Pro Forma Historical Balance Sheets**), (the **Pro Forma Historical Balance Sheets** and together with the **Statutory Historical Balance Sheet**, the **Financial Information**).

All amounts disclosed in the tables in this section are presented in New Zealand dollars and, unless otherwise noted, are rounded to the nearest thousand.

7.5.1 Basis of preparation and presentation of the Financial Information

The Financial Information presented in this section should be read in conjunction with the basis of preparation, the Financial Information, risk factors and accounting policies set out in sections 9 and 10 of the Prospectus.

The Statutory Historical Balance Sheet has been extracted from the audited financial statements of Martin Aircraft Company Limited for the 3 month period to 30 June 2014.

This Second Supplementary Prospectus is intended to be read with the Prospectus dated 27 October 2014 and the Supplementary Prospectus dated 12 December 2014 relating to the initial public offer of ordinary shares in Martin Aircraft Company Limited.

The Statutory Historical Financial Information and Pro Forma Historical Financial Information presented in the Supplementary Prospectus has been reviewed by Pricewaterhouse Cooper Securities Limited (**PwC Securities**). Investors should note the scope and limitations of the Investigating Accountant's Report included later in this section.

7.5.2 Pro Forma Historical Balance Sheet

The Pro forma Historical Balance Sheet below sets out the adjustments that have been made to the audited historical balance sheet for MACL as at 30 June 2014 to prepare pro forma balance sheets, one to reflect the minimum subscription of A\$10 million or NZ\$10.8 million and one to reflect the maximum subscription of A\$27 million or NZ\$29.16 million under the new offer price of \$A0.40c per share (NZ\$0.43c per share). These adjustments reflect the impact of the operating and capital structure that will be in place following Completion of the Offer as if it had occurred or was in place as at 30 June 2014.

Table 1: Pro forma historical balance sheet

As at 30 June 2014 \$ thousand	Historical	Pre- IPO Capital Raise	KCS Loan	Investme nt in JV	Minimum subscription		Maximum Subscription	
					Impact of the Offer	Pro forma	Impact of the Offer	Pro forma
Assets								
Current assets								
Cash and cash equivalents	702	3,669	1,000	(2,000)	8,422			26,262
Trade and other receivables	57					11,793		29,633
Total current assets	759	3,669	1,000	(2,000)	8,422	11,850		29,690
Non-current assets								
Investment in JV				2,000	2,000	2,000		2,000
Property, plant and equipment	81					81		81
Intangible assets	363					363		363
Total non-current assets	444			2,000	2,000	2,444		2,444
Total assets	1,203	3,669	1,000		8,422	14,294	26,262	32,134
Liabilities								
Current liabilities								
Trade and other payables	493					493		493
Total current liabilities	493					493		493
Total liabilities	493					493		493
Net assets	710	3,669	1,000		8,422	13,801	26,262	31,641
Equity								

This Second Supplementary Prospectus is intended to be read with the Prospectus dated 27 October 2014 and the Supplementary Prospectus dated 12 December 2014 relating to the initial public offer of ordinary shares in Martin Aircraft Company Limited.

As at 30 June 2014 \$ thousand	Historical	Pre- IPO Capital Raise	KCS Loan	Investme nt in JV	Minimum subscription		Maximum Subscription	
					Impact of the Offer	Pro forma	Impact of the Offer	Pro forma
Contributed equity	17,852	3,669	1,000		8,422	30,943	26,262	48,783
Other reserves	307					307		307
Retained earnings	(17,449)					(17,449)		(17,449)
Total equity	710	3,669	1,000		8,422	13,801	26,262	31,641

Notes:

- Contributed equity of 17,852k at 30 June includes \$13,252k relating to Ordinary shares and \$4,600k relating to Preference shares. The Preference shares convert to Ordinary shares on IPO.
- Pre-IPO capital of \$3,988k has been raised subsequent to 30 June 2014. Costs in relation to this Pre-IPO capital of \$319k have been incurred relating to advisor fees and these costs have been offset against contributed equity.
- Under the terms of the KCS transaction and assuming that the transaction completes, KCS will provide an interest free loan of \$1,000k which will be repaid by way of set-off against part of KCS' funding of the Convertible Notes.
- The pro forma balance sheet reflects, as a result of the Offer under the minimum subscription scenario, a contributed equity increase of \$8,422k through the issue of shares by the Company (\$10,800k) less IPO transaction costs (\$2,378k) offset against contributed equity.
- The pro forma balance sheet reflects, as a result of the Offer under the maximum subscription scenario, a contributed equity increase of \$26,262k through the issue of shares by the Company (\$29,160k) less IPO transaction costs (\$2,898k) offset against contributed equity.
- The IPO transaction costs exclude any future costs in relation to the completion of the KCS transaction.
- An exchange rate of AUD:NZD of 1:1.08 has been applied for the translation of equity raised under the offer and IPO transaction costs incurred by Australian advisors.
- The Convertible Notes represent a forward contract to issue a minimum of 57.5m Shares at an issue price of A\$0.40c. The Convertible Notes will be recognised on the balance sheet of MACL at the time when the cash is received and the Shares are issued to KCS.
- On establishment of the joint venture company MACL will recognise an investment in its balance sheet. KCS' option to sell its 51% interest in the joint venture company to MACL is a derivative and will be accounted for in accordance with AASB139.

The pro forma historical balance sheet is provided for illustrative purposes only and is not represented as being necessarily indicative of MACL's future financial position. Further information on the sources and uses of funds of the Offer is contained later in this section.

7.5.3 Share Capital

Table 2 below sets out a reconciliation of share capital from 30 June to post Offer indicating the impact of the Pre-IPO Capital Raise, the 10:1 share split that occurred on 18 July 2014 and the effect of the Offer.

Table 2: Share Capital Reconciliation

Share Capital	Number of Shares	\$
Number of Ordinary Shares on Issue at 30 June 2014	10,681,925	13,251,839
Number of Preference Shares on Issue at 30 June 2014	5,517,237	4,600,000
Total Share Capital at 30 June 2014	16,198,448	17,851,839
Share Split 10:1	161,984,480	
Number of Ordinary Shares issued in Pre-IPO Capital Raise	13,294,628	3,988,388
Total Share Capital after Pre-IPO Capital Raise	175,279,108	21,840,227
Share Capital Issued arising from the Offer under Minimum Scenario	25,000,000	10,800,000
Total Share Capital Post Offer under Minimum Scenario	200,279,108	32,640,227
Additional Share Capital Issued arising from the Offer under Maximum Scenario	42,500,000	18,360,000
Total Share Capital Post Offer under Maximum Scenario	242,779,108	51,000,227

Notes:

1. An exchange rate of \$A1: \$1.08NZD has been applied for the translation of equity raised under the offer.
2. Share Capital on issue at 30 June 2014 includes a component of Pre-IPO capital that was raised.
3. Share capital under the minimum and maximum scenarios in the table above can be reconciled to the Pro Forma Balance Sheet by taking into account costs relating to Pre-IPO Capital Raise of \$319k and IPO Transaction Costs of \$2,378k (minimum scenario) and \$2,898k (maximum scenario).
4. 5 million share options have been granted to the Directors of the Company and key senior management on 30 September 2014. These options are not expected to be exercised pre-IPO and are therefore not contemplated in the calculation of Share Capital.
5. Axstra Capital in its capacity as the Company's corporate advisor is entitled to a success fee on completion of the IPO based on the post IPO market valuation of the Company. The success fee is expected to be settled with 30% cash and 70% equity in the Company. The equity proportion of the success fee under the minimum and maximum subscription scenarios equates to \$560k (1,400k Shares) and \$679k (1,698k Shares) respectively. These shares are expected to be issued on listing but have been excluded from the share capital reconciliation shown above and contributed equity in the Pro Forma Balance Sheet. Both the cash and equity components of the Axstra success fee have been included in IPO transaction costs that have been offset against contributed equity.
6. The Convertible Preference shares on issue at 30 June 2014 convert to ordinary shares in the Company on IPO.

This Second Supplementary Prospectus is intended to be read with the Prospectus dated 27 October 2014 and the Supplementary Prospectus dated 12 December 2014 relating to the initial public offer of ordinary shares in Martin Aircraft Company Limited.

7. The Share Capital Reconciliation above does not include any Shares that will be issued under the terms of the Convertible Notes or the option to acquire KCS' 51% share in JVCo.

7.5.4 **Liquidity and capital resources**

Following Completion of the Offer, MACL's principal sources of funds will be the cash proceeds raised from the Offer. Cash flows from operations are not expected until the Jetpack is commercialised in Q2 2016 as described in Section 7.6.6 of the Prospectus.

MACL expects that it will have sufficient working capital available from the cash proceeds of the Offer under the maximum subscription scenario to fulfil the purposes of the Offer and meet its stated objectives as per Section 7.8 of the Prospectus.

7.5.5 **Sources and Uses of Proceeds**

In conjunction with the Offer, MACL will issue new equity of A\$10 million/NZ\$10.8 million under the minimum subscription scenario and A\$27 million /NZ\$29.16 million under the maximum subscription scenario.

Proceeds from the Offer will be used to pay:

- commercialization of the Jetpack; and
- other transaction advisory fees, costs and expenses arising in connection with the Offer

Sources and Uses of funds	Minimum Subscription NZ\$ thousand	Maximum Subscription NZ\$ thousand
Cash proceeds received for New Shares issued under the Offer	10,800	29,160
Total sources	10,800	29,160

Uses of funds	Minimum Subscription NZ\$ thousand	Maximum Subscription NZ\$ thousand
Payment of Offer expenses	2,378	2,898
Commercialisation of Jetpack	8,422	26,262
Total uses	10,800	29,160

Note: Any discrepancies between totals and sums of components in this table are due to rounding.

7.5.6 **Foreign Currency**

MACL prepares its financial information in New Zealand dollars as its reporting currency. To facilitate comparison of financial information, key Offer statistics (including gross proceeds from the Offer and indicative Market capitalisation at the Offer Price) that have been presented in Australian dollars an exchange rate of \$A1.00: \$1.08NZ has been used which is the spot exchange rate as at 8 December 2014.

7.6 **Investigating Accountant's Report**

Based on the changes set out in this Supplementary Prospectus, the Company has obtained an updated Investigating Accountant's Report (**IAR**) set out in Annexure B to this Second Supplementary Prospectus, which replaces the IAR included on pages 65 to 78 of the Prospectus.

This Second Supplementary Prospectus is intended to be read with the Prospectus dated 27 October 2014 and the Supplementary Prospectus dated 12 December 2014 relating to the initial public offer of ordinary shares in Martin Aircraft Company Limited.

7.7 Shareholding structure

Following the cornerstone investment by KCS, the expected shareholding structure on completion of the Offer will be as follows:

SHAREHOLDER	INDICATIVE OWNERSHIP STRUCTURE OF THE COMPANY UPON COMPLETION OF THE OFFER		INDICATIVE OWNERSHIP STRUCTURE OF THE COMPANY AFTER COMPLETION OF KCS INVESTMENT	
	SHARES (MILLIONS)	%	SHARES (MILLIONS)	%
No. 8 Ventures Nominees Ltd	51.44	21.2	51.44	13.2
KuangChi Science Limited	52.50	21.6	214.25	55.0
Glenn Neil Martin	42.41	17.5	39.41	10.1
Stephen Paul John Matthews	14.02	5.8	14.02	3.6
The David Hunter Superannuation Fund	12.84	5.3	12.84	3.3
Other Existing Shareholders	54.57	22.5	42.57	10.9
New Shares to be issued under the Offer or at Completion of the Offer	15.00	6.2	15.00	3.9
Total	242.78	100	389.53	100

Notes:

1. Any discrepancies between totals and sums of components in this table are due to rounding.
2. The table above does not include shares to be issued to Axstra Capital on successful completion of the Offer as part of the Lead Advisor remuneration described at Section 12.1 of the Prospectus.
3. The table above does not include any shares that may be issued on the exercise of any of the outstanding options or warrants on issue.
4. The table above assumes the Company issues the maximum number of Shares under the Offer, being 67.5 million. If the Company does not issue the maximum number of Shares then the total number of Shares on issue following the Offer will be reduced and the percentage of each person's holding will increase in proportion to the number of Shares actually issued.
5. The table assumes the completion of the issue of the IPO Shares, the entire conversion of the Convertible Notes to shares and the issue of all shares on acquisition of KCS' 51% interest in JVCo, and no further issue of capital by the Company prior to the completion of all of those events.
6. The table assumes that Glenn Martin is a vendor of 3 million Shares to KCS and other existing shareholders sell a further 12 million shares to KCS. However, no agreement for any sale of shares has been entered into by any shareholder and these numbers are provided for illustrative purposes only.

7.8 ASX Restriction Agreements

In connection with the Company's application for admission to the Official List of ASX, ASX requires that all or part of the shares held by 69 Existing Shareholders following the IPO will be subject to restrictions contained in escrow arrangements with the ASX. Those restriction

This Second Supplementary Prospectus is intended to be read with the Prospectus dated 27 October 2014 and the Supplementary Prospectus dated 12 December 2014 relating to the initial public offer of ordinary shares in Martin Aircraft Company Limited.

agreements are in the standard form required by ASX. Approximately 53 million shares are restricted for 12 months from their date of issue and these Shares will be progressively released from escrow over the next 12 months. Approximately 65 million shares will be restricted for 24 months from the date of admission of the Company to the Official List and these Shares will be released from escrow at the end of that period. If the Company is unable to obtain all of the Restriction Agreements from the shareholders it may not be able to proceed with the listing on ASX, and the Offer will ultimately be withdrawn and Application Monies returned.

Also, due to the extension of the offer period under the IPO, the Company has agreed to amend the voluntary escrow arrangement with No. 8 Ventures Management Limited such that it will now end on 1 December 2015, notwithstanding the date on which the Shares are ultimately admitted to trading on ASX.

8. CONSENTS

PwC Securities has consented to being named in this Second Supplementary Prospectus and to the inclusion of its Investigating Accountant's Report in Annexure B of this Second Supplementary Prospectus, in the form and context in which it is included, and has not withdrawn its consent before lodgement of this Second Supplementary Prospectus with ASIC.

KuangChi Science Limited has consented to being named in this Second Supplementary Prospectus in the form and context in which it is named and it has not withdrawn its consent before lodgement of this Second Supplementary Prospectus with ASIC.

To the maximum extent permitted by law, each of the persons referred to above expressly disclaims and takes no responsibility for any part of this Second Supplementary Prospectus other than the statements and reports referred to in this section 8.

9. CONSENT TO LODGEMENT OF SUPPLEMENTARY PROSPECTUS

This Second Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors of the Company. In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Second Supplementary Prospectus with ASIC, and has not withdrawn that consent before lodgement.

Signed for and on behalf of Martin Aircraft Company Limited:



John Diddams, Director

This Second Supplementary Prospectus and the Prospectus and the Supplementary Prospectus are available for download and viewing as an electronic document at **www.martinjetpack.com/offer**.

Annexure A – Material terms of Convertible Notes

1. Votes

The Convertible Notes shall not entitle the holder to cast a vote on any resolution of holders of shares in the Company.

2. Interest

The Convertible Notes do not bear interest and have no entitlement to dividends from the Company.

3. Conversion

- (a) The holder of the Convertible Notes shall have the right to convert the Convertible Notes into Shares by written notice to the Company upon the earlier of (i) the VWAP of the Shares being at or above A\$1.20 for a period of 30 days or more at any time within 30 months of the Listing Date, or (ii) on the date that is 30 months from the Listing Date.
- (b) The number of Shares to be issued upon conversion of the Convertible Notes will be determined by dividing the total principal amount of the Convertible Notes by the A\$0.40 (and rounding that number up to the next higher whole number).
- (c) Each Share created upon conversion of the Convertible Notes will:
 - (i) be free of all encumbrances or other adverse interests; and
 - (ii) be on the same terms and have the same rights as all other Shares.

4. Non-Redeemable

The Company shall not have the right to redeem the Convertible Notes once issued.

5. Anti-Dilution

The conversion price of A\$0.40 (Conversion Price) shall be adjusted from time to time as follows:

- (a) if there is a consolidation and/or sub-division of Shares, the Conversion Price shall be adjusted by an amount which, in the opinion of the directors, is fair and reasonable to maintain the right to convert so as to ensure that the holder of the Convertible Notes is in no better or worse position as a result of such consolidation or sub-division, such adjustment to become effective immediately after such consolidation and/or sub-division; and
- (b) on an allotment of Shares pursuant to a bonus issue, or a capitalisation of profits or reserves to holders of Shares, the Conversion Price shall be adjusted to ensure that the holder of the Convertible Notes is in no better or worse position as a result of such bonus issue, capitalisation of profits or reserves, such increase to become effective as at the record date for such issue.

If a doubt or dispute arises concerning an adjustment of the Conversion Price in accordance with this provision, or if KCS objects to the proposed adjustments (or lack thereof) the Board shall refer the matter to the auditors (or such other firm of chartered accountants as the Board may select) for determination who shall make available to all holders of the Bonds their report and whose certificate as to the amount of the adjustment, is, in the absence of manifest error, conclusive and binding on all concerned and their costs shall be met by the Company.

6. Liquidation

In the event of an Insolvency Event of the Company, the holder of the Convertible Notes then outstanding will be entitled to be paid out of the Company's assets (in priority to any payment to be made to the holders of Shares) an amount equal to the principal amount of the Convertible Notes.

Annexure B – Investigating Accountant’s Report



The Directors
Martin Aircraft Company Limited
39 Ballarat Way
Wigram
Christchurch 8042
New Zealand

19 December 2014

Dear Directors

Investigating Accountant's Report

Independent Limited Assurance Report on Martin Aircraft Company Limited historical and pro forma historical financial information and Financial Services Guide

We refer to the Supplementary Prospectus (**Supplementary Prospectus**) proposed to be issued under the Corporations Act 2001 (Cth) by Martin Aircraft Company Limited (the **Company**) in connection with the initial public offering (**IPO**)(**Offer**) of shares in the Company and a listing on the Australian Securities Exchange.

The nature of this report is such that it can only be issued by an entity which holds an Australian financial services licence under the Corporations Act 2001. PricewaterhouseCoopers Securities Ltd, which is wholly owned by PricewaterhouseCoopers holds the appropriate Australian financial services licence under the Corporations Act 2001. This report is both an Investigating Accountant's Report, the scope of which is set out below, and a Financial Services Guide, as attached at Appendix A.

Scope

Historical Financial Information

You have requested PricewaterhouseCoopers Securities Ltd to review the following historical financial information of the Company included in the Supplementary Prospectus:

- the Statutory Historical Balance Sheet as at 30 June 2014;

The historical financial information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in International Financial Reporting Standards and the Company's adopted accounting policies. The historical financial information has been extracted from the financial report of the Company for the 3 month period to 30 June 2014 which was audited by PricewaterhouseCoopers New Zealand in accordance with the New Zealand Equivalents to International Auditing Standards and International Auditing Standards. PricewaterhouseCoopers New Zealand issued an unqualified opinion with an emphasis of matter in relation to fundamental uncertainty to going concern of the Company on the basis that the ability of the Company to continue in operational existence is dependent on its ability to raise additional funding. The historical financial information is presented in the Supplementary Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by

PricewaterhouseCoopers Securities Ltd, ACN 003 311 617, ABN 54 003 311 617, Holder of Australian Financial Services Licence No 244572

*Darling Park Tower 2, 201 Sussex Street, GPO BOX 2650, SYDNEY NSW 1171
T +61 2 8266 0000, F +61 2 8266 9999, www.pwc.com.au*



Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act 2001.

Pro Forma historical financial information

You have requested PricewaterhouseCoopers Securities Ltd to review the following pro forma historical financial information of the Company included in the Supplementary Prospectus:

- the pro forma Balance Sheet as at 30 June 2014 assuming minimum proceeds of A\$10m are raised from the Offer;
- the pro forma Balance Sheet as at 30 June 2014 assuming maximum proceeds of A\$27m are raised from the Offer.

The pro forma historical financial information has been derived from the historical financial information of the Company, after adjusting for the effects of pro forma adjustments described in section 7.5.2 of the Supplementary Prospectus. The stated basis of preparation is the recognition and measurement principles contained International Financial Reporting Standards and the Company's adopted accounting policies applied to the historical financial information and the events or transactions to which the pro forma adjustments relate, as described in section 7.5.2 of the Supplementary Prospectus, as if those events or transactions had occurred as at the date of the historical financial information. Due to its nature, the pro forma historical financial information does not represent the Company's actual or prospective financial position.

Directors' responsibility

The directors of the Company are responsible for the preparation of the historical financial information and pro forma historical financial information, including its basis of preparation and the selection and determination of pro forma adjustments made to the historical financial information and included in the pro forma historical financial information. This includes responsibility for its compliance with applicable laws and regulations and for such internal controls as the directors determine are necessary to enable the preparation of historical financial information and pro forma historical financial information that are free from material misstatement.

Our responsibility

Our responsibility is to express a limited assurance conclusion on the financial information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or review report on any financial information used as a source of the financial information.



Conclusions

Historical financial information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the historical financial information of the Company, as described in section 7.5.2 of the Supplementary Prospectus, and comprising:

- the Statutory Historical Balance Sheet as at 30 June 2014

are not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in section 7.5.1 of the Supplementary Prospectus being the recognition and measurement principles contained in International Financial Reporting Standards and the Company's adopted accounting policies.

Pro Forma historical financial information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the pro forma historical financial information of the Company as described in section 7.5.2 of the Supplementary Prospectus, and comprising:

- the pro forma Balance Sheet as at 30 June 2014 assuming minimum proceeds of A\$10m are raised from the Offer;
- the pro forma Balance Sheet as at 30 June 2014 assuming maximum proceeds of A\$27m are raised from the Offer.

are not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in section 7.5.1 of the Supplementary Prospectus being the recognition and measurement principles contained in International Financial Reporting Standards and the Company's adopted accounting policies applied to the historical financial information and the events or transactions to which the pro forma adjustments relate, as described in section 7.5.2 of the Supplementary Prospectus, as if those events or transactions had occurred as at the date of the historical financial information.

Restriction on Use

Without modifying our conclusions, we draw attention to section 7.5 and 7.5.1 of the Supplementary Prospectus, which describes the purpose of the financial information, being for inclusion in the Supplementary Prospectus. As a result, the financial information may not be suitable for use for another purpose.

Consent

PricewaterhouseCoopers Securities Ltd has consented to the inclusion of this assurance report in the public document in the form and context in which it is included.

Liability

The liability of PricewaterhouseCoopers Securities Ltd is limited to the inclusion of this report in the Supplementary Prospectus. PricewaterhouseCoopers Securities Ltd makes no representation



regarding, and has no liability for, any other statements or other material in, or omissions from the Supplementary Prospectus.

Independence or Disclosure of Interest

PricewaterhouseCoopers Securities Ltd does not have any interest in the outcome of this transaction other than the preparation of this report and participation in due diligence procedures for which normal professional fees will be received.

Financial Services Guide

We have included our Financial Services Guide as Appendix A to our report. The Financial Services Guide is designed to assist retail clients in their use of any general financial product advice in our report.

Yours faithfully

A handwritten signature in black ink that reads 'A. Cloke'.

Andrew Cloke
Authorised Representative of
PricewaterhouseCoopers Securities Ltd



Appendix A – Financial Services Guide

PRICEWATERHOUSECOOPERS SECURITIES LTD FINANCIAL SERVICES GUIDE

This Financial Services Guide is dated 19 December 2014

1. About us

PricewaterhouseCoopers Securities Ltd (ABN 54 003 311 617, Australian Financial Services Licence no 244572) ("**PwC Securities**") has been engaged by Martin Aircraft Company Limited (the **Company**) to provide a report in the form of an Investigating Accountant's Report in relation to its proposed initial public offering and listing on the Australian Securities Exchange for inclusion in the Supplementary Prospectus dated on or about 19 December 2014.

You have not engaged us directly but have been provided with a copy of the Report as a retail client because of your connection to the matters set out in the Report.

2. This Financial Services Guide

This Financial Services Guide ("**FSG**") is designed to assist retail clients in their use of any general financial product advice contained in the Report. This FSG contains information about PwC Securities generally, the financial services we are licensed to provide, the remuneration we may receive in connection with the preparation of the Report, and how complaints against us will be dealt with.

3. Financial services we are licensed to provide

Our Australian financial services licence allows us to provide a broad range of services, including providing financial product advice in relation to various financial products such as securities, interests in managed investment schemes, derivatives, superannuation products, foreign exchange contracts, insurance products, life products, managed investment schemes, government debentures, stocks or bonds, and deposit products.

4. General financial product advice

The Report contains only general financial product advice. It was prepared without taking into account your personal objectives, financial situation or needs.

You should consider your own objectives, financial situation and needs when assessing the suitability of the Report to your situation. You may wish to obtain personal financial product advice from the holder of an Australian Financial Services Licence to assist you in this assessment.



5. Fees, commissions and other benefits we may receive

PwC Securities charges fees to produce reports, including this Report. These fees are negotiated and agreed with the entity who engages PwC Securities to provide a report.

Directors or employees of PwC Securities, PricewaterhouseCoopers, or other associated entities, may receive partnership distributions, salary or wages from PricewaterhouseCoopers.

6. Associations with issuers of financial products

PwC Securities and its authorised representatives, employees and associates may from time to time have relationships with the issuers of financial products. For example, PricewaterhouseCoopers may be the auditor of, or provide financial services to, the issuer of a financial product and PwC Securities may provide financial services to the issuer of a financial product in the ordinary course of its business.

7. Complaints

If you have a complaint, please raise it with us first, using the contact details listed below. We will endeavour to satisfactorily resolve your complaint in a timely manner. In addition, a copy of our internal complaints handling procedure is available upon request.

If we are not able to resolve your complaint to your satisfaction within 45 days of your written notification, you are entitled to have your matter referred to the Financial Ombudsman Service ("**FOS**"), an external complaints resolution service. FOS can be contacted by calling 1300 780 808. You will not be charged for using the FOS service.

8. Contact Details

PwC Securities can be contacted by sending a letter to the following address:

*Andrew Cloke
Authorised Representative of
PricewaterhouseCoopers Securities Ltd*

*Darling Park Tower 2,
201 Sussex Street,
GPO Box 2650,
SYDNEY NSW 1171*

Second Supplementary Prospectus Application Forms

This Second Supplementary Prospectus is intended to be read with the Prospectus dated 27 October 2014 and the Supplementary Prospectus dated 12 December 2014 relating to the initial public offer of ordinary shares in Martin Aircraft Company Limited.

Your Guide to the Application Form

Please complete all relevant white sections of the Application Form in BLOCK LETTERS, using black or blue ink. These instructions are cross-referenced to each section of the form.

The Shares to which this Application Form relates are Martin Aircraft Company Limited Shares. Further details about the shares are contained in the Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus issued by Martin Aircraft Company Limited. The Prospectus will expire on 27 November 2015. During the offer period, Martin Aircraft Company Limited will send paper copies of the Prospectus, the Supplementary Prospectus, the Second Supplementary Prospectus and the Application Form, free of charge on request.

The Australian Securities and Investment Commission requires that a person who provides access to an electronic application form must provide access, by the same means and at the same time, to the relevant Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus. This Application Form is included in the Second Supplementary Prospectus.

The Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus contain important information about investing in the Shares. You should read the Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus before applying for Shares.

- A** Insert the number of Shares you wish to apply for. The Application must be for a minimum of 5,000 Shares and thereafter in multiples of 1,000. You may be issued all of the Shares applied for or a lesser number.
- B** Insert the relevant amount of Application Monies. To calculate your Application Monies, multiply the number of Shares applied for by the issue price. Amounts should be in Australian dollars. Please make sure the amount of your cheque or bank draft equals this amount.
- C** Write the full name you wish to appear on the register of Shares. This must be either your own name or the name of a company. Up to three joint Applicants may register. You should refer to the table below for the correct registrable title.
- D** Enter your Tax File Number (TFN) or exemption category. Business enterprises may alternatively quote their Australian Business Number (ABN). Where applicable, please enter the TFN or ABN for each joint Applicant. Collection of TFN(s) and ABN(s) is authorised by taxation laws. Quotation of TFN(s) and ABN(s) is not compulsory and will not affect your Application. However, if these are not provided, Martin Aircraft Company Limited will be required to deduct tax at the highest marginal rate of tax (including the Medicare Levy) from payments.
- E** Please enter your postal address for all correspondence. All communications to you from Martin Aircraft Company Limited and the Share Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- F** If you are already a CHES participant or sponsored by a CHES participant, write your Holder Identification Number (HIN) here. If the name or address recorded on CHES for this HIN is different to the details given on this form, your Shares will be issued to Martin Aircraft Company Limited's issuer sponsored subregister.
- G** Please enter your telephone number(s), area code and contact name in case we need to contact you in relation to your Application.
- H** Please complete the details of your cheque or bank draft in this section. The total amount of your cheque or bank draft should agree with the amount shown in section B. Make your cheque or bank draft payable to "**Martin Aircraft Share Offer**" in Australian currency and cross it "Not Negotiable". Your cheque or bank draft must be drawn on an Australian bank. Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected. If you receive a firm allocation of Shares from your Broker make your cheque payable to your Broker in accordance with their instructions.

LODGEMENT INSTRUCTIONS

This Application Form and your cheque or bank draft must be mailed or delivered so that it is received before 5:00pm (Sydney time) on 19 January 2015 at:

Mailing Address

Martin Aircraft Company Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

Hand Delivery

Martin Aircraft Company Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

(do not use this address for mailing purposes)

PERSONAL INFORMATION COLLECTION NOTIFICATION STATEMENT

Personal information about you is held on the public register in accordance with Chapter 2C of the *Corporations Act 2001*. For details about Link Group's personal information handling practices including collection, use and disclosure, how you may access and correct your personal information and raise privacy concerns, visit our website at www.linkmarketservices.com.au for a copy of the Link Group condensed privacy statement, or contact us by phone on +61 1800 502 355 (free call within Australia) 9am–5pm (Sydney time) Monday to Friday (excluding public holidays) to request a copy of our complete privacy policy.

CORRECT FORMS OF REGISTRABLE NAMES

Note that ONLY legal entities are allowed to hold Shares. Applications must be in the name(s) of natural persons or companies. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the examples of correct forms below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mrs Katherine Clare Edwards	K C Edwards
Company Use Company's full title, not abbreviations	Liz Biz Pty Ltd	Liz Biz P/L or Liz Biz Co.
Joint Holdings Use full and complete names	Mr Peter Paul Tranche & Ms Mary Orlando Tranche	Peter Paul & Mary Tranche
Trusts Use the trustee(s) personal name(s)	Mrs Alessandra Herbert Smith <Alessandra Smith A/C>	Alessandra Smith Family Trust
Deceased Estates Use the executor(s) personal name(s)	Ms Sophia Garnet Post & Mr Alexander Traverse Post <Est Harold Post A/C>	Estate of late Harold Post or Harold Post Deceased
Minor (a person under the age of 18 years) Use the name of a responsible adult with an appropriate designation	Mrs Sally Hamilton <Henry Hamilton>	Master Henry Hamilton
Partnerships Use the partners' personal names	Mr Frederick Samuel Smith & Mr Samuel Lawrence Smith <Fred Smith & Son A/C>	Fred Smith & Son
Long Names	Mr Hugh Adrian John Smith-Jones	Mr Hugh A J Smith Jones
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s)	Mr Alistair Edward Lilley <Vintage Wine Club A/C>	Vintage Wine Club
Superannuation Funds Use the name of the trustee of the fund	XYZ Pty Ltd <Super Fund A/C>	XYZ Pty Ltd Superannuation Fund

Put the name(s) of any joint Applicant(s) and/or account description using < > as indicated above in designated spaces at section C on the Application Form.

Your Guide to the Application Form

Please complete all relevant white sections of the Application Form in BLOCK LETTERS, using black or blue ink. These instructions are cross-referenced to each section of the form.

The Shares to which this Application Form relates are Martin Aircraft Company Limited Shares. Further details about the shares are contained in the Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus issued by Martin Aircraft Company Limited. The Prospectus will expire on 27 November 2015. During the offer period, Martin Aircraft Company Limited will send paper copies of the Prospectus, the Supplementary Prospectus, the Second Supplementary Prospectus and the Application Form, free of charge on request.

The Australian Securities and Investment Commission requires that a person who provides access to an electronic application form must provide access, by the same means and at the same time, to the relevant Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus. This Application Form is included in the Second Supplementary Prospectus.

The Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus contain important information about investing in the Shares. You should read the Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus before applying for Shares.

- A** Insert the number of Shares you wish to apply for. The Application must be for a minimum of 5,000 Shares and thereafter in multiples of 1,000. You may be issued all of the Shares applied for or a lesser number.
- B** Insert the relevant amount of Application Monies. To calculate your Application Monies, multiply the number of Shares applied for by the issue price. Amounts should be in Australian dollars. Please make sure the amount of your cheque or bank draft equals this amount.
- C** Write the full name you wish to appear on the register of Shares. This must be either your own name or the name of a company. Up to three joint Applicants may register. You should refer to the table below for the correct registrable title.
- D** Enter your Tax File Number (TFN) or exemption category. Business enterprises may alternatively quote their Australian Business Number (ABN). Where applicable, please enter the TFN or ABN for each joint Applicant. Collection of TFN(s) and ABN(s) is authorised by taxation laws. Quotation of TFN(s) and ABN(s) is not compulsory and will not affect your Application. However, if these are not provided, Martin Aircraft Company Limited will be required to deduct tax at the highest marginal rate of tax (including the Medicare Levy) from payments.
- E** Please enter your postal address for all correspondence. All communications to you from Martin Aircraft Company Limited and the Share Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- F** If you are already a CHES participant or sponsored by a CHES participant, write your Holder Identification Number (HIN) here. If the name or address recorded on CHES for this HIN is different to the details given on this form, your Shares will be issued to Martin Aircraft Company Limited's issuer sponsored subregister.
- G** Please enter your telephone number(s), area code and contact name in case we need to contact you in relation to your Application.
- H** Please complete the details of your cheque or bank draft in this section. The total amount of your cheque or bank draft should agree with the amount shown in section B.
Make your cheque or bank draft payable to "**Martin Aircraft Share Offer**" in Australian currency and cross it "Not Negotiable". Your cheque or bank draft must be drawn on an Australian bank. Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected.
If you receive a firm allocation of Shares from your Broker make your cheque payable to your Broker in accordance with their instructions.

LODGEMENT INSTRUCTIONS

This Application Form and your cheque or bank draft must be mailed or delivered so that it is received before 5:00pm (Sydney time) on 19 January 2015 at:

Mailing Address

Martin Aircraft Company Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

Hand Delivery

Martin Aircraft Company Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138
(do not use this address for mailing purposes)

PERSONAL INFORMATION COLLECTION NOTIFICATION STATEMENT

Personal information about you is held on the public register in accordance with Chapter 2C of the *Corporations Act 2001*. For details about Link Group's personal information handling practices including collection, use and disclosure, how you may access and correct your personal information and raise privacy concerns, visit our website at www.linkmarketservices.com.au for a copy of the Link Group condensed privacy statement, or contact us by phone on +61 1800 502 355 (free call within Australia) 9am–5pm (Sydney time) Monday to Friday (excluding public holidays) to request a copy of our complete privacy policy.

CORRECT FORMS OF REGISTRABLE NAMES

Note that ONLY legal entities are allowed to hold Shares. Applications must be in the name(s) of natural persons or companies. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the examples of correct forms below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mrs Katherine Clare Edwards	K C Edwards
Company Use Company's full title, not abbreviations	Liz Biz Pty Ltd	Liz Biz P/L or Liz Biz Co.
Joint Holdings Use full and complete names	Mr Peter Paul Tranche & Ms Mary Orlando Tranche	Peter Paul & Mary Tranche
Trusts Use the trustee(s) personal name(s)	Mrs Alessandra Herbert Smith <Alessandra Smith A/C>	Alessandra Smith Family Trust
Deceased Estates Use the executor(s) personal name(s)	Ms Sophia Garnet Post & Mr Alexander Traverse Post <Est Harold Post A/C>	Estate of late Harold Post or Harold Post Deceased
Minor (a person under the age of 18 years) Use the name of a responsible adult with an appropriate designation	Mrs Sally Hamilton <Henry Hamilton>	Master Henry Hamilton
Partnerships Use the partners' personal names	Mr Frederick Samuel Smith & Mr Samuel Lawrence Smith <Fred Smith & Son A/C>	Fred Smith & Son
Long Names	Mr Hugh Adrian John Smith-Jones	Mr Hugh A J Smith Jones
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s)	Mr Alistair Edward Lilley <Vintage Wine Club A/C>	Vintage Wine Club
Superannuation Funds Use the name of the trustee of the fund	XYZ Pty Ltd <Super Fund A/C>	XYZ Pty Ltd Superannuation Fund

Put the name(s) of any joint Applicant(s) and/or account description using < > as indicated above in designated spaces at section C on the Application Form.



MARTIN AIRCRAFT COMPANY LIMITED
New Zealand Company Number 901393

Broker Code

Adviser Code

Second Supplementary Prospectus – New Zealand General Offer Application Form – New Zealand Investors Only

This is an Application Form for Shares in Martin Aircraft Company Limited under the General Offer on the terms set out in the Prospectus dated 27 October 2014 ("Prospectus") as amended by the Supplementary Prospectus dated 12 December 2014 ("Supplementary Prospectus") and the Second Supplementary Prospectus dated 19 December 2014 ("Second Supplementary Prospectus"). You may apply for a minimum of 5,117 Shares and in multiples of 1,000 thereafter. This Application Form and your cheque or bank draft must be received by **5:00pm (Sydney time) on 19 January 2015**.

If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. The Prospectus, Supplementary Prospectus and Second Supplementary Prospectus contain information relevant to a decision to invest in Shares and you should read the entire Prospectus, Supplementary Prospectus and Second Supplementary Prospectus carefully before applying for Shares.

Shares applied for _____ at **NZ\$0.43** Price per Share Application Monies **B NZ\$** _____

(minimum 5,117, thereafter in multiples of 1,000)

PLEASE COMPLETE YOUR DETAILS BELOW (refer overleaf for correct forms of registrable names)

Applicant #1 Surname/Company Name _____

Title First Name Middle Name _____

Joint Applicant #2 Surname _____

Title First Name Middle Name _____

Designated account e.g. <Super Fund> (or Joint Applicant #3) _____

TFN/ABN/Exemption Code First Applicant Joint Applicant #2 Joint Applicant #3 _____

TFN/ABN type – if NOT an individual, please mark the appropriate box Company Partnership Trust Super Fund

PLEASE COMPLETE ADDRESS DETAILS

PO Box/RMB/Locked Bag/Care of (c-)/Property name/Building name (if applicable) _____

Unit Number/Level Street Number Street Name _____

Suburb/City or Town Postcode _____

Email address (only for purpose of electronic communication of shareholder information) _____

CHESS HIN (if you want to add this holding to a specific CHESS holder, write the number here)

F X *Please note that if you supply a CHESS HIN but the name and address details on your Application Form do not correspond exactly with the registration details held as CHESS, your application will be deemed to be made without the CHESS HIN and any Shares issued as a result of the Offer will be held on the Issuer Sponsored sub-register.*

Telephone Number where you can be contacted during Business Hours Contact Name (PRINT) _____

H APPLICATION PAYMENT – IMPORTANT

Applications must be accompanied by payment Cheque / Bank draft or direct debit by completing the bank account section below (New Zealand investors only). Payment must be in New Zealand currency. PLEASE TICK THE BOX

Option 1. Please direct debit my bank account stated below for the amount of Offer Shares applied for above (or any lesser amount as determined by the Issuer). By ticking this box and signing this Application Form I agree that Link is authorised to direct debit my bank account for the full amount of Offer Shares applied for (or any lesser amount as determined by the Issuer).

Option 2. Please find attached my payment by cheque or bank draft. Cheques or bank drafts must be in New Zealand dollars and crossed Not Transferable and be made payable to "Martin Aircraft Share Offer".

The New Zealand dollar bank account details for DIRECT DEBIT payment: Name of Bank Name of Account _____

Bank Branch Account Number Suffix _____

I SIGNATURE(S) OF APPLICANTS – Compulsory if you pay by direct debit

All applicants on the Application Form must sign. Date _____

LODGE MENT I NSTRUC TIONS: You must return your application so it is received before 5:00pm (Sydney time) on 19 January 2015 to:

MAIL: PO Box 91976, Auckland, 1142 **DELIVERY:** Level 7, Zurich House, 21 Queen Street Auckland **PHONE:** 0800 767 556

FAX: +64 9 375 5990 (Applications with payment by direct debit only)

EMAIL: operations@linkmarketservices.co.nz (Applications with payment by direct debit only)

MJP IPO003



Your Guide to the Application Form

Please complete all relevant white sections of the Application Form in BLOCK LETTERS, using black or blue ink. These instructions are cross-referenced to each section of the form.

The Shares to which this Application Form relates are Martin Aircraft Company Limited Shares. Further details about the shares are contained in the Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus issued by Martin Aircraft Company Limited. The Prospectus will expire on 27 November 2015. During the offer period, Martin Aircraft Company Limited will send paper copies of the Prospectus, the Supplementary Prospectus, the Second Supplementary Prospectus and the Application Form, free of charge on request.

The Australian Securities and Investment Commission requires that a person who provides access to an electronic application form must provide access, by the same means and at the same time, to the relevant Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus. This Application Form is included in the Second Supplementary Prospectus.

The Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus contain important information about investing in the Shares. You should read the Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus before applying for Shares.

- A** Insert the number of Shares you wish to apply for. The Application must be for a minimum of 5,117 Shares and thereafter in multiples of 1,000. You may be issued all of the Shares applied for or a lesser number.
- B** Insert the relevant amount of Application Monies. To calculate your Application Monies, multiply the number of Shares applied for by the issue price. Amounts should be in New Zealand dollars. Please make sure the amount of your cheque or bank draft equals this amount.
- C** Write the full name you wish to appear on the register of Shares. This must be either your own name or the name of a company. Up to three joint Applicants may register. You should refer to the table below for the correct registrable title.
- D** Enter your Tax File Number (TFN) or exemption category. Business enterprises may alternatively quote their Australian Business Number (ABN). Where applicable, please enter the TFN or ABN for each joint Applicant. Collection of TFN(s) and ABN(s) is authorised by taxation laws. Quotation of TFN(s) and ABN(s) is not compulsory and will not affect your Application. However, if these are not provided, Martin Aircraft Company Limited will be required to deduct tax at the highest marginal rate of tax (including the Medicare Levy) from payments.
- E** Please enter your postal address for all correspondence. All communications to you from Martin Aircraft Company Limited and the Share Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- F** If you are already a CHES participant or sponsored by a CHES participant, write your Holder Identification Number (HIN) here. If the name or address recorded on CHES for this HIN is different to the details given on this form, your Shares will be issued to Martin Aircraft Company Limited's issuer sponsored subregister.
- G** Please enter your telephone number(s), area code and contact name in case we need to contact you in relation to your Application.
- H** Payment must be made in New Zealand dollars for immediate value, by bank draft in New Zealand dollars, or a cheque drawn on a New Zealand bank account or direct debit.
- Please choose only one of the following payment methods on the Application Form:
- Option 1:** If you choose the direct debit option you must tick the box authorising the Registrar to direct debit the bank account nominated on the Application Form, on the day the Application Form is received by the Registrar, for the amount applied for on the Application Form. The bank account must be with a New Zealand registered bank. You cannot specify a direct debit date and you must ensure that:
- the bank account details supplied are correct;
 - the application funds in the bank account for direct debit are available on the day the Registrar receives the Application Form;
 - the person(s) giving the direct debit instruction has/have the authority to operate the account solely/jointly; and
 - the bank account you nominated is a transactional account eligible for direct debit transactions. If you are uncertain you should contact your bank.
- You must sign the application form as this is required as authorisation by the banks for Link to process the direct debit.
- Should your direct debit fail, your Application will be rejected. If requested, a direct debit authority form will be provided to you by the Registrar. Refer to the contact details on the Application Form.
- Option 2:** By bank draft in New Zealand dollars or a cheque drawn from a New Zealand registered bank and made out in New Zealand dollars. Cheques must be made payable to "Martin Aircraft Share Offer", crossed "Not Transferable" and must not be post-dated as cheques will be banked on day of receipt. If an Applicant's cheque is dishonoured the Issuer may cancel that Applicant's allotment of Shares and pursue any other remedies available to it at law.

LODGEMENT INSTRUCTIONS

This Application Form and your cheque or bank draft must be mailed or delivered so that it is received before 5:00pm (Sydney time) on 19 January 2015 at:

Mailing Address

Martin Aircraft Company Limited
C/- Link Market Services Limited
PO Box 91976
Victoria Street West
Auckland 1142

Hand Delivery

Martin Aircraft Company Limited
C/- Link Market Services Limited
Level 7, Zurich House
21 Queen Street
Auckland 1010

(do not use this address for mailing purposes)

PERSONAL INFORMATION COLLECTION NOTIFICATION STATEMENT

Personal information about you is held on the public register in accordance with Chapter 2C of the *Corporations Act 2001*. For details about Link Group's personal information handling practices including collection, use and disclosure, how you may access and correct your personal information and raise privacy concerns, visit our website at www.linkmarketservices.com.au for a copy of the Link Group condensed privacy statement, or contact us by phone on +61 1800 502 355 (free call within Australia) 9am–5pm (Sydney time) Monday to Friday (excluding public holidays) to request a copy of our complete privacy policy.

CORRECT FORMS OF REGISTRABLE NAMES

Note that ONLY legal entities are allowed to hold Shares. Applications must be in the name(s) of natural persons or companies. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the examples of correct forms below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mrs Katherine Clare Edwards	K C Edwards
Company Use Company's full title, not abbreviations	Liz Biz Pty Ltd	Liz Biz P/L or Liz Biz Co.
Joint Holdings Use full and complete names	Mr Peter Paul Tranche & Ms Mary Orlando Tranche	Peter Paul & Mary Tranche
Trusts Use the trustee(s) personal name(s)	Mrs Alessandra Herbert Smith <Alessandra Smith A/C>	Alessandra Smith Family Trust
Deceased Estates Use the executor(s) personal name(s)	Ms Sophia Garnet Post & Mr Alexander Traverse Post <Est Harold Post A/C>	Estate of late Harold Post or Harold Post Deceased
Minor (a person under the age of 18 years) Use the name of a responsible adult with an appropriate designation	Mrs Sally Hamilton <Henry Hamilton>	Master Henry Hamilton
Partnerships Use the partners' personal names	Mr Frederick Samuel Smith & Mr Samuel Lawrence Smith <Fred Smith & Son A/C>	Fred Smith & Son
Long Names	Mr Hugh Adrian John Smith-Jones	Mr Hugh A J Smith Jones
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s)	Mr Alistair Edward Lilley <Vintage Wine Club A/C>	Vintage Wine Club
Superannuation Funds Use the name of the trustee of the fund	XYZ Pty Ltd <Super Fund A/C>	XYZ Pty Ltd Superannuation Fund

Put the name(s) of any joint Applicant(s) and/or account description using < > as indicated above in designated spaces at section C on the Application Form.



MARTIN AIRCRAFT COMPANY LIMITED
New Zealand Company Number 901393

Priority Offer Code: JETPACK2014

Broker Code

Adviser Code

Second Supplementary Prospectus – New Zealand Priority Offer Application Form– New Zealand Investors Only

This is an Application Form for Shares in Martin Aircraft Company Limited under the Priority Offer on the terms set out in the Prospectus dated 27 October 2014 ("Prospectus") as amended by the Supplementary Prospectus dated 12 December 2014 ("Supplementary Prospectus") and the Second Supplementary Prospectus dated 19 December 2014 ("Second Supplementary Prospectus"). You may apply for a minimum of 5,117 Shares and in multiples of 1,000 thereafter. This Application Form and your cheque or bank draft must be received by 5:00pm (Sydney time) on 19 January 2015.

If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. The Prospectus, the Supplementary Prospectus and Second Supplementary Prospectus contain information relevant to a decision to invest in Shares and you should read the entire Prospectus, Supplementary Prospectus and Second Supplementary Prospectus carefully before applying for Shares.

Shares applied for at **NZ\$0.43** **B NZ\$** Application Monies

A

(minimum 5,117, thereafter in multiples of 1,000)

PLEASE COMPLETE YOUR DETAILS BELOW (refer overleaf for correct forms of registrable names)

Applicant #1 Surname/Company Name

C

Title First Name Middle Name

Joint Applicant #2 Surname

Title First Name Middle Name

Designated account e.g. <Super Fund> (or Joint Applicant #3)

TFN/ABN/Exemption Code First Applicant Joint Applicant #2 Joint Applicant #3

D

TFN/ABN type – if NOT an individual, please mark the appropriate box Company Partnership Trust Super Fund

PLEASE COMPLETE ADDRESS DETAILS

PO Box/RMB/Locked Bag/Care of (c-)/Property name/Building name (if applicable)

E

Unit Number/Level Street Number Street Name

Suburb/City or Town Postcode

Email address (only for purpose of electronic communication of shareholder information)

CHES HIN (if you want to add this holding to a specific CHES holder, write the number here)

F

X *Please note that if you supply a CHES HIN but the name and address details on your Application Form do not correspond exactly with the registration details held as CHES, your application will be deemed to be made without the CHES HIN and any Shares issued as a result of the Offer will be held on the Issuer Sponsored sub-registry.*

Telephone Number where you can be contacted during Business Hours Contact Name (PRINT)

G

H

APPLICATION PAYMENT – IMPORTANT

Applications must be accompanied by payment Cheque / Bank draft or direct debit by completing the bank account section below (New Zealand investors only). Payment must be in New Zealand currency. PLEASE TICK THE BOX

Option 1. Please direct debit my bank account stated below for the amount of Offer Shares applied for above (or any lesser amount as determined by the Issuer). By ticking this box and signing this Application Form I agree that Link is authorised to direct debit my bank account for the full amount of Offer Shares applied for (or any lesser amount as determined by the Issuer).

Option 2. Please find attached my payment by cheque or bank draft. Cheques or bank drafts must be in New Zealand dollars and crossed Not Transferable and be made payable to "Martin Aircraft Share Offer".

The New Zealand dollar bank account details for DIRECT DEBIT payment: Name of Bank Name of Account

Bank Branch Account Number Suffix

I

SIGNATURE(S) OF APPLICANTS – Compulsory if you pay by direct debit

All applicants on the Application Form must sign. Date

LODGEMENT INSTRUCTIONS: You must return your application so it is received before 5:00pm (Sydney time) on 19 January 2015 to:

MAIL: PO Box 91976, Auckland, 1142 **DELIVERY:** Level 7, Zurich House, 21 Queen Street Auckland **PHONE:** 0800 767 556

FAX: +64 9 375 5990 (Applications with payment by direct debit only)

EMAIL: operations@linkmarketservices.co.nz (Applications with payment by direct debit only)

MJP IPO004



Your Guide to the Application Form

Please complete all relevant white sections of the Application Form in BLOCK LETTERS, using black or blue ink. These instructions are cross-referenced to each section of the form.

The Shares to which this Application Form relates are Martin Aircraft Company Limited Shares. Further details about the shares are contained in the Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus issued by Martin Aircraft Company Limited. The Prospectus will expire on 27 November 2015. During the offer period, Martin Aircraft Company Limited will send paper copies of the Prospectus, the Supplementary Prospectus, the Second Supplementary Prospectus and the Application Form, free of charge on request.

The Australian Securities and Investment Commission requires that a person who provides access to an electronic application form must provide access, by the same means and at the same time, to the relevant Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus. This Application Form is included in the Second Supplementary Prospectus.

The Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus contain important information about investing in the Shares. You should read the Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus before applying for Shares.

- A** Insert the number of Shares you wish to apply for. The Application must be for a minimum of 5,117 Shares and thereafter in multiples of 1,000. You may be issued all of the Shares applied for or a lesser number.
- B** Insert the relevant amount of Application Monies. To calculate your Application Monies, multiply the number of Shares applied for by the issue price. Amounts should be in New Zealand dollars. Please make sure the amount of your cheque or bank draft equals this amount.
- C** Write the full name you wish to appear on the register of Shares. This must be either your own name or the name of a company. Up to three joint Applicants may register. You should refer to the table below for the correct registrable title.
- D** Enter your Tax File Number (TFN) or exemption category. Business enterprises may alternatively quote their Australian Business Number (ABN). Where applicable, please enter the TFN or ABN for each joint Applicant. Collection of TFN(s) and ABN(s) is authorised by taxation laws. Quotation of TFN(s) and ABN(s) is not compulsory and will not affect your Application. However, if these are not provided, Martin Aircraft Company Limited will be required to deduct tax at the highest marginal rate of tax (including the Medicare Levy) from payments.
- E** Please enter your postal address for all correspondence. All communications to you from Martin Aircraft Company Limited and the Share Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- F** If you are already a CHES participant or sponsored by a CHES participant, write your Holder Identification Number (HIN) here. If the name or address recorded on CHES for this HIN is different to the details given on this form, your Shares will be issued to Martin Aircraft Company Limited's issuer sponsored subregister.
- G** Please enter your telephone number(s), area code and contact name in case we need to contact you in relation to your Application.
- H** Payment must be made in New Zealand dollars for immediate value, by bank draft in New Zealand dollars, or a cheque drawn on a New Zealand bank account or direct debit.
- Please choose only one of the following payment methods on the Application Form:
- Option 1:** If you choose the direct debit option you must tick the box authorising the Registrar to direct debit the bank account nominated on the Application Form, on the day the Application Form is received by the Registrar, for the amount applied for on the Application Form. The bank account must be with a New Zealand registered bank. You cannot specify a direct debit date and you must ensure that:
- the bank account details supplied are correct;
 - the application funds in the bank account for direct debit are available on the day the Registrar receives the Application Form;
 - the person(s) giving the direct debit instruction has/have the authority to operate the account solely/jointly; and
 - the bank account you nominated is a transactional account eligible for direct debit transactions. If you are uncertain you should contact your bank.
- You must sign the application form as this is required as authorisation by the banks for Link to process the direct debit.
- Should your direct debit fail, your Application will be rejected. If requested, a direct debit authority form will be provided to you by the Registrar. Refer to the contact details on the Application Form.
- Option 2:** By bank draft in New Zealand dollars or a cheque drawn from a New Zealand registered bank and made out in New Zealand dollars. Cheques must be made payable to "Martin Aircraft Share Offer", crossed "Not Transferable" and must not be post-dated as cheques will be banked on day of receipt. If an Applicant's cheque is dishonoured the Issuer may cancel that Applicant's allotment of Shares and pursue any other remedies available to it at law.

LODGEMENT INSTRUCTIONS

This Application Form and your cheque or bank draft must be mailed or delivered so that it is received before 5:00pm (Sydney time) on 19 January 2015 at:

Mailing Address

Martin Aircraft Company Limited
C/- Link Market Services Limited
PO Box 91976
Victoria Street West
Auckland 1142

Hand Delivery

Martin Aircraft Company Limited
C/- Link Market Services Limited
Level 7, Zurich House
21 Queen Street
Auckland 1010
(do not use this address for mailing purposes)

PERSONAL INFORMATION COLLECTION NOTIFICATION STATEMENT

Personal information about you is held on the public register in accordance with Chapter 2C of the *Corporations Act 2001*. For details about Link Group's personal information handling practices including collection, use and disclosure, how you may access and correct your personal information and raise privacy concerns, visit our website at www.linkmarketservices.com.au for a copy of the Link Group condensed privacy statement, or contact us by phone on +61 1800 502 355 (free call within Australia) 9am–5pm (Sydney time) Monday to Friday (excluding public holidays) to request a copy of our complete privacy policy.

CORRECT FORMS OF REGISTRABLE NAMES

Note that ONLY legal entities are allowed to hold Shares. Applications must be in the name(s) of natural persons or companies. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the examples of correct forms below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mrs Katherine Clare Edwards	K C Edwards
Company Use Company's full title, not abbreviations	Liz Biz Pty Ltd	Liz Biz P/L or Liz Biz Co.
Joint Holdings Use full and complete names	Mr Peter Paul Tranche & Ms Mary Orlando Tranche	Peter Paul & Mary Tranche
Trusts Use the trustee(s) personal name(s)	Mrs Alessandra Herbert Smith <Alessandra Smith A/C>	Alessandra Smith Family Trust
Deceased Estates Use the executor(s) personal name(s)	Ms Sophia Garnet Post & Mr Alexander Traverse Post <Est Harold Post A/C>	Estate of late Harold Post or Harold Post Deceased
Minor (a person under the age of 18 years) Use the name of a responsible adult with an appropriate designation	Mrs Sally Hamilton <Henry Hamilton>	Master Henry Hamilton
Partnerships Use the partners' personal names	Mr Frederick Samuel Smith & Mr Samuel Lawrence Smith <Fred Smith & Son A/C>	Fred Smith & Son
Long Names	Mr Hugh Adrian John Smith-Jones	Mr Hugh A J Smith Jones
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s)	Mr Alistair Edward Lilley <Vintage Wine Club A/C>	Vintage Wine Club
Superannuation Funds Use the name of the trustee of the fund	XYZ Pty Ltd <Super Fund A/C>	XYZ Pty Ltd Superannuation Fund

Put the name(s) of any joint Applicant(s) and/or account description using < > as indicated above in designated spaces at section C on the Application Form.



Second Supplementary Prospectus – Broker Firm Offer Application Form

This is an Application Form for Shares in Martin Aircraft Company Limited under the Broker Firm Offer on the terms set out in the Prospectus dated 27 October 2014 ("Prospectus") as amended by the Supplementary Prospectus dated 12 December 2014 ("Supplementary Prospectus") and the Second Supplementary Prospectus dated 19 December 2014 ("Second Supplementary Prospectus"). You may apply for a minimum of 5,000 Shares and in multiples of 1,000 thereafter. This Application Form and your cheque or bank draft must be received by your Broker by the deadline set out in their offer to you.

If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. The Prospectus, Supplementary Prospectus and Second Supplementary Prospectus contain information relevant to a decision to invest in Shares and you should read the entire Prospectus, Supplementary Prospectus and Second Supplementary Prospectus carefully before applying for Shares.

Shares applied for

Price per Share

Application Monies

A , , at **A\$0.40** **B A\$** , , .

(minimum 5,000, thereafter in multiples of 1,000)

PLEASE COMPLETE YOUR DETAILS BELOW (refer overleaf for correct forms of registrable names)

Applicant #1

Surname/Company Name

C

Title

First Name

Middle Name

Joint Applicant #2

Surname

Title

First Name

Middle Name

Designated account e.g. <Super Fund> (or Joint Applicant #3)

TFN/ABN/Exemption Code

First Applicant

Joint Applicant #2

Joint Applicant #3

D

TFN/ABN type – if NOT an individual, please mark the appropriate box

Company

Partnership

Trust

Super Fund

PLEASE COMPLETE ADDRESS DETAILS

PO Box/RMB/Locked Bag/Care of (c-)/Property name/Building name (if applicable)

E

Unit Number/Level

Street Number

Street Name

Suburb/City or Town

State

Postcode

Email address (only for purpose of electronic communication of shareholder information)

CHESS HIN (if you want to add this holding to a specific CHESS holder, write the number here)

F **X**

Please note: that if you supply a CHESS HIN but the name and address details on your Application Form do not correspond exactly with the registration details held at CHESS, your Application will be deemed to be made without the CHESS HIN and any Shares issued as a result of the Offer will be held on the issuer sponsored sub-register.

Telephone Number where you can be contacted during Business Hours

Contact Name (PRINT)

G ()

Cheques or bank drafts should be drawn up according to the instructions given by your Broker.

Cheque or Bank Draft Number

BSB

Account Number

H -

Total Amount **A\$** , , .

LODGEMENT INSTRUCTIONS

You must return your application so it is received by your Broker by the deadline set out in their offer to you.

MJP BRO001

Your Guide to the Application Form

Please complete all relevant white sections of the Application Form in BLOCK LETTERS, using black or blue ink. These instructions are cross-referenced to each section of the form.

The Shares to which this Application Form relates are Martin Aircraft Company Limited Shares. Further details about the Shares are contained in the Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus issued by Martin Aircraft Company Limited. The Prospectus will expire on 27 November 2015. During the offer period, Martin Aircraft Company Limited will send paper copies of the Prospectus, the Supplementary Prospectus, the Second Supplementary Prospectus and the Application Form, free of charge on request.

The Australian Securities and Investment Commission requires that a person who provides access to an electronic application form must provide access, by the same means and at the same time, to the relevant Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus. This Application Form is included in the Second Supplementary Prospectus.

The Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus contain important information about investing in the Shares. You should read the Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus before applying for Shares.

- A** Insert the number of Shares you wish to apply for. The Application must be for a minimum of 5,000 Shares and thereafter in multiples of 1,000. You may be issued all of the Shares applied for or a lesser number.
- B** Insert the relevant amount of Application Monies. To calculate your Application Monies, multiply the number of Shares applied for by the issue price. Amounts should be in Australian dollars. Please make sure the amount of your cheque or bank draft equals this amount.
- C** Write the full name you wish to appear on the register of Shares. This must be either your own name or the name of a company. Up to three joint Applicants may register. You should refer to the table below for the correct registrable title.
- D** Enter your Tax File Number (TFN) or exemption category. Business enterprises may alternatively quote their Australian Business Number (ABN). Where applicable, please enter the TFN or ABN for each joint Applicant. Collection of TFN(s) and ABN(s) is authorised by taxation laws. Quotation of TFN(s) and ABN(s) is not compulsory and will not affect your Application. However, if these are not provided, Martin Aircraft Company Limited will be required to deduct tax at the highest marginal rate of tax (including the Medicare Levy) from payments.
- E** Please enter your postal address for all correspondence. All communications to you from Martin Aircraft Company Limited and the Share Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- F** If you are already a CHES participant or sponsored by a CHES participant, write your Holder Identification Number (HIN) here. If the name or address recorded on CHES for this HIN is different to the details given on this form, your Shares will be issued to Martin Aircraft Company Limited's issuer sponsored subregister.
- G** Please enter your telephone number(s), area code and contact name in case we need to contact you in relation to your Application.
- H** Please complete the details of your cheque or bank draft in this section. The total amount of your cheque or bank draft should agree with the amount shown in section B.
- If you receive a firm allocation of Shares from your Broker make your cheque payable to your Broker in accordance with their instructions.

CORRECT FORMS OF REGISTRABLE NAMES

Note that ONLY legal entities are allowed to hold Shares. Applications must be in the name(s) of natural persons or companies. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the examples of correct forms below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mrs Katherine Clare Edwards	K C Edwards
Company Use Company's full title, not abbreviations	Liz Biz Pty Ltd	Liz Biz P/L or Liz Biz Co.
Joint Holdings Use full and complete names	Mr Peter Paul Tranche & Ms Mary Orlando Tranche	Peter Paul & Mary Tranche
Trusts Use the trustee(s) personal name(s)	Mrs Alessandra Herbert Smith <Alessandra Smith A/C>	Alessandra Smith Family Trust
Deceased Estates Use the executor(s) personal name(s)	Ms Sophia Garnet Post & Mr Alexander Traverse Post <Est Harold Post A/C>	Estate of late Harold Post or Harold Post Deceased
Minor (a person under the age of 18 years) Use the name of a responsible adult with an appropriate designation	Mrs Sally Hamilton <Henry Hamilton>	Master Henry Hamilton
Partnerships Use the partners' personal names	Mr Frederick Samuel Smith & Mr Samuel Lawrence Smith <Fred Smith & Son A/C>	Fred Smith & Son
Long Names	Mr Hugh Adrian John Smith-Jones	Mr Hugh A J Smith Jones
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s)	Mr Alistair Edward Lilley <Vintage Wine Club A/C>	Vintage Wine Club
Superannuation Funds Use the name of the trustee of the fund	XYZ Pty Ltd <Super Fund A/C>	XYZ Pty Ltd Superannuation Fund

Put the name(s) of any joint Applicant(s) and/or account description using < > as indicated above in designated spaces at section C on the Application Form.