



OFFER DOCUMENT

SHARE PURCHASE PLAN



ENGINEERING CLEAN ENERGY





28 May 2020

Dear Fellow Shareholder

INVITATION TO PARTICIPATE IN SHARE PURCHASE PLAN

- Opportunity for eligible shareholders to apply for up to \$30,000 worth of shares at 6.5 cents per share, representing a 7% discount to the 5-day volume-weighted average price prior to announcement of the Share Purchase Plan on 21 May 2020
- Combination of Share Purchase Plan and recent Share Placement to target a total capital raising of approximately \$2.1 million
- Proceeds will be used for the development of the Company's new Australian battery graphite business as set-out in the Development Update presentation released to the ASX on 21 May 2020

Development of a state-of-the-art EcoGraf™ battery graphite facility in Kwinana, Western Australia, including:

- + Finalising offtake arrangements with priority customers in Europe and Asia
- + Preparation of marketing and technical reports to support Government funding processes
- + Securing lender approvals for the proposed US\$35 million debt financing
- + Pre-development technical programs and submission of Government development approvals
- + Completion of engineering, procurement, construction and operations planning arrangements

Securing Government approvals for the Epanko US\$60 million debt financing proposal developed with KfW IPEX-Bank

On 21 May 2020, **EcoGraf Limited (EcoGraf or the Company) (ASX:EGR)** announced to the ASX that it had received firm commitments to raise \$1.6 million through a placement of 24.6 million fully paid ordinary shares (**Shares**) at an issue price of 6.5 cents per Share to sophisticated, institutional and professional investors (**Placement**).

The Placement was completed on 28 May 2020.

As announced on 21 May 2020, EcoGraf is also pleased to provide all Eligible Shareholders (as defined below) with the ability to participate in the Company's capital raising activities, through participation in a share purchase plan (**Plan** or **SPP**).

Under the Plan, Eligible Shareholders will have the opportunity to purchase up to \$30,000 worth of Shares at the same price as the Placement, irrespective of the size of their shareholding, without incurring brokerage costs.



Through the offer under the Plan (**Offer**), the Company intends to raise up to \$500,000 on the terms and conditions (**Terms and Conditions**) contained in this letter. The Company may elect to accept additional subscriptions or alternatively, close the Offer early and/or scale back applications.

Accordingly, Eligible Shareholders wishing to participate in the Plan are encouraged to do so as soon as possible.

Shareholders Eligible to Participate in the Plan

Participation under the Plan is optional and is available exclusively to shareholders of the Company who are registered as holders of Shares at 5.00pm (WST time) on 20 May 2020 (**Record Date**) and whose registered address is in Australia, New Zealand, Canada, France, Germany, Hong Kong, Singapore, the United Kingdom or the United Republic of Tanzania (**Eligible Shareholders**). All Eligible Shareholders that participate in the Offer must comply with the foreign offer restrictions that are set out in the Terms and Conditions.

Share Purchase Plan

The Plan entitles Eligible Shareholders, irrespective of the size of their shareholding, to purchase up to \$30,000 worth of Shares at an issue price of 6.5 cents per Share (**Price**), being the same price as the Shares offered to sophisticated, institutional and professional investors under the Placement. The Price represents a discount of 7% to the volume-weighted average price (VWAP) of Shares traded on the 5 trading days prior to the date the Plan was announced on 21 May 2020.

The Plan is not underwritten.

The directors of the Company (**Directors**) who are Eligible Shareholders intend to participate in the Plan.

Current Activities

Details of the Company's current activities are set out in the announcements made by the Company to the ASX and are available from the ASX (ASX:EGR) and on the Company's website at <https://www.ecograf.com.au/>

How Much Can You Invest?

Eligible Shareholders may each apply for a maximum of \$30,000 worth of Shares and a minimum of \$2,000 worth of Shares under the Plan.

How to Accept this Offer

To apply for Shares under the Plan, please follow the payment instructions on the enclosed personalised application form (**Application Form**).

Eligible Shareholders may participate by selecting one of the following offers to purchase Shares under the Plan:

Offer	Total amount payable/subscription amount	Number of Shares which may be purchased
Offer 1	\$2,000	30,769
Offer 2	\$5,000	76,923
Offer 3	\$10,000	153,846
Offer 4	\$15,000	230,769
Offer 5	\$20,000	307,692
Offer 6	\$25,000	384,615
Offer 7	\$30,000	461,538



The number of Shares to which you are entitled will be calculated by dividing the subscription amount you have elected by the Price, rounded down.

All payments in accordance with the options set out in your Application Form(s) (**Application**) must be received by 5pm (Sydney time) on the **closing date 22 June 2020** (unless extended or closed early) (**Closing Date**). If the exact amount of money is not tendered with your Application, the Company reserves the right to either:

- (a) return your Application Form and/or payment and not issue any Shares to you; or
- (b) allot to you the number of Shares that would have been issued had you applied for the highest offer subscription amount that is less than the amount of your payment and refund the excess Application money to you by cheque as soon as possible, without interest.

Once an Application has been made it cannot be revoked.

Multiple Holdings

The maximum investment any Eligible Shareholder may apply for will remain \$30,000 even if an Eligible Shareholder receives more than one Offer (whether in respect of a joint holding or because the Eligible Shareholder has more than one holding under a separate account). It is the responsibility of the applicant to ensure that the aggregate of the Application amount paid for the Shares the subject of the Application and any other shares and interests in the class applied for by you under the Plan or any similar arrangement in the 12 months prior to the date of submission, does not exceed \$30,000.

Custodians and Nominees

Eligible Shareholders who hold Shares as Custodian or Nominee (**Custodian**) for one or more persons on the Record Date (**Beneficiary**) may apply for up to a maximum amount of \$30,000 worth of Shares in respect of each Beneficiary who is resident in Australia, New Zealand, Canada, France, Germany, Hong Kong, Singapore, the United Kingdom or the United Republic of Tanzania, subject to providing a Custodian Certificate to the Company, as described in the Terms and Conditions enclosed with this letter. Please refer to the Terms and Conditions for more details.

Relationship of Issue Price with Market Price

On the last trading day immediately prior to the announcement date of the Offer, being 18 May 2020, the closing price of the Shares traded on ASX was 7.5 cents. The market price of Shares in the Company may rise and fall between the date of the Offer and the date that any Shares are issued to you as a result of your Application under this Offer.

By making an Application under this Offer and applying for Shares under the Plan, each Eligible Shareholder will be acknowledging that although the purchase Price is at a discount, Shares are a speculative investment and the price of Shares on ASX may change between the date of the Company announcing its intention to make an Offer and the date of issue of Shares under that Offer and that the value of the Shares received under the Plan may rise or fall accordingly.

The Company recommends that you obtain your own financial and taxation advice in relation to the Offer and consider price movements of Shares in the Company prior to making an Application under this Offer.

Additional Information and Important Dates

The offer of Shares under the Plan is made in accordance with ASIC Class Order 09/425 and therefore does not require a prospectus for the purposes of Chapter 6D of the Corporations Act (2001) (Cth) (**Corporations Act**).

The Offer cannot be transferred, and the Directors of the Company reserve the right in their absolute discretion to reject, or scale back, on an equitable basis, any application. Shares allotted under the Plan will be issued no later than 7 Business Days after the Closing Date of the Offer. Application for quotation on ASX of the new Shares will be made immediately following the issue of those Shares.



The maximum amount that the Company currently intends to raise under the Offer is \$500,000 however the Company reserves absolute discretion regarding the final amount raised under the Offer, subject to the ASX Listing Rules.

In the event of oversubscriptions prior to the Closing Date, the Directors may, in their absolute discretion, scale-back Applications on an equitable basis. Scale-back for Shares held by Custodians will be applied at the level of the underlying Beneficiary. Directors may also, in their absolute discretion, decide to increase acceptances in the event of oversubscriptions.

The Company reserves the right to close the Offer early and Eligible Shareholders wishing to participate in the Plan are encouraged to submit their Applications as soon as possible.

If the Company rejects or scales-back an Application or purported Application, the Company will promptly return to the shareholder the relevant Application monies, without interest.

Foreign Offer Restrictions

This document may not be released or distributed to shareholders in any country other than Australia, New Zealand, Canada, France, Germany, Hong Kong, Singapore, the United Kingdom or the United Republic of Tanzania. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country. In particular, any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

Important Information for Shareholders outside Australia

Shareholders resident in New Zealand, Canada, France, Germany, Hong Kong, Singapore, the United Kingdom or the United Republic of Tanzania (the **Foreign Offer Countries**) are responsible for ensuring that participation in the Offer does not breach regulations in the relevant overseas jurisdiction in which they reside. Return of a duly completed Application will be taken by the Company to constitute a representation that there has been no breach of those regulations. Refer to the Terms and Conditions for further details of the restrictions that may apply to Shareholders who reside in the Foreign Offer Countries.

Placement of Shortfall

Any shortfall from the Offer may be placed at the discretion of the Directors. The Company confirms that any issue of shortfall would be placed subject to the Company's compliance with ASX Listing Rules 7.1 and 7.1A at the time of issue. As at the date of this document, following the completion of the Placement, the Company will have remaining capacity to issue 20,595,287 Shares under its ASX Listing Rule 7.1 capacity and 30,510,819 Shares under its ASX Listing Rule 7.1A capacity.

Indicative Timetable

Event	Date
Record Date for eligible shareholders to participate in the Plan	20 May 2020
Announce Placement and the Plan and lodge Appendix 3B	21 May 2020
Issue of Shares under Placement and lodge Appendix 2A and Cleansing Statement	28 May 2020
Dispatch the Plan booklet to shareholders and release Offer Letter on the ASX	28 May 2020
Opening date for the Offer under the Plan	28 May 2020
Closing date for the Offer under the Plan	5pm (Sydney time) 22 June 2020



Announcement of result of the Offer under the Plan	24 June 2020
Issue of new Shares under the Plan and lodgement of Appendix 2A for the Shares issued under the Plan	26 June 2020

These dates are indicative only. The Company may vary the dates and times of the Offer without notice. Accordingly, shareholders are encouraged to submit their Applications as early as possible.

We note that given COVID-19 there may be delays in postage. Specifically, as there is no longer priority post there may be delays in the arrival of documents posted to and by Eligible Shareholders. Accordingly, if you have not opted to receive electronic documents from the Company but would like to receive an electronic version of the Plan and Application Form, or have any questions regarding the Plan or how to deal with this Offer, please contact Mr Andrew Spinks, Managing Director, on +61 8 6424 9002.

Yours sincerely

EcoGraf Limited

Robert Pett

Chairman



EcoGraf Limited (ABN 15 117 330 757) Shareholder Share Purchase Plan - Terms and Conditions

Purpose

The purpose of the Share Purchase Plan (**the Plan**), which is being conducted in conjunction with the Placement, is to offer shareholders of EcoGraf Limited (**EcoGraf** or the **Company**) the opportunity to acquire additional fully paid ordinary shares in the Company (**Shares**) up to a maximum of \$30,000 and a minimum of \$2,000 worth of Shares. The issue price of 6.5 cents under the Plan represents a discount of 7% to the VWAP of Shares that traded over the 5 days prior to the date the Plan was announced. The Company is intending to raise up to \$500,000 under the Plan. The Shares will not attract brokerage and will be issued without a prospectus. The Plan is governed upon such terms and conditions as the Company, in its absolute discretion, sees fit.

No Financial Advice

This document does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the Plan having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

Shareholders Eligible to Participate

Holders of Shares that were registered with an address in Australia, New Zealand, Canada, France, Germany, Hong Kong, Singapore, the United Kingdom or the United Republic of Tanzania (together the **Offer Countries**) at the Record Date are eligible shareholders (**Eligible Shareholders**) and may participate in the Plan, unless such registered shareholder holds Shares on behalf of another person who resides outside the Offer Countries. Due to foreign securities laws, it is not practical for shareholders (or beneficial holders) resident in other countries to be offered the opportunity to participate in the Plan.

Participation in the Plan is optional and is subject to these terms and conditions. Offers made under the Plan are non-renounceable (i.e. Eligible Shareholders may not transfer their rights to any Shares offered under the Plan). Eligible Shareholders who wish to take up Shares issued under the Plan agree to be bound by the Company's constitution in respect of Shares issued under the Plan.

The maximum amount which any shareholder may subscribe for in any consecutive 12 month period is \$30,000. The directors of the Company (**Directors**) may also determine in their discretion the minimum amount for participation, the multiple of Shares to be offered under the Plan and the period the offer is available to Eligible Shareholders.

Important Information for Shareholders outside Australia

New Zealand

The Shares offered under the Plan are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand and to whom the Offer is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (as amended)* (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013* (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

Canada (British Columbia, Ontario and Quebec provinces)

This document constitutes an offering of Shares only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces") and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such securities. This document is not, and under



no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are "accredited investors" within the meaning of NI 45-106 – Prospectus and Registration Exemptions, of the Canadian Securities Administrators.

No securities commission or similar authority in the Provinces has reviewed or in any way passed upon this document, the merits of the Shares or the offering of such securities and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of Shares or the resale of such securities. Any person in the Provinces lawfully participating in the Offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the Shares in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements.

EcoGraf, and the Directors and officers of EcoGraf, may be located outside Canada, and as a result, it may not be possible for Canadian purchasers to effect service of process within Canada upon EcoGraf or its Directors or officers. All or a substantial portion of the assets of EcoGraf and such persons may be located outside Canada, and as a result, it may not be possible to satisfy a judgment against EcoGraf or such persons in Canada or to enforce a judgment obtained in Canadian courts against EcoGraf or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also complies with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board.

Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

France

This document is not being distributed in the context of a public offering of financial securities (offre au public de titres financiers) in France within the meaning of Article L.411-1 of the French Monetary and Financial Code (Code monétaire et financier) and Articles 211-1 et seq. of the General Regulation of the French Autorité des marchés financiers ("AMF"). The Shares have not been offered or sold and will not be offered or sold, directly or indirectly, to the public in France.

This document and any other offering material relating to the Shares have not been, and will not be, submitted to the AMF for approval in France and, accordingly, may not be distributed (directly or indirectly) to the public in France. Such offers, sales and distributions have been and shall only be made in France to qualified investors (investisseurs qualifiés) acting for their own account, as defined in and in accordance with Articles L.411-2-II-2, D.411-1, L.533-16, L.533-20, D.533-11, D.533-13, D.744-1, D.754-1 and D.764-1 of the French Monetary and Financial Code and any implementing regulation.

Pursuant to Article 211-3 of the General Regulation of the AMF, investors in France are informed that the Shares cannot be distributed (directly or indirectly) to the public by the investors otherwise than in accordance with Articles L.411-1, L.411-2, L.412-1 and L.621-8 to L.621-8-3 of the French Monetary and Financial Code.

European Economic Area - Germany

The information in this document has been prepared on the basis that all offers of Shares will be made pursuant to an exemption under the Directive 2003/71/EC ("Prospectus Directive"), as amended and implemented in Member States of the European Economic Area, from the requirement to produce a prospectus for offers of securities.

An offer to the public of Shares has not been made, and may not be made, in Germany except pursuant to one of the following exemptions under the Prospectus Directive as implemented in Germany:

- (a) to any legal entity that is authorized or regulated to operate in the financial markets or whose main business is to invest in financial instruments unless such entity has requested to be



treated as a non-professional client in accordance with the EU Markets in Financial Instruments Directive (Directive 2014/65/EC, "MiFID II") and the MiFID II Delegated Regulation (EU) 2017/565;

- (b) to any legal entity that satisfies two of the following three criteria: (i) balance sheet total of at least €20,000,000; (ii) annual net turnover of at least €40,000,000 and (iii) own funds of at least €2,000,000 (as shown on its last annual unconsolidated or consolidated financial statements) unless such entity has requested to be treated as a non-professional client in accordance with MiFID II and the MiFID II Delegated Regulation (EU) 2017/565;
- (c) to any person or entity who has requested to be treated as a professional client in accordance with MiFID II;
- (d) to any person or entity who is recognised as an eligible counterparty in accordance with Article 30 of the MiFID II unless such entity has requested to be treated as a non-professional client in accordance with the MiFID II Delegated Regulation (EU) 2017/565;
- (e) to fewer than 150 natural or legal persons (other than qualified investors within the meaning of Article 2(1)(e) of the Prospectus Directive) subject to obtaining the prior consent of the Company; or
- (f) in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of entitlements or Shares shall result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 23) of Hong Kong, nor has it been authorized by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorize or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the Shares have not been, and will not be, offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined by the SFO and any rules made under that ordinance). No person allotted new Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Singapore

This document and any other materials relating to the Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Shares may not be issued, circulated or distributed, nor may these securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore, except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are an existing holder of the Company's shares, an "institutional investor" (as defined in the SFA) or a "relevant person" (as defined in section



275(2) of the SFA). In the event that you are not such a shareholder, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United Kingdom

Neither the information in this document nor any other document relating to the Offer has been delivered for approval to the Financial Services Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the Shares. This document is issued on a confidential basis to fewer than 150 persons (other than "qualified investors" (within the meaning of section 86(7) of FSMA)) in the United Kingdom, and the Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of FSMA) received in connection with the issue or sale of the Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

Tanzania

The offering of the new Shares is not a "public offer" as described in (i) the Companies Act of Tanzania, Act No. 12 of 2002 and (ii) the Capital Markets and Securities Act of Tanzania, Act No. 5 of 1994 and the new Shares may not be offered, sold or resold to the public or a section of the public in Tanzania.

Custodians, Trustees and Nominees

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Class Order [CO 09/425] (refer below) (**Custodian**) or in any more specific ASIC relief granted to the Company in relation to the Plan), you may apply for up to \$30,000 worth of new Shares for each beneficiary for whom you act as custodian provided you complete and submit, together with an Application, a certificate (**Custodian Certificate**) with the following information:

- (a) that you held Shares on behalf of:
 - (i) one or more other persons that are not custodians; and/or
 - (ii) another custodian (**Downstream Custodian**) that holds beneficial interests in Shares on behalf of one or more other persons, to which those beneficial interests relate, (each a **Participating Beneficiary**) at the Record Date who have subsequently instructed you, and/or the Downstream Custodian, to apply for Shares under the Plan on their behalf;
- (b) the number of Participating Beneficiaries and their names and addresses;
- (c) the number of Shares that you hold on behalf of each Participating Beneficiary;



- (d) the number or the dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through a Downstream Custodian, to apply for on their behalf;
- (e) that the Application amount for Shares applied under the Offer for each Participating Beneficiary for whom you act in addition to the application amount for any other Shares issued to you as custodian (as a result of instruction given to you as Custodian or a Downstream Custodian) for that Participating Beneficiary under any arrangement similar to the Plan in the prior 12 months does not exceed \$30,000;
- (f) that a copy of the written Offer document was given to each Participating Beneficiary; and
- (g) where you hold Shares on behalf of a Participating Beneficiary indirectly, through one or more Downstream Custodians, the name and address of each Downstream Custodian.

For the purposes of ASIC Class Order [CO 09/425] you are a “**Custodian**” if you are a registered holder that:

- (a) holds an Australian financial services licence that allows you to perform custodian or depositary services or operate IDPS accounts;
- (b) is exempt under:
 - (i) paragraph 7.6.01(1)(k) of the Corporations Regulations 2001 (the Regulations); or
 - (ii) paragraph 7.6.01(1)(na) of the Regulations; or
 - (iii) ASIC Class Order [CO 14/1000] or ASIC Class Order [CO 14/1001]; or
 - (iv) Schedule 2 to the ASIC Corporations (Repeal and Transitional) Instrument 2016/396; or
 - (v) an individual instrument of relief granted by ASIC to the person in terms similar to one of the class orders referred to in subparagraph (iv) above; or
 - (vi) paragraph 911A(2)(h) of the Corporations Act; or
 - (vii) from the requirement to hold an Australian financial services licence for the provision of a custodial or depositary service; or
 - (viii) is a trustee of a self-managed superannuation fund or superannuation master trust;
 - (ix) is a responsible entity of IDPS like scheme; or
 - (x) is noted on the Company’s register of members as holding the Shares on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Custodians should request a Custodian Certificate when making an Application on behalf of Participating Beneficiaries. To request a Custodian Certificate and if you would like further information on how to apply, you can contact the Company or Share Registry at any time from 8.30am to 5.00pm Monday to Friday during the Offer period.

The Company reserves the right to reject any Application for Shares to the extent it considers that the Application (whether alone or in conjunction with other Applications) does not comply with these requirements. The Company reserves the right to reject Applications in accordance with these terms and conditions.

Price of Shares

The price of Shares to be issued under the Plan is 6.5 cents, which is a discount of 7% to the VWAP of Shares traded over the 5 days prior to the date the Plan was announced.

Applications and Notices

The Company will send Eligible Shareholders a letter of offer inviting subscription for Shares under the Plan, accompanied by these terms and conditions and an Application Form. Applications will



not be accepted after 5pm (Sydney time) on the Closing Date of the Offer, being 22 June 2020 (unless extended or closed early). Oversubscriptions to the Offer may be refunded without interest.

Those Eligible Shareholders who have previously opted to receive communications electronically will receive their Offer documents by way of email.

Due to the impact of COVID-19 on postage, there may be delays in the arrival of documents posted to and by Eligible Shareholders. **Accordingly, if you have not opted to receive electronic documents from the Company but would like to receive an electronic version of the Plan and Application Form please contact Mr Andrew Spinks, Managing Director, on +61 8 6424 9002.**

Notices and statements made by the Company to participants may be given in any manner prescribed by its constitution.

Acknowledgement

By completing an Application and making the associated payment in accordance with the options on your Application Form, you:

- (a) irrevocably and unconditionally agree to the terms and conditions of the Plan and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the Plan;
- (b) warrant that all details and statements in your Application are true and complete and not misleading;
- (c) agree that your Application will be irrevocable and unconditional (that is, it cannot be withdrawn even if the market price of the Shares is less than the Price);
- (d) warrant that you are an Eligible Shareholder and are eligible to participate in the Plan;
- (e) acknowledge that no interest will be paid on any Application monies held pending the issue of Shares under the Plan or subsequently refunded to you for any reason;
- (f) acknowledge that the Company and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;
- (g) acknowledge and agree that if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in the Offer Countries, and you have not sent these terms and conditions, an Offer document, or any materials relating to the Plan, to any person outside the Offer Countries;
- (h) if you are applying on your own behalf (and not as a Custodian), acknowledge and agree that:
 - (i) you are not applying for Shares with an Application amount of more than \$30,000 under the Plan (including by instructing a Custodian to acquire Shares on your behalf under the Plan); and
 - (ii) the total of the Application amount for the following does not exceed \$30,000:
 - (A) the Shares the subject of the Application;
 - (B) any other Shares issued to you under the Plan or any similar arrangement in the 12 months before the Application (excluding Shares applied for but not issued);
 - (C) any other Shares which you have instructed a Custodian to acquire on your behalf under the Plan; and
 - (D) any other Shares issued to a Custodian in the 12 months before the Application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the Plan.
- (i) if you are a Custodian and are applying on behalf of a Participating Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
 - (i) you are a Custodian (defined above);



- (ii) you hold Shares (directly or indirectly) on behalf of one or more Participating Beneficiaries;
 - (iii) you held Shares on behalf of the Participating Beneficiary as at the Record Date who has instructed you to apply for Shares on their behalf under the Plan;
 - (iv) each Participating Beneficiary on whose behalf you are applying for Shares has been given a copy of this document;
 - (v) the Application amount for the Shares applied for on behalf of the Participating Beneficiary, and any other Shares applied for on their behalf under a similar arrangement in the previous 12 months (excluding Shares applied for but not issued), does not exceed \$30,000; and
 - (vi) the information in the Custodian Certificate submitted with your Application is true, correct and not misleading.
- (j) agree to be bound by the constitution of the Company (as amended from time to time);
 - (k) acknowledge that none of the Company, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the Plan, or has any obligation to provide such advice; and
 - (l) authorise the Company, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application including the Application Form and to complete the Application including the Application Form by the insertion of any missing minor detail.

Placement of Shortfall

Any shortfall from the Offer may be placed at the discretion of the Directors. The Company confirms that any issue of shortfall would be placed subject to the Company's compliance with ASX Listing Rules 7.1 and 7.1A at the time of issue. As at the date of this document, following the completion of the Placement, the Company will have remaining capacity to issue 20,595,287 Shares under its ASX Listing Rule 7.1 capacity and 30,510,819 Shares under its ASX Listing Rule 7.1A capacity.

Issue of Shares

Shares to be issued under the Plan will be issued as soon as reasonably practicable after the Closing Date and in any event within 7 Business Days of the Closing Date and will rank equally in all respects with all other fully paid ordinary shares in the capital of the Company from the date of issue.

Shareholding statements or CHES notification will be issued in respect of all Shares issued under the Plan. The Company will, promptly after the issue of Shares under the Plan, make application for those Shares to be listed for quotation on the official list of ASX.

Modification and Termination of the Plan

The Company may modify or terminate the Plan at any time. The Company will notify ASX of any modification to, or termination of, the Plan. The omission to give notice of any modification to, or termination of, the Plan or the failure of ASX to receive such notice will not invalidate the modification or termination.

Without limiting the above, the Company may issue to any person fewer Shares than the person applied for under the Plan if the issue of Shares applied for would contravene any applicable law or the Listing Rules of ASX.

Raising Amount and Scale Back

The Company seeks to raise up to \$500,000 however, the Company reserves absolute discretion regarding the final amount raised under the Plan.

In the event of oversubscriptions the Directors may, in their absolute discretion, accept oversubscriptions (in accordance with the ASX Listing Rule parameters) or alternatively, scale-back all Applications on an equitable basis. If the Company rejects or scales-back an Application or purported Application, the Company will promptly return to the shareholder the relevant Application monies, without interest.



Dispute Resolution

The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participant, Application or Shares. The decision of the Company in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

The Company reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of the Company under these conditions may be exercised by the Directors or any delegate of the Directors.

Questions and Contact Details

If you have any questions regarding the Plan or how to deal with this Offer, please contact your stockbroker or professional adviser or alternatively, Mr Andrew Spinks, Managing Director, on +61 8 6424 9002.



ABN 15 117 330 757

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ENGINEERING CLEAN ENERGY

SRN/HIN:
Entitlement Number:
Record Date: Wednesday, 20 May 2020
Offer Opens: Thursday, 28 May 2020

Offer Closes
5:00pm (Sydney time): Monday, 22 June 2020

SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

How do I apply for Shares under the SPP offer?

- Carefully read the Shareholder Share Purchase Plan Terms and Conditions (**Terms and Conditions**) accompanying this form.
- Decide on the amount you wish to apply for.
- Pay for the Shares in accordance with the instructions outlined in the Terms and Conditions and further important instructions on the reverse of this form.
 - Option 1: Paying by BPAY®.
 - Option 2: Paying by Cheque, Bank Draft or Money Order.
- Payments must be in Australian dollars.

PAYMENT OPTIONS

Option 1: Paying by BPAY®

If paying by BPAY®, you do **NOT** need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY® by 5:00pm (Sydney time) on Monday, 22 June 2020. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your Application Payment.

If you make a payment by BPAY® and EcoGraf Limited receives an amount which is not equal to either A\$2,000, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000, EcoGraf Limited may round down the dollar amount of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$2,000.

	Billers Code: 63701
	Ref:

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au
 © Registered to BPAY Pty Ltd ABN 69 079 137 518

Option 2: Paying by Cheque, Bank Draft or Money Order

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment.

- Tick the box beside the amount you wish to apply for, either A\$2,000, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000.
- Enter your cheque, bank draft or money order details. The amount of your Application Payment should be equal to the amount applied for in section A of the Acceptance Slip. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "EcoGraf Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to either A\$2,000, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000, EcoGraf Limited may round down the dollar amount of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$2,000.
- Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.



ABN 15 117 330 757

Please detach and enclose with payment

SRN/HIN:
Entitlement Number:



A I/we wish to purchase a parcel of Shares to the dollar amount of (tick one box only):

A\$2,000.00 OR
 A\$5,000.00 OR
 A\$10,000.00 OR
 A\$15,000.00 OR
 A\$20,000.00 OR
 A\$25,000.00 OR
 A\$30,000.00

B Make your cheque, bank draft or money order payable to "EcoGraf Limited" and crossed "Not Negotiable"

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/> .00

C Telephone Number – Business Hours Telephone Number – After Hours Contact Name

<input type="text"/>	<input type="text"/>	<input type="text"/>
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IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order [CO 09/425] you must complete and submit an additional Schedule that contains additional certifications and details that must be provided ("the Schedule") before your Application will be received. The Schedule can be obtained by contacting EcoGraf Limited on the telephone number set out below. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you certify that the aggregate of the Application Payment paid by you for:
 - the parcel of Shares indicated on this Application Form or BPAY® payment; and
 - any other Shares applied for by you, or which you have instructed a custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by BPAY® does not exceed A\$30,000.
7. EcoGraf Limited reserves the right to make amendments to this Application Form where appropriate.
8. Applicants are not assured of receiving the Shares for which they have applied as EcoGraf Limited may scaleback applications in its discretion.
9. The maximum subscription limitation of A\$30,000.00 will apply even if an eligible holder has received more than one form (whether in respect of a joint holding or because the eligible holder has more than one holding under separate security accounts).
10. By making the Application Payment and/or submitting the Acceptance Slip, you certify that:
 - you wish to apply for the number of Shares which equates to the Application Payment divided by A\$0.065 which will be issued in accordance with the SPP and the Constitution;
 - you have read and understood the Terms and Conditions of the SPP;
 - you agree to be bound by the terms of the Constitution of EcoGraf Limited and the SPP; and
 - you agree to accept any lesser number of new Shares than the number of Shares applied for.

How to Lodge your Acceptance Slip and Application Payment

The Acceptance Slip and the payment for new Shares must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

EcoGraf Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (Sydney time) on Monday, 22 June 2020. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. EcoGraf Limited reserves the right not to process any Acceptance Slips and Application Payments received after the closing date.

If you require information on how to complete this Acceptance Slip please contact the EcoGraf Limited SPP Offer on 08 6424 9002 if calling within Australia or +61 8 6424 9002 if calling from outside of Australia.