

PHOTO-ME AUSTRALIA LIMITED
(ABN 73 110 184 355)

SUPPLEMENTARY PROSPECTUS

THIS IS A SUPPLEMENTARY PROSPECTUS DATED 28 OCTOBER 2009 AND IS TO BE READ TOGETHER WITH THE PROSPECTUS DATED 27 OCTOBER 2009 ISSUED BY PHOTO-ME AUSTRALIA LIMITED IN RESPECT OF A NON-RENOUNCEABLE PRO-RATA OFFER OF TWO NEW SHARES FOR EVERY ONE ORDINARY SHARE HELD, AT AN ISSUE PRICE OF HALF A CENT (\$0.005) EACH ("THE OFFER") TO RAISE UP TO APPROXIMATELY \$916,572 BEFORE COSTS OF THE OFFER.

IMPORTANT NOTES

Photo-Me Australia Limited ABN 73 110 184 355 ("the Company") lodged a prospectus with the Australian Securities and Investment Commission ("ASIC") on 27 October 2009 for a non-renounceable pro-rata offer of two new shares for every one ordinary share held, at an issue price of half a cent (\$0.005) each ("the Offer") to raise up to approximately \$916,572 before the costs of the Offer ("the Prospectus").

This document is a supplementary prospectus ("Supplementary Prospectus") to the Prospectus and is dated 28 October 2009 and was lodged with ASIC and the ASX on that date. ASIC and the ASX and their respective officers take no responsibility for the contents of this Supplementary Prospectus or the merits of the investment to which this Supplementary Prospectus relates.

Pursuant to Section 719(4) of the Corporations Act, the information set out below is taken to be included in the Prospectus. Terms defined and used in this Supplementary Prospectus have the same meaning as in the Prospectus unless otherwise defined or the contrary intention appears. References to Sections and page numbers are sections and page numbers in the Prospectus.

1. Changes to timetable and important dates of the Offer

The Company advises that the Timetable included in the Prospectus has been changed and a replacement timetable is set out below.

TIMETABLE

Lodgement of Prospectus	27 October 2009
Shares quoted on 'ex' basis	1 December 2009
Record Date (for identifying Shareholders entitled to participate in Offer)	5.00 pm WST 7 December 2009
Despatch of Prospectus to Shareholders	8 December 2009
Closing Date of the Offer	22 December 2009
Shares issued under the Offer quoted on a deferred settlement basis	23 December 2009
Notify ASX of under-subscriptions for Shares	24 December 2009
Despatch Date	29 December 2009

The above dates are indicative only and may change without notice subject to receipt of approval from ASX. The Company reserves the right to extend the closing date of the Offer by giving at least 6 business days' notice to ASX prior to the Closing Date.

DIRECTORS' AUTHORISATION AND CONSENT

This Supplementary Prospectus is supplemental to and is to be read together with the Prospectus. To the extent of any inconsistency between this Supplementary Prospectus and the Prospectus, this Supplementary Prospectus prevails. It is important that you read this Supplementary Prospectus and the Prospectus in their entirety before deciding to invest in the Company. You should seek professional advice from your accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest or how to respond to this document.

This Supplementary Prospectus is signed on 28 October 2009 by Mr Mal Di Giulio on behalf of the Directors, each of whom has consented to the signature, lodgement and issue of this Supplementary Prospectus.

Each Director has consented to the lodgement of this Supplementary Prospectus with ASIC in accordance with the terms of Section 720 of the Corporations Act and has not withdrawn that consent.

A handwritten signature in black ink, appearing to read 'Mal Di Giulio'. The signature is written in a cursive style with a large, prominent loop at the bottom left.

Mal Di Giulio
Non-Executive Chairman